



TV VISION LIMITED

Our Company was originally incorporated as TV Vision Private Limited on July 30, 2007 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. It was converted into a public limited company under the name TV Vision Limited and a fresh certificate of incorporation pursuant to the change of name was issued by the RoC on June 23, 2011.

Registered & Corporate Office: 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053, Maharashtra;

(For the details of change in our Registered Office, please refer to page no. 11 of this Draft Red Herring Prospectus)

Tel. No.: +91-22- 40230000; **Fax No.:** +91-22- 26395459; **Website:** www.tvvision.in; **Email:** investorservices@tvvision.in

Contact Person: Mr. Anand Shroff, Vice President - Finance & Accounts and Compliance Officer; **Email:** complianceofficer@tvvision.in

Name of Promoter: Sri Adhikari Brothers Television Network Limited

PUBLIC ISSUE OF [●] EQUITY SHARES OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE, AGGREGATING ₹ 13,500.00 LAKHS (THE "ISSUE"). THE ISSUE CONSTITUTES [●] % OF THE FULLY DILUTED POST ISSUE PAID-UP CAPITAL OF OUR COMPANY.

Our Company is considering a Pre-IPO placement of upto 32,00,000 Equity Shares with certain investors ("Pre-IPO Placement") for an amount not exceeding ₹ 2,500.00 lakhs. The Pre-IPO Placement will be at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post-Issue paid-up equity share capital being offered to the public.

PRICE BAND: ₹ [●] TO ₹ [●] PER EQUITY SHARE OF FACE VALUE OF ₹ 10/- EACH

THE ISSUE PRICE IS [●] TIMES THE FACE VALUE AT THE LOWER END OF THE PRICE BAND AND [●] TIMES THE FACE VALUE AT THE HIGHER END OF THE PRICE BAND

This Issue is being made through a 100% Book Building Process wherein at least 50% of the Issue to Public shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs"). 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allotment on a proportionate basis to QIBs and Mutual Funds, subject to valid bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue to Public shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Issue to Public shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid bids being received at or above the Issue Price. If at least 50% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith.

In case of revision in the Price Band, the Bidding/Issue Period shall be extended for 3 additional working days after such revision of the Price Band, subject to the Bidding/Issue Period not exceeding 10 working days. Any revision in the Price Band, and the revised Bidding/Issue Period, if applicable, shall be widely disseminated by a notice to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, by issuing a press release and also by indicating the change on the websites of the Book Running Lead Managers ("BRLMs") and the terminals of the members of the Syndicate.

All potential investors, may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details, please see the section titled "Issue Procedure" on page no. 203 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the shares of TV Vision Limited (our "Company"), there has been no formal market for the Equity Shares of our Company. **The face value of the Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue Price of ₹ [●] per Equity Share is [●] times of the face value of the Equity Shares of our Company.** The Issue Price (as determined and justified by the Book Running Lead Managers and our Company as stated herein under the paragraph "Basis for the Issue Price") should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company or the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. **Specific attention of investors is invited to the section titled 'Risk Factors' beginning on page no. iv of this Draft Red Herring Prospectus.**

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for, and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares are proposed to be listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The in-principle approvals of the BSE and NSE for listing of Equity Shares have been received pursuant to letters dated [●] and [●] respectively. For the purpose of the Issue, the Designated Stock Exchange shall be the "BSE".

IPO GRADING

The Issue has been graded by CARE and has been assigned "IPO GRADE [●]" indicating [●] vide its letter dated [●]. For more information on IPO Grading, please refer to the section titled "General Information" on page no. 16 of this Draft Red Herring Prospectus.

BOOK RUNNING LEAD MANAGERS TO THE ISSUE

almondz
the financial powerhouse

ALMONDZ GLOBAL SECURITIES LIMITED

Level-5, Grande Palladium, 175, CST Road,

Kalina, Santacruz (E), Mumbai - 400 098

Tel.: +91-22-66437600; **Fax:** +91-22-66437700

Website: www.almondzglobal.com

Email : tvvision.ipo@almondz.com

Investor Grievance Email Id: complaint@almondz.com

Contact Person: Ms. Sugandha Kaushik / Ms. Deepa Laungani

SEBI Registration No.: INM000000834



IDBI CAPITAL MARKET SERVICES LIMITED

3rd Floor, Mafatlal Centre, Nariman Point,

Mumbai-400 021

Tel.: +91-22-4322 1212; **Fax:** +91-22-22850785

Website: www.idbicapital.com

Email: tvvision.ipo@idbicapital.com

Investor Grievance Email Id: redressal@idbicapital.com

Contact Person: Mr. Hemant Bothra / Mr. Swapnil Thakur

SEBI Registration No.: INM000010866

REGISTRAR TO THE ISSUE



BIGSHARE SERVICES PRIVATE LIMITED

E/2, Ansa Industrial Estate,

Saki Vihar Road, Saki Naka, Andheri (E),

Mumbai-400 072

Tel.: +91-22-40430200; **Fax:** +91-22-28475207

Website: www.bigshareonline.com

Email : ipo@bigshareonline.com

Contact Person: Mr. Ashok Shetty

SEBI Registration No.: INR00000138

BID / ISSUE PROGRAMME

BID/ISSUE OPENS ON : [●]

BID/ISSUE CLOSES ON : [●]*

*Our Company may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date.

TABLE OF CONTENTS

	Page no.
Section I: General	
Definitions and Abbreviations	a
Conventional or General Terms	a
Issue Related Terms	b
Company and Industry Related Terms	h
Abbreviations	i
Section II: Risk Factors	
Certain Conventions; Use of Financial Information and Market Data	i
Forward Looking Statements	iii
Risk Factors	iv
Section III: Introduction	
Summary	1
Summary of Financial Data	5
The Issue	10
General Information	11
Capital Structure	22
Objects of the Issue	33
Basic Terms of the Issue	43
Basis for the Issue Price	47
Statement of Tax Benefits	50
Section IV: About our Company	
Industry Overview	62
Our Business	76
Regulations and Policies	88
History and Certain Corporate Matters	94
Our Management	101
Our Promoter	114
Our Promoter Group	120
Related Party Transactions	128
Dividend Policy	129
Section V: Financial Information of our Company	
Financial Statements of our Company	130
Management's Discussion and Analysis of Financial Condition and Results of Operations	159
Our Indebtedness/Loans and Borrowings	166
Section VI: Legal and Other Information	
Outstanding Litigations and Material Developments	169
Government and other Approvals	178
Section VII: Other Regulatory and Statutory Disclosures	186
Section VIII: Issue Related Information	
Terms of the Issue	199
Issue Procedure	203
Section IX: Main Provisions of Articles of Association of our Company	249
Section X: Other Information	
Material Contracts and Documents for Inspection	274
Declaration	276

SECTION I - GENERAL

Definitions and Abbreviations

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

Definitions

Term	Description
“TV Vision Limited” or “TV Vision” or “the Company” or “our Company”	TV Vision Limited, a public limited company incorporated under the Companies Act, 1956 having its registered office at 4 th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053, Maharashtra
“We” or “us” and “our”	Unless the context otherwise requires, refers TV Vision Limited

Conventional or General Terms

Term	Description
Articles/Articles of Association	Articles of Association of TV Vision Limited, as amended
Auditor / Statutory Auditor	The Statutory Auditor of TV Vision Limited viz., M/s. A.R. Sodha & Co., Chartered Accountants
Board of Directors / Board	The Board of Directors of TV Vision Limited
Companies Act	The Companies Act, 1956, as amended
Director(s)	Director(s) of TV Vision Limited , unless otherwise specified
Equity Shares	Equity Shares of our Company of face value of ₹ 10 each unless otherwise specified in the context thereof
GIR Number	General Index Registry Number
Holding Company	Sri Adhikari Brothers Television Network Limited
Indian GAAP	Generally Accepted Accounting Principles in India
MOA/Memorandum/Memorandum of Association	Memorandum of Association of TV Vision Limited , as amended
Promoter(s)	Sri Adhikari Brothers Television Network Limited
Promoter Group	Westwind Realtors Private Limited, Lotus Motion Pictures Limited, Mastiiidotcom Entertainment Private Limited, SABe TV Limited and Sri Adhikari Brothers and View Entertainment
Registered and Corporate Office	4 th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai- 400053, Maharashtra
“Sri Adhikari Brothers” or “SABTNL”	Sri Adhikari Brothers Television Network Limited
Subsidiaries	MPCR Broadcasting Service Private Limited, HHP Broadcasting

Term	Description
	Services Private Limited and UBJ Broadcasting Private Limited, the subsidiaries of TV Vision Limited, as mentioned in the section titled "History and Certain Corporate Matters" beginning on page no. 94 of this Draft Red Herring Prospectus

Issue Related Terms

Term	Description
Allot/Allotment/Allotted	unless the context otherwise requires, the allotment of Equity Shares pursuant to this Issue to successful Bidders
Allottee	The successful Bidder to whom the Equity Shares are/have been allotted
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) for subscribing to this Issue alongwith an authorization to SCSB to block the Bid Amount in their specified bank account maintained with the SCSB
ASBA Account	Account maintained by an ASBA Bidder with a SCSB which shall be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder, as specified in the Bid cum ASBA Form
ASBA Bidder/ ASBA Investor	means any Investor/Bidder, who intends to bid/apply through ASBA process
ASBA Form/ Bid cum ASBA Form	The form, whether physical or electronic, used by an ASBA Bidder to make a Bid, which will be considered as the application for Allotment for the purpose of the Red Herring Prospectus and the Prospectus
ASBA Revision Form	The forms used by the ASBA Bidders to modify the quantity of Equity Shares or Bid Amount in any of their Bid cum ASBA Forms or any previous ASBA Revision Form(s)
Banker(s) to the Issue / Escrow Banker(s) to the Issue/ Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Bankers to the Issue with whom the Escrow Accounts will be opened, in this case being, [•]
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Issue and which is described in the section Issue Procedure.
Bid	An indication to make an offer during the Bidding Period by a Bidder pursuant to submission of the Bid cum Application Form or the Bid cum ASBA Form, as the case may be, to subscribe for or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder on submission of the Bid in the Issue
Bid cum Application Form/ Bid Form	The form used by the Bidder (including the format of such application form used by the ASBA Bidder, whether physical or

	electronic) to make a Bid which will be considered as the application for Allotment for the purpose of the Red Herring Prospectus and the Prospectus
Bid/Issue Closing Date	The date after which the Syndicate Members and SCSBs will not accept any Bids for the Issue, which shall be notified in an English National Newspaper, a Hindi National Newspaper and a Marathi Newspaper with wide circulation
Bid/Issue Opening Date	The date on which the Syndicate Members and SCSBs shall start accepting Bids for the Issue, which shall be notified in an English National Newspaper, a Hindi National Newspaper and a Marathi Newspaper with wide circulation
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Draft Red Herring Prospectus and the Bid cum Application Form or ASBA Form as the case may be
Bidding Period/ Issue Period	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders can submit their Bids, including any revisions thereof
Book Building Process	Book Building route as provided in Schedule XI of the SEBI (ICDR) Regulations, in terms of which the Issue is being made
BRLMs / Book Running Lead Managers	Book Running Lead Managers to the Issue, in this case being Almondz Global Securities Limited and IDBI Capital Market Services Limited
CAN/Confirmation of Allocation Note	The note or advice or intimation of allocation of Equity Shares sent to the Bidders who have been allocated Equity Shares after the basis of allocation has been approved by the Designated Stock Exchange
Cap Price	The upper end of the Price Band including any revision thereof, above which the Issue Price will not be finalized and above which no Bids will be accepted
Controlling Branches	Such branches of the SCSBs which coordinate Bids under this Issue by ASBA Bidders with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in/pmd/scsb.html or at such other website as may be prescribed by SEBI from time to time
Cut-off Price	The Issue Price finalized by our Company in consultation with the BRLMs and it shall be any price within the price band. Only Retail Individual Bidders are entitled to bid at Cut-off Price, for a Bid Amount not exceeding ₹ 2 Lakhs. Qualified Institutional Buyers and Non-Institutional Bidders are not entitled to bid at Cut-off Price
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository	A body corporate registered under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time
Depository Participant/DP	A Depository Participant as defined under the Depositories Act
Designated Branches	Branch offices of the SCSBs which the respective SCSB has

	identified as a designated branch at which the Physical ASBA Form can be submitted by an ASBA Investor and a list of which is available on http://www.sebi.gov.in/pmd/scsb.html or at such other website as may be prescribed by SEBI from time to time
Designated Date	The date on which funds are transferred from the Escrow Account or the amount blocked by the SCSB is transferred from the ASBA Account, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the Registrar of Companies, following which the Board of Directors shall allot the Equity Shares to successful Bidders.
Designated Stock Exchange	Bombay Stock Exchange Limited
Draft Red Herring Prospectus / Draft RHP / DRHP	The Draft Red Herring Prospectus dated September 28, 2011 issued in accordance with Section 60B of the Companies Act and SEBI (ICDR) Regulations, approved by the Board of Directors and which does not contain complete particulars of the price at which the Equity Shares are offered and size of this Issue.
Electronic ASBA	Submission of Bid cum ASBA Form electronically, by an ASBA Investor, through the internet banking facility offered by the SCSBs
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares
Engagement Letters	The engagement letter dated June 24, 2011 between our Company and Almondz Global Securities Limited and the engagement letter dated August 1, 2011 between our Company and IDBI Capital Market Services Limited.
Escrow Account	Account opened with the Escrow Collection Bank(s) for the Issue and in whose favour the Bidder (excluding the ASBA Bidder) will issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement entered into amongst our Company, the Registrar, the Escrow Collection Bank(s), the BRLMs, and the Syndicate Member(s) for collection of the Bid Amounts and for remitting refunds (if any) of the amounts collected, to the Bidders (excluding the ASBA Bidders) on the terms and conditions thereof
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form or the Bid cum ASBA Form or ASBA Revision Form
Floor Price	The lower end of the Price Band, at or above which the Issue Price will be finalized and below which no Bids will be accepted
IPO Grading Agency / CARE	Credit Analysis & Research Limited, the credit rating agency appointed by our Company for grading the Issue
Issue/Public Issue	Public Issue of [•] Equity Shares of ₹ 10/- each for cash at a Price

	<p>of ₹ [•] per Equity Share, aggregating ₹ 13,500.00 lakhs (The “Issue”). The Issue constitutes [•]% of the fully diluted post issue paid-up capital of our Company.</p> <p>Our Company is considering a Pre-IPO placement of up to 32,00,000 Equity Shares with certain investors (“Pre-IPO Placement”) for an amount not exceeding ₹ 2,500.00 lakhs. The Pre-IPO Placement will be at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post-Issue paid-up equity share capital being offered to the public.</p>
Issue Agreement	The agreement dated September 28, 2011 between our Company and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The final price at which the Equity Shares will be allotted in terms of the Red Herring Prospectus, as determined by our Company in consultation with BRLMs on the Pricing Date
Issue Proceeds	The gross proceeds of this Issue that would be available to our Company after the final listing and trading approvals are received
Members of the Syndicate	The BRLMs and the Syndicate Member(s)
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB portion or [•] Equity Shares of ₹ 10/- each available for allocation to Mutual Funds only, out of the QIB Portion
Net Proceeds	Issue Proceeds less the Issue expenses
Non-Institutional Bidders	All Bidders that are not eligible Qualified Institutional Buyers for this Issue, including affiliates of BRLMs and Syndicate Member(s), or Retail Individual Bidders and who have bid for an amount more than ₹ 2 lakhs (but not including NRIs other than eligible NRIs)
Non-Institutional Portion	The portion of the Issue being upto [•] Equity Shares of ₹ 10/- each available for allocation to Non Institutional Bidders
Non Resident	A person resident outside India, as defined under FEMA and includes a Non Resident Indian, FIIs registered with SEBI and FVCIs registered with SEBI
NRI/ Non-Resident Indian	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000 as amended
Physical ASBA	ASBA Forms submitted by an ASBA Investor physically with

	designated branches of the SCSBs or the Syndicate/Sub-Syndicate Members
Pre-IPO Placement	A Pre-IPO placement of up to 32,00,000 Equity Shares with certain investors for an amount not exceeding ₹ 2,500.00 lakhs being considered by our Company which, if undertaken will be completed prior to filing of the Red Herring Prospectus with the RoC.
Price Band	Price band of a minimum price of ₹ [•] per Equity Share (Floor Price) and the maximum price of ₹ [•] per Equity Share (Cap Price), both inclusive and includes revisions thereof
Pricing Date	The date on which our Company, in consultation with the BRLMs, finalizes the Issue Price
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act, containing, inter alia, the Issue Price that is determined at the end of the Book Building process, the size of the Issue and certain other information
Public Issue Account/ Issue Account	An account opened with Bankers to the Issue for the purpose of transfer of monies from the Escrow Accounts and from the accounts of the ASBA Bidders on the Designated Date
QIB Portion	The portion of the Issue being at least 50% of the Issue being [•] Equity Shares of ₹ 10/- each available for allocation to QIB bidders
Qualified Institutional Buyers / QIBs	Public Financial Institutions as specified in Section 4A of the Companies Act, Foreign Institutional Investors and sub account registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, Scheduled Commercial Banks, Mutual Funds registered with SEBI, Venture Capital Funds registered with SEBI, Foreign venture capital funds registered with SEBI, Multilateral and bilateral development financial institutions, State Industrial Development Corporations, Insurance companies registered with the Insurance Regulatory and Development Authority, Provident Funds with minimum corpus of ₹ 2500 lakhs, Pension Funds with minimum corpus of ₹ 2500 lakhs, National Investment Fund, set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, Insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by the Department of Posts, India
Red Herring Prospectus or RHP	The document issued in accordance with Section 60B of the Companies Act, which does not have complete particulars of the price at which the Equity Shares are issued and the size of Issue. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid/Issue Opening Date and will become a Prospectus after filing with the RoC after Pricing Date
Refund Account	An account opened with an Escrow Collection Bank, from which refunds of the whole or part of the Bid Amount (excluding to the

	ASBA Bidders), if any, shall be made
Refund Bank(s)	[•]
Refunds through electronic transfer of funds	Refunds through ECS, Direct Credit, RTGS or NEFT or the ASBA Process as applicable
Registrar/Registrar to the Issue/ Registrar and Transfer Agent	Bigshare Services Private Limited
Registrar of Companies, Maharashtra	Registrar of Companies, Maharashtra located at Everest, 100, Marine Drive, Mumbai- 400 002, Maharashtra
Retail Individual Bidders	Individual Bidders (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs) who have made their bid for Equity Shares for a cumulative amount of not more than ₹ 2 lakhs
Retail Portion	The portion of the Issue being upto [•] Equity Shares of ₹ 10/- each available for allocation to Retail Individual Bidder(s)
Revision Form	The form used by the Bidders excluding ASBA Bidders, to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Form or any previous Revision Form(s)
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997, as amended
Securities Act	U.S. Securities Act, 1933, as amended
Stock Exchanges	The Bombay Stock Exchange Limited and the National Stock Exchange of India Limited
Self Certified Syndicate Bank(s) / SCSB(s)	SCSB is a bank, registered under the SEBI (Bankers to an Issue) Regulations, 1994, which offers the facility of applying through the ASBA process and has its name included in the SEBI's list of SCSBs displayed on its website on http://www.sebi.gov.in/pmd/scsb.html or at such other website as may be prescribed by SEBI from time to time
Sub-Syndicate Member(s)	A SEBI Registered member of BSE and/or NSE appointed by the BRLMs and/or the Syndicate Member to act as sub-Syndicate Member in the Issue
Syndicate Agreement	The agreement to be entered into among our Company and Syndicate Member(s) in relation to the collection of Bids in the Issue (excluding Bids from the ASBA Bidders)
Syndicate ASBA	A Bid submitted by an ASBA Bidder through the Syndicate/Sub-Syndicate Member instead of the Designated Branches
Syndicate ASBA Centres	Centres established by the Escrow Collection Banks at Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Baroda and Surat, and such other centres as

	may be prescribed by SEBI from time to time, wherein pursuant to the SEBI Circular dated April 29, 2011, bearing no. CIR/CFD/DIR/1/2011, ASBA Bidders are permitted to submit their Bids to the Syndicate/Sub-Syndicate Members
Syndicate Member(s)	[•]
TRS or Transaction Registration Slip	The slip or document issued by the Syndicate Member to the Bidder as proof of registration of the Bid
Underwriter(s)	[•]
Underwriting Agreement	The Agreement among the Underwriter(s) and our Company to be entered into on or after the Pricing Date
Working Days	Any day, other than Saturdays and Sundays, on which commercial banks in Mumbai are open for business, provided however, for the purpose of the time period between the Bid/Issue Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all days excluding Sundays and bank holidays in Mumbai in accordance with the SEBI circular no. CIR/CFD/DIL/3/2010 dated April 22, 2010

Company and Industry Related Terms

Terms	Description
2D	Two Dimensional
3D	Three Dimensional
3G	Third Generation
Ad	Advertisement
ARPU	Average Revenue Per User
C&S	Cable & Satellite
CAS	Conditional Access System
DTH	Direct to Home
DVD	Digital Video Disc
FCT	Fee Commercial Time
FM	Frequency Modulation
FICCI	Federation of Indian Chambers of Commerce & Industry
GEC	General Entertainment Channel
GRP	Gross Rating Point
HD	High Definition
HSM	Hindi Speaking Markets
INSAT	Indian National Satellite
IPTV	Internet Protocol Television
LCO	Local Cable Operator
M&E	Media & Entertainment
MIB	Ministry of Information and Broadcasting
MPEG	Moving Picture Expert Group
MSO	Multi System Operator
sq. ft.	Square Feet
STB	Set Top Boxes

TAM	TAM Media Research Private Limited
TDSAT	Telecom Dispute Settlement & Appellate Tribunal
TRAI	Telecom Regulatory Authority of India
TV	Television
VFX	Visual Effects
VSAT	Very Small Aperture Terminal

Abbreviations

Abbreviation	Full Form
A/c	Account
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
bn	Billion
BPLR	Benchmark Prime Lending Rate
BSE	Bombay Stock Exchange Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
ECS	Electronic Clearing System
EOGM	Extra Ordinary General Meeting
EPS	Earning Per Share
ESOP	Employee Stock Option Plan
ESOS	Employee Stock Option Scheme
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act, 1999, as amended, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under FEMA (Transfer issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor, (as defined under SEBI (Foreign Institutional Investor) Regulations, 1995), registered with SEBI
FY/Fiscal/ Fiscal Year/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/ Government	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards
I.T. Act	Income Tax Act, 1961, as amended

Abbreviation	Full Form
IPO	Initial Public Offering
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Funds Transfer
NPV	Net Present Value
NRIs	Non Resident Indians
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
P/E Ratio	Price/Earnings Ratio
PLR	Prime Lending Rate
RBI	Reserve Bank of India
RoC	Registrar of Companies, Maharashtra
ROE	Return on Equity
RONW	Return on Net Worth
₹ / Rs./ INR	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
u/s	Under Section
U.S. / US	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF	Venture Capital Fund as defined and registered with SEBI under SEBI (Venture Capital Funds) Regulations, 1996 as amended
w.e.f.	with effect from
y-o-y	year-over-year

SECTION II: RISK FACTORS

Certain Conventions; Use of Financial Information and Market Data

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to the other gender. All references to “India” contained in this Draft Red Herring Prospectus are to the Republic of India. Further, references to the “U.S.” are to the United States of America.

Financial Data

Unless stated otherwise, our financial data included in this Draft Red Herring Prospectus is derived from the audited financial statements, prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points.

Our Company’s fiscal year commences on April 1 and ends on March 31 of the next year, so all references to particular financial year, unless stated otherwise, are to the 12 months period ended on March 31 of that year.

There are significant differences between Indian GAAP, US GAAP and IFRS. The reconciliation of the financial statements to IFRS or US GAAP financial statements has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, and it is urged that you consult your own advisors regarding such differences and their impact on our Company’s financial data. Accordingly, the degree to which the restated summary statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in the sections “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page nos. iv, 76 and 159, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our restated financial statements prepared in accordance with the Indian GAAP.

Currency and Units of Presentation

All references to “₹” or “Rupees” or “Rs.” are to Indian Rupees, the official currency of the Republic of India.

All references to “US\$” or “USD” or “\$” are to United States Dollars, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “lakh” units. One lakh represents 1,00,000 and one crore represents 1,00,00,000.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus have been obtained or derived from publicly available information as well as industry publications and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made on the basis of such information. Although we believe that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Definitions

For definitions, please see the section “Definitions and Abbreviations” on page no. a of this Draft Red Herring Prospectus. In the section “Main Provisions of Articles of Association” on page no. 249 of this Draft Red Herring Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

Forward Looking Statements

Statements included in this Draft Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue”, and similar expression or variations of such expressions, that are “forward-looking statements”.

All forward looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from the expectations include, among others:

- General economic and business conditions in India and other countries;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Our ability to cater to viewer preferences and maintain audience shares;
- Our ability to respond to competition;
- Development affecting the Indian economy and the economies of the regional markets we serve;
- Ability to successfully implement Company’s strategy, growth and expansion, technological changes, Company’s exposure to market risks that have an impact on its business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in Industry;
- Dependence on key management personnel;
- Technological failures and natural disasters or calamities;
- Changes in political scenario in India.

For further discussion of factors that could cause actual results to differ, see section titled “Risk Factors” beginning on page no. iv of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company nor any of our respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, for purposes of the Issue, our Company and the Book Running Lead Managers to the Issue will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchanges.

Risk Factors

An investment in Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Draft Red Herring Prospectus, including the risk and uncertainties described below, before making an investment in our equity shares. To obtain an understanding of the material facts about our Company, you should read this section in conjunction with the chapters titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page numbers 76 and 159 of this Draft Red Herring Prospectus, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial actually materialise, our business, results of our operations and financial condition could be materially and adversely affected, the trading price of our equity shares could decline, and you may lose all or part of your investment.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

Unless specified or quantified in the relevant risk factors set forth below, our Company is not in a position to ascertain the financial and other implication of any of the other risks mentioned below.

Materiality

The Risk factors have been determined and disclosed on the basis of their materiality. The following factors have been considered for determining the materiality:

1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively;
3. Some events may not be material individually but may be found material collectively;
4. Some events may not be material at present but may be having material impact in future.

Internal Risk Factors

1. ***Our Company, our Promoter and our Directors are involved in legal proceedings and any unfavorable outcome of the proceedings may adversely impact our business and financial condition.***

Our Company, our Promoter and our Directors are involved in legal proceedings in relation to certain matters. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Should any new development arise, such as a change in Indian law or rulings against us/our Promoter by appellate courts or tribunals, we or our Promoter may need to make provisions in our/its financial statements, which could increase our/its expenses and current liabilities.

The results of litigation are inherently uncertain and may result in adverse rulings or decisions. We may enter into settlements or be subject to judgments that may, individually or in the



aggregate, have a material adverse effect on our business, financial condition or results of operations.




A brief summary of these cases are set out below:

Sr. No.	Particulars	No. of Cases	Amount Involved where quantifiable (₹ in Lakhs)
Litigations against our Company			
<i>Civil Litigation</i>			
1.	Civil suit for copyright infringement	1	900.00
<i>Notices issued to our company</i>			
1.	Notice issued by two parties	2	Not ascertainable
Litigation by and against our Promoter (SABTNL) and our Directors			
<i>Cases/notices pending against our Promoter</i>			
1.	Income Tax Proceedings against SABTNL	9	Not ascertainable
2.	Arbitration proceedings against SABTNL	1	143.60
3.	Notices issued by various parties to SABTNL	4	Not ascertainable
4.	Consumer Complaint filed against SABTNL	1	Not ascertainable
5.	Civil suit against SABTNL	3	Not ascertainable
6.	Defamation Case filed against SABTNL	1	Not ascertainable
<i>Cases filed by SABTNL and our Director</i>			
1.	Income Tax Proceedings filed by SABTNL	2	Not ascertainable
2.	Criminal Complaint Filed by SABNL	1	Not ascertainable
3.	Income Tax Proceedings filed by our Director Mr. Gautam Adhikari	1	Not ascertainable
4.	Civil suit filed by SABTNL	1	28.70
Litigations against our Subsidiaries and Promoter Group			
<i>Cases/notices pending against our Subsidiaries and Promoter Group company</i>			
1.	Civil Suit for copyright infringement against TV Channels "Dabangg"(owned by HHP Broadcasting Services Pvt. Ltd), "Dhamaal" (owned by UBJ Broadcasting Private Limited) and against Mastiiidotcom Entertainment Private Limited	1	900.00
2.	Notice issued for trademark infringement against TV Channel "Dabangg"(owned by HHP Broadcasting Services Private Limited)	1	Not ascertainable
Winding up proceedings against our Promoter Group company			
1.	Winding up proceedings pending against SABe TV under section 309 of the Companies Act, 2011 of Republic of Mauritius	1	Not ascertainable

For further details, please refer to the section on "Outstanding Litigations and Material Developments" on page no. 169 of this Draft Red Herring Prospectus.

2. *We may not be able to adequately protect or continue to use our intellectual property and we could be exposed to inadvertent infringement of the intellectual property rights of third parties, which could adversely impact our business and financial condition.*

Currently the trademark “DE DANA DAN”, and logos “” & “” are not registered in our name, however, we have made applications for registration of the aforesaid trademark and logos on January 31, 2011, July 23, 2010 and October 21, 2009 respectively, which are pending before relevant authority. We also do not have copyright over the contents produced by us. Unauthorised parties may infringe upon or misappropriate our intellectual property. This could have a material adverse effect on our business which could adversely affect our results of operations.

We believe that large part of the success of our business depends on the brand name “Mastiii” developed and used by our company. The success of our business, in part, depends on our continued ability to use the existing trademarks and service marks in order to increase the brand awareness of our channels. Although we have registered our trademark and logo for Mastiii- in class 36 and 38, and have further made applications for registration of our trademark “DE DANA DAN”(text) under class 35, 38 and 41 and logos“” under class 9, 16, 18, 25, 35, 38, 41 & “” under class 9, 16, 35, 41 of the Trade Marks Act, 1999, the actions taken by us may be inadequate to prevent imitation of such trademark and logos by others. Furthermore, the registration of our names and logo is a time-consuming process and there can be no confirmation that any such registration will be granted. Our applications may not be allowed or third parties may challenge the validity or scope of this application or the trademarks if the application is approved, consequently we may be unable to capitalise on the name recognition associated with the same. Accordingly, we may be required to invest significant resources in developing a new brand. Thus, if we fail to register the appropriate trademarks or the efforts of our Company to protect relevant intellectual property rights, prove to be inadequate, the value of our brand could be harmed, which could adversely affect our business, results of operations and financial condition. For further details on our registered and pending intellectual property rights please refer to the section on "Our Business - Intellectual Property Rights" on page no. 86 of this Draft Red Herring Prospectus.

Our library of acquired and in-house programming is one of our most valuable assets. However, we do not have copyright over the same. Thus, unauthorised parties may infringe upon or misappropriate our programs in the jurisdictions in which we operate. In addition, although we believe that we do not infringe upon the intellectual property rights of others and that we have all the rights necessary to use the intellectual property employed in our business, it may happen that the creative talent that we hire or use in our productions may not own all or any of the intellectual property that they represent they do, which may instead be held by third parties. There can be no assurance that the program content that we produce and distribute, or the software and technology which we use, does not infringe the intellectual property rights of third parties and we may have infringement claims asserted against us. Any claims or litigation, whether justified or not, could be time-consuming and costly, may harm our reputation, require us to enter into royalty or licensing arrangements which may not be available on acceptable terms or at all, or require us to undertake changes in our program content. Any of the foregoing

could have a material adverse effect on our business, results of operations, financial condition and prospects.

3. *We require certain approvals/licenses/registrations/permits from government and other regulatory authorities in the ordinary course of our business and the failure to obtain/renew them in a timely manner or at all could have a material adverse effect on our business, results of operations, financial condition and prospects.*

We require certain approvals/licenses/registrations/permits from government and other regulatory authorities for operation of our business. The failure to obtain/renew such approvals/licenses/registrations in a timely manner or at all could have a material adverse effect on our business, results of operations, financial condition and prospects. In addition, our business might also suffer in the event that there are adverse changes to the regulatory framework, which could include new regulations that we are unable to comply with or those that provide our competitors with advantages. Some of which have been applied for and are pending. Our Company has applied for certain approvals/licenses/registrations/permits which are pending before various authorities, details whereof are as follows:

Sr. No.	Particulars of Application	Authority before which Application is pending	Date of Application
1.	Application to FIPB seeking approval for issue of shares to FIIs / NRIs	FIPB	September 24, 2011
2.	Applications for uplinking and downlinking non news & current affairs television channel "DE DANA DAN"	Ministry of Information & Broadcasting	February 5, 2011 as amended by letter dated September 21, 2011
3.	Applications for uplinking and downlinking non news & current affairs television channel "DE DANA DAN Mumbai"	Ministry of Information & Broadcasting	February 5, 2011
4.	Applications for uplinking and downlinking non news & current affairs television channel "Hadippa"	Ministry of Information & Broadcasting	February 26, 2011
5.	Applications for uplinking and downlinking non news & current affairs television channel "Asli Hindusthan"	Ministry of Information & Broadcasting	February 26, 2011
6.	Application to Ministry of Information & Broadcasting for permission for appointment of Mr. Arunkumar Khakhar and Mr. Prasannakumar Gawde as Directors of our Company	Ministry of Information & Broadcasting	May 11, 2011
7.	Application under Haryana Municipal Corporation Act, 1994 for Trade License	Municipal Corporation, Gurgaon	September 24, 2011
8.	Application under Punjab Shops and Commercial Establishments Act, 1958 for our sales office located at Gurgaon	Labour Department, Haryana	September 27, 2011

We currently have 14 trademark applications pending registration under the provisions of the Trademarks Act, 1999. For further details on pending government approvals related to our Company and our Subsidiaries, please refer to section "Government and other Approvals" appearing on page no. 178 of this Draft Red Herring Prospectus.

4. *We have a limited operating history and have generated losses and negative cash flows from operating activities since commencing operations.*

Our Company launched a channel named "Mastiii" in July, 2010 and commenced commercial operations in September, 2010.

Our total income for FY 2010-11 was ₹ 1,643.96 lakhs and our net loss after tax and extraordinary items for FY 2010-11 was ₹ 1,197.78 lakhs.

Based on the risks and uncertainties associated with the development and operation of our channels, we are unable to predict the extent of our future profits or losses. Our failure to become and remain profitable may depress the market price of the Equity Shares and impair our ability to raise capital, expand our business and continue our operations.

Also, based on standalone restated financial statements, we had negative cash flow from operating and investing activities, in last three years, details of which are as under:

(₹ in lakhs)			
Particulars	2010-11	2009-10	2008-09
Net Cash flow from operating activities	(1,167.89)	(1,571.63)	(0.14)
Net Cash flow from investing activities	(1,584.61)	(1,096.02)	-
Net Cash flow from financing activities	2,859.82	2,671.49	0.66
Total Net Cash flow	112.64	5.32	1.48

The net cash flow of a company is a key indicator to show the extent of total cash generated from all activities of the company including operations, investment and financing for a particular year. If we are not able to generate sufficient net cash flows, it may adversely affect our business and financial operations.

5. *Non-registration of certain agreements with cable network agencies may lead to initiation of proceedings against us.*

We have entered into agreements with various cable network agencies whereby we provide rights to these agencies to distribute and place our channels through its head-ends to all subscribers. These agreements could be covered under the purview of inter-connection agreements as contemplated under the Register of Interconnect Agreements (Broadcasting and Cable Services) Regulation, 2004 making it mandatory to submit these agreements before the competent authorities for registration. Non-registration of such agreements may lead to initiation of proceedings from the concerned authorities for compliance in form of registration of such agreements.

6. *We do not own the teleport for uplinking of our channel. In the event, the agreement with Essel Shyam Communication Limited is terminated or is not renewed on terms favourable to us; our business operations will be adversely affected.*

Presently our Company is outsourcing uplinking services from Essel Shyam Communication Limited located at Noida, U.P. and has entered into an agreement with them. The agreement has been entered for a period of three years with effect from August 22, 2009 and may be terminated by either party at prior written notice of 120 days. In the event the agreement is terminated due to reasons beyond our control or is suspended as per the terms of the contract or is not renewed on terms favorable to us, our business operations will be adversely affected.

7. *We are responsible for the broadcast content on our television channels and broadcast of any content inconsistent with the license conditions could lead to termination of the uplinking and downlinking license and also make us liable under other applicable laws.*

We have the responsibility to ensure that no objectionable, obscene, defamatory or racist comments or comments hurting any religious sentiment, including those forming part of a live interview, or any unauthorised or other content infringing any third party's intellectual property rights, any other broadcasting laws in any form, are broadcasted on our television channels. We are required to follow the program and advertising codes set out by the Ministry of Information & Broadcasting, which prescribe standards of conduct to develop and promote advertising practices. Our failure to adhere to these regulations, codes and policies may lead to adverse consequences, including the termination of our licenses. It is possible that some viewers may object to program content produced or distributed by us based on religious, political, ideological or any other positions held by such viewers. Any of such events could adversely affect our business operations.

8. *We may face libel or defamation charges, or charges associated with prohibited content and advertisements, which could in turn affect our reputation as well as our business, results of operations, financial condition and prospects.*

We offer a mix of comedy gags interwoven with Hindi songs. These comedy gags are based on famous movie scenes and stars, current issues, common man etc. This can lead to litigation for libel or defamation against our Company, Directors, Promoter, employees etc. which could affect our reputation as well as our business, results of operations, financial condition and prospects.

Further, we are governed by certain legislations which regulate the contents and advertisements which we can telecast on our channels. Under such legislations, our Directors or persons in charge of our business could be punished with imprisonment, if convicted which may affect our business, results of operations, financial condition and prospects, as well as our reputation. In addition, since we do not have any insurance coverage for defamation or libel claims, we may be subject to liabilities, including monetary compensation.

- 9. *We have applied for but not yet received consents and waivers pursuant to some of our bank loan agreements including for undertaking the Issue. If such consents and waivers are not obtained in a timely manner, it could adversely affect raising of funds through the Issue.***

Our loan agreements include various conditions and covenants, including requiring us to obtain consents from our lenders before effecting any changes in our capital structure and constitution of our Company. We therefore require the prior consent of our lenders for the Issue.

We have recently converted into a public company and have intimated the banks of the same. As regards obtaining no objection certificate for change in capital structure and consent for inclusion of name in the offer document we have made an application to be respective banks vide letter dated June 23, 2011. Our inability to obtain such no objection certificates from them in a timely manner or at all, may adversely affect raising of funds through the Issue by our Company.

- 10. *Certain Equity Shares held by our Promoter, have been pledged with Canara Bank and Indian Overseas Bank to secure repayment of the loans availed by our Subsidiaries viz. HHP Broadcasting Services Private Limited and MPCR Broadcasting Service Private Limited. Also, our Company has given corporate guarantees for the two loans availed by HHP Broadcasting Services Private Limited. Default in repayment of the loans by our Subsidiaries may lead to invocation of the pledge on these Equity Shares and the corporate guarantees, which may result in dilution of our Promoter's holding in our Company and affect our Company's financial condition respectively.***

Our Subsidiaries viz. HHP Broadcasting Services Private Limited has availed two loans of ₹ 2500.00 lakhs and ₹ 1000.00 lakhs from Canara Bank and Union Bank of India respectively and MPCR Broadcasting Service Private Limited has availed loan of ₹ 2500.00 lakhs from Indian Overseas Bank. Our Promoter, SABTNL has offered 99,52,000 Equity Shares held by it in our Company as collateral security for securing the loan of ₹ 2500 lakhs taken by HHP Broadcasting Services. These Equity Shares constitute 37.73% of the total pre-Issue paid-up share capital of our Company. Also, our Company has given corporate guarantees for both the loans availed by HHP Broadcasting Services Private Limited. Any default in repayment of such loan may lead to invocation of the pledge on these Equity Shares, which may result in dilution of our Promoter's holding in our Company resulting in loss of control of our Company and also invocation of corporate guarantees given by our Company which may affect our financial condition. For further details on pledge of Equity Shares, please refer to section titled "Capital Structure" appearing on page no. 22 of this Draft Red Herring Prospectus.

- 11. *Advertising income is the only source of our revenue. A reduction in ad-spend or effective advertising rates could have a material adverse effect on our business, results of operations and financial conditions.***

We are dependent on advertisements as the only source of our revenue, especially as currently our television channels are 'free to air', and therefore we do not derive any subscription revenue from our viewers. Any reduction in ad-spend by our customers or a reduction in our effective advertising rates, including as a response to the reduction in such rates by our competitors could have a material adverse effect on our business, results of operations and financial conditions. Ad-spend by our customers and effective advertising rates, are also influenced by

our broadcast content, the quality of our broadcasts, the amount of time we play advertisements in a given time period, the number and demographics of our viewers, viewers preference and preference of advertising customers for one media over another. Advertising is affected by a variety of factors, including general economic conditions performance of particular industry sectors, shifts in consumer spending patterns and changes in consumer sentiments and tastes. A downturn in the economy or in any industry in specific could affect the advertisers thereby decreasing advertising budgets.

Our customers advertise on our channels either for short time periods or as part of a comprehensive advertising campaign. As per industry practice, we have no long-term contracts with our customers guaranteeing us advertising revenue. This uncertainty in generating assured advertising revenues may adversely affect our business, operations and financial performance.

Further, our revenues from advertisement are dependent upon advertisement rates and Free Commercial Time (FCT). The maximum FCT in industry is normally 18 minutes per hour, therefore, growth in revenue is dependent more on the advertisement rates. During the last three years, the growth in advertisement rates in national Hindi entertainment channels was restricted to 15-18%. Any inability on our part to increase advertisement rates and attract more customers, could restrict our growth in future. Further, growth in regional channels is also limited on account of limited number of players, dominance of print-media, limited advertisement clients and viewer’s preference towards national channels.

12. We are currently solely dependent on our Music and Comedy Channel “Mastiii” for our revenues.

During the Fiscal 2011, 100% of our revenues were derived from our Music and Comedy Channel “Mastiii”. Consequently, our success, to a large extent, depends on viewership of “Mastiii”. In the event of change in preferences of viewers and advertisers or other related factors, such as increased competition, which may reduce viewership for “Mastiii”, our business, financial condition and results of operations will be adversely affected.

13. We are dependent on a limited number of customers. The loss of any of our large customers or our inability to attract new customers could have a material adverse effect on our business, results of operations and financial conditions.

We currently derive substantial portion of our revenue from a small number of customers. As a result of our reliance on a small number of customers, we may face pricing issues. The percentage of income derived from top customers for the Fiscal 2011 is given below:

Particulars	% of Income from operations
Top customer	27.73%
Top 5 customers	56.42%
Top 10 customers	74.45%

The loss or significant decrease in advertising revenues from one or more of our large customers would have material adverse effect on our business, results of operations, financial conditions and out cash flows.

14. We rely on third parties for licensing of Hindi songs we telecast. In the event, license agreements with such third parties are terminated or are not renewed on terms favourable to us; our business operations will be adversely affected. A possible risk of litigation with regard to the telecasting may also adversely affect our business operations.

The Hindi songs that we telecast are licensed by third parties and we pay royalties to these third parties for the same. In the event, license agreements with such third parties are terminated or are not renewed on terms favourable to us; our business operations will be adversely affected. There could be a possible risk of litigation with regard to such telecasting and royalties thereof including but not restricted to proprietary rights thereon and hence could adversely affect our business operations.

15. Any inability on our part to cater to viewer preferences and maintain high audience shares could adversely impact our business, results of operations and financial conditions.

The commercial success of our television channel depends largely on our ability to plan, produce and broadcast the content programme that matches viewers' preferences and attracts audience shares. Any change in viewers' preferences, availability of alternative forms of entertainment and leisure activities could adversely affect our business operations. There is no assurance that we will be able to cater to changed preferences of the viewers or maintain high audience shares which could adversely affect our business, results of operations and financial conditions.

16. Our inability to acquire desired content and hire artistic talent on reasonable terms, may adversely affect our financial and business condition.

Our success depends on our ability to produce or acquire desired programming content and hire artistic talent on terms and conditions suitable to us, which can attract good viewership. We employ or independently contract with several personalities that have significant loyalty among viewers. However, we can give no assurance that these personnel will remain with us and that the number of our viewers will not reduce if such personalities terminate their services with us. We have not entered into any long-term employment contract with any of our key managerial personnel or with any of content developers or artists. We may face competition from other companies operating in M&E industry in making arrangements with popular actors, writers, producers etc. required for production of in-house programming content. Also, because of intense competition among various channels, the professional charges may increase in future, over which we have no control. This may also adversely affect our financial and business condition.

17. Termination or non-renewal of agreements with multi-system operators, cable operators and DTH operators may affect the penetration of our channels, which may further affect our profitability and business operations.

The penetration of our channels amongst cable and satellite homes is dependent on the cooperation of multi-system operators, cable operators and DTH operators with us. We enter into agreements with them on a yearly basis, which may be terminated by either party. In the

event the agreement is terminated due to reasons beyond our control or is not renewed on terms favorable to us, we may suffer loss in penetration of our channels which would directly affect the viewership and the market share of our channels, which in turn may adversely affect our profitability.

18. Our operations are concentrated only in two locations i.e. Mumbai, Maharashtra and Noida, U.P. and therefore, any social unrest, natural disaster or breakdown of services at these locations could have material adverse effect on our business and financial condition.

All of our present and proposed operations are concentrated only in two locations i.e. Mumbai, Maharashtra and Noida, U.P. We are therefore vulnerable to the effects of any social unrest, natural disaster, adverse weather conditions, earthquakes, fires, explosives, power loss, or breakdown of services and utilities in and around Mumbai, Maharashtra and Noida, U.P. that disrupts our ability to conduct our business or cause material damage to our property. Any failure of our systems or any shutdown of any part of our operations due to any reasons beyond our control, could adversely affect our result of operations and financial condition.

19. Our registered office and other premises from which we operate are not owned by us. Termination of these agreements, whether due to any breach or otherwise or non-renewal thereof, could adversely affect our business operations.

We do not own the premises on which our Registered Office and other offices are located. We have entered into leave and license agreements for our Registered Office and our business & facility centre located at Bengaluru for a period of five years and eleven months respectively. We have also entered into lease agreements for use of our sales offices located at Mumbai and Gurgaon for a period of five years and three years respectively. Any termination of these agreements, whether due to any breach or otherwise or non-renewal thereof, could adversely affect our business operations. For details about property and its ownership, please refer to section "Properties and Facilities" appearing on page no. 85 of this Draft Red Herring Prospectus.

20. Inexperience in new line of business of channel distribution may adversely affect our revenues and financial condition.

We intend to further synergise our business by undertaking the commercial activity of channel distribution considering the fact that subscription revenue market is expanding in India with shift from analogue distribution system to digital distribution system. Such commercial activity will be undertaken by us for the first time and inexperience in the field of channel distribution can adversely affect our revenue on account of our inability to foresee any potential risks in the business or any unforeseen cost of providing such channel distribution.

21. The transition to pay channel status could result in a decline in our audience share and have other adverse effects on our business.

We intend to make our channels pay channels in the near future. There is a possibility that the distributors for pay channels may refuse to carry our channels as pay channels or may not be able to distribute our channels due to technical or other reasons leading to decline in our

customer base. There is no assurance that there will not be any decline in viewership when we convert our channels from “free to air” to pay channels. Any decline in audience share could result in a decline in the advertising income and could otherwise adversely affect our revenues.

22. Part of the Net Proceeds from the Issue will be invested in HHP Broadcasting Services Private Limited, UBJ Broadcasting Private Limited and MPCR Broadcasting Service Private Limited. However, such investments have not been appraised by any independent valuer. Also, adverse affect on the business of our Subsidiaries will lead to non-receipt of dividend by us.

We propose to invest ₹ 1,200.00 lakhs, ₹ 600.00 lakhs and ₹ 600.00 lakhs out of the Net Proceeds of the Issue towards investments in our wholly owned subsidiaries in HHP Broadcasting Services Private Limited, UBJ Broadcasting Private Limited and MPCR Broadcasting Service Private Limited respectively. We have not carried out any independent valuation for these investments. Our investments are based on management estimates and internal valuation. The income from these investments will be in the form of dividends received from Subsidiaries. Any adverse affect on any of our Subsidiaries will lead to non-receipt of dividend from the investments made by us. There can be no assurance that we will receive any dividends pursuant to such investments from the Net Proceeds of the Issue.

23. Unsecured loans taken by our Company may be recalled by our lenders at any time affecting our immediate cash flows.

We have taken interest free unsecured loans from our Promoter, SABTNL and our Directors, details whereof, as on March 31, 2011, based on standalone restated financial statements, the details of which are as under:

Sr. No.	Name of the Lender (Director/Promoter)	Unsecured Loan Amount (₹ in Lakhs)
1.	SABTNL	950.20
2.	Mr. Gautam Adhikari	7.00
3.	Mr. Markand Adhikari	37.53
	Total	994.73

The above-mentioned loans have no specific terms with regard to the repayment as they are also not secured by a charge on any of the assets of our Company. Due to the absence of any specific terms regarding their repayment, the said loans can be recalled by their respective lenders at any given point of time and our Company will be forced to make arrangements for their repayment, which in turn could adversely affect our immediate cash flows. In the event access to the abovementioned credit facilities is not available, and if other funding does not become available to replace such existing credit facilities should they mature or not be available and we are unable to raise additional funds when needed, or on terms acceptable to us, our ability to operate and grow our business could be impeded which could have an adverse effect on our business, prospects, financial condition and results of operations.

24. Two of our Promoter Group companies viz. Westwind Realtors Private Limited and Lotus Motion Pictures Limited have incurred losses during the last three financial years.

Our Promoter Group companies viz. Westwind Realtors Private Limited and Lotus Motion Pictures Limited have incurred losses during the last three financial years, the details of which are as under:

(₹ in lakhs)

Name of the Company	Profit/ (loss) after tax		
	March 31, 2011	March 31, 2010	March 31, 2009
Westwind Realtors Private Limited	(0.24)	(0.13)	(0.16)
Lotus Motion Pictures Limited	(0.88)	(1.03)	(4.73)

For more information, please refer to section “Our Promoter Group” beginning on page no. 120 of this Draft Red Herring Prospectus.

25. We have entered into certain related party transactions and may continue to do so. There can be no assurance that any conflict of interest that may arise in relation to dealings between us and our related parties will be resolved in our favour.

We have entered into transactions with several related parties, including our Promoter and Directors for the year ended March 31, 2011. While we believe that all such transactions have been conducted on arm’s length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. Further, because our Promoter is controlling shareholder of or has significant influence on both our Company and our related parties, there can be no assurance that any conflict of interest that may arise in relation to dealings between us and our related parties will be resolved in our favour. For details, please refer to section titled “Related Party Transactions” appearing on page no. 150 of this Draft Red Herring Prospectus.

26. Our Promoter, Sri Adhikari Brothers Television Network Limited has incurred losses in the past. Sustained financial losses by our Promoter may not be perceived positively by external parties such as customers, bankers etc., which may affect our credibility and business operations.

Our Promoter, Sri Adhikari Brothers Television Network Limited, has incurred losses on standalone basis of ₹ 11.25 lakhs in the FY 2009-10 and ₹ 471.60 lakhs in FY 2008-09. Such financial losses by our Promoter may not be perceived positively by external parties such as customers, bankers etc., which may affect our credibility and business operations.

27. Our Promoter, Subsidiaries and Promoter Group companies have similar objects, which may create potential conflict of interest in the future.

The objects clause of our Promoter, SABTNL and two of our Promoter Group companies viz. Mastiiidotcom Entertainment Private Limited and Lotus Motion Pictures Limited enables them to undertake business similar to ours. Also, our Subsidiaries viz. MPCR Broadcasting Service Private Limited, HHP Broadcasting Services Private Limited and UBJ Broadcasting Private Limited and one of our Promoter Group company viz. Sri Adhikari Brothers and View

Entertainment are engaged in same business as ours. This may create a potential conflict of interest, which, in turn, may have an implication on our operations and profitability.

28. The promoters of our Promoter have disassociated themselves from three companies viz. Broadcast Initiatives Limited, Mi Marathi Limited and Technocraft Media Private Limited in the last three years

The promoters of our Promoter, Mr. Gautam Adhikari and Mr. Markand Adhikari had promoted Broadcast Initiatives Limited on February 4, 2004 and Mi Marathi Limited on March 15, 2004. They took over the business of Technocraft Media Private Limited on June 11, 2007 from Mr. Eknath Sakpal and Mr. Azhankumarth Narayanan, original promoters of the company. Mr. Gautam Adhikari and Mr. Markand Adhikari disassociated themselves as promoters from Broadcast Initiatives Limited w.e.f. June, 2010, Mi Marathi Limited w.e.f. February, 2010 and Technocraft Media Private Limited w.e.f. February, 2010. For details, please refer to section “Companies Promoted by Mr. Gautam Adhikari and Mr. Markand Adhikari” on page no. 125 this Draft Red Herring Prospectus.

29. There are restrictive covenants under our loan agreements, which could influence our ability to expand, in turn affecting our business and results of operations.

We have entered into loan agreements with our bankers. The covenants in borrowing from these banks, among other things, require us to seek the prior consent of the banks for various activities, including amongst others, change if any, in the constitution of Company’s organization viz. reconstitution of partnership firm or conversion of private limited company into a public limited company or changes in constitution/directors, proposals for merger/takeover, diversion of funds to sister concern/ associate concerns, inter- transfer of funds within the group except for genuine trade transaction, declaration of dividend etc. These covenants may have an adverse effect on the functioning of our Company.

Furthermore, our Company has created a charge in favour of our bankers against the present and future receivables, current assets and programme library acquired / to be acquired by our Company. In case of default by our Company in repayment of the loans, our bankers may exercise their rights over the security, which may be detrimental to the interest of our Company. For details of restrictive covenants, please refer to section “Capital Structure - Restrictive Covenants of Lenders” appearing on page no. 32 of this Draft Red Herring Prospectus.

30. We have not appointed any independent agency for appraisal of our proposed objects of the Issue. The cost of proposed objects of the Issue is based on our own estimates, which may vary depending upon factors like increase in prices due to which the cost of proposed objects of the Issue may be adversely affected, in turn affecting our financial operations.

Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and have not been appraised by any bank or financial institution. The deployment of funds is entirely at the discretion of our Board of Directors within the parameters as mentioned in the section titled “Objects of the Issue” beginning on page no. 33 of this Draft Red Herring Prospectus and is not subject to any monitoring by any independent agency. All the figures appearing in the section titled “Objects of the Issue” may vary depending upon the

factors like increase in prices due to which the cost of proposed objects of the Issue may be adversely affected. We cannot assure that we will be in a position to execute our proposed objects of the Issue in the stated means of finance. We may have to revise our management estimates from time to time and consequently, our funding requirement may also be changed. In case of any increase in cost of proposed expansion, our financial position may be adversely affected to that extent.

31. Delay in raising funds from the IPO could adversely impact the implementation schedule.

Our Company's proposed expansion is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the proposed expansion within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

32. Our inability to effectively compete could have a material adverse effect on our business, financial condition and results of operations.

We operate in a very fragmented and competitive industry. We compete for revenues, viewers and programming primarily with other private television channels and Doordarshan (the government owned broadcaster). In addition, we face competition from other segments of media including, but not limited to, FM radio channels, magazines, newspapers, out-of-home media and websites which compete with us for advertisements and for the time and attention of our viewers. Increased competition may lead to revenue reductions, reduced profit margins, or a loss of market share, any one of which could harm our business. There are many factors that could impair our ability to maintain our current profitability, including the following:

- (a) competition with other companies offering broadcasting services, some of which may develop a broader coverage network, a wider range of services, and greater capital resources than we do;
- (b) development of an operational model similar to ours by a competitor with sufficient financial resources and comparable experience;
- (c) establishment of better relationships by our competitors with advertisers; and
- (d) Loss of market share and viewership to competitors.

We expect that competition could increase with new entrants coming into the broadcasting industry and existing players consolidating their positions. Some of our competitors have access to significantly greater resources and hence the ability to compete more effectively. As a result of competition, we may have to reduce our advertising prices, increase our capital expenditures in order to differentiate ourselves from other broadcasters and increase our advertising and distribution expenditures.

If we are unable to effectively compete with other participants in the M&E industry, whether on the basis of pricing, services or otherwise, we may be unable to retain existing customers or attract new customers, which could have a material adverse effect on our business, financial condition and results of operations.

A principal component of our growth strategy is to continue to grow by expanding the size and geographical scope of our business. To achieve this objective we have launched two Hindi General Entertainment Channels through our Subsidiaries viz. “Dabangg” operating in the regions of Uttar Pradesh, Uttarakhand, Bihar & Jharkhand and “Dhamaal” operating in the regions of Rajasthan, Madhya Pradesh and Chhattisgarh. We are also in the process of launching a channel “Dhamakaa” (name proposed to be changed to Mauj Mastiii) which will cater to the audience of the state of Gujarat. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls.

We intend to launch new television channels targeting a range of viewer preferences. The success of our new channels, when launched, will depend on our ability to attract good viewership which in turn will depend upon good programming content and new talent.

We also intend to expand into new geographic areas outside the regions in which we operate. However, we cannot assure you that we will be able to succeed in such regions.

Continuous expansion increases the challenges involved in financial management, hiring new talent, producing good programming content and retaining high quality human resources, preserving our entrepreneurial environment, developing and improving our internal administrative infrastructure. Our inability to manage expansion effectively may adversely affect our operations.

33. Technological failures or limitations or changes in current technologies could adversely affect our business.

We depend upon various production and broadcast equipments for our business. In the event of any damage to certain equipments or technical breakdown, our ability to produce or broadcast our programmes could be affected. Further, all of our broadcasting is done by uplinking to a single satellite. In case this satellite experiences technical breakdown due to any reason, we would require to secure access to an alternative satellite at terms reasonable to us.

Also, the broadcasting industry is subject to rapid changes in technology. Although we strive to keep technology in line with the latest technological standards, the technology currently employed by us may become obsolete. The cost of implementing new technology could be significant and could adversely affect our business and financial condition. In addition, our ability to respond to technological changes may depend upon our ability to obtain additional financing, which we may not be able to obtain on time and on favourable terms.

34. *Our business is subject to extensive regulation by the Government of India and failure to comply with such regulations could have an adverse effect on our business.*

The broadcasting industry is subject to significant Government regulation. The MIB currently regulates key policy matters relating to licensing, ownership, content and operation of our network. The Government has designated TRAI and the TDSAT, which are autonomous bodies, to regulate and adjudicate matters in this industry.

Our licenses to uplink non news content from India provide broad discretion to Ministry of Information and Broadcasting to influence the conduct of our businesses by giving it the right to unilaterally modify, at any time, the terms and conditions of our licenses and take over our non news channel. Under our licenses, the Government may also impose certain penalties including suspension, revocation or termination of a license, in the event of default by us. Furthermore, the Government has the right to terminate or suspend the licenses in the interests of national security or in public interest or in the event of a national emergency, war or similar situation.

Our business might suffer in case there are adverse changes to the regulatory framework, which could include new regulations that we are unable to comply with or those that allow our competitors an advantage. We cannot assure you that changes in regulations would not adversely impact our ability to manage and expand our business or our ability to generate income or profits. Our business could also be adversely affected by regulations affecting other parties that are important to the conduct of our business. The Government may introduce additional legislation and constitute other regulatory bodies in relation to our business. Any of these events could adversely affect our operations.

35. *Our Company did not comply with Section 383A of the Companies Act, 1956 regarding the appointment of whole time Company Secretary for the period from August 4, 2009 till June 30, 2011. Such non compliance may result into penalties or other action on our Company by the statutory authorities.*

Our Company did not comply with Section 383A of the Companies Act, 1956 regarding the appointment of wholetime Company Secretary for the period from August 4, 2009 till June 30, 2011. No show cause notice in respect of the above has been received by our Company from the office of Registrar of the Companies, Maharashtra till date. However, our Company vide its application dated July 21, 2011 to the Registrar of Companies, Maharashtra has suo moto sought for condonation and compounding of the above offence for the said period. The application is pending before RoC.

To comply with the provisions of the Companies Act, 1956, our Company has appointed Ms. Jyotsna Kashid as Company Secretary on July 1, 2011. We cannot assure that RoC will grant approval as requested for compounding the non-compliance on the part of our Company as prayed for and in such case our Company may be liable to pay penalty as may be levied by the said authority.

While we believe that we are in compliance with all applicable laws in relation to our business and operations, we cannot assure that similar instances of such compounding or other proceedings may not occur in the future.

36. Restriction on foreign investment in our Company, limits our ability to raise capital outside India.

According to the prescribed limits under the Foreign Exchange Management Act, 1999, as amended from time to time, not more than 24% of our paid up equity capital, as a company in the M&E industry, can be held by FIIs and not more than 10% by NRIs unless a resolution is passed in the general meeting of our Company increasing such limits, maximum upto sectoral cap/statutory ceiling and 24% for FIIs and NRIs respectively. Under the current FDI Policy, 2011, 100% foreign direct is allowed in our Company, subject to approval from FIPB. Our shareholders in their meeting held on July 1, 2011 have agreed to increase the investment limit beyond the above ceilings to 49% for FIIs and 24% for NRIs, subject to the applicable laws. Our Company has made an application dated September 24, 2011 to the FIPB seeking approval for issuing shares to FII and NRIs in terms of the aforesaid shareholders resolution dated July 1, 2011. This regulation limits our ability to seek and obtain additional equity investments from foreign investors, which may adversely affect our ability to raise capital, value of our then listed Equity Shares and expansion of our business.

37. Our success depends largely on our senior management and our ability to attract and retain our key personnel.

Our success depends on the continued services and performance of the members of our management team and other key employees. If one or more members of our senior management team were unable or unwilling to continue in their present positions, our business could be adversely affected. Attracting and retaining scarce top quality managerial talent has become a serious challenge for companies. Competition for senior management in the industry in which we operate is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. As such, any loss of our existing senior management personnel or key employees could adversely affect our business, results of operations and financial condition. Our performance also depends on our ability to identify, attract and retain talent such as producers, actors, directors etc. If we are unable to attract or retain the aforesaid persons, our business could be adversely affected.

38. Our ability to pay dividends in future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure.

The amount of our future dividend payments, if any, will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditure. There can be no assurance that we will be able to generate sufficient profits to pay dividends. Additionally, we may be restricted in our ability to make dividend payments by the terms of any debt financing we may obtain in the future.

39. Our Promoter has control over our Company and may continue to hold majority control after the Issue, which will enable it to influence the outcome of matters submitted to shareholders for approval.

After completion of the Issue, our Promoter will hold approximately [•]% of post-issue paid up

equity share capital. So long as the Promoter holds a majority of our Company's Equity Shares, it will be able to control most matters affecting our Company, including the appointment and removal of our Directors; our business strategy and policies; any determinations with respect to mergers, business combinations and acquisitions; our dividend payout and financing. Further, the extent of Promoter shareholding may result in delay or prevention of a change of management or control of our Company, even if such a transaction may be beneficial to our other shareholders.

40. The market price of our Equity Shares may be adversely affected due to additional issuances of Equity Shares.

There is a risk that we may be required to finance our growth or strengthen our balance sheet through additional issue of equity. Any future issuance of Equity Shares, whether through the exercise of options or otherwise, will dilute the position of existing shareholders and could adversely affect the market price of the Equity Shares.

41. We have issued Equity Shares in last twelve months and the price of such issuances may be lower than the Issue Price.

We have made the following allotment of Equity Shares in the twelve months before the date of the Draft Red Herring Prospectus and the price of such issuances may be lower than the Issue Price:

Date of allotment	Name of the Allottee	Number of Equity Shares	Face value (₹)	Issue price (₹)	Nature of Consideration	Reason for allotment
December 11, 2010	SABTNL	65,00,000	10	10	Cash	Further issue of Equity Shares to Promoter
May 14, 2011	SABTNL	63,75,000	10	40	Cash	Further issue of Equity Shares to Promoter

42. Our insurance cover may not adequately protect us against certain risks and we may be subject to losses that might not be covered in whole or in part by existing insurance coverage.

We have a Standard Fire and Special Perils Insurance Policy and a Burglary (Housebreaking) Insurance Policy for office equipment, furniture, fixtures etc. In addition, our employees are covered under Group Personal Accident Insurance Policy and Group Health Insurance Policy. These policies are in the name of our Promoter, SABTNL and the cost of which is proportionately shared between SABTNL and our Company. For details of our insurance policies, refer to section titled "Insurance Policies" appearing on page no. 85 of this Draft Red Herring Prospectus. However, our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverages. We may become subject to liabilities against which we are not adequately insured or at all or cannot be insured, including when the loss suffered is not easily quantifiable and in the event of severe damage to our reputation. Further, we cannot assure you that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will

continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Further, we are not covered by business interruption policy. Interruption of our business operations for any reasons including on account of fire, flood, any natural calamities etc. may have a material and adverse impact on our business operations and profitability.

43. Our businesses operated through our Subsidiaries may not be synergistic and we may not be able to achieve economies of scale across all of them, which may adversely affect our business operations and financial condition.

Our businesses operated through our Subsidiaries may not necessarily be synergistic in nature and we may not be able to achieve economies of scale across all of them. There is no assurance that we will be able to take advantage of our synergies and make optimum utilization of resources. This can adversely affect our business operations and financial condition.

44. The management of our Company will have flexibility in temporarily investing the Net Proceeds of the Issue.

Our Company intends to use the proceeds of the Issue for the objects as described in the section titled "Objects of the Issue" appearing on page no. 33 of this Draft Red Herring Prospectus. Pending utilization of the proceeds of the Issue may be invested in interest bearing liquid instruments, including money market mutual fund and deposits with banks for the necessary duration. The management of our Company will have flexibility in temporarily investing the proceeds of the Issue.

External Risk Factors

45. Our business could be adversely affected by any economic, political or social development in India and particularly in the regional markets where we operate.

Our performance and growth are dependent on the health of the Indian economy and other economies directly or indirectly. These economies could be adversely affected by various factors, such as political and regulatory action including adverse changes in liberalization policies, any adverse development in the World economy, introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that we will succeed to operate in or succeed in obtaining all requisite regulatory approvals in the future for our operations which could have an adverse impact on our business, financial condition and results of operations.

46. Force majeure events, terrorist attacks or natural disaster or any other acts of violence or war involving India, or other countries could adversely affect the financial markets, result in a loss of customer confidence and adversely affect our Company's business, results of operations, financial conditions and cash flows.

Certain force majeure events, being beyond our Company's control, including natural disasters, terrorist attacks and other acts of violence or war which may involve India, or other countries, may adversely affect worldwide financial markets, and could lead to economic recession. These

acts may also result in a loss of business confidence and have other consequences that could adversely affect business, results of operations and financial condition of our Company. More generally, any of these events could lower confidence in India. Any such event could adversely affect the financial performance or the market price of the Equity Shares of our Company.

47. There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue, or an active trading market for our Equity Shares may not sustain, and as a result, you could lose a significant portion or all of your investment.

The prices of our Equity shares may fluctuate after this issue due to a wide variety of factors, including volatility in the Indian and global securities market; our operational performance, financial results and capacity expansion, developments in India's economic liberalization and deregulation policies, particularly in the M&E industry; and changes in India's laws and regulations impacting our business.

Prior to the Issue, there has not been a public market for our Equity Shares. We cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty in selling the Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the price you paid in the Issue.

48. You will not be able to sell immediately any of the Equity Shares you purchase in this Issue on an Indian Stock Exchange, until the Issue receives the appropriate trading approvals.

Under the SEBI (ICDR) Regulations, we are permitted to list the Equity Shares within 12 working days of the Bid/Issue Closing Date. Consequently, the Equity shares you purchase in the Issue may not be credited to your demat account with Depository Participants until 11 working days after the Bid/Issue Closing Date. You can start trading in the Equity Shares only after they have been credited to your demat account, final listing and trading approvals are received from the Stock Exchanges and trading commences on the Stock Exchanges. There can be no assurance that final listing and trading approvals will be obtained from the Stock Exchanges on time or at all. Further, there can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified periods.

49. Instability of economic policies and political situation in India could adversely affect the fortunes of the Industry.

There is no assurance that the liberalization policies of the government will continue in the future. The Government of India plays an important role by regulating the policies and regulations governing the private sector over the past several years. The current economic policies of the government may change at a later date.

Unstable internal and international political environment could impact the economic

performance in both the short term and the long term. The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our Company's business, and the market price and liquidity of the Equity Shares, may be affected by changes in interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

50. Significant differences exist between Indian GAAP and other and IFRS, which may be material to investors' assessments of our financial condition.

Our financial statements, including the financial statements provided in this Draft Red Herring Prospectus are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS. IFRS differs in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

51. Our failure to successfully adopt IFRS effective when required under Indian law could have a material adverse effect on our stock price.

According to the press release dated January 22, 2010 issued by the Ministry of Corporate Affairs, the adoption of, and convergence with the IFRS will be implemented in phases and our Company may soon be required to prepare our annual and interim financial statements under IFRS. The convergence of certain Indian Accounting Standards with IFRS was notified by the Ministry of Corporate Affairs on February 25, 2011. Because there is significant lack of clarity on the adoption of and convergence with IFRS and there is not yet a significant body of established practice on which to draw in forming judgments regarding its implementation and application, we have not determined with any degree of certainty the impact that such adoption will have on our financial reporting. There can be no assurance that our financial condition, results of operations, cash flows or changes in shareholders' equity will not appear materially worse under IFRS than under Indian GAAP. As we transition to IFRS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems.

Moreover, there is increasing competition for the small number of IFRS-experienced accounting personnel available as more Indian companies begin to prepare IFRS financial statements. There can be no assurance that our adoption of IFRS will not adversely affect our reported results of operations or financial condition. Any failure to successfully adopt IFRS when required under Indian law could have a material adverse effect on our stock price.

52. Valuation methodology and accounting practice in broadcasting businesses may change.

There is no standard valuation methodology or accounting practices in media related industries. Most of our significant competitors in the media industry have relatively limited listed history and profit-based valuation benchmarks. Additionally, current

valuations may also not be reflective of future valuations within the industry. Current valuations of other listed companies, in our industry, may not be comparable with our Company.

53. Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

54. Instability in the Indian financial markets could materially and adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in Asian emerging market countries. Financial turmoil in Asia, Russia and elsewhere in the world in recent years and more recently in the United States has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations.

Prominent Notes:

1. The Net worth of our Company as on March 31, 2011 is ₹ 802.22 lakhs as per our standalone restated financial statements under Indian GAAP. The size of the Issue is ₹ 13,500.00 lakhs.
2. The average cost of acquisition of Equity Shares of the Promoter is as per the details given below:

Name of Promoter	Total number of Equity Shares	Average Cost of Acquisition Per Equity Share (₹)
Sri Adhikari Brothers Television Network Limited	2,63,75,000	17.25

The Book value per share as on March 31, 2011 is ₹ 4.01 per Equity Share.

3. Public Issue of [•] Equity Shares of ₹ 10/- each for cash at a price of ₹ [•] per Equity Share (including a share premium of ₹ [•] per Equity Share) aggregating ₹ 13,500.00 lakhs (the "Issue"). The Issue constitutes [•] % of the fully diluted post-Issue paid up capital of our Company.

4. This Issue is being made through a 100% Book Building Process wherein at least 50% of the Issue to Public shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”). 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allotment on a proportionate basis to QIBs and Mutual Funds, subject to valid bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue to Public shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Issue to Public shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid bids being received at or above the Issue Price. If atleast 50% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith.
5. For interest of our Promoter/Directors/key management personnel/Subsidiaries and other ventures promoted by Promoter, please refer to section titled “Risk Factors”, “Our Promoter”, “Our Promoter Group”, “Our Management”, “History and Certain Corporate Matters”, “Related Party Transactions” and “Financial Statements of our Company” beginning on page numbers iv, 114, 120, 101, 94, 150 and 130 of this Draft Red Herring Prospectus.
6. We have entered into various related party transactions with related parties including Promoter Group companies amounting to ₹ 4,457.41 lakhs as on March 31, 2011 based on standalone restated financial statements. For related party transaction refer to section titled “Related Party Transactions” beginning on page no. 150 of this Draft Red Herring Prospectus.
7. No loans and advances have been made to any person(s)/companies in which the Director(s) of our Company are interested except as stated in the Auditor’s Report. For details of loans and advances, please refer to Annexure-7 of Auditor’s Report under section titled “Financial Statements of our Company” appearing on page no. 130 of this Draft Red Herring Prospectus.
8. Our Promoter/Promoter Group/Directors have not purchased/sold/financed/acquired any shares of our Company during the past 6 months from the date of Draft Red Herring Prospectus except as under:

Date of allotment	Name of allottee	No. of Equity Shares	Consideration	Issue price per Equity Share	Reason for allotment
May 14, 2011	Sri Adhikari Brothers Television Network Limited	63,75,000	Cash	40	Further issue of Equity Shares to Promoter

9. Any clarification or information relating to the Issue shall be made available by the BRLMs, our Company and our Compliance Officer to the investors at large and no selective or additional information would be available for a section of investors in any matter whatsoever. Investor may contact the BRLMs for any complaint pertaining to the Issue.

10. Our Company was incorporated as “TV Vision Private Limited” on July 30, 2007 under the Companies Act and was converted into a public limited company under the name “TV Vision Limited” on June 23, 2011. There has been no change in the name of our Company since incorporation.
11. The Investors are advised to refer to the Para on “Basis for the Issue Price” on page no. 47 of this Draft Red Herring Prospectus before making any investment in this Issue.
12. Trading in Equity Shares of our Company for all the investors shall be in dematerialized form only.
13. No part of the Issue proceeds will be paid as consideration to Promoter, Directors, key management personnel or Promoter Group.
14. Investors may note that in case of over-subscription in the Issue, allotment to Qualified Institutional Bidders, Non-Institutional Bidders and Retail Individual Bidders shall be on a proportionate basis. For, more information, please refer section titled “Issue Procedure-Basis of Allocation” on page no. 237 of this Draft Red Herring Prospectus.

SECTION III: INTRODUCTION

Summary

This is only a summary and does not contain all the information that you should consider before investing in our Equity Shares. You should read the entire Draft Red Herring Prospectus, including the information contained in the chapter titled “Risk Factors” and “Financial Statements of our Company” and related notes beginning on page nos. iv and 130 of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.

Industry Overview

The Indian M&E industry grew from INR 587 billion in 2009 to INR 652 billion in 2010, registering an overall growth of 11 percent. Backed by positive industry sentiment and growing media consumption, the industry is estimated to achieve growth of 13 percent in 2011 to touch INR 738 billion. As the industry braces for exciting times ahead, the sector is projected to grow at a CAGR of 14 percent to reach INR 1,275 billion by 2015.

For the M&E industry in India, it was also a year that witnessed shift in favor of digital technologies as DTH touched 28 million net subscribers and digital music sales surpassed of physical formats. With growing interest from advertisers and private equity firms, regional print markets continued to attract their share of attention. Animation and VFX companies geared up for the huge opportunity in film restoration and 2D to 3D conversion and the Commonwealth Games provided a unique platform for Outdoor advertising. Moreover, India also emerged as the seventh largest global market for social media consumption and as a consequence saw greater focus from companies to identify more relevant and personal ways of reaching out and engaging with their target audience.

Key trends and drivers for growth of M&E industry

- Focus on profitable growth
- Increasing media penetration and per capita consumption
- Power of digitization
- Consumer Understanding
- Regionalization
- Growing importance of New Media
- Regulation to trigger growth
- Consolidation
- Bucking the global trend - Print continues to grow
- Social media as an influencer

Our Business Overview

We are engaged in the business of broadcasting and content production. Our Company is a wholly owned subsidiary of SABTNL which has an experience of more than 16 years in the Indian M&E industry. SABTNL is engaged in the business of content production and syndication.

Our Company launched a Music and Comedy Channel viz. “Mastiii” in July, 2010. The commercial operation of the channel was started from September, 2010. Our programming involves comedy gags interwoven with Hindi songs. Based on the viewer’s profile during different time bands, our channel telecasts a mix of old and new Hindi songs. It offers a mix of Hindi music with comic satire & skits in various formats such as gags, jokes, spoofs etc. Typically, Hindi songs telecasted by us are licensed from third parties while the comedy gags are produced in-house and acquired from third parties. We have engaged various artists, script writers, directors & technicians who help us in producing quality content to attract viewership. Our Company entered into share purchase agreements with SABTNL on July 1, 2011 for acquisition of 100% issued, subscribed and paid up equity share capital of HHP Broadcasting Services Private Limited, UBJ Broadcasting Private Limited and MPCR Broadcasting Service Private Limited thereby making them our wholly owned Subsidiaries with effect from August 1, 2011.

While “Mastiii” is positioned as a pan-India channel with a view to penetrate across the whole M&E industry in India, the channels launched/in the process of launching by our Subsidiaries target the audience of specific regions of India.

Our Strengths

SABTNL parentage

We believe, our Promoter, SABTNL is an established player in Indian M&E industry. This provides us with a competitive advantage, particularly in attracting new customers, talent and economy of cost in relation to the cost of the contents produced. Our Company is ably supported by the network and programming experience of SABTNL which is focused on content production and syndication, being its core competence for years. We believe that SABTNL is amongst the few multi-lingual content production houses creating contents in various Indian regional languages including Marathi, Tamil, Kannada, Telugu and Gujarati, besides Hindi. Over the years, SABTNL has established itself as a producer for content across various programming genres like comedy, drama, thriller, talk show, current affairs programs etc. SABTNL also provides us with access to management talent and professionals with M&E industry knowledge.

We believe that our relationship with SABTNL has facilitated our entry and growth in Indian M&E industry, and will continue to help us achieve our strategic objectives to expand our business, increase our market penetration and continue to attract and retain talented professionals. This has also helped us make a presence in the industry in such a short span of time since its launch.

In-house creative team

We have an in-house creative team that produces comic skits in various formats such as gags, jokes, spoofs etc. These comedy gags are produced according to the viewing patterns of the diverse audience set. We believe that our creative team has innovative thinking coupled with creativity which helps us in delivering quality content. This helps us in reducing our dependence on the third parties for acquiring programming content and thus reduces our cost.

Distribution network and wide reach

We believe the success of our channel “Mastiii” can be attributed to our distribution network including cable operators and DTH operators leading to wide reach and viewership.

The distribution activities in relation to our region specific channels namely “Dabangg” and Dhamaal” are concentrated in the specific regions in which they are being broadcasted.

We enter into agreements with multi system operators, cable operators, and other DTH providers across India and also in specific regions to increase our penetration.

Experienced management team

Our management team includes experienced and qualified professionals. Our senior management team has experience in the M&E industry. Our Directors, Mr. Gautam Adhikari and Mr. Markand Adhikari have around 30 years of experience in content production and broadcasting and have been instrumental in establishing and operating our businesses. Mr. Hersh Bhandari, Vice President – Sales, has an experience of around 19 years in the business development and marketing pertaining to the M&E industry. Ms. Anita Varma, Vice President – Programming & Operations has an experience of about 12 years in developing and producing content for different channels. We believe that the experience of our management team and understanding of the media and allied sector will enable us to continue to take advantage of both current and future market opportunities.

Emphasis on regional tastes and audience preference

We are concentrating on developing Hindi General Entertainment Channels through our various Subsidiaries that appeal to the specific preferences of the viewers in various regions of India. The channel “Dabangg” operated by HHP Broadcasting Services Private Limited, our wholly owned subsidiary, targets regions of Uttarakhand, Uttar Pradesh, Bihar and Jharkhand whereas the channel “Dhamaal” operated by UBJ Broadcasting Private Limited, our wholly owned subsidiary, targets the regions of Rajasthan, Madhya Pradesh and Chhattisgarh. We believe that a key factor to our success is our ability to cater to local tastes and audience preferences.

Our Strategy

Increase our domestic reach by launching region specific channels

We intend to expand our broadcasting business by increasing our geographical reach across India. In line of this endeavor, we alongwith our wholly owned Subsidiaries propose to launch region specific channels across India. Our wholly owned subsidiary, MPCR Broadcasting Service Private Limited is in the process of launching a Hindi General Entertainment Channel namely “Dhamakaa”(proposed to be renamed as “Mauj Mastiii”), targeting the region of Gujarat. Also, our wholly owned subsidiary, HHP Broadcasting Services Private Limited has applied to the MIB for seeking uplinking and downlinking permission for a Hindi General Entertainment Channel namely “Dholiya” targeting the states of Himachal Pradesh, Haryana and Punjab.

Our Company intends to launch a regional General Entertainment Channel in the name “DE DANA DAN” for which we have applied to the MIB for uplinking and downlinking

permission, which is pending approval. We believe that regional markets play a pivotal role in the growth of M&E Industry considering India's linguistic diversity. We intend to look for opportunities targeting various regions across India and strengthen our presence in those regions for which we alongwith our Subsidiaries have made applications to MIB for uplinking and downlinking permission for television channels "DE DANA DAN Mumbai", "Hadippa", "Asli Hindusthan" "Mastiii Plus", and "Durdanto", which is pending approval.

Launching our channels internationally

With the continuous thrust to expand our reach and viewer base, we intend to go international by launching our channels in overseas markets. We propose to launch "Mastiii" in the US, Canada, the Caribbean region, Middle East countries & South East Asia. We also propose to launch our other channels internationally in coming years. We intend to target mass Hindi speaking population residing in these countries.

In view of the above, our Company has entered into an Overseas Distribution Agreement dated September 10, 2011 with Ankh Media Konnect Private Limited as our exclusive authorized representative for overseas distribution of our TV channel Mastiii, the scope of work shall include promotion & marketing of our channel in the US, Canada and the Caribbean region. The said agreement is valid for a period of 8 years from the date of the agreement.

Brand building

We intend to increase our viewership and be the preferred choice of various viewer categories by providing them with innovative and creative skits well mixed with music. Further, we also intend to promote and strengthen our brands by cross promotions on television, radio, print and other mediums as well as through public relations efforts. We continuously try to create an appropriate programming mix to attract new viewers to our channels.

Maximising advertising revenue

We plan to maintain our focus on maximising advertising revenues by achieving better price realisations for advertising time, increasing inventory utilisation across our channels, offering more branding opportunities to advertisers, such as through sponsorships of programmes and offering customised advertising solutions as per client requirements, which include television advertising and event marketing.

Creating multiple revenue model

We intend to diversify our revenue model by adding revenue generated through subscription i.e. DTH, IPTV, CAS etc. Subscription revenue market is expanding in India with shift from analogue distribution system to digital distribution system. To generate subscription revenue, we intend to convert our channels from Free to Air channels to pay channels. As a broadcaster, we can either tie up with existing bouquet operator and offer our channel as part of their bouquet or create our own bouquet and market it independently. Marketing and generating subscription revenue from any bouquet requires popular channels as part of the bouquet and also a strong sales team to negotiate and collect the subscription revenue generated.

We also intend to generate additional revenue streams through syndication of contents to other domestic or overseas channels, inflight entertainment to airlines, mobile and internet video market.

SUMMARY OF FINANCIAL DATA

Standalone Summary Statement of Assets And Liabilities as Restated

(₹ in Lakhs)

Particulars	As At	As At	As At	As At
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
A TANGIBLE ASSETS				
Fixed Assets				
Gross Block	155.34	-	-	-
Less : Accumulated Depreciation	44.89	-	-	-
Net Block	110.45	-	-	-
Less : Revaluation Reserve	-	-	-	-
Net Block after adjustment of Revaluation Reserve	110.45	-	-	-
Capital Work In Progress	25.83	-	-	-
Total	136.28	-	-	-
B INTANGIBLE ASSETS				
Gross Block	2,553.38	1,096.02	-	-
Less : Amortisation	364.55	-	-	-
Net Block	2,188.83	1,096.02	-	-
Capital Work In Progress	32.18	-	-	-
Total	2,221.01	1,096.02	-	-
C INVESTMENTS	-	-	-	-
D DEFERRED TAX ASSET	596.06	-	-	-
E CURRENT ASSETS, LOANS & ADVANCES				
Inventories	-	-	-	-
Sundry Debtors	912.50	-	-	-
Cash & Bank Balances	112.64	5.32	1.48	0.95
Loans & Advances	1,377.28	1,657.09	0.25	-
Other Current Assets	-	-	-	-
Total	2,402.41	1,662.41	1.73	0.95
F LIABILITIES AND PROVISIONS				
Secured Loans	3,021.60	1,600.75	-	-
Unsecured Loans	994.73	0.92	0.92	0.06
Deferred Tax Liability	61.35	-	-	-
Current Liabilities	409.17	85.39	0.18	0.07
Provisions	66.69	-	-	-
Total	4,553.53	1,687.07	1.10	0.13
G NET WORTH (A + B + C+D+E-F)	802.22	1,071.37	0.63	0.83
H Net Worth Represented by				
Equity Share Capital	2,000.00	1,000.00	1.00	1.00
Share Application Money	-	243.30	-	-
Reserve & Surplus				
Surplus/(Deficit) in P & L A/c	(1,197.78)	-	-	-
Less : Miscellaneous Expenses Not Written off	-	9.07	(0.05)	(0.05)
Less : Pre operative Expenses	-	(162.86)	(0.32)	(0.12)
I NET WORTH	802.22	1,071.37	0.63	0.83

Standalone Summary Statement of Profit & Losses as Restated

(₹ in lakhs)

Particulars	Year Ended	Year Ended	Year Ended	Year Ended
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
Income				
Income from Operations	1,642.61	-	-	-
Other Income	1.35	-	-	-
Total Income	1,643.96	-	-	-
Expenditure				
Direct Expenses	319.76	-	-	-
Payment & Provision for Employees	115.83	-	-	-
Administrative & Other Expenses	208.26	-	-	-
Selling & Distribution Expenses	1,924.42	-	-	-
Financial Charges	387.20	-	-	-
Miscellaneous expenses written off	11.53	-	-	-
Depreciation & Amortization	409.45	-	-	-
Total Expenditure	3,376.45	-	-	-
Profit before tax and extraordinary items	(1,732.49)	-	-	-
Add / (Less) : Extraordinary Items	-	-	-	-
Profit Before Tax after extraordinary items	(1,732.49)	-	-	-
Add / (Less) : Provision for Tax	-	-	-	-
Current Tax	-	-	-	-
Deferred Tax	(534.71)	-	-	-
Net Profit After Tax and extraordinary items as Restated	(1,197.78)	-	-	-
Surplus/(Deficit) brought forward from previous years	-	-	-	-
Balance available for appropriations, as restated	(1,197.78)	-	-	-
Balance Carried forward as restated	(1,197.78)	-	-	-

Proforma Condensed Consolidated Balance Sheet as at March 31, 2011

(₹ in lakhs)

Particulars	As At 31st March 2011						
	TV Vision Limited	MPCR Broadcasting Service Private Limited	UBJ Broadcasting Private Limited	HHP Broadcasting Services Private Limited	Total	Adj	Total
A TANGIBLE ASSETS							
Fixed Assets							
Gross Block	155.34	-	4.53	4.98	164.86	-	164.86
Less: Accumulated Depreciation	44.89	-			44.89	-	44.89
Net Block	110.45	-	4.53	4.98	119.96	-	119.96
Less: Revaluation Reserve	-	-	-	-	-	-	-
Net Block after adjustment of Revaluation Reserve	110.45	-	4.53	4.98	119.96	-	119.96
Capital Work In Progress	25.83	2.00			27.83	-	27.83
Total	136.28	2.00	4.53	4.98	147.79	-	147.79
B INTANGIBLE ASSETS							
Gross Block	2,553.38	1,027.34	1,415.03	1,503.23	6,498.98	100.00	6,598.98
Less: Amortisation	364.55	-			364.55	-	364.55
Net Block	2,188.83	1,027.34	1,415.03	1,503.23	6,134.43	100.00	6,234.43
Capital Work In Progress	32.18	21.31			53.48	-	53.48
Total	2,221.01	1,048.64	1,415.03	1,503.23	6,187.91	100.00	6,287.91
C INVESTMENTS	-				-		-
D DEFERRED TAX ASSET	596.06	-	-	-	596.06	-	596.06
E CURRENT ASSETS, LOANS & ADVANCES							-
Sundry Debtors	912.50	-	-	-	912.50	-	912.50
Cash & Bank Balances	112.64	0.40	36.37	5.56	154.96	-	154.96
Loans & Advances	1,377.28	1,500.69	1,244.02	440.25	4,562.24	-	4,562.24
Other Current Assets	-				-	-	-
Total	2,402.41	1,501.09	1,280.38	445.81	5,629.70	-	5,629.70
F LIABILITIES AND PROVISIONS							
Secured Loans	3,021.60	1,406.23	2,023.72	1,000.00	7,451.55	-	7,451.55
Unsecured Loans	994.73	57.87	-	6.25	1,058.85	-	1,058.85

Deferred Tax Liability	61.35	-	-	-	61.35	-	61.35
Current Liabilities	409.17	284.95	130.28	125.04	949.44	-	949.44
Provisions	66.69	0.25	0.25	5.75	72.94	-	72.94
Total	4,553.53	1,749.30	2,154.25	1,137.04	9,594.12	-	9,594.12
G NET WORTH (A + B + C+D+E-F)	802.22	802.43	545.70	816.99	2,967.34	100.00	3,067.34
H Net Worth Represented by							
Equity Share Capital	2,000.00	850.00	750.00	850.00	4,450.00	(1,812.50)	2,637.50
Reserve & Surplus	-	-	-	-	-	-	-
- Share Premium	-	-	-	-	-	1,912.50	1,912.50
- Surplus/(Deficit) in P & L A/c	(1,197.78)	-	-	-	(1,197.78)	-	(1,197.78)
Less: Miscellaneous Expenses Not Written off	-	(2.35)	(2.35)	(2.35)	(7.05)	-	(7.05)
Less: Pre operative Exp	-	(45.22)	(201.95)	(30.66)	(277.83)	-	(277.83)
I NET WORTH	802.22	802.43	545.70	816.99	2,967.34	100.00	3,067.34

Proforma Condensed Consolidated Profit and Loss Account for the Period ended March 31, 2011

(₹ in lakhs)

Particulars	As At 31st March 2011						
	TV Vision Limited	MPCR Broadcasting Service Private Limited	UBJ Broadcasting Private Limited	HHP Broadcasting Services Private Limited	Total	Adj	Total
Income							
Income from Operations	1,642.61	-	-	-	1,642.61	-	1,642.61
Other Income	1.35	-	-	-	1.35	-	1.35
Total Income	1,643.96	-	-	-	1,643.96	-	1,643.96
Expenditure							
Direct Expenses	319.76	-	-	-	319.76	-	319.76
Payment & Provision for Employees	115.83	-	-	-	115.83	-	115.83
Administrative & Other Expenses	208.26	-	-	-	208.26	-	208.26
Selling & Distribution Expenses	1,924.42	-	-	-	1,924.42	-	1,924.42
Financial Charges	387.20	-	-	-	387.20	-	387.20
Misc exp written off	11.53	-	-	-	11.53	-	11.53
Depreciation & Amortization	409.45	-	-	-	409.45	-	409.45
Total Expenditure	3,376.45	-	-	-	3,376.45	-	3,376.45
Profit before tax and extraordinary items	(1,732.49)	-	-	-	(1,732.49)	-	(1,732.49)
Add/(Less): Extraordinary Items	-	-	-	-	-	-	-
Profit Before Tax after extraordinary items	(1,732.49)	-	-	-	(1,732.49)	-	(1,732.49)
Add / (Less) : Provision for Tax							
Current Tax	-	-	-	-	-	-	-
Deferred Tax	(534.71)	-	-	-	(534.71)	-	(534.71)
Net Profit After Tax and extraordinary items (A)	(1,197.78)	-	-	-	(1,197.78)	-	(1,197.78)
Surplus/(Deficit) brought forward from previous years	-	-	-	-	-	-	-
Balance Carried forward as restated	(1,197.78)	-	-	-	(1,197.78)	-	(1,197.78)

The Issue

Equity offered*	Shares	[•] Equity Shares
QIB including Mutual Funds	Portion	At least [•] Equity Shares constituting 50% of the Issue to the Public (allocation on proportionate basis) out of which 5% i.e. [•] Equity Shares will be available for allocation to Mutual Funds only and the remaining QIB portion will be available for allocation to all QIBs, including Mutual Funds
Non Institutional Portion**		Not less than [•] Equity Shares constituting not less than 15% of the Issue to the Public (allocation on proportionate basis)
Retail Portion**		Not less than [•] Equity Shares constituting not less than 35% of the Issue to the Public (allocation on proportionate basis)
Equity outstanding prior to the Issue	Shares	2,63,75,000 Equity Shares
Equity outstanding after the Issue	Shares	[•] Equity Shares
Objects to the Issue		Please see the section entitled “Objects of the Issue” beginning on page no. 33 of this Draft Red Herring Prospectus

* Our Company is considering a Pre-IPO placement of up to 32,00,000 Equity Shares with certain investors (“Pre-IPO Placement”) for an amount not exceeding ₹ 2,500.00 lakhs. The Pre-IPO Placement will be at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post-Issue paid-up equity share capital being offered to the public.

** Under-subscription, if any, in any category, except for the QIB portion, would be met with spill-over from other categories, at the sole discretion of our Company, in consultation with the BRLMs. If at least 50% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith.

General Information

Our Company was originally incorporated as TV Vision Private Limited on July 30, 2007 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. It was converted into a public limited company and a fresh certificate of incorporation pursuant to the change of name was issued by the RoC on June 23, 2011.

Registered & Corporate Office of our Company

4th Floor, Adhikari Chambers,
Oberoi Complex,
New Link Road, Andheri (West),
Mumbai- 400053, Maharashtra
Tel. No.: +91-22- 40230000
Fax No.: +91-22- 26395459
Website: www.tvvision.in

Changes in Registered Office of our Company in the past

Period	Address	Reason for change
Since Incorporation till November 19, 2008	Adhikari Chamber, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053, Maharashtra	-
From November 20, 2008 to March 16, 2010	3-4 Sukh Shanti, 8 th Road, JVPD Scheme, Vile Parle (West), Mumbai-400049, Maharashtra	Operational convenience
From March 17, 2010 to May 13, 2011	Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053, Maharashtra	Operational convenience
May 14, 2011 till date	4 th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053, Maharashtra	No change in Registered Office per se. A new form 18 was filed with RoC to clarify the floor on which the office is situated in Adhikari Chambers.

Registration Number of our Company: 172707

Corporate Identity Number (CIN): U64200MH2007PLC172707

Address of the Registrar of Companies

Registrar of Companies, Maharashtra

Everest, 100, Marine Drive
Mumbai- 400 002, Maharashtra

Board of Directors

Sr. No.	Name	Designation	Nature if Directorship
1.	Mr. Gautam Adhikari	Chairman	Non Executive Non Independent Director
2.	Mr. Markand Adhikari	Managing Director	Executive Non Independent Director
3.	Mr. Arunkumar Khakhar	Director	Non Executive Independent Director
4.	Mr. Prasannakumar Gawde	Director	Non Executive Independent Director

Mr. Markand Adhikari

Mr. Markand Adhikari, aged 54 years is intermediate in Arts from University of Bombay. He is the Vice Chairman and Managing Director of our Promoter, SABTNL. He has more than 30 years of experience in M&E industry. He is one of the promoters of SABTNL. He has produced various films viz. "Bhookamp", "Chehrraa", etc. He has played a key role in the growth of our Company with his inputs in strategic planning and business development. He is on our Board since incorporation.

For detailed profiles of our Board of Directors, see "Our Management" appearing on page no. 101 of this Draft Red Herring Prospectus.

Company Secretary

Ms. Jyotsna Kashid

4th Floor, Adhikari Chambers,
Oberoi Complex,
New Link Road, Andheri (West),
Mumbai-400053, Maharashtra
Tel. No.: +91-22- 40230000
Fax No.: +91-22- 26395459
Website: www.tvvision.in
Email: cs@tvvision.in

Compliance Officer

Mr. Anand Shroff

4th Floor, Adhikari Chambers,
Oberoi Complex,
New Link Road, Andheri (West),
Mumbai-400053, Maharashtra
Tel. No.: +91-22- 40230000
Fax No.: +91-22- 26395459
Website: www.tvvision.in
Email: complianceofficer@tvvision.in

Investors can contact the Compliance Officer or the Registrar to the Issue, in case of any pre-

Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of Allotted shares in the respective beneficiary account or refund orders.

All grievances relating to the present issue may be addressed to the Registrar to the Issue, with a copy to the Compliance Officer, giving full details such as name, application number, address of the applicant, number of Equity Shares applied for, amount paid on application, Depository Participant and the Bidder/Bank branch where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar with a copy to relevant SCSB, or the Syndicate / Sub - Syndicate Members giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, ASBA Account Number and the Designated Branch or the collection centre of the SCSB or the Syndicate / Sub - Syndicate Members where the Bid-cum-ASBA Form was submitted by the ASBA Bidders.

Book Running Lead Managers

Almondz Global Securities Limited

Level-5, Grande Palladium, 175
CST Road, Kalina, Santacruz (E)
Mumbai - 400 098

Tel: +91-22-66437600

Fax: +91-22-66437700

Email: tvvision.ipo@almondz.com

Website: www.almondzglobal.com

Investor Grievance Email Id: complaint@almondz.com

SEBI Registration No: INM000000834

Contact Person: Ms. Sugandha Kaushik/Ms. Deepa Laungani

IDBI Capital Market Services Limited

3rd floor, Mafatlal Centre, Nariman Point

Mumbai- 400 021

Tel.: +91-22-4322 1212

Fax: +91-22-22850785

Email: tvvision.ipo@idbicapital.com

Website: www.idbicapital.com

Investor Grievance Email Id: redressal@idbicapital.com

SEBI Registration No: INM000010866

Contact Person: Mr. Hemant Bothra/Mr. Swapnil Thakur

Syndicate Member(s)

[●]

Registrar to the Issue

Bigshare Services Private Limited

E/2, Ansa Industrial Estate

Saki Vihar Road, Saki Naka

Andheri (E), Mumbai-400 072

Tel: +91-22-40430200
Fax: +91-22-2847 5207
Email: ipo@bigshareonline.com
Website: www.bigshareonline.com
SEBI Registration Number: INR000001385
Contact Person: Mr. Ashok Shetty

Legal Advisor to the Issue
Wadia Ghandy & Co. (Ahmedabad)
Advocates & Solicitors,
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Fax No.: +91-79- 26564300
Email: info@wadiaghandy.com
Contact Person: Mr. Tanvish Bhatt

Bankers to our Company
[•]

Statutory Auditors to our Company
M/s. A. R. Sodha & Co.
Chartered Accountants
101, "Ashiana", 11th Road,
T.P.S, III, Opp. B.M.C Hospital,
Santacruz (East), Mumbai-400055
Tel: +91-22- 26102465 / 26116901
Fax: +91-22- 26101228
Email: ars@arsodha.com
Contact Person: Mr. A.R. Sodha

Bankers to the Issue and Escrow Collection Banks
[•]

Refund banker(s)
[•]

Self Certified Syndicate Banks

The list of banks who have been notified by SEBI to act as SCSBs for ASBA process are provided at <http://www.sebi.gov.in/pmd/scsb.html> or at such other website as may be prescribed by SEBI from time to time. For details on Designated Branches of SCSBs collecting the Bid cum ASBA forms, please refer to the above mentioned link.

Statement of inter-se allocation of responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities in relation to this issue among the Book Running Lead Managers:

Inter-se allocation of responsibilities			
Sr. No.	Activities	Responsibility	Co-ordinator
1	Capital structuring with relative components and formalities such as type of instruments, etc.	Almondz IDBI Caps	Almondz
2	Due diligence of the Company including its operations/ management/ business plans/ legal etc. Drafting and design of Draft Red Herring Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, the RoC and SEBI including finalization of Prospectus and RoC filing.	Almondz IDBI Caps	Almondz
3	Co-ordinate with the company including its statutory auditors to arrange the financial information to be included in the DRHP, RHP and Prospectus by ensuring compliance with SEBI Regulations and/or other stipulated requirements. To also include co-ordination for any other deliverables related to auditors.	Almondz IDBI Caps	IDBI Caps
4	Drafting and approval of all statutory advertisements	Almondz IDBI Caps	Almondz
5	Drafting and approval of all publicity material other than statutory advertisements including corporate advertisement, brochure, corporate films, etc.	Almondz IDBI Caps	IDBI Caps
6	Appointment of Intermediaries: Bankers to the Issue, Registrar to the Issue and other intermediaries including printers, advertising agency, IPO Grading agency	Almondz IDBI Caps	IDBI Caps
7	Institutional marketing strategy, which will cover, inter alia: <ul style="list-style-type: none"> • Finalizing the list and division of investors for one to one meetings • Finalizing the road show schedule and investor meeting schedules • Preparing road show presentation and frequently asked questions 	Almondz IDBI Caps	Almondz
8	Domestic Retail and Non-Institutional marketing of the Issue, which will cover, inter alia: <ul style="list-style-type: none"> • Formulating marketing strategies, preparation of publicity budget • Finalizing media and PR strategy • Finalizing centres for holding conferences for brokers etc. • Finalizing collection centres and follow-up on 	Almondz IDBI Caps	IDBI Caps

Inter-se allocation of responsibilities			
Sr. No.	Activities	Responsibility	Co-ordinator
	distribution of publicity and Issue material including form, prospectus and deciding on the quantum of the Issue material		
9	Co-ordination with the Stock Exchanges for book building software, bidding terminals and mock trading	Almondz IDBI Caps	Almondz
10	Pricing, managing the book and allocation to QIB bidders	Almondz IDBI Caps	Almondz
11	<p>The post-bidding activities including management of escrow accounts, follow-up with bankers to the issue, co-ordination for non-institutional allocation, intimation of allocation and dispatch of refunds to Bidders etc.</p> <p>The post Issue activities will involve essential follow up steps, which include the finalization of listing and trading of instruments, dispatch of certificates and demat delivery of shares, with the various agencies connected with the work such as the Registrar to the Issue and Bankers to the Issue and the bank handling refund business and SCSBs. The merchant banker shall be responsible for ensuring that these agencies fulfill their functions and enable it to discharge this responsibility through suitable agreements with the Company.</p>	Almondz IDBI Caps	Almondz

IPO Grading

Our Company has appointed CARE for IPO grading. CARE has assigned a 'CARE IPO Grade [•]' to the proposed Initial Public Offering of our Company indicating [•] through its letter dated [•], which is valid for a period of [•] months. The IPO grading is assigned on a five point scale from 1 to 5 wherein an "IPO Grade 5" indicates strong fundamentals and "IPO Grade 1" indicates poor fundamentals. Pursuant to clause (VI)(B)(10) of Schedule VIII of SEBI (ICDR) Regulations, 2009, the rationale/ description furnished by the credit rating agency will be incorporated at the time of filing Red Herring Prospectus with the RoC.

Credit Rating

This being an Issue of Equity Shares, Credit rating is not required.

Trustees

As the Issue is of Equity Shares, the appointment of trustees is not required.

Monitoring Agency

There is no requirement for a monitoring agency in terms of Regulation 16(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. We have therefore not appointed any monitoring agency for the purpose of monitoring the utilization of Issue proceeds.

Appraising Agency

The objects of the Issue have not been appraised by any agency.

Book Building Process

Book Building refers to the process of collection of Bids from investors, on the basis of the Red Herring Prospectus within the Price Band. The Issue Price is fixed after the Bid/Issue Closing Date.

The principal parties involved in the Book Building Process are:

- Our Company;
- Book Running Lead Managers;
- Syndicate Members who are intermediaries registered with SEBI or registered as brokers with BSE/NSE and are eligible to act as Underwriters. The Syndicate Members are appointed by the BRLMs;
- Escrow Collection Bank(s);
- Self Certified Syndicate Bank(s); and
- Registrar to the Issue.

This Issue is being made through a 100% Book Building Process wherein at least 50% of the Issue to Public shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs"). 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allotment on a proportionate basis to QIBs and Mutual Funds, subject to valid bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue to Public shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Issue to Public shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid bids being received at or above the Issue Price. If at least 50% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith.

The process of Book Building under SEBI (ICDR) Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

Our Company shall comply with SEBI (ICDR) Regulations issued by SEBI for this Issue. In this regard, our Company has appointed Book Running Lead Managers to manage the Issue and to procure subscription to the Issue.

The process of bidding through the ASBA process by ASBA Investors under the SEBI Circular dated December 30, 2009 may be subject to change from time to time which may either be of a clarificatory nature or otherwise and ASBA Investors are advised to make their own judgment about investment through this process prior to submitting a Bid cum ASBA Form to SCSB or Syndicate / Sub-Syndicate Member.

QIBs and the Non-Institutional Bidders can participate in this Issue only through the ASBA process and Retail Individual Bidders have the option to participate through the ASBA process or non-ASBA process at their discretion.

QIBs are not allowed to withdraw their Bids after the Bid/Issue Closing Date. In addition, allocation to QIBs will be on a proportionate basis. Please refer to the section titled “Issue Procedure” beginning on page no. 203 of this Draft Red Herring Prospectus for more details.

Steps to be taken by the Bidder for bidding:

- Check eligibility for making a bid, see the section titled “Issue Procedure-Who Can Bid?” beginning on page no. 206 of this Draft Red Herring Prospectus;
- Ensure that you have an active demat account and the demat account details are correctly mentioned in the Bid cum Application Form / ASBA Form;
- Ensure that the Bid cum Application Form or Bid cum ASBA Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form or Bid cum ASBA Form;
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, for Bids of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form or the Bid cum ASBA Form. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction (see the chapter “Issue Procedure” beginning on page no. 203 of this Draft Red Herring Prospectus);
- Bids by ASBA Bidders (Physical ASBA) will only have to be submitted to the Designated Branches of the SCSBs or the Syndicate / Sub- Syndicate Member. ASBA Bidders should ensure that their bank accounts have adequate credit balance at the time of submission to the SCSB or Syndicate / Sub-Syndicate Member to ensure that their Bid cum ASBA Form is not rejected; and
- Bids by QIBs at any of the Syndicate ASBA Centres shall be submitted to the Syndicate/Sub-Syndicate Member. Bids by QIBs through physical ASBA at any Bidding Centre other than a Syndicate ASBA Centre shall be submitted directly to the Designated Branches of the SCSBs.

Illustration of Book Building and Price Discovery Process

(Investors should note that this example is solely for illustrative purposes and is not specific to this Issue)

Bidders can bid at any price within the price band. For instance, assume a price band of ₹ 30 to ₹ 34 per equity share, issue size of 3,000 equity shares and receipt of five bids from Bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book as shown below shows the demand for the shares of the company at various prices and is collated from bids from various investors.

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription
500	34	500	16.67%
1000	33	1500	50.00%

1500	32	3000	100.00%
2000	31	5000	166.67%
2500	30	7500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the book cuts off, i.e., ₹ 32 in the above example. The issuer, in consultation with the Book Running Lead Managers, will finalize the issue price at or below such cut off price, i.e., at or below ₹ 32. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Bid/Issue Programme

Bidding Period/Issue Period

BID/ISSUE OPENS ON	[●]
BID/ISSUE CLOSES ON	[●]*

**Our Company may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date*

Bids and any revision in Bids will be accepted **only between 10 a.m. and 5 p.m.** (Indian Standard Time) during the Bid/Issue Period as mentioned above at the bidding centers mentioned in the Bid cum Application Form or in case of Bids submitted through ASBA, the Designated Branches of the SCSBs except that on the Bid/Issue Closing Date, Bids shall be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until (i) 4.00 p.m. in case of Bids by QIB Bidders and Non-Institutional Bidders where the Bid Amount is in excess of ₹ 2 lakhs and (ii) A standard cut-off time of 5.00 p.m. for uploading of Bids received from Retail Individual Bidders where the Bid Amount is up to ₹ 2 lakhs which may be extended up to such time as deemed fit by the BSE and the NSE after taking into account the total number of applications received upto the closure of timings and reported by BRLMs to the Stock Exchanges within half an hour of such closure. Bids will be accepted only on working days i.e. Monday to Friday (excluding public holidays). Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 1.00 p.m.(Indian Standard Time) on the Bid/Issue Closing Date. Bidders are advised that due to clustering of the last day applications, as is typically experienced in public offerings, some Bids may not get uploaded on the last day. Bids that cannot be uploaded will not be considered for allocation under the Issue. If such Bids are not uploaded, our Company, BRLMs, SCSBs and Syndicate Member(s) will not be responsible.

In case of discrepancy in the data entered in the electronic book vis-a-vis the data contained in the physical Bid Form, for a particular Bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment. In case of discrepancy in the data entered in the electronic book vis-a-vis the data contained in the physical or electronic Bid cum ASBA Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the concerned Syndicate / sub-Syndicate Member or SCSB, as the case may be for rectified data.

On the Bid / Issue Closing Date, extension of time will be granted by the Stock Exchanges only

for uploading the Bids received by Retail Individual Bidders after taking into account the total number of Bids received up to the closure of the timing for acceptance of Bid cum Application Form and ASBA Form as stated herein and reported by the BRLMs to the Stock Exchanges within half an hour of such closure.

Our Company reserves the right to revise the Price Band during the Bid/Issue Period in accordance with the SEBI (ICDR) Regulations provided that the Cap Price is less than or equal to 120% of the Floor Price.

In case of revision of the Price Band, the Bid/Issue Period will be extended for three additional working days after revision of the Price Band subject to the total Bid/Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the BSE and the NSE, by issuing a press release and also by indicating the changes on the websites of the BRLMs and at the terminals of the Syndicate Member(s).

Underwriting Agreement

After the determination of the Issue Price but prior to filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriter(s) for the Equity Shares proposed to be offered through the Issue, except QIB portion. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLMs shall be responsible for bringing in the amount devolved in the event that their respective Syndicate Member(s) do not fulfill their underwriting obligations. Pursuant to the terms of Underwriting Agreement, the obligations of the Underwriter(s) are several and are subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [•]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the Registrar of Companies, Maharashtra.)

Name and Address of the Underwriter(s)	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in lakhs)
[•]	[•]	[•]
[•]	[•]	[•]
TOTAL	[•]	[•]

In the opinion of the Board of Directors (based on certificates given to them by the Underwriters), the resources of all the above mentioned Underwriter(s) are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the Securities and Exchange Board of India Act, 1992 or registered as brokers with the Stock Exchange(s). Our Board, at its meeting held on [•], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among Underwriter(s) may not necessarily be in proportion to their underwriting commitments. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriters in addition to other obligations defined in the Underwriting Agreement, will also be required to procure/ subscribe for Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

Capital Structure

The share capital of our Company as on the date of this Draft Red Herring Prospectus is as set forth below:

(₹ in lakhs)

Particulars		Aggregate Nominal Value	Aggregate Value at Issue Price
A	Authorised Share Capital		
	5,50,00,000 Equity Shares of ₹ 10/- each	5500.00	
B	Issued, Subscribed and Paid-up Share Capital		
	2,63,75,000 Equity Shares of ₹ 10/- each	2637.50	
C	Present Issue to the Public in terms of this Draft Red Herring Prospectus*		
	[•] Equity Shares of ₹ 10/- each	[•]	[•]
D	Paid up Share Capital after the Issue		
	[•] Equity Shares of ₹ 10/- each	[•]	
E	Securities Premium Account		
	Before the Issue	1912.50	
	After the Issue	[•]	

* The Issue has been authorised by the resolution of our Board of Directors dated June 24, 2011, and by the special resolution passed pursuant to Section 81(1A) of the Companies Act, 1956 at the EGM of the shareholders of our Company held on July 1, 2011.

Our Company is considering a Pre-IPO placement of up to 32,00,000 Equity Shares with certain investors ("Pre-IPO Placement") for an amount not exceeding ₹ 2,500.00 lakhs. The Pre-IPO Placement will be at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post-Issue paid-up equity share capital being offered to the public.

Details of changes in the Authorised Share Capital of our Company

Date	Particulars of Change
July 30, 2007	On incorporation ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each
August 1, 2009	Increased from ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each to ₹ 6,75,00,000/- divided into 67,50,000 Equity Shares of ₹ 10/- each
October 15, 2009	Increased from ₹ 6,75,00,000/- divided into 67,50,000 Equity Shares of ₹ 10/- each to ₹ 10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹ 10/- each
March 30, 2010	Increased from ₹ 10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹ 10/- each to ₹ 13,50,00,000/- divided into 1,35,00,000 Equity Shares of ₹ 10/- each
December 11, 2010	Increased from ₹ 13,50,00,000/- divided into 1,35,00,000 Equity Shares of ₹ 10/- each to ₹ 20,00,00,000/- divided into 2,00,00,000 Equity Shares of ₹ 10/- each
May 5, 2011	Increased from ₹ 20,00,00,000/- divided into 2,00,00,000 Equity Shares of ₹ 10/-

	each to ₹ 25,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹ 10/- each
May 10, 2011	Increased from ₹ 25,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹ 10/- each to ₹ 30,00,00,000/- divided into 3,00,00,000 Equity Shares of ₹ 10/- each
July 1, 2011	Increased from ₹ 30,00,00,000/- divided into 3,00,00,000 Equity Shares of ₹ 10/- each to ₹ 55,00,00,000/- divided into 5,50,00,000 Equity Shares of ₹ 10/- each

The changes in authorised capital of our Company have been made pursuant to resolutions duly passed by shareholders in Extra Ordinary General Meetings of our Company.

Notes to Capital Structure

1. Equity Share Capital History

Date of Allotment	No. of Equity Shares	Face Value per share (₹)	Issue Price per share (₹)	Nature of Consideration	Reasons for Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (₹ in lakhs)	Cumulative Securities Premium Account (₹ in lakhs)
July 30, 2007	10,000*	10	10	Cash	Subscription to the Memorandum	10,000	1.00	Nil
August 4, 2009	67,40,000	10	10	Cash	Further issue of Equity Shares to Promoter	67,50,000	675.00	Nil
November 4, 2009	32,50,000	10	10	Cash	Further issue of Equity Shares to Promoter	1,00,00,000	1000.00	Nil
May, 6, 2010	35,00,000	10	10	Cash	Further issue of Equity Shares to Promoter	1,35,00,000	1350.00	Nil
December 11, 2010	65,00,000	10	10	Cash	Further issue of Equity Shares to Promoter	2,00,00,000	2000.00	Nil
May 14, 2011	63,75,000	10	40	Cash	Further issue of Equity Shares to Promoter	2,63,75,000	2637.50	1912.50

*Initial allotment of 5000 Equity Shares each to Mr. Gautam Adhikari and Mr. Markand Adhikari

2. Details of promoter's contribution and lock in

(a) Details of build-up of shareholding of Promoter

Name	Date of Allotment/ Transfer /Acquisition	Date when made fully paid up	Nature of Consideration (cash/ bonus/ kind etc.)	No. of Equity Shares	Face value (₹)	Issue / Acquisition price (₹)	% of Pre Issue Paid up Capital	% of Post Issue Paid up Capital	Lock-in period (years)
Sri Adhikari Brothers Televisio	November 1, 2008	November 1, 2008	Transfer (Purchase)	9,998*	10	10	100	[•]	[•]
	August 4, 2009	August 4, 2009	Cash	67,40,000	10	10			[•]

n Network Limited	October 1, 2009	October 1, 2009	Transfer (Purchase)	2*	10	10			[•]
	November 4, 2009	Novembe r 4, 2009	Cash	32,50,000	10	10			[•]
	May 6, 2010	May 6, 2010	Cash	35,00,000	10	10			[•]
	December 11, 2010	December 11, 2010	Cash	65,00,000	10	10			[•]
	May 14, 2011	May 14, 2011	Cash	63,75,000	10	40			[•]
	Total			2,63,75,000* *					

* Shares were acquired by SABTNL from Mr. Gautam Adhikari and Mr. Markand Adhikari

**Out of 2,63,75,000 Equity Shares held by SABTNL, 6 Equity Shares in total are held by Mr. Markand Adhikari, Mr. Gautam Adhikari, Mr. Anand Shroff, Mr. Ravi Adhikari, Mr. Santosh Thotam and Mr. Suresh Satpute as nominee shareholders of SABTNL to comply with the minimum requirement of seven shareholders in a Public Limited Company. The beneficial interest, voting and dividend rights are held by SABTNL.

As on the date of the Draft Red Herring Prospectus, the total number of shares pledged by our Promoter, SABTNL is 99,52,000 Equity Shares constituting 37.73% of our total pre-Issue paid-up share capital.

(b) Details of Promoter's Contribution locked-in for 3 years

Pursuant to the SEBI (ICDR) Regulations, an aggregate of 20% of the shareholding of our Company's Promoter shall be locked in for a period of three years from the date of allotment in the Issue. The lock-in details are as under:

Name	Date of Allotment / Transfer /Acquisition	Consideration (cash/ bonus/ kind etc.)	No. of Equity Shares	Face value (₹)	Issue Acquisition price /	% of Post Issue Paid up Capital	Lock- in period (years)
Sri Adhikari Brothers Television Network Limited	[•]	[•]	[•]	[•]	[•]	[•]	[•]

The figures to be provided in this table shall be finalised upon determination of Issue Price and the number of Equity Shares to be issued in the Issue, consequent to the Book Building Process.

Currently, Sri Adhikari Brothers Television Network Limited holds 2,63,75,000 Equity Shares, out of which [•] Equity Shares shall be locked-in for 3 years and the remaining [•] Equity Shares shall be locked-in for 1 year.

- i. The Equity Shares to be locked-in for a period of three years have been computed as [•]% of Equity Share Capital after the Issue. It is confirmed that the Equity Shares offered for by the Promoter for three years lock-in are not pledged. Further all the Equity Shares,

which are being locked in for 3 years, are not ineligible for computation of Promoter's contribution and lock-in as per Regulation 33(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

- ii. The Promoter has vide its letter dated [•] given its consent for lock-in of shares as stated above. The lock-in shall start from the date of allotment in the public issue and the last date of the lock-in shall be reckoned as three years from the date of commencement of commercial production or the date of allotment in the issue, whichever is later.
- iii. In addition to above Promoter's contribution which is locked in for a period of three years, the entire remaining pre-issue equity capital of the Company (including any shares allotted pursuant to the Pre-IPO placement, if any) i.e. [•] Equity Shares will be locked in for a period of one year from the date of allotment of Equity Shares in this Issue constituting [•]% of the post issue equity share capital of our Company.
- iv. In terms of Regulation 39 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, locked in Equity Shares held by the Promoter can be pledged with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the condition that (i) if the equity shares are locked-in in terms of clause (a) of Regulation 36, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and pledge of equity shares is one of the terms of sanction of loan; and (ii) if the equity shares are locked-in in terms of clause (b) of Regulation 36 and the pledge of equity shares is one of the terms of sanction of the loan.
- v. In terms of Regulation 40 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Equity Shares held by the Promoter may be transferred to and amongst the Promoter/Promoter Group or to a new promoter or persons in control of the Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeover Regulations), 1997 as applicable. Further, in terms of Regulation 40 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and in compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, locked in Equity Shares held by persons other than the Promoter may be transferred to any other person holding shares which are locked-in as per Regulation 37 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to continuation of the lock-in in the hands of the transferees for the remaining period and such transferee shall not be eligible to transfer them till the lock-in period stipulated under the Regulations has expired.
- vi. We confirm that shares considered under minimum Promoter's contribution in terms of Regulation 33(1) of SEBI (ICDR) Regulations, 2009 are not ineligible as under:
 - a. During the last 3 years, no specified securities have been acquired for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transaction;

- b. During the last 3 years, no specified securities have been acquired which resulted from a bonus issue by utilisation of revaluation reserves or unrealized profits of the issuer;
- c. No specified securities have been acquired by the Promoter during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer except that for [•] Equity Shares, Promoter will bring in the difference, if required, between the price at which the Equity Shares are offered in the Initial Public Offer and the price at which these Equity shares have been acquired.
3. Our Company has not been formed by conversion of a partnership firm into a Company.
 4. There is no “buyback” or “standby” arrangement for purchase of Equity Shares by our Company, our Directors, our Promoter, or the BRLMs for the Equity Shares offered through this Draft Red Herring Prospectus.
 5. Our Company has not issued any Equity Shares for consideration other than cash.
 6. An over-subscription to the extent of 10% of Issue to the Public can be retained for the purpose of rounding off to the nearer multiple of 1, while finalizing the Basis of Allotment.
 7. As on date of this Draft Red Herring Prospectus, the entire issued share capital of our Company is fully paid-up.
 8. The Equity Shares offered through this public issue shall be made fully paid-up.
 9. Under subscription, if any, in any category, except for the QIB Portion, would be met with spillover from other categories at the sole discretion of our Company, in consultation with the BRLMs and designated Stock Exchange. If the aggregate demand by Mutual Funds is less than [•] Equity Shares, the balance Equity Shares available for allocation in the Mutual Fund Portion will first be added to the QIB Portion and be allotted proportionately to the QIB Bidders. The allocation of shares shall be made in accordance with the process disclosed in the section titled “Issue Procedure-Basis of Allocation” appearing on page no. 237 of this Draft Red Herring Prospectus. If atleast 50% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith.
 10. **(a) Details of top ten shareholders of our Company on the date of this Draft Red Herring Prospectus:**

Name of the shareholder	No. of Equity Shares	% of Shareholding
Sri Adhikari Brothers Television Network Limited	2,63,75,000*	100.00
Total	2,63,75,000	100.00

* Out of 2,63,75,000 Equity Shares held by SABTNL, 6 Equity Shares in total are held by Mr. Markand Adhikari, Mr. Gautam Adhikari, Mr. Anand Shroff, Mr. Ravi Adhikari, Mr. Santosh

Thotam and Mr. Suresh Satpute as nominee shareholders of SABTNL to comply with the minimum requirement of seven shareholders in a public limited company. The beneficial interest, voting and dividend rights are held by SABTNL.

(b) Details of top ten shareholders as on ten days prior to the date of this Draft Red Herring Prospectus:

Name of the shareholder	No. of Equity Shares	% of Shareholding
Sri Adhikari Brothers Television Network Limited	2,63,75,000*	100.00
Total	2,63,75,000	100.00

* Out of 2,63,75,000 Equity Shares held by SABTNL, 6 Equity Shares in total are held by Mr. Markand Adhikari, Mr. Gautam Adhikari, Mr. Anand Shroff, Mr. Ravi Adhikari, Mr. Santosh Thotam and Mr. Suresh Satpute as nominee shareholders of SABTNL to comply with the minimum requirement of seven shareholders in a public limited company. The beneficial interest, voting and dividend rights are held by SABTNL.

(c) Details of top ten shareholders as of two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the shareholder	No. of Equity Shares	% of Shareholding
1	Sri Adhikari Brothers Television Network Limited	67,49,998	100.00
2	Mr. Markand Adhikari	1	Negligible
3	Mr. Gautam Adhikari	1	Negligible
	Total	67,50,000	100.00

11. Details of Pre-Issue shareholding of the Promoter / Promoter Group as on date are as follows:

Name	No. of Equity Shares	% of Pre-Issue Shareholding
(A) Promoter - Core Promoter		
Sri Adhikari Brothers Television Network Limited*	2,63,75,000	100.00
Sub-Total (A)	2,63,75,000	100.00
(B) Promoter Group	-	-
Sub-Total (B)	-	-
Total (A) + (B)	2,63,75,000	100.00

* Out of 2,63,75,000 Equity Shares held by SABTNL, 6 Equity Shares in total are held by Mr. Markand Adhikari, Mr. Gautam Adhikari, Mr. Anand Shroff, Mr. Ravi Adhikari, Mr. Santosh Thotam and Mr. Suresh Satpute as nominee shareholders of SABTNL to comply with the minimum requirement of seven shareholders in a public limited company. The beneficial interest, voting and dividend rights are held by SABTNL.

12. The Pre-Issue and Post-Issue Shareholding Pattern of our Company as per clause 35 of the listing agreement is provided below:

Category code	Category of Shareholder	No. of Shareholders	Pre-Issue				Post-Issue				Shares Pledged or otherwise encumbered	
			Total No. of shares	No. of Shares held in dematerialized form	Total Shareholding as a percentage of total no. of shares		Total No. of shares	No. of Shares held in dematerialized form	Total Shareholding as a percentage of total no. of shares			
					As a percentage of (A+B)	As a percentage of (A+B+C)			As a percentage of (A+B)	As a percentage of (A+B+C)	No. of Shares	As a percentage of pre issue total no. of shares
(A)	Shareholding of Promoter and Promoter Group											
1	Indian											
a	Individuals/ Hindu Undivided Family	0	0	0	0	0	[•]	[•]	[•]	[•]	0	0
b	Central Government/ State Government (s)	0	0	0	0	0	[•]	[•]	[•]	[•]	0	0
c	Bodies Corporate - SABTNL	1*	26375000	26375000	100.00	100.00	[•]	[•]	[•]	[•]	9952000	37.73
d	Financial Institutions/ Banks	0	0	0	0	0	[•]	[•]	[•]	[•]	0	0
e	Any Others (Specify)	0	0	0	0	0	[•]	[•]	[•]	[•]	0	0
	Sub Total (A) (1)	1	26375000	26375000	100.00	100.00	[•]	[•]	[•]	[•]	9952000	37.73
2	Foreign											
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0	0	[•]	[•]	[•]	[•]	0	0
b	Bodies Corporate	0	0	0	0	0	[•]	[•]	[•]	[•]	0	0
c	Institutions	0	0	0	0	0	[•]	[•]	[•]	[•]	0	0
d	Any Other (Specify)	0	0	0	0	0	[•]	[•]	[•]	[•]	0	0
	Sub Total (A) (2)	0	0	0	0	0	[•]	[•]	[•]	[•]	0	0
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1)+(A) (2)	1	26375000	26375000	100.00	100.00	[•]	[•]	[•]	[•]	9952000	37.73
(B)	Public Shareholding											
1	Institutions											
a	Mutual Funds/ UTI	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
b	Financial Institutions / Banks	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA

c	Central Government/ State Government (s)	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
d	Venture Capital Funds	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
e	Insurance Companies	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
f	Foreign Institutional Investors	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
g	Foreign Venture Capital Investors	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
h	Any Other (specify)	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
	Sub-Total (B)(1)	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
2	Non Institutions											
a	Bodies Corporate	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
b	Individuals- i. Individual shareholders holding nominal share capital up to ₹ 1 lakh ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
c	Any Other (specify)	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
	NRI/OCBs	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
	Clearing Members	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
	Sub-Total (B)(2)	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
	Total Public Shareholding (B) = (B) (1)+(B) (2)	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
	TOTAL (A)+(B)	1	26375000	26375000	100.00	100.00	[•]	[•]	[•]	[•]	9952000	37.73
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0	[•]	[•]	[•]	[•]	NA	NA
	GRAND TOTAL (A)+(B)+(C)	1	26375000	26375000	100.00	100.00	[•]	[•]	[•]	[•]	9952000	37.73

*Out of 2,63,75,000 Equity Shares held by SABTNL, 6 Equity Shares in total are held by Mr. Markand Adhikari, Mr. Gautam Adhikari, Mr. Anand Shroff, Mr. Ravi Adhikari, Mr. Santosh Thotam and Mr. Suresh Satpute as nominee shareholders of SABTNL.

13. As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debenture, loans or other financial instruments into Equity Shares of our Company.

14. Our Promoter/Promoter Group/Directors have not purchased/sold/financed/acquired any shares of our Company during the past 6 months except as under:

Date of allotment	Name of Allottee	No. of Equity Shares	Nature of Consideration	Issue price per Equity Share	Reason for Allotment
May 14, 2011	Sri Adhikari Brothers Television Network Limited	63,75,000	Cash	40	Further issue of Equity Shares to Promoter

15. There has been no allotment of Equity Shares that may be at a price lower than the Issue Price within the last 12 months from the date of this Draft Red Herring Prospectus except as under:

Date of allotment	Name of Allottee	No. of Equity Shares	Nature of Consideration	Issue price per Equity Share	Reason for Allotment
December 11, 2010	Sri Adhikari Brothers Television Network Limited	65,00,000	Cash	10	Further issue of Equity Shares to Promoter
May 14, 2011	Sri Adhikari Brothers Television Network Limited	63,75,000	Cash	40	Further issue of Equity Shares to Promoter

16. Our Company has not raised any bridge loan against the proceeds of the present issue.

17. Except for the Pre-IPO Placement, if any, and the Issue, there would be no further issue of capital in any manner whether by way of issue of bonus shares, preferential allotment, rights issue, public issue or otherwise during the period commencing from submission of this Draft Red Herring Prospectus with SEBI till the Equity Shares offered pursuant to the Issue have been listed.

18. Further, our Company does not have any intention or proposal to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or issue of specified securities on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement.

19. Our Company does not have any ESOS/ESPS scheme for our employees and we do not

intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines, 1999.

20. Our Company has not issued any shares out of revaluation reserves.
21. Neither the BRLMs nor their associates hold any Equity Shares in our Company.
22. Our Company shall ensure that transactions in the Equity Shares by our Promoter and Promoter Group between the date of filing of offer document with RoC and the Bid closing date shall be intimated to the Stock Exchanges within 24 hours of such transaction.
23. At any given point of time, there shall be only one denomination for the Equity Shares of our Company, unless otherwise permitted by law.
24. As on the date of this Draft Red Herring Prospectus, the total number of holders of Equity Shares is 7 (including 6 shareholders holding shares as nominees of our Promoter i.e. Sri Adhikari Brothers Television Network Limited).
25. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
26. This Issue is being made through a 100% Book Building Process wherein at least 50% of the Issue to Public shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs"). 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allotment on a proportionate basis to QIBs and Mutual Funds, subject to valid bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue to Public shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Issue to Public shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid bids being received at or above the Issue Price. If at least 50% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith.
27. An applicant in any category cannot make a Bid for more than the number of Equity Shares offered through the Issue, to the maximum limit of investment prescribed under relevant laws applicable to each investor in any category.
28. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in para on "Issue Procedure-Basis of Allocation" on page no. 237 of this Draft Red Herring Prospectus.
29. Till date no Equity Shares have been allotted pursuant to any scheme approved under section 391-394 of the Companies Act, 1956.
30. Our Company has not made any public issue since its incorporation.

31. The shares locked in by our Promoter are not pledged to any party except as detailed in "Our Indebtedness/Loans and Borrowings" beginning on page no. 166 of this Draft Red Herring Prospectus.

32. Restrictive covenants of lenders

Our Company is subject to certain restrictive covenants of loan agreements entered into with our Banker. These restrictive covenants require our Company to seek the prior consent of the banks in writing for various activities, including amongst others, in case of change in the constitution of Company's organization viz. reconstitution of partnership firm or conversion of private limited Company into a public limited Company or changes in constitution/ directors, proposals for merger/takeover, diversion of funds to sister concern/ associate concerns, transfer of funds within the group except for genuine trade transaction, declaration of dividend. The bank has the sole discretion to accept or reject such reconstitution/ conversion/ changes and until such time, the same will have the right to suspend the operation of the limits and in the event the bank does not accept/ recognize such reconstitution/ conversion/ changes the bank will have the right to recall the entire loans, in addition to the right to withdraw the undrawn limits.

Our Company is required to obtain prior no objections pursuant to the above restrictive covenants. We have applied for no objection certificates from our lending banks for the proposed IPO and change in capital structure vide letter dated June 23, 2011, the same is pending as on date.

Objects of the Issue

The Issue is being undertaken to meet the objects thereof, as set forth herein, and to realise the benefits of listing of our Equity Shares on the Stock Exchanges, which amongst other things will enhance our visibility and brand name.

The proceeds of the Issue, after deducting Issue related expenses ("Net Proceeds"), are estimated to be approximately ₹ [•] lakhs.

The details of the Net Proceeds are summarized in the table below:

Particulars	Amount
Gross Proceeds	13,500.00*
Less: Issue Related Expenses**	[•]
Net Proceeds	[•]

*Includes, the proceeds if any, received pursuant to the Pre-IPO placement

**Will be incorporated at the time of filing of Prospectus

The Net Proceeds are proposed to be utilized by our Company for the following Objects:

1. Strengthening the distribution setup, brand building and production & acquisition of new content for the existing Music and Comedy Channel "Mastiii";
2. Launch of new regional General Entertainment Channel;
3. Subscription revenues through forward integration into channel distribution
4. Pre-payment of Term Loans;
5. Investment into our wholly owned Subsidiaries;
6. General corporate purposes

The main objects clause and the objects incidental or ancillary to the main objects clause of the Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised through this issue.

Utilisation of Net Proceeds

The Net Proceeds will be utilized in accordance with the table set forth below:

(₹ in lakhs)

Sr. No.	Particulars	Amount
1.	Strengthening the distribution setup, brand building and production & acquisition of new content for the existing Music and Comedy Channel "Mastiii"	2,000.00
2.	Launch of new regional General Entertainment Channel	2,400.00
3.	Subscription revenues through forward integration into channel distribution	1,000.00
4.	Pre-payment of Term Loans	2,800.00
5.	Investment into our wholly owned Subsidiaries	2,400.00

6.	General corporate purposes	[•]
	Total	[•]

Means of Finance

The aforesaid requirement of funds is intended to be entirely financed by Net Proceeds. Thus provisions of Regulations (VII)(C)(1) of Schedule VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 in connection with firm arrangements of finance through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised through proposed Public Issue does not apply to our Company as our Company does not propose to avail any borrowed funds for part financing the Objects of the Issue.

In case of any shortfall in the Net Proceeds, we intend to meet the same through debt, subject to necessary consents and approvals, as required. Any surplus from the proceeds of the Issue, after meeting the primary objects mentioned above, if any, will be utilised for general corporate purposes.

Utilization of Net Proceeds of the Issue

A. Strengthening the distribution setup, brand building and production & acquisition of new content for the existing Music and Comedy Channel “Mastiii”

We propose to utilize ₹ 2,000.00 lakhs out of the Net Proceeds of the Issue, for the next phase of growth of our Music and Comedy Channel “Mastiii”. Presently, advertising income is the sole source of revenue for the channel. The advertisement revenue of any channel depends upon its popularity and leadership position amongst its genre. In order to compete with the existing channels and other new entrants in the market, the channel needs to constantly strengthen its content, brand recall and reach.

A part of the Net Proceeds of the Issue would be used for strengthening the distribution setup, brand building and production & acquisition of new content. The management’s estimates for the aforesaid are as under:

Particulars	Amount (₹ in lakhs)
Distribution setup	600.00
Brand Building	500.00
Content Production & acquisition	900.00
Total	2,000.00

- Distribution setup:** Mastiii is presently distributed in major Hindi Speaking Markets (HSM) through cable operators, multi system operators and DTH operators (collectively referred to as Operators). We have to pay carriage fees to these Operators for carrying the channel on our preferred band. In order to increase our reach, we need to be available on the Operator’s networks and also improve the placement, for which we need to spend more on carriage fees. Further, we intend to increase our geographical reach beyond HSM in domestic territory as well as launch our channel in the US, Canada and the Caribbean region considering the large Indian population in these countries.

Our company has recently entered into an Overseas Distribution Agreement for promotion & marketing of our channels in the US, Canada and the Caribbean region.

2. **Brand Building:** We believe brand building is a critical component and material requirement of our business. To ensure higher recall we have to undertake various brand building exercises. We accomplish this by outdoor advertisements, promotions through various television and radio channels, print and digital media. These mediums help in creating awareness amongst our target audience for our existing and proposed new shows.
3. **Content Production & acquisition:** Mastiii’s programming strategy involves comedy gags interwoven with Hindi songs. Based on viewer’s profile during different time bands, our channel telecasts a mix of old and new Hindi songs. Typically, Hindi songs telecasted by us are licensed from third parties, while the comedy gags are produced in-house and acquired from third parties.

In order to differentiate ourselves vis-à-vis our competitors, we need to increase our programming budget for acquiring more songs and launching more comedy or other format shows.

B. Launch of new regional General Entertainment Channel

We propose to utilize ₹ 2,400.00 lakhs out of the Net Proceeds, for launching a Regional General Entertainment Channel. We intend to launch a channel in the name “DE DANA DAN” for which we have applied to the MIB for the uplink and downlink permission, which is pending approval.

Our Subsidiaries are operating Hindi General Entertainment Channels targeting different regions. HHP Broadcasting Services Private Limited has launched the channel “Dabangg” targeting the states of Uttarakhand, Uttar Pradesh, Bihar and Jharkhand and UBJ Broadcasting Private Limited has launched the channel “Dhamaal” targeting the states of Madhya Pradesh, Rajasthan and Chattisgarh. MPCR Broadcasting Service Private Limited is in the process of launching a channel “Dhamakaa” (proposed to be renamed as “Mauj Mastiii”) targeting the state of Gujarat.

The proposed channel “DE DANA DAN” will enable us in expanding our footprint into other states. As per management’s estimates, the initial expenses to be incurred towards the launch of this channel will be as follows:

Particulars	Amount (₹ in lakhs)
Pre launch expenses	300.00
Acquisition and creation of content	1200.00
Distribution expenses	600.00
Brand building	300.00
Total	2,400.00

The funds requirement for launching a channel are primarily intangible in nature, which

include cost of content, cost of placement, cost of brand building and other ancillary costs including pre launch expenses.

Launch of any television channel requires preliminary work of anywhere between 6 months to 2 years. During this period, the management team along with the creative team, technical team, distribution team and the marketing team finalises the genre of the channel, the content strategy, tie up for uplink, playout and satellite bandwidth, statutory approvals including MIB approval for uplink and downlink, placement strategy etc. The budgets are drawn under respective heads and market survey & study is carried out on the revenue generating possibility of the proposed channel.

Once the roadmap is finalized, the content team starts producing and acquiring programme to be telecasted by creating inventory for a period 3 to 6 months. Meanwhile the distribution team negotiates with various cable operators, multi system operators and DTH operators to finalise the commercial terms. Post arrangement for content and distribution the sales team pitches to various advertisers for sale of air time. Simultaneously the marketing team starts the launch and promotional campaign.

Once the MIB approval for uplink and downlink permission is obtained, a dry run or test run of the channel is started and continued for a period of 4 to 8 weeks. The distribution team places decoders and views the channel to test the broadcast quality across various locations in the target territory. Once the distribution is in place, the marketing campaign is launched and the commercial launch of channel is announced.

Pre Launch Expenses: The expenses under this head include all expenses and overheads incurred during the pre commercial launch phase of the channel.

Acquisition and creation of content: This includes the production cost of all programs & promos and the licensing cost of all programmes sub-licensed from other right holders.

Distribution expenses: This includes the carriage fees payable to all cable operators, MSOs and DTH operators to carry the channel on the mutually agreed band.

Brand Building: This includes expenses towards outdoor advertisements, promotions through various television and radio channels, print and digital media.

C. Subscription revenues through forward integration into channel distribution

Presently, we are a content developer and a broadcaster. However, we intend to further synergise our business by undertaking the commercial activity of channel distribution considering the fact that subscription revenue market is expanding in India with shift from analogue distribution system to digital distribution system. To generate subscription revenue, we intend to convert our channels from free to air channels to pay channels. We can either tie up with existing bouquet operator and offer our channel as part of their bouquet or create our own bouquet and market it independently. Marketing and generating subscription revenue from any bouquet requires popular channels as part of the bouquet and also a strong sales team to negotiate and collect the subscription revenue generated.

Our own distribution network would enable us to monetize this untapped revenue opportunity. Further, we intend to tie up with niche foreign channels to distribute them in India to increase the strength of our bouquet. We also intend to negotiate with third party Indian channels and bring them under our bouquet to gain more bargaining power with cable operators, multi system operators and DTH operators.

To achieve this objective, we propose to enter into strategic tie-ups or invest in a company which will enable us in expanding our business through marketing bouquet of channels for generating subscription revenues. In this regard, we have allocated ₹ 1000.00 lakhs out of the Net Proceeds of the Issue.

D. Pre-payment of Term Loans

As at September 19, 2011, our Company's secured borrowings amounted to ₹ 2922.52 lakhs. Our Company proposes to utilize ₹ 2,800.00 lakhs from the Net Proceeds of the Issue towards pre-payment of borrowings availed by our Company.

We have been sanctioned a term loan of ₹ 2,000.00 lakhs from Union Bank of India (UBI) and ₹ 1,000.00 lakhs from Indian Overseas Bank (IOB) for launch of Channel "Mastiii" and to fund the development expenses respectively. We propose to prepay ₹ 1,870.00 lakhs to Union Bank of India and ₹ 930.00 lakhs to Indian Overseas Bank. We believe the pre-payment of debt will help us in reducing leverage and provide flexibility in financial management. Prepayment of loans will also reduce the interest outflow.

The following table sets forth details of the loans/ facilities that our Company proposes to pre-pay from the Net Proceeds of the Issue:

Name of the bank	Union Bank of India	Indian Overseas Bank
Name of facility	Term loan	Term loan
Purpose of the loan	Launch of Channel "Mastiii"	Channel development cost
Amount sanctioned	₹ 2,000.00 lakhs	₹ 1,000.00 lakhs
Amount outstanding as on September 19, 2011	₹ 1,957.52 lakhs	₹ 965.00 lakhs
Date of sanction letter	May 31, 2010	December 28, 2010
Period	54 months	54 months
Repayment	54 monthly installments	54 monthly installments
Rate of Interest	Base rate + 7.00% (presently 17.75 % p.a.)	Base rate + 3.75% (presently 14.50 %)
Prepayment penalty, if any	Will be ascertained at the time pre-payment application is made	

We have the option to prepay the above loan under the terms of the loan agreement, in accordance with the terms set forth in the table above. For further details please see section titled "Our Indebtedness/Loans and Borrowings" beginning on page no. 166 of this Draft Red Herring Prospectus.

Our Company has obtained a certificate dated September 19, 2011 from M/s A.R. Sodha & Co, Chartered Accountants, Statutory Auditor of our Company, confirming the above mentioned details of the loan and also that the aforesaid loans have been deployed for the same purpose for which the loan was sanctioned.

E. Investment into our wholly owned Subsidiaries

We propose to invest an amount of ₹ 2,400.00 lakhs into our wholly owned Subsidiaries viz. HHP Broadcasting Services Private Limited, UBJ Broadcasting Private Limited and MPCR Broadcasting Service Private Limited by way of subscription to the share capital of these companies. We will be entitled to receive dividends from the Subsidiaries as and when they are declared. The amount proposed to be invested in each of the Subsidiaries as per the management's estimates is as follows:

Name of the subsidiary	Amount (₹ in lakhs)
HHP Broadcasting Services Private Limited	1200.00
UBJ Broadcasting Private Limited	600.00
MPCR Broadcasting Service Private Limited	600.00
Total	2,400.00

Our Subsidiaries are operating Hindi General Entertainment Channels targeting different regions. HHP Broadcasting Services Private Limited has launched the channel "Dabangg" targeting the states of Uttarakhand, Uttar Pradesh, Bihar and Jharkhand and UBJ Broadcasting Private Limited has launched the channel "Dhamaal" targeting the states of Rajasthan, Madhya Pradesh, and Chattisgarh. MPCR Broadcasting Service Private Limited is in the process of launching a channel "Dhamakaa" (proposed to be renamed as "Mauj Mastiii") targeting the state of Gujarat.

The investment made by us would be used by the Subsidiaries for strengthening the distribution set up, brand building and production & acquisition of content for the existing channels as well as launch of new channels.

F. General corporate purposes

We, in accordance with the policies set by our Board will have flexibility in applying the Net Proceeds of the Issue for general corporate purposes including but not restricted to investment in distribution platforms, investment in overseas distribution arrangements, strategic initiatives and acquisitions, meeting contingencies for any cost overrun in any of the objects, expanding into new geographies, strengthening of infrastructure/market capabilities, future projects, purchase of equipments for our channels and meeting exigencies which we in the ordinary course may not foresee.

As on the date of this Draft Red Herring Prospectus, we have not entered into any letter of intent or any other commitment for any joint venture or definitive commitment for any strategic initiatives. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes.

G. Issue Related Expenses*

The expenses for this Issue includes Issue management fees, underwriting & selling commission (including commission to SCSBs/Syndicate/Sub-Syndicate for ASBA applications) & brokerage, registrar's fee, IPO grading fee, fees payable to the Bankers to the Issue, printing and distribution of issue stationery, advertisement and marketing expenses, legal counsel fees, depository fees and fees payable to the stock exchanges and SEBI, among others. The total expenses for this Issue are estimated to be ₹ [•] lakhs, details of which are as under:

(₹ in lakhs)

Sr. No.	Activity	Amount	% of Total Issue size	% of Issue Expenses
1	Issue Management Fees, Underwriting & Selling Commission (including commission to SCSBs/Syndicate/Sub-Syndicate for ASBA applications) & Brokerage	[•]	[•]	[•]
2	Fees to Registrar to the Issue	[•]	[•]	[•]
3	Fees to Legal Counsel to the Issue	[•]	[•]	[•]
4	Fees payable to the Bankers to the Issue	[•]	[•]	[•]
5	Printing and Distribution of Issue Stationery	[•]	[•]	[•]
6	Advertising and Marketing expenses	[•]	[•]	[•]
7	Other expenses (stamp duty, initial listing fees, depository fees, charges for using the book building software of the exchanges, IPO Grading expenses, fees payable to bankers to the Issue and other related expenses)	[•]	[•]	[•]
	Total	[•]	[•]	[•]

*Will be incorporated at the time of filing of the Prospectus

Schedule of Implementation

Sr. No.	Activity	Expected month and year of commencement	Expected month and year of completion
1.	Strengthening the distribution setup, brand building and production & acquisition of new content for the existing Music and Comedy Channel "Mastiii"	April, 2012	March, 2013
2.	Launch of new regional General Entertainment Channel	April, 2012	March, 2013
3.	Subscription revenues through forward integration into channel distribution	November, 2011	March, 2013
4.	Pre-payment of Term Loans	March, 2012	March, 2012
5.	Investment into our wholly owned Subsidiaries	April, 2012	March, 2013

Funds deployed till date

The details of the amount spent by our Company as of September 18, 2011 on projects as part of the "Objects of the Issue" and as certified by our Statutory Auditors, M/s A. R. Sodha & Co., Chartered Accountants, vide certificate dated September 19, 2011 are provided in the table below:

Particulars	Amount (₹ in lakhs)
Funds Deployed	
Issue Expenses	43.86
Sources of Funds	
Internal Accruals	43.86

Proposed deployment of funds

The year-wise break-up of proposed deployment of funds is as given below:

Sr. No	Particulars	Already incurred till date	March 31, 2012	Fiscal year 2012-13	Total
1.	Strengthening the distribution setup, brand building and production & acquisition of new content for the existing Music and Comedy Channel "Mastiii"				
	Distribution setup	-	-	600.00	600.00
	Brand building	-	-	500.00	500.00
	Content production & acquisition	-	-	900.00	900.00
2.	Launch of new regional General Entertainment Channel				
	Pre launch expenses	-	-	300.00	300.00
	Acquisition and creation of content	-	-	1200.00	1200.00
	Distribution expenses	-	-	600.00	600.00
	Brand building	-	-	300.00	300.00
3.	Subscription revenues through forward integration into channel distribution	-	300.00	700.00	1000.00
4.	Pre-payment of Term Loans				
	Pre payment of loan of UBI	-	1870.00	-	1870.00
	Pre-payment of loan of IOB	-	930.00	-	930.00
5.	Investment into our wholly owned Subsidiaries				

	HHP Broadcasting Services Private Limited	-	-	1200.00	1200.00
	UBJ Broadcasting Private Limited	-	-	600.00	600.00
	MPCR Broadcasting Service Private Limited	-	-	600.00	600.00
6.	General corporate purpose	-	-	[•]	[•]
7.	Issue Expenses	43.86	[•]	[•]	[•]
	Total	43.86	[•]	[•]	[•]

In the event that estimated utilisation out of the Net Proceeds of the Issue in a fiscal is not completely met, the same shall be utilized in the next fiscal. Our management will have flexibility in utilizing the sum earmarked for general corporate purposes and any surplus amounts from the Net Proceeds.

We may have to revise our expenditure and fund requirements as a result of variations in the cost structure, changes in estimates and external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our management. In addition, the estimated dates of completion of any of the objects as described herein are based on management's current expectations and are subject to change due to various factors, some of which may not be in our control

Appraisal Report

The fund requirements and the intended use of the net proceeds as described herein are based on management estimates and have not been appraised by any bank or financial institution or any independent organisation.

Bridge Financing Facilities

We have currently not raised any bridge loans against the Net Proceeds of the Issue.

Interim use of proceeds

Our Company's management, in accordance with the policies established by the Board, will have flexibility in deploying the Net Proceeds of the Issue. Pending utilisation for the purposes described above, we intend to temporarily invest the funds in high quality interest bearing liquid instruments including money market mutual funds and deposits with banks for the necessary duration. Such investments would be in accordance with the investment policies approved by the Board from time to time. We confirm that pending utilisation of Net Proceeds of the Issue; we shall not use the funds for any investments in the Equity Markets.

Monitoring of Utilisation of funds

The appointment of monitoring agency is not required in accordance with Regulation 16(1) of

SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. We have therefore not appointed any Monitoring Agency for the purpose of monitoring the utilization of issue proceeds. We will disclose the utilization of the proceeds under a separate head in our Company's balance sheet for the financial year 2012 and 2013 clearly specifying the purpose for which such proceeds have been utilized. We, in our balance sheet for the Financial Years 2012 and 2013, provide details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any of such unutilized proceeds of the Issue.

Pursuant to clause 49 of the Listing Agreement, our Company shall on a quarterly basis disclose to the Audit Committee the uses and applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement shall be certified by the statutory auditors of our Company. Furthermore, in accordance with clause 43A of the Listing Agreement, our Company shall furnish to the stock exchanges on a quarterly basis, a statement including material deviations if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above.

This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

Other confirmations

No part of the Net Proceeds of the Issue will be paid as consideration to Promoter, Directors, Promoter Group and key managerial personnel.

Basic Terms of the Issue

Public Issue of [•] Equity Shares of face value ₹ 10/- each for cash at a Price of ₹ [•] per Equity Share, including share premium of ₹ [•] per Equity Share, aggregating ₹ [•] lakhs (The “Issue”). The Issue constitutes [•]% of the fully diluted post-Issue paid-up equity share capital of our Company.

Our Company is considering a Pre-IPO placement of up to 32,00,000 Equity Shares with certain investors (“Pre-IPO Placement”) for an amount not exceeding ₹ 2,500.00 lakhs. The Pre-IPO Placement will be at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 25% of the post-Issue paid-up equity share capital being offered to the public.

The Issue is being made through the Book Building Process.

	QIBs	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allocation*	At least [•] Equity Shares or Issue less allocation to Non-Institutional Bidders and Retail Individual Bidders	Not less than [•] Equity Shares or Issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than [•] Equity Shares or Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue size available for Allocation	At least 50% of the Issue or Issue less allocation to Non-Institutional Bidders and Retail Individual Bidders of which 5% will be available for allocation to Mutual Funds only	Not less than 15% of Issue or Issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than 35% of Issue or Issue less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allocation if respective category is oversubscribed	Proportionate as follows: a. Equity Shares shall be allocated on proportionate basis to Mutual Funds in the Mutual Funds Portion; b. Equity Shares shall be allocated on proportionate basis to all QIBs including	Proportionate	Proportionate

	Mutual Funds receiving allocation as per (a) above		
Minimum Bid	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount exceeds ₹ 2 lakhs	Such number of Equity Shares in multiples of [•] Equity Shares so that the Bid Amount exceeds ₹ 2 lakhs	[•] Equity Shares and in multiples of [•] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares not exceeding the Issue, subject to applicable limits	Such number of Equity Shares not exceeding the Issue, subject to applicable limits.	Such number of Equity Shares whereby the Bid amount does not exceed ₹ 2 lakhs
Mode of Allotment	Compulsorily in dematerialised mode	Compulsorily in dematerialised mode	Compulsorily in dematerialised mode
Bid Lot	[•] Equity Shares and in multiples of [•] Equity Shares thereafter.	[•] Equity Shares and in multiples of [•] Equity Shares thereafter.	[•] Equity Shares and in multiples of [•] Equity Shares thereafter.
Allotment Lot	[•] Equity Shares and in multiples of one Equity Share thereafter	[•] Equity Shares and in multiples of one Equity Share thereafter	[•] Equity Shares and in multiples of one Equity Share thereafter
Trading Lot	One Equity Share	One Equity Share	One Equity Share
Who can apply**	Public financial institutions, as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual funds registered with SEBI, foreign institutional investors and sub-account registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, multilateral and bilateral development financial institutions, venture capital funds registered with SEBI, foreign venture capital investors registered with SEBI,	Resident Indian individuals, HUF (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions, societies and trusts and eligible/permitted FII sub-accounts registered with SEBI, which are foreign corporates or foreign individuals bidding under the Non-Institutional Portion	Individuals including NRIs and HUFs (in the name of the Karta) applying for Equity Shares such that the Bid amount does not exceed ₹ 2 lakhs in value

	State Industrial Development Corporations, permitted insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with minimum corpus of ₹ 2500 lakhs, pension funds with minimum corpus of ₹ 2500 lakhs, National Investment Fund, Insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by Department of Posts, India in accordance with applicable laws		
Terms of Payment	Bid Amount shall be payable at the time of submission of Bid cum ASBA Form#	Bid Amount shall be payable at the time of submission of Bid cum ASBA Form#	Bid Amount shall be payable at the time of submission of Bid cum Application Form/ ASBA Form#

* Subject to valid Bids being received at or above the Issue Price. This Issue is being made through a 100% Book Building Process wherein at least 50% of the Issue to Public shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”). 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allotment on a proportionate basis to QIBs and Mutual Funds, subject to valid bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue to Public shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Issue to Public shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid bids being received at or above the Issue Price. If at least 50% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith.

Under subscription, if any, in any category, except for the QIB Portion, would be met with spillover from other categories at the sole discretion of our Company, in consultation with the BRLMs and will be allocated in accordance with the process disclosed in the section titled “Issue Procedure-Basis of Allocation” appearing on page no. 237 of this Draft Red Herring Prospectus.

**In case the Bid cum Application Form/ ASBA Form is submitted in joint names, the investors should ensure that the demat account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form / ASBA Form.

In case of ASBA Bidders, SCSB shall be authorised to block entire Bid Amount as specified in the ASBA Forms.

Basis for the Issue Price

The Issue Price will be determined by our Company in consultation with the BRLMs on the basis of assessment of market demand and on the basis of the following qualitative and quantitative factors for the offered Equity Shares through the Book Building Process. The face value of the Equity Shares is ₹ 10/- and the Issue Price is ₹ [•] times the face value at the lower end of the Price Band and [•] times the face value at the higher end of the Price Band.

Investors should read the following summary along with the chapters titled “Risk Factors”, “Our Business” and “Financial Statements of our Company” appearing on page no. iv, 76 and 130 of this Draft Red Herring Prospectus. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors

Some of the qualitative factors which form the basis for computing the Issue Price are:

1. SABTNL parentage
2. In-house creative team
3. Distribution network and wide reach
4. Experienced management team
5. Emphasis on regional tastes and audience preference

For details in respect of our qualitative factors, please refer to the section “Our Strengths” appearing on page no. 78 of this Draft Red Herring Prospectus.

Quantitative Factors

The Information presented below is derived from our Restated Financial Statements. Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

1. Basic and Diluted Earnings per Equity Share

Period (Financial Year)	Earnings per Equity Share (₹)
2010-11	(7.91)

Note: As the commercial operations of our Company commenced from September 2010, the profit & loss statement was not drawn for FY 2008-09 and FY 2009-10. Hence, it is not possible to calculate weighted average EPS.

2. Price / Earning Ratio (P/E) in relation to the Issue Price of ₹ [•] per EPS

Particulars	At the Lower Band of ₹ [•] per Equity Share	At the Upper Band of ₹ [•] per Equity Share
Based on the Basic and Diluted EPS	[•]	[•]

for the year ended March 31, 2011		
Based on the Weighted Average EPS	[•]	[•]

Industry P/E - Entertainment/ Electronic Media Software

Sr. No.	Particulars	Industry P/E
(i)	Highest	49.50
(ii)	Lowest	0.70
(iii)	Average	18.60

Source: Capital Market Volume XXVI/15, September 19, 2011- October 2, 2011

3. Return on Networth (RONW)

Period (Financial Year)	RONW %
2010-11	(149.31)

Note: As the commercial operations of our Company commenced from September, 2010, the profit & loss statement was not drawn for FY 2008-09 and FY 2009-10. Hence, it is not possible to calculate weighted average RONW for these years.

4. Minimum Return on total Net Worth after Issue needed to maintain pre-Issue EPS for the year ended March 31, 2011.

Particulars	At the Lower Band of ₹ [•] per Equity Share	At the Upper Band of ₹ [•] per Equity Share
Minimum required RONW for maintaining EPS	[•]	[•]

5. Net Asset Value per share (NAV)

Particulars	Adjusted NAV
a. As on March 31, 2011	4.01
b. After Issue	[•]
c. Issue Price	[•]

NAV per share = Paid up share capital + reserves and surplus - miscellaneous expenditure not yet written off / number of Equity Shares of our Company outstanding.

6. Comparison with Industry Peers

Name of the Company	Face Value (₹)	E.P.S. (₹)	P/E	Book Value (₹)	RONW (%)
TV Vision Limited #	10	(7.91)	-	4.01	(149.31)
Peer Group* - Entertainment/ Electronic Media Software					
Zee Entertainment Enterprises Limited	1	5.89	21.00	29.68	19.85

Sun TV Network Limited	5	19.60	22.92	60.54	32.37
UTV Software Communications Limited	10	32.95	17.42	277.70	11.90

For the year ended March 31, 2011 – Based on Standalone Restated Financial Statements

For Peer Group: The EPS, RONW and NAV figures are based on the latest audited standalone results and annual report filed with the BSE for the year ended March 31, 2011 and P/E is based on the closing price as on March 31, 2011 on BSE.

*Though a part of the business is similar to ours, the size of the peer group mentioned above is not comparable in absolute terms.

The face value of the Equity Shares is ₹ 10/- and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

The Issue Price will be determined by our Company in consultation with the BRLMs on the basis of assessment of market demand for the offered Equity Shares through the Book Building Process. The BRLMs believe that the Issue Price of ₹ [●] is justified in view of the above qualitative and quantitative parameters.

Statement of Tax Benefits

To

Board of Directors

TV Vision Ltd

4th Floor, Adhikari Chambers, Oberoi Complex
New Link Road, Andheri (West),
Mumbai- 400053

Subject: Statement of Possible Tax Benefits available to TV Vision Ltd. and its Shareholders

Dear Sirs,

We hereby certify that the enclosed annexure states the possible tax benefits available to TV Vision Limited (the "Company") and to the Shareholders of the Company under the provisions of the Income Tax Act, 1961 (provisions of Finance Act, 2011), and other direct and indirect tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its Shareholders to derive tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consider in his/her/its own case, the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. We do not express any opinion or provide any assurance as to whether:

The Company or its shareholders will continue to obtain these benefits in future; or the conditions prescribed for availing the benefits have been / would be met with.

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

This report is intended solely for your information and for the inclusion in the offer document in connection with the proposed public issue of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For A. R. Sodha & Co.
Chartered Accountants
FRN: 110324W

A. R. Sodha (Partner)
M. No.: 31878
Date: September 19, 2011
Place: Mumbai

ANNEXURE TO STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO TV VISION LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS.

The tax benefits listed below are the possible benefits available under the current tax laws in India. Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the Company or its Shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfill.

SPECIAL TAX BENEFITS

There are no such special tax benefits available to TV Vision Limited and its Shareholders.

GENERAL TAX BENEFITS

As per the existing provisions of the Income Tax Act and other laws, as applicable for the time being in force, the following general tax benefits and deductions are and will, inter alia, be available to the Company and its prospective shareholders. The below mentioned general tax benefits will be available to any company or its shareholders upon satisfaction of certain conditions under the relevant provisions of the Income Tax Act and other laws.

BENEFITS AVAILABLE UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

TO THE COMPANY:

Dividends exempt under Section 10(34)

Dividend income (whether interim or final), in the hands of the company as distributed or paid by any other Company, on or after April 1, 2003 is completely exempt from tax in the hands of the Company, under section 10(34) of the IT Act.

Income from units of Mutual Funds exempt under Section 10(35)

The Company will be eligible for exemption of income received from units of mutual funds specified under Section 10(23D) of the Act, income received in respect of units from the Administrator of specified undertaking and income received in respect of units from the specified company in accordance with and subject to the provisions of Section 10(35) of the Act.

Exemption of Long-Term Capital Gain under Section 10(38)

According to section 10(38) of the Act, long-term capital gains on sale of equity shares or units of an equity-oriented fund where the transaction of sale is chargeable to Securities Transaction Tax (STT) shall be exempt from tax. However, the aforesaid income shall be taken into account in computing the Book profit and income tax payable under section 115JB.

Carry forward and setoff of Unabsorbed Depreciation under section 32

As per section 32(2) of the Act, where full effect cannot be given to depreciation allowance in any year, the same can be carried forward and set off against any source of income in subsequent assessment year

Amortisation of Preliminary Expenses under section 35D

The company will be entitled to amortise preliminary expenses being the expenditure incurred on public issue of shares, under Section 35D(2)(c)(iv) of the Act, subject to the limit specified in Section 35D(3) and fulfillment of requirements u/s 35(1)(ii).

Premium Paid on Health Insurance under Section 36(1)(ib)

In terms of section 36(1)(ib) of the Act, with effect from April 1, 2007, the amount of any premium paid by cheque by the assessee as an employer to effect or to keep in force an insurance on the health of his employees under a scheme framed in this behalf by -

- the General Insurance Corporation of India formed under section 9 of the General Insurance Business (Nationalization) Act, 1972 and approved by the Central Government; or
- any other insurer and approved by the Insurance Regulatory and Development Authority established under sub-section (1) of section 3 of the Insurance Regulatory and Development Authority Act, 1999 is deductible expenditure and will accordingly apply in relation to the assessment year 2009-10 and subsequent years.

Deduction of Security Transaction Tax (STT)

Under Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions entered in the course of its business, if income arising from such taxable securities transactions shall be allowable as a deduction against such Business Income.

Exemption of Long Term Capital Gain under Section 54EC

According to the provisions of section 54EC of the Act and subject to the conditions specified therein, capital gains not exempt under section 10(38) and arising on transfer of a long term capital asset shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds, subject to a ceiling of Rs. 50 lakhs, within six months from the date of transfer. However, if the said bonds are transferred or converted into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the bonds are transferred or converted into money.

Carry Forward and Setoff of Business Loss under section 72

Under Section 72(1) of the Act, where for any FY, the net result of the computation under the

head "Profits and Gains of Business or Profession" is a loss to the Company (not being a loss sustained in a speculation business), then to the extent to which such loss cannot be set off against income from any other head of income for the same year, it shall be eligible to be carried forward and available for set off only against income from business under head "Profits and Gains of Business or Profession" for subsequent years. As per Section 72(3) of the Act, the loss so carried forward can be set off subject to a limit of 8 Financial Years immediately succeeding the Financial Year for which the loss was first computed. However, as per Section 80 of the Act, only a loss which has been determined in pursuance of a return filed within the due date in accordance with the provisions of Section 139(3) of the Act shall be carried forward and set off under Section 72(1) of the Act.

Lower Tax Rate under Section 111A on Short-Term Capital Gains

As per the provisions of Section 111A of the Act, short-term capital gains on sale of equity shares or units of an equity oriented fund where the transaction of sale is chargeable to Securities Transaction Tax ("STT") shall be subject to tax at a rate of 15 per cent (plus applicable surcharge and education cess).

Lower Tax Rate under Section 112 on Long-Term Capital Gains

As per the provisions of Section 112 of the Act, long-term capital gains that are not exempt under Section 10(38) of the Act would be subject to tax at a rate of 20 percent (plus applicable surcharge and education cess). However, as per the proviso to Section 112(1), if the tax on long term capital gains resulting on transfer of listed securities or units, calculated at the rate of 20 percent with indexation benefit exceeds the tax on long term capital gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at a concessional rate of 10 percent (plus applicable surcharge and education cess).

Benefits under Section 115JAA

Under Section 115JAA(1A) of the Act, tax credit shall be allowed of any tax paid (MAT) under Section 115JB of the Act. Credit eligible for carry forward is the difference between MAT paid and the tax computed as per the normal provisions of the Act. Such MAT credit shall not be available for set-off beyond 10 years succeeding the year in which the MAT becomes allowable.

Minimum Alternate Tax (MAT) under Section 115JB

Under Section 115JB of the Act, in case of a company, if the tax payable on the total income as computed under the normal provision of Income-tax Act in respect of any previous year relevant to the assessment year commencing on or after the April 1, 2001 is less than 7.50% of its book profit, such book profit shall be deemed to be the total income of the assessee and the tax payable for the relevant previous year shall be seven and one-half per cent of such book profit.

For the Assessment Year 2007-08, if the tax payable on the total income as computed under the Income-tax Act is less than 10% of its book profit, such book profit shall be deemed to be the total income of the assessee and the tax payable shall be ten percent of such book profit.

For the Assessment Year 2010-11, if the tax payable on the total income as computed under the Income-tax Act is less than 15% of its book profit, such book profit shall be deemed to be the total income of the assessee and the tax payable shall be fifteen percent of such book profit.

However, with effect from April 1, 2011 i.e., in relation to the Assessment Year 2011-12, if the tax payable on the total income as computed under the Income-tax Act in respect of previous year relevant to the assessment year commencing on the April 1, 2011 is less than 18% of its book profit, such book profit shall be deemed to be the total income of the assessee and the tax payable for the relevant previous year shall be eighteen per cent of such book profit.

However, with effect from April 1, 2012 i.e., in relation to the Assessment Year 2012-13 and subsequent years, if the tax payable on the total income as computed under the Income-tax Act in respect of any previous year relevant to the assessment year commencing on or after the April 1, 2012 is less than 18.5% of its book profit, such book profit shall be deemed to be the total income of the assessee and the tax payable for the relevant previous year shall be eighteen and half per cent of such book profit.

BENEFITS AVAILABLE TO RESIDENT SHAREHOLDERS:

Exemption under Section 10(34)

Dividend (whether interim or final) declared, distributed or paid by the Company is completely exempt from tax in the hands of the shareholders of the Company as per the provisions of Section 10(34) of the Income Tax Act.

Exemption of Long-Term Capital Gain under Section 10(38)

Under Section 10(38) of the Act, long term capital gain arising to the shareholder from transfer of a long term capital asset being an equity share in the company or unit of an equity oriented mutual fund (i.e. capital asset held for the period of twelve months or more) entered into a recognized stock exchange in India and being such a transaction, which is chargeable to Securities Transaction Tax, shall be exempt from tax.

Exemption of Long Term Capital Gain under Section 54EC

According to the provisions of Section 54EC of the Act and subject to the conditions specified therein, capital gains not exempt under Section 10(38) and arising on transfer of a long term capital asset shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds, subject to a ceiling of Rs. 50 lakhs, within six months from the date of transfer. However, if the said bonds are transferred or converted into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the bonds are transferred or converted into money.

Exemption of Long term Capital Gain under Section 54F

According to the provisions of Section 54F of the Act and subject to the conditions specified

therein, in the case of an individual or a Hindu Undivided Family ('HUF'), gains arising on transfer of a long term capital asset (not covered by sections 10(38)) and not being a residential house) are not chargeable to tax if the entire net consideration received on such transfer is invested within the prescribed period in a residential house. If only a part of such net consideration is invested within the prescribed period in a residential house, the exemption shall be allowed proportionately. For this purpose, net consideration means full value of the consideration received or accruing as a result of the transfer of the capital asset as reduced by any expenditure incurred wholly and exclusively in connection with such transfer.

Lower Tax Rate under Section 111A on Short-Term Capital Gains

As per the provisions of Section 111A of the Act, short-term capital gains on sale of equity shares where the transaction of sale is chargeable to Securities Transaction Tax shall be subject to tax at a rate of 15% (plus applicable surcharge and education cess).

Lower Tax Rate under Section 112 on Long-Term Capital Gains

As per the provisions of Section 112 of the Act, long term capital gains that are not exempt under Section 10(38) of the Act would be subject to tax at a rate of 20 percent (plus applicable surcharge and education cess). However, as per the proviso to Section 112(1), if the tax on long term capital gains resulting on transfer of listed securities or units or zero coupon bond, calculated at the rate of 20 percent with indexation benefit exceeds the tax on long term capital gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at a concessional rate of 10 percent (plus applicable surcharge and education cess).

Deduction of Security Transaction Tax (STT)

Under Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions entered into course of its business, if income arising from such taxable securities transactions is offered to tax against such Business Income.

BENEFITS AVAILABLE TO NON RESIDENTS/ NON-RESIDENT INDIAN SHAREHOLDERS (OTHER THAN MUTUAL FUNDS, FIIS AND FOREIGN VENTURE CAPITAL INVESTORS):

Exemption under Section 10(34)

Under Section 10(34) of the Act, income earned by way of dividend from domestic company referred to in Section 115-O of the Act is exempt from income tax in the hands of the shareholders.

Exemption under Section 10(38)

Under Section 10(38) of the Act, long term capital gains arising out of sale of equity shares or a unit of equity oriented fund will be exempt from tax provided that the transaction of sale of such equity shares or unit is chargeable to Securities Transaction Tax.

Exemption of Long Term Capital Gain under Section 54EC

According to the provisions of Section 54EC of the Act and subject to the conditions specified therein, capital gains not exempt under Section 10(38) and arising on transfer of a long term capital asset shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds, subject to a ceiling of Rs. 50 lakhs, within six months from the date of transfer. However, if the said bonds are transferred or converted into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the bonds are transferred or converted into money.

Exemption of Long Term Capital Gain under Section 54F

According to the provisions of Section 54F of the Act and subject to the conditions specified therein, in the case of an individual or a Hindu Undivided Family ('HUF'), gains arising on transfer of a long term capital asset (not covered by Sections 10(38)) and not being a residential house) are not chargeable to tax if the entire net consideration received on such transfer is invested within the prescribed period in a residential house. If only a part of such net consideration is invested within the prescribed period in a residential house, the exemption shall be allowed proportionately. For this purpose, net consideration means full value of the consideration received or accruing as a result of the transfer of the capital asset as reduced by any expenditure incurred wholly and exclusively in connection with such transfer.

Lower Tax Rate under Section 111A on Short-Term Capital Gains

Under Section 111A of the Act and other relevant provisions of the Act, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the Company would be taxable at a rate of 15% (plus applicable surcharge and education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to securities transaction tax. Short-term capital gains arising from transfer of shares in a Company, other than those covered by Section 111A of the Act, would be subject to tax as calculated under the normal provisions of the Act.

Lower Tax Rate under Section 112 on Long-Term Capital Gains

Under Section 112 of the Act and other relevant provisions of the Act, long term capital gains, (other than those exempt under Section 10(38) of the Act) arising on transfer of shares in the Company, would be subject to tax at a rate of 20 % (plus applicable surcharge and education cess) after indexation. The amount of such tax should however be limited to 10% (plus applicable surcharge and education cess) without indexation, at the option of the shareholder, if the transfer is made after listing of shares.

Where shares of the Company have been subscribed in convertible foreign exchange, Non- Resident Indians (i.e. an individual being a citizen of India or person of Indian origin who is not a resident) have the option of being governed by the provisions of Chapter XII-A of the Act, which inter alia entitles them to the following benefits:

Under Section 115E, where the total income of a Non-Resident Indian includes any income from investment such income shall be taxed at a concessional rate of 20 per cent (plus applicable surcharge and education cess). Also, where shares in the company are subscribed for, in convertible foreign exchange by a Non-Resident Indian, long-term capital gains arising to the Non-Resident Indian shall be taxed at a concessional rate of 10 percent (plus applicable surcharge and education cess). The benefit of indexation of cost and the protection against risk of foreign exchange fluctuation would not be available.

Under provisions of Section 115F of the Act, long term capital gains (in cases not covered under Section 10(38) of the Act) arising to a Non-Resident Indian from the transfer of shares of the Company subscribed in convertible Foreign Exchange shall be exempt from Income tax, if the net consideration is reinvested in specified assets or in any savings certificates referred to in Section 10(4B), within six months of the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within three years from the date of their acquisition.

Under provisions of Section 115G of the Act, it shall not be necessary for a Non-Resident Indian to furnish his return of income under Section 139(1) if his income chargeable under the Act consists of only investment income or long term capital gains or both; arising out of assets acquired, purchased or subscribed in convertible foreign exchange and tax deductible at source has been deducted there from as per the provisions of Chapter XVII-B of the Act.

As per Section 90(2) of the Act, provisions of the Double Taxation Avoidance Agreement between India and the country of residence of the Non-Resident/ Non- Resident Indian would prevail over the provisions of the Act to the extent they are more beneficial to the Non-Resident/ Non-Resident Indian.

Deduction of Security Transaction Tax (STT)

Under Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions entered into course of its business, if income arising from such taxable securities transactions is offered to tax against such Business Income.

Capital gains tax - Options available under the Act

Where shares have been subscribed in convertible foreign exchange

Option of taxation under chapter XII-A of the Act:

Non-Resident Indians [as defined in section 115C(e) of the Act], being shareholders of an Indian Company, have the option of being governed by the provisions of Chapter XII-A of the Act, which inter-alia entitles them to the following benefits in respect of income from shares of an Indian Company acquired, purchased or subscribed in convertible foreign exchange.

According to the provisions of section 115D read with section 115E of the Act and subject to the

conditions specified therein, long term capital gains arising on transfer of shares in an Indian Company not exempt under section 10 (38), will be subject to tax at the rate of 10 percent (plus applicable education cess and secondary higher education cess) without indexation benefit.

According to the provisions of section 115F of the Act and subject to the conditions specified therein, gains arising on transfer of a long term capital asset (in cases not covered u/s. 10(38) of Income Tax Act, 1961), being shares in an Indian company shall not be chargeable to tax if the entire net consideration received on such transfer is invested within the prescribed period of six months in any specified asset, if part of such net consideration is invested within the prescribed period of six months in any specified asset, the exemption will be allowed on a proportionate basis. For this purpose, net consideration means full value of the consideration received or accruing as a result of the transfer of the capital asset as reduced by any expenditure incurred wholly and exclusively in connection with such transfer. Further, if the specified asset in which the investment has been made is transferred within a period of three years from the date of investment, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such specified asset or savings certificates are transferred.

As per the provisions of section 115G of the Act, non-resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their source of income is only investment income and / or long term capital gains defined in section 115C of the Act, provided tax has been deducted at source from such income as per the provisions of chapter XVII-B of the Act.

Under section 115H of the Act, where the Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the assessing officer, along with his return of income for that year under section 139 of the Act to the effect that the provisions of the chapter XII-A shall continue to apply to him in relation to such investment income derived from any foreign exchange asset being asset of the nature referred to in sub clause (ii), (iii), (iv) and (v) of section 115C(f) for that year and subsequent assessment years until such assets are converted into money.

As per the provisions of section 115-I of the Act, a Non-Resident Indian may elect not to be governed by the provisions of chapter XII-A for any assessment year by furnishing his return of income for that assessment year under section 139 of the Act, declaring therein that the provisions of chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.

Where the shares have been subscribed in Indian Rupees

Section 48 of the Act, which prescribes the mode of computation of capital gains, provides for deduction of cost of acquisition/improvement and expenses incurred wholly and exclusively in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of capital gains. However, in respect of long term capital gains, it offers a benefit by permitting substitution of cost of acquisition/improvement with the indexed cost of acquisition/improvement, which adjusts the cost of acquisition/improvement by a cost inflation index, as prescribed from time to time.

As per the provisions of section 112(1) (c) of the Act, long term capital gains that are not exempt u/s. 10 (38) of the Act as computed above would be subject to tax at a rate of 20 percent (plus applicable education cess and secondary higher education cess).

However, as per the proviso to Section 112(1) of the Act, if the tax payable in respect of long term capital gains resulting on transfer of listed securities or units, calculated at the rate of 20 percent with indexation benefit exceeds the tax payable on gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at the rate of 10 percent without indexation benefit (plus applicable education cess and secondary higher education cess).

Deduction in respect of Securities Transaction Tax (STT)

Under Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions offered to tax as Profit and Gains of Business or Profession shall be allowable as a deduction against such Business income .

Provisions of the Act vis-a-vis provisions of the tax treaty

As per Section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the relevant tax treaty to the extent they are more beneficial to the Non-Resident. Thus a Non-Resident can opt to be governed by the beneficial provisions of an applicable tax treaty.

BENEFITS AVAILABLE TO FOREIGN INSTITUTIONAL INVESTORS ('FIIs'):

Under Section 10(34) of the Act, income earned by way of dividend from domestic company referred to in Section 115-O of the Act is exempt from income tax in the hands of the shareholders.

Under Section 10(38) of the Act, long term capital gains arising out of sale of equity shares or a unit of equity oriented fund will be exempt from tax provided that the transaction of sale of such equity shares or unit is chargeable to Securities Transaction Tax. However, the aforesaid income shall be taken into account in computing the Book profit and income tax payable under section 115JB.

According to the provisions of Section 54EC of the Act and subject to the conditions specified therein, capital gains not exempt under Section 10(38) and arising on transfer of a long term capital asset shall not be chargeable to tax to the extent such capital gains are invested in certain notified bonds, subject to a ceiling of Rs. 50 lakhs, within six months from the date of transfer. However, if the said bonds are transferred or converted into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which the bonds are transferred or converted into money.

The income by way of short term capital gains or long term capital gains [in cases not covered under Section 10(38) of the Act] realized by FIIs on sale of securities the company would be

taxed at the following rates as per Section 115 AD of the Act.

Short term capital gains, other than those referred to under Section 111A of the Act shall be taxed @ 30% (plus applicable surcharge and education cess).

Short term capital gains, referred to under Section 111A of the Act shall be taxed @ 15% (plus applicable surcharge and education cess).

Long Term capital gains shall be taxed @ 10% (plus applicable surcharge and education cess) (without cost indexation).

It may be noted here that the benefits of indexation and foreign currency fluctuation protection as provided by Section 48 of the Act are not applicable.

As per Section 90(2) of the Act, provisions of the Double Taxation Avoidance Agreement between India and the country of residence of the FII would prevail over the provisions of the Act to the extent they are more beneficial to the FII.

BENEFITS AVAILABLE TO MUTUAL FUNDS

As per the provisions of Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, Mutual Funds set up by public sector banks or public financial institutions or authorized by the Reserve Bank of India would be exempt from income tax. However, the Mutual Funds shall be liable to pay tax on distributed income to unit holders under Section 115R of the Act.

BENEFITS AVAILABLE TO VENTURE CAPITAL COMPANIES/FUNDS:

Under section 10 (34) of the Act, income earned by way of dividend (Interim or final) from domestic Company referred to in section 115-O of the Act is exempt from income tax in the hands of the share holders.

In terms of section 10(23FB) of the Act, all Venture capital companies/funds registered with Securities and Exchange Board of India, subject to the conditions specified, are eligible for exemption from income tax on all their income, including profit on sale of shares of the Company.

BENEFITS AVAILABLE UNDER THE WEALTH TAX ACT, 1957:

Shares of the Company held by the shareholder will not be treated as an asset within the meaning of Section 2(ea) of Wealth Tax Act, 1957, hence no Wealth Tax will be payable on the market value of shares of the Company held by the shareholder of the Company.

BENEFITS AVAILABLE UNDER THE GIFT TAX ACT:

Gift tax is not leviable in respect of any gifts made on or after 1st October, 1998. Therefore, any gift of shares will not attract gift tax. However in the hands of Donee the same will be treated as

the income unless the Gift is from relative as defined under Explanation to section 56(vi) of the Income Tax Act.

Notes:

The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;

The above Statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws as amended by the Finance Act, 2010 presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws;

This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue;

In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the Non-Resident has fiscal domicile; and

The stated benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders.

In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her participation in the issue.

**For A. R. Sodha & Co.
Chartered Accountants
FRN 110324W**

**A. R. Sodha (Partner)
M. No.: 31878
Date: September 19, 2011
Place: Mumbai**

SECTION IV - ABOUT OUR COMPANY

Industry Overview

The information in this section is derived from FICCI-KPMG Indian Media and Entertainment Industry Report 2011. We have not verified or attempted to verify this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Accordingly, investment decisions should not be based to an undue extent on such information. Industry sources and publications are also prepared based on information and estimates as of specific dates and may no longer be current. The data may have been re-classified by us for the purpose of presentation.

Disclaimer of FICCI-KPMG Indian Media and Entertainment Industry Report 2011

The information contained herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavor to provide accurate and timely information, there can be no guarantee that such information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act on such information without appropriate professional advice after a thorough examination of the particular situation.

Overview

The Indian M&E industry grew from INR 587 billion in 2009 to INR 652 billion in 2010, registering an overall growth of 11 percent. Backed by positive industry sentiment and growing media consumption, the industry is estimated to achieve growth of 13 percent in 2011 to touch INR 738 billion. As the industry braces for exciting times ahead, the sector is projected to grow at a CAGR of 14 percent to reach INR 1,275 billion by 2015.

For the M&E industry in India, it was also a year that witnessed shift in favor of digital technologies as DTH touched 28 million net subscribers and digital music sales surpassed of physical formats. With growing interest from advertisers and private equity firms, regional print markets continued to attract their share of attention. Animation and VFX companies geared up for the huge opportunity in film restoration and 2D to 3D conversion and the Commonwealth Games provided a unique platform for Outdoor advertising. Moreover, India also emerged as the seventh largest global market for social media consumption and as a consequence saw greater focus from companies to identify more relevant and personal ways of reaching out and engaging with their target audience.

Over all industry size (INR Bn)*	2007	2008	2009	2010	CAGR (2007-10)	2011P	2012P	2013P	2014P	2015P	CAGR (2010-15)
Television	211	241	257	297	12%	341	289	455	533	630	16%
Print	160	172	175	193	6%	211	231	254	280	310	10%
Film	93	104	89	83	-3%	91	98	109	120	132	10%
Radio	7	8	8	10	11%	12	15	18	21	25	20%
Music	7	7	8	9	5%	9	11	13	16	19	17%
Out of Home	14	16	14	17	6%	19	22	24	27	30	12%
Animation and VFX	14	17	20	24	18%	28	33	40	47	56	19%

Gaming	4	7	8	10	32%	13	17	23	31	38	31%
Digital Advertising	4	6	8	10	39%	13	18	22	28	36	28%
Total	516	579	587	652	8%	738	834	957	1104	1275	14%

Source: KPMG analysis and industry interviews

* Taken for calendar years

Note: Numbers have been rounded to the nearest integer

Key trends and drivers for growth of M&E industry

- Focus on profitable growth
- Increasing media penetration and per capita consumption
- Power of digitization
- Consumer Understanding
- Regionalization
- Growing importance of New Media
- Regulation to trigger growth
- Consolidation
- Bucking the global trend - Print continues to grow
- Social media as an influencer

Advertising Spends and Projections

The advertising spends across all media accounted for INR 266 billion in 2010, contributing to 41 percent of the overall M&E industry revenues. Advertising revenues witnessed a growth of 17 percent in 2010 against a marginal decline of 0.4 percent observed in 2009. Print continued to be the largest contributor, accounting for INR 126 billion and 47 percent of the advertising pie. Advertising spends are expected to grow at a CAGR of 15 percent to reach INR 541 billion in 2015.

As new channels and media formats get added, advertising inventory is expected to increase and consequently drive advertising growth. There also exists significant potential to tap existing advertisers and penetrate them across different media platforms. Moreover, several categories of advertisers including first time and local advertisers are expected to leverage relatively cost effective platforms such as radio, out of home and subsequently expand to regional print and TV.

Advertising Revenues (INR Bn)*	2007	2008	2009	2010	CAGR (2007-10)	2011P	2012P	2013P	2014P	2015P	CAGR (2010-15)
Television	71	83	88	103	13%	118	136	157	183	214	16%
Print	100	108	110	126	8%	143	162	183	208	236	13%
Radio	7	8	8	10	11%	12	15	18	21	25	20%
Out of Home (OOH)	14	16	14	17	6%	19	22	24	27	30	12%
Digital Advertising	4	6	8	10	39%	13	18	22	28	36	28%
Total	196	221	228	266	11%	306	352	404	467	541	15%

Source: KPMG analysis and industry interviews

* Taken for calendar years

Note: Numbers have been rounded to the nearest integer

Indian TV industry

India is the world's third largest TV market with almost 138 million TV Households (HHs) next to China and USA. Cable and Satellite (C&S) penetration has reached close to 80 percent with the soaring growth shown by the DTH platform. New technologies like High Definition (HD), STBs (Set Top Boxes) with inbuilt recorders and delivery platforms like mobiles are rapidly evolving, creating further opportunities for innovation and growth.

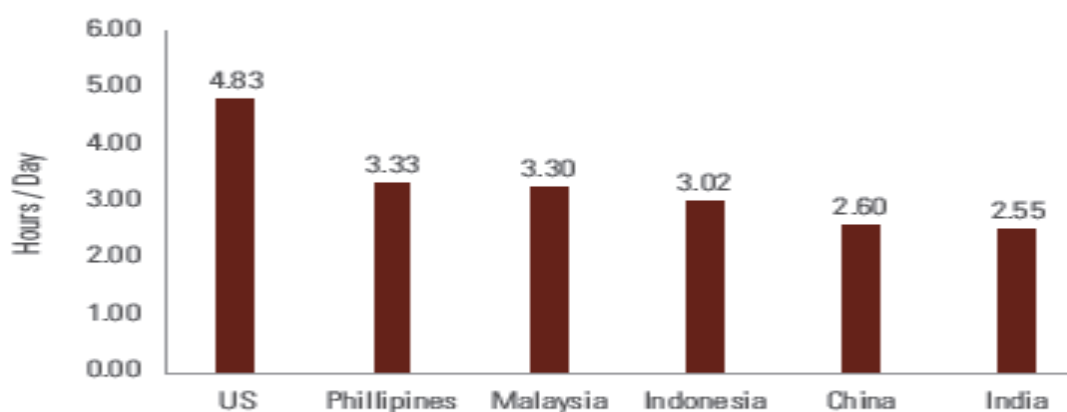
The television and broadcasting industry has grown tremendously over the last two decades, with an average growth rate in double digits. The industry added almost 100 million viewers in 2010 to reach 600 million viewers and crossed the 550 channel mark from 460 in 2009. New players are entering the market with niche offerings like food channels and more channels in English Entertainment space. Viewers are able to access niche content easily on DTH platform even in smaller markets.

Television industry unable to match global counter parts in revenue and profits but potential for growth

India is one of the largest media consuming markets in the world; however, the size and scale of industry is limited when compared with global M&E Industry. Majority of companies are still small in size or profits when compared to other growing sectors like Retail, Telecom or Information Technology. However, the medium has many drivers in place for growth in the years ahead. India is the only country in the world with 88 million non TV HHs indicating the potential for growth in the market. There are still more than 250 channels awaiting approval as there is growing optimism in the industry. There will be great demand for satellite bandwidth with the introduction of HD channels, the HITS platform, existing DTH channel expansion plans, new channel launches, and VSAT services. The consumers in India are less amenable to paying for content, compared to counterparts in other countries representing a gap which can be addressed. In advertising, only 10 percent of advertisers on print advertise on television currently and a portion of the remaining 90 percent still could be tapped for further growth of the medium.

Average time spent on TV is still low in India with two hours in a non metro market and 3 hours in a big metro market because in smaller towns capability and willingness to watch TV exists but the supply of power is an issue. In the US, the average time spent on TV is close to 5 hours in spite of fragmented viewing and in Asian countries like Philippines, Malaysia and Indonesia the average time spent watching television is higher than in India.

Average Time spent Watching television



Source: 'How People Watch: A Global Nielsen Consumer Report', August 2010

Indian television industry value chain

The TV industry value chain consists of content production, broadcasting and distribution



<ol style="list-style-type: none"> 1. Content production is expected to grow at a CAGR of 15-20 percent for next 2-3 years 2. Growth is expected to be driven by a sharp increase in number of new channels and the intrinsic need for differentiated content as these channels compete for the limited time share and mind share 3. However, key challenges likely to be faced are: <ul style="list-style-type: none"> ▪ Consistency of programming quality providing some visibility in earnings ▪ As differentiated content needs to be unique, scalability (beyond translating into different languages) is a challenge. ▪ Low entry barriers 	<ol style="list-style-type: none"> 1. The broadcasting industry is expected to witness robust growth in revenues, driven by growth in advertisement revenues and subscription revenues 2. However, profitability may be affected by factors such as: <ol style="list-style-type: none"> i. Fragmentation of advertising revenues amongst existing and new broadcasters (36 mainstream channels and 68 regional channels are expected to start operations in next few months) ii. Increased payout in form of carriage fee iii. Increased production costs to create a differentiated offering 3. The broadcasting industry is expected to be the key 	<ol style="list-style-type: none"> 1. India is the 3rd largest cable TV market in the world, with 104 mn C&S households out of a total television-owning household base of 140 mn 2. Currently, the market is highly fragmented with over 50,000 Local Cable Operator (LCOs) controlling over 74 percent of the market. This results in widespread leakages (under declaration), poor service mix and low ARPU 3. However, the scenario is changing, driven by rising digitization in the form of CAS, DTH, HITS and IPTV, which is expected to reduce under-reporting 4. Multi System Operator (MSOs) and Operating
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	beneficiary of the projected 15 percent CAGR in advertising revenues	companies are expected to be key beneficiaries of the estimated CAGR of 29 percent in subscription revenues
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DTH Growth

The biggest growth story of 2010 came from the DTH platform which exceeded industry growth expectations to reach a net base of 28 million subscribers, clocking a 75 percent growth over its subscriber base of 2009. Contrary to popular belief, 2010 saw a large part of the growth coming from urban India. Bigger metro markets grew, specifically among the lower socio economic segments, as a result of subsidies offered such as reduced cost of STBs, free installation of STBs and free services, etc.

Subscription revenues

The number of TV households grew at a rate of seven percent to reach 138 million in 2010 compared to 129 million in 2009. The penetration of TV in the country grew from 58 percent in 2009 to 61 percent in 2010. Currently TV penetration in India is much lower compared to some of the developed markets like US, UK, 13 which are almost fully penetrated. Hence, the numbers have significant headroom for growth.

The penetration for Cable & Satellite (C&S) households increased from 74 percent of total TV households in 2009 to 78 percent in 2010. The overall number of C&S households reached 108 million registering a growth of 14 percent, higher than the growth of 10 percent recorded last year. A large part of this growth came from the DTH homes being added.

In spite of growth in DTH, cable has unique benefits like lower initial set up cost, perception of better after sales service and perception about interruptions in DTH reception due to weather conditions, particularly in coastal regions. Due to the impact of transponder shortage on DTH rollouts, DTH players cannot focus on all markets as the 15-20 most relevant channels change for each market. Getting additional capacity involves significant cost.

Digitization enhanced the reach of the subscription market

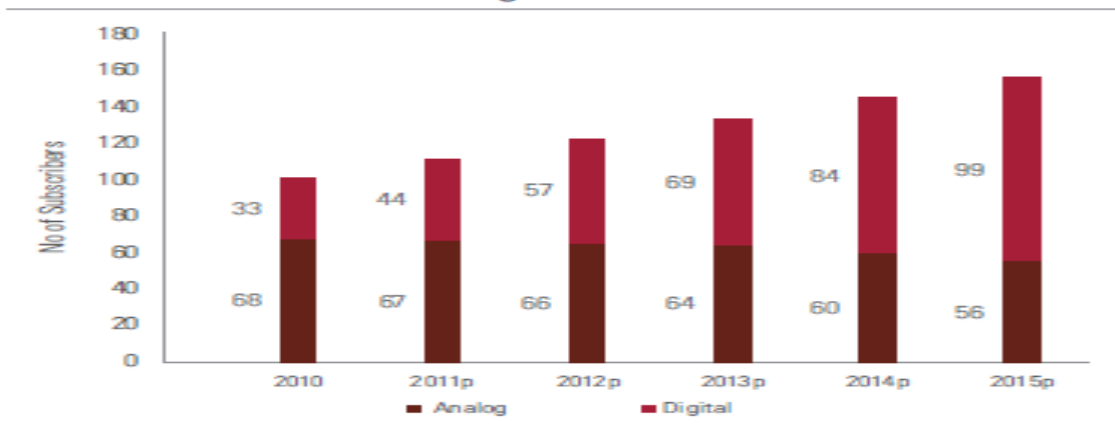
Digital platforms comprise digital cable, DTH and IPTV platforms as opposed to the traditional analog cable which still dominates the Indian market. The number of analog cable subscribers is witnessing a flat or de-growth with increasing penetration of digital distribution systems. The digital subscribers are expected to outdo the analog subscribers by 2013.

The government is attempting to gradually shift towards digital by making it mandatory to convert to digital addressable infrastructure. March 31, 2015 has been set as the revised deadline by TRAI for digitization of the entire industry in a phased manner. Delhi, Mumbai, Kolkata and Chennai are required to shift to digital addressability by March 31, 2012. The next phase will include 35 cities with population greater than one million to make the transition by March 31, 2013. All urban areas are expected to convert by November 30, 2014 and the remaining areas by March 31, 2015.

The DTH industry sees opportunity for growth at three distinct levels: First, with an estimated 88 million homes that don't have access to TV; second, with nearly 30 million households that

currently have TV but don't have access to cable and third, it is a clear opportunity to replace the current 68 million analog cable households with digital signals and better quality viewing however, this opportunity will see competition from digital cable as digitization regulations begin to see implementation.

Growth in the number of Digital subscribers



Source: KPMG Analysis

Advertising revenues

One observation from the data of ad volumes on TV was almost 53 percent advertising happening on regional channels as opposed to national channels, which has grown from 47 percent in 2009. Due to ad rates being higher on national channels, they command a larger share of the ad sales pie. With rationalization of ad rates expected going forward, there is a potential for revenue growth for the regional channels.

Ad volumes on TV

In terms of volumes, TV advertising recorded a growth of 24 percent in 2010 compared to the same period in 2009. However, rates remained flat or dropped. Also, compared to print, where the ad volumes have shown a CAGR of only eight percent in last five years, TV has shown a healthy growth rate of 26 percent.

The advertising inventories have gone up due to new channels being added and due to increase in commercial time per hour of programming. The total number of active channels increased from 461 in 2009 to 550+ in 2010.

Broadcasters' reliance on advertising revenues

Traditionally, broadcasters have been relying on advertisement revenues, which account for 70-90 percent of their total revenues. Globally, pay TV market dominates 'Free to Air' and hence the subscription revenues form a leading revenue stream for networks. Since broadcasters are more dependent on subscribers for their business viability, the onus is on them to provide better quality content to meet consumers' rising demands for quality.

The industry in India is heavily dependent on the advertisers for their earnings. The share of subscription revenues remains very small and is likely to see an increase only after successful implementation of digital addressability.

Power ratio (Ad revenue/viewership) analysis for different genres in India shows that certain niche genres command higher ad revenues in relation to their viewership. This is due to advertisers paying a premium for a focused group of audiences. Majority of these channels depend on ad revenues due to low subscriber revenues and high carriage fees per subscriber. English News and Sports have very high power ratios compared to mass genres like GEC, Movies, etc. owing to advertiser's preference for quality of reach in terms of focused male audiences.

Genre	Viewership %	Ad Revenues %	Power Ratio (Ad%/Viewership %)
English General News	0.40%	3.56%	8.95
English Business News	0.19%	1.51%	8.06
Sports	3.17%	16.15%	5.10
Hindi News	4.07%	8.51%	2.09
English Movies + Infotainment	1.86%	2.88%	1.55
Regional GEC + Movies	27.30%	25.06%	0.92
Hindi GEC	29.25%	23.14%	0.79
Regional News	5.01%	3.63%	0.72
Kids + Music	10.61%	7.11%	0.67
Hindi Movies	12.91%	5.02%	0.39

Source: TAM data for 2010, Discussions with ad agencies

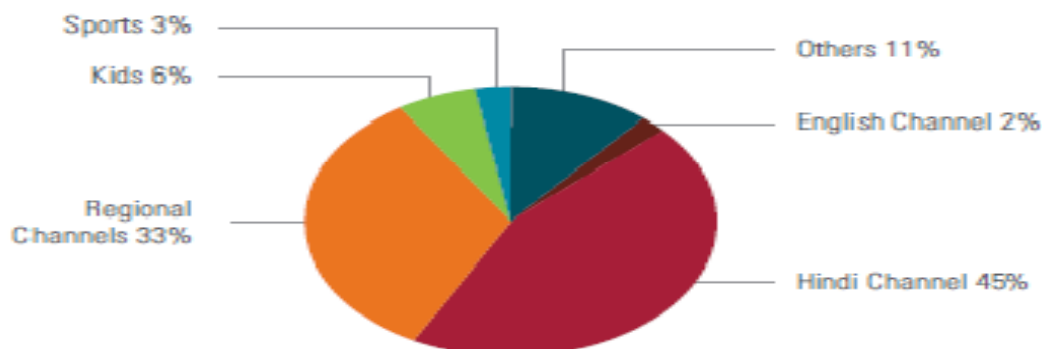
Regional GECs

The regional channels are next only to Hindi language channels in terms of viewership and hence command a very high audience share. Out of the regional channels, Regional GEC is the most dominant genre in terms of viewership share as it gets more than 70% of the audiences.

While the national broadcasters are venturing into the regional space by launching regional channels, the regional players are strengthening their product portfolio by launching niche regional channels. Niche genres like Kids, Youth, Comedy, etc. have also begun to find viewers in regional markets, besides the traditionally popular ones like GEC, News, Movies and Music.

To leverage the benefits arising out of foray into regional markets, in general, the basic strategy followed by new entrants in regional markets is to first establish their presence through a GEC, a news channel and a movie channel, and then get into more niche categories. Regional media is greatly undervalued by advertisers compared to national in mediums like Print and TV. Regional TV viewer is currently valued lower than the Hindi market viewer in spite of growth in advertising volumes over past few years.

% share of viewership for Regional Channels



Source: TAM

Music

The genre is crowded with several players focusing on music and youth. Over the last 2-3 years, channels in this genre have experimented with content and positioning strategy to appeal to the audiences.

Most of these channels are targeting the young population and hence are altering their content mix to suit their dynamic tastes and preferences. Some channels continued their journey of moving away from music based content to reality shows. Some legacy music channels stayed with pure music and others diversified more aggressively into non fiction content targeted at youth.

Outlook for the TV industry

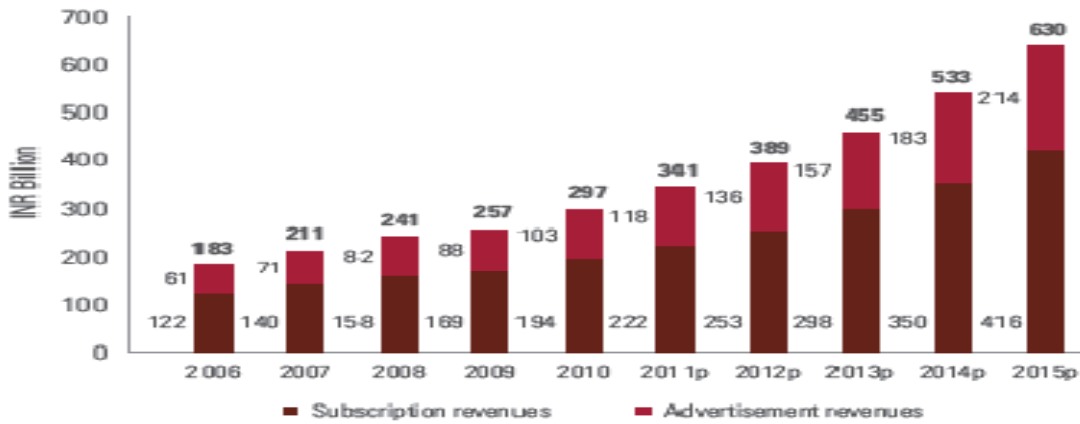
Overall the industry grew from INR 257 billion in 2009 to INR 297 billion in 2010 recording a growth rate of 15 percent compared to 7 percent last year, owing to resurgence after the recessionary pressures of last year. It is expected to reach a size of INR 630 billion in next five years i.e. by 2015 at a CAGR of 17 percent. The growth in advertisement revenues in 2010 happened at a rate of 17 percent owing to resurgence witnessed in the industry.

The growth estimates till 2015 are in a similar range as projected last year, as the underlying drivers remain the same, adjustments being an even faster growth in subscriber base for DTH and a lower growth rate for the Digital cable platform and lowering of ARPU expectations for digital cable as well. This revision has come about in light of industry dynamics as DTH penetration is happening at a much faster rate than expected due to continued investments by the DTH players. This is not true of digital cable as not enough investment has gone into building the infrastructure needed. However, if addressability occurs as per the timetable laid out by the government, the dynamics of the business could change.

The growth of 13% in market size which was expected for 2010 last year has increased to 15 percent, driven by the rise in both subscription revenues due to increase in number of DTH

subscribers and advertisement revenues.

TV industry size

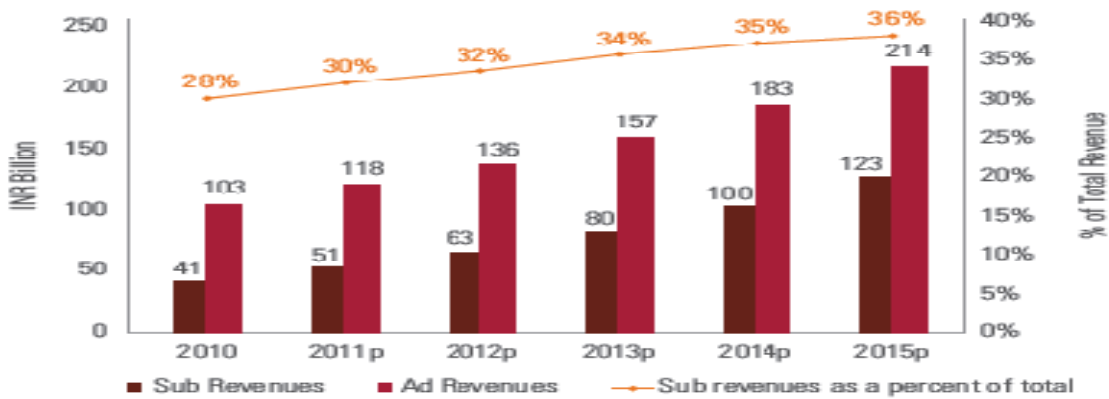


Source: KPMG Analysis, Industry discussions

Broadcasting Industry

The share of broadcasters in the total subscription pie is expected to go up from the current levels of 21 percent of the overall subscription revenues in 2010 on an average across platforms to 30 percent in 2015. It is expected to improve with addressability as more transparency takes hold. The share of subscription revenues in the top line of the broadcasters is expected to increase from the current level of 28 percent to 36 percent by 2015. It is growing at a higher CAGR of 24 percent compared to the CAGR of ad revenues at around 16 percent

Broadcasting industry



Source: KPMG Analysis, Industry discussions

Growth in subscription revenues due to digitisation

The penetration for digital cable and DTH is expected to increase at a much faster rate than was anticipated earlier. The total number of DTH subscribers to be added in 2011 are expected to be ~10-12 million as the industry is adding almost a million subscribers each month.

While it is expected that the addressable digital mode would eventually replace the analog cable distribution mode, the pace of digitisation would be dictated by several factors including consolidation of the MSOs and LCOs, and funding availability with the MSOs. Consolidation at the distribution end may limit the extent of benefits to broadcasters since very large distributors would have superior bargaining power over them. MSOs too will see better revenues from addressability. Nonetheless, it is expected that the reduction in bandwidth constraints would facilitate rationalization of the carriage fees paid by the broadcasters.

A few broadcasters are also considering launching innovative platforms for reaching the end user. Keeping in line with the growing needs of the mobile subscriber, they are aggressively partnering with mobile operators, handset manufacturers, TV manufacturers and gaming platforms to capture more of the consumer attention pie.

New channel launches and increase in Free Commercial Time (FCT) to drive growth in ad inventory

The growth in ad inventory will come from new channel launches and FCT increases. The current scenario of high investments in content and distribution is likely to continue over the medium term with newer players emerging to capture newer sets of audiences. Such competition among broadcasters is expected to keep the pressure high on profitability. Since advertisement revenue still accounts for bulk of the channels' revenues, monetisation of the FCT inventory remains critical. With competition exerting pressure on advertisement rates, broadcasters are being forced to increase the FCT per hour of programming.

Increased interest by new sectors, regional and local advertisers

Sectors like Telecom, Real Estate, Education, DTH services, etc. are already making their presence felt amongst the top categories on TV advertising and are expected to continue their interest in TV ad spends going forward as well. Mediums like Print and Radio see a majority of advertisers which are exclusive on those mediums and are of the regional / local nature. There is a potential to tap these advertisers to convert a share of their advertising dollars to television as well in order for the sector to grow.

Broadcasters' attempt to extend presence in value chain by entering the distribution business

The lack of transparency in case of analog cable systems has traditionally been a challenge for the broadcasters and MSOs and they have still found no respite. However, broadcasters are increasingly getting a share of the distribution industry by investing in it. Examples exist of all the major broadcasters being present in the aggregator / distribution space rather than solely depending on advertising to generate revenues.

Financial Interests/ Stakes of broadcasters in aggregator/ distribution business			
	Aggregator	Digital Cable	DTH
Zee	Zee Tunes	MSO WWIL	Dish TV
Star	Star Den	MSO Hathway	Tata Sky
Network 18	Sun 18	-	-
Tuner	Zee Tuner	-	-
Times Group	Media Network and Distribution (India) Ltd	-	-
Sun TV	Sun 18	Sumangali cable Vision	Sun Direct

Source: KPMG Analysis, Industry discussions

Carriage and placement fees continue to stay

The key parameter in calculating market shares in the case of broadcasters is the channel's GRP, which takes into account both its reach and viewers' stickiness. A prime slot placement of a channel enables good reach, while good quality content ensures stickiness or viewer loyalty. Prime slot placement is particularly important for mass viewership channels (e.g. GECs) to be able to sell advertising slots. With limited bandwidth available to cable operators, there has been a sharp increase in the carriage fees and placement fees paid to DTH, MSOs and LCOs over the last two-three years. The fee varies in accordance with the type of band selected, popularity of the channel and the negotiations between the broadcaster and the DTH operator, MSO or LCO concerned.

Even though digitization facilitates higher bandwidth capacity, the number of new channels is also growing and hence both carriage and placement fee might continue to remain a concern for broadcasters, especially after introduction of carriage fees by DTH players.

Competition leading to increasing content and distribution costs

In the current scenario, broadcasters are vying for a share of viewer eyeballs, in order to chase ad spends. Fragmentation of viewership ratings and excess capacity are forcing players to incur high marketing, content and distribution costs to stay competitive. Production costs are estimated to have gone up by 10-15 percent

Acquiring content, whether it is sports' rights, movie rights reality shows and even the basic daily fiction shows, at a competitive price has become challenging. A box office hit can command anywhere between INR 15-25 Crores from satellite rights, which for certain movies covers more than half of the entire production budget. This has gone up considerably in comparison to acquisition costs three years back, for example, the highest satellite rights for any film in 2007 was sold for Rs 10 Crores indicating a 50-150 percent increase.

This increase in cost is pushing up breakeven levels. Although a television channel can be launched with a relatively low initial capital expenditure, challenges lie in acquiring the broadcasting license, securing prime slots in television bands, and delivering content that results in strong viewership factors that determine the channel's ability to earn advertising and subscription revenues and tide over the losses initially when advertising revenues are still not adequate.

Opportunities for Content producers / Broadcasters for augmenting existing and adding alternate revenue streams with advent of technology in the form of 3D, HD, 3G, broadband, mobile TV etc.

Most players in the industry are aware of the opportunities that new platforms are bringing. The strategy teams for players are working on maximizing the benefits from the onset of new technology rather than getting marginalized by the evolving media consumption habits of consumers. Content producers are looking at partnerships with platform owners for greater reach of their content and broadcasters are also increasing focus on owning and investing in quality content which can be customized for different mediums. Existing content is not only being altered to suit these platforms but new content is being developed exclusively for these platforms. With rollout of 3G services, live streaming of content and mobile TV is expected to

take off. Some of these platforms are expected to have premium pricing and drive ARPU for service providers. High Definition and 3D channels are expected fetch greater revenues for the industry. Moreover broadcasters and content houses are increasingly working towards building anytime anywhere access to content. With technological evolution, porting this content across platforms without any additional cost for a definite period of time is expected to become a reality.

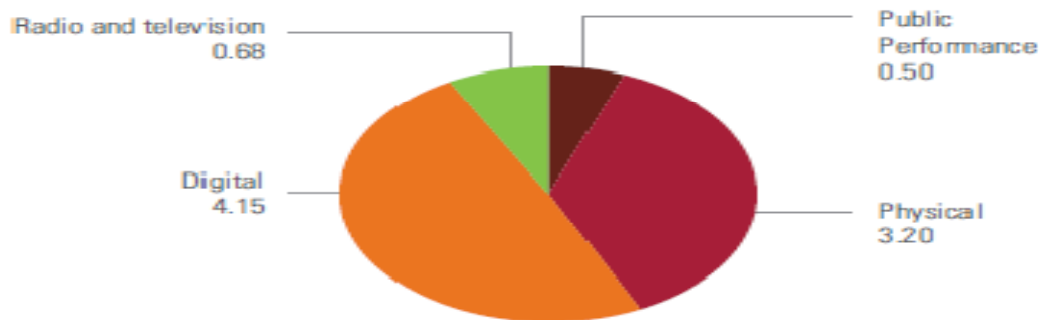
Music Channels

The genre is crowded with several players focusing on music and youth. Over the last 2-3 years, channels in this genre have experimented with content and positioning strategy to appeal to the audiences.

Most of these channels are targeting the young population and hence are altering their content mix to suit their dynamic tastes and preferences. Some channels continued their journey of moving away from music based content to reality shows. 2010 saw channels like Channel V experimenting with youth centric fiction for the first time. Some legacy music channels stayed with pure music and others diversified more aggressively into non fiction content targeted at youth.

Channel V cut down its reliance on music drastically with music being aired only in the morning 7 - 10 am band. Others like 9XM and Mastiii achieved success with their pure play music focus. MTV changed its positioning twice in a year with first cutting down music content to 20 per cent and then increasing it to 50 per cent in the later part of the year. The channel is trying to optimize the combination of music and reality shows and one consideration could be the high costs of producing reality shows.

Music industry distribution in 2010 (INR in billion)



Source: KPMG analysis

The Indian music industry is likely to undergo rapid evolution in an era of dynamic and multiple business models enabled by technology and changing user behavior. Unlike before, music companies are gearing-up to provide consumers legitimate platforms to download music digitally. Rollout of 3G services, increased mobile and broadband penetration, technological

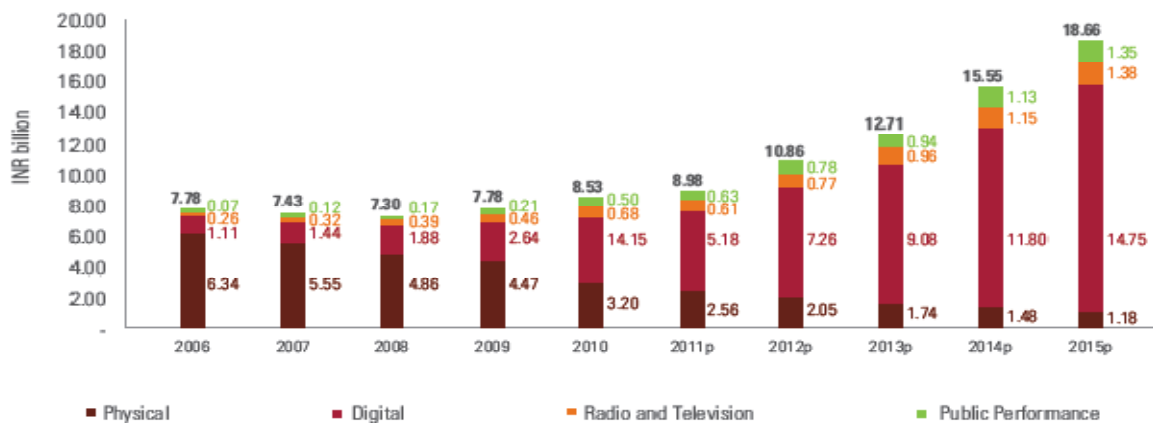
advances and availability of low-cost smart phones are operating in nexus and opening new avenues for music consumption. The industry is gearing up to unleash the potential of digital music consumption.

Indian music industry is estimated to be worth INR 8.53 billion in 2010 registering a growth of 9.64 percent over 2009. The industry witnessed a 28 percent decline in sales of physical music i.e. sales via compact discs (CDs) and other physical forms netted by a significant jump of 57 percent in digital music consumed either via download or through streaming, from internet sites and via mobile phones.

Robust growth of few players was a result of the creative initiatives taken to approach the market and manage delivery of music content. Some like Universal Music tied up with telecom companies like Reliance, resulting in an almost 75 percent growth in their digital revenues in the year 2010 while others like Saregama went online to register a growth of 19 percent for the nine months ended 31 Dec 2010, over its revenue for the same period in 2009 .

The industry is expected to grow at a CAGR of 17 percent to be worth INR 18.66 billion by 2015 with digital music acting as a key growth driver.

Sector performance of Indian industry



Source: KPMG Analysis

Radio and Television

Television and radio together contributed eight percent to the total industry revenues, up from six percent in 2009. The relatively low cost of launching a music channel has resulted in 40 music channels operational on television in 2010.

The segment is expected to grow at a CAGR of 15 percent in next five years to reach INR 1.38 billion by 2015. However, the Copyright Board's recommendation of a revenue sharing model between radio and music companies is likely to flatten the revenue contribution of broadcasters. As per the recommendation, around two percent of the net advertising revenues of radio companies are to be passed on as royalty to the music companies. This is as opposed to the earlier arrangement which required some players in the radio industry to pay as much as 20 percent of their revenues as royalties on a fixed charge per needle hour basis. The shift from

needle-hour rate to revenue sharing model is expected to squeeze down revenues for music companies. Indian music companies will see a drop in revenues from radio royalties, from 7-8 percent of net advertising revenues in the needle hour rate era, down to about two percent of net advertising revenues earned by radio companies.

The auction of Phase-III radio licenses is expected to provide impetus to the music industry with about additional 700 licenses in tier II and III cities added to the addressable market. Although the immediate term impact will be negligible, over the medium to long term music companies are likely to benefit from increased penetration of radio through both additional radio royalties and increased revenues from music sales.

Our Business

Business overview

Our Company was originally incorporated as TV Vision Private Limited on July 30, 2007 and was converted into a public limited company on June 23, 2011. We are engaged in the business of broadcasting and content production.

Our Company is a wholly owned subsidiary of SABTNL which has an experience of more than 16 years in the Indian M&E industry. SABTNL is engaged in the business of content production and syndication. It was engaged in the business of broadcasting and operated a channel named "SAB TV", which was later hived off by selling to SET Satellite (Singapore) Pte Limited (a group Company of SONY Corp.) in the year 2005.

Our Company launched a Music and Comedy Channel viz. "Mastiii" in July, 2010. The commercial operation of the channel was started from September, 2010. Our programming involves comedy gags interwoven with Hindi songs. Based on the viewer's profile during different time bands, our channel telecasts a mix of old and new Hindi songs. It offers a mix of Hindi music with comic satire & skits in various formats such as gags, jokes, spoofs etc. Typically, Hindi songs telecasted by us are licensed from third parties while the comedy gags are produced in-house and acquired from third parties. We have engaged various artists, script writers, directors & technicians who help us in producing quality content to attract viewership. Our Company is ably supported by the network and programming experience of SABTNL, by virtue of it being our Promoter and holding company.

We believe that our channel is one of the major players in Hindi music genre in the Indian M&E industry. It was rated as the no. 1 television channel in the music genre in the cable & satellite analogue households 15+ years group across HSM during weeks 18 to 37 ending September 10, 2011 amongst group of 9XM, MTV, B4U Music, Channel V, Music India, E 24, Zoom, Zing, VH1 and ETC. Also, Mastiii reached an audience base of 73.8 million audience during weeks 15 to 37 ending September 10, 2011 (Source: TAM People Meter System).

Our Company entered into share purchase agreements with SABTNL on July 1, 2011 for acquisition of 100% issued, subscribed and paid up equity share capital of HHP Broadcasting Services Private Limited, UBJ Broadcasting Private Limited and MPCR Broadcasting Service Private Limited thereby making them our wholly owned Subsidiaries with effect from August 1, 2011.

While "Mastiii" is positioned as a pan-India channel with a view to penetrate across the whole M&E industry in India, the channels launched/in the process of launching by our Subsidiaries target the audience of specific regions of India.

Television Channels operated by our Company and our Subsidiaries:

Television channel operated by our Company:

Mastiii:

“Mastiii” was launched by our Company in July, 2010. The commercial operations of the same were started from September, 2010. It is positioned as a pan-India channel. It is one of the major players in Hindi music genre in Indian M&E industry. The music played on “Mastiii” is interspersed with comedy, specially designed, collated and played according to the viewing patterns of the diverse audience set. Some of the shows aired on our channel are *Lo Aa Gaye Raju Bhaiya*, *Nukkad ka Sher*, *Puzzle Singh ki Pathshala*, *Only Rajni Can*, *Bollywood Retake*, *Tedhi Medhi Baatein*.

Television channels operated by our Subsidiaries:

Dabangg:

“Dabangg” is a Hindi General Entertainment Channel operated by HHP Broadcasting Services Private Limited, our wholly owned subsidiary, with a region specific target audience of Uttarakhand, Uttar Pradesh, Bihar & Jharkhand. The channel telecasts a mix of Hindi language oriented entertainment programs alongwith regional language specific programs to attract the viewership of target audience. The programme mix displayed on the channel primarily includes comedy and thriller programs apart from movies, music, soaps etc.

The channel garnered 20.6 GRPs whereas Mahuaa TV and Big Magic garnered 18 and 16.5 GRPs respectively in week 37 ending September 10, 2011 in the cable & satellite households 4+ years group across UP & Bihar market. It has also reached an audience base of 13.8 million in the week 15 to 37 ending September 10, 2011 (Source: TAM People Meter System).

Dhamaal:

“Dhamaal” is a Hindi General Entertainment Channel operated by UBJ Broadcasting Private Limited, our wholly owned subsidiary, with a region specific target audience of Rajasthan, Madhya Pradesh and Chhattisgarh. The channel telecasts a mix of Hindi language oriented entertainment programs alongwith regional language specific programs to attract the viewership of target audience. The programme mix displayed on the channel primarily includes comedy and thriller programs apart from movies, music, soaps etc.

The channel garnered 13.1 GRPs whereas Sahara Samay MP and Big Magic garnered 12.1 and 10.2 GRPs respectively in week 37 ending September 10, 2011 in the cable & satellite households 4+ years group across Madhya Pradesh, Chattisgarh & Rajasthan market. It has also reached an audience base of 12 million in the week 15 to 37 ending September 10, 2011 (Source: TAM People Meter System).

Television channel proposed to be launched by our subsidiary

Dhamakaa (name proposed to be changed to Mauj Mastiii):

“Dhamakaa” is expected to be launched in October, 2011 by our wholly owned subsidiary,

MPCR Broadcasting Service Private Limited. Our company has applied to MIB for change in name of the television channel to “Mauj Mastiii”, which is pending approval. It is a Hindi General Entertainment Channel which will focus on broadcasting a mix of Hindi language oriented entertainment programs alongwith regional language specific programs to attract the viewership of target audience of the state of Gujarat.

Also, our Subsidiaries have made applications to the MIB seeking approval for uplinking and downlinking of three Hindi General Entertainment Channels in the name of “Dholiya”, “Mastiii Plus” and “Durdanto” in other geographical regions of India, which are pending as on date.

Our Operations

Our Registered Office is located at 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053, Maharashtra. We utilize the studio and other facilities of our Promoter, SABTNL and other third parties for production and post production activities. We avail the services and facilities of Essel Shyam Communication Limited located at C-34, Electronic City, Sector-62, Noida-U.P. for the purpose of uplinking and downlinking of our television channels. We also have sales offices located at Mumbai, Gurgaon and Bengaluru. For details of Registered Office and sales offices, please refer to section “Properties and Facilities” appearing on page no. 85 of this Draft Red Herring Prospectus.

Our Strengths

SABTNL parentage

We believe, our Promoter, SABTNL is an established player in Indian M&E industry. This provides us with a competitive advantage, particularly in attracting new customers, talent and economy of cost in relation to the cost of the contents produced. Our Company is ably supported by the network and programming experience of SABTNL which is focused on content production and syndication, being its core competence for years. We believe that SABTNL is amongst the few multi-lingual content production houses creating contents in various Indian regional languages including Marathi, Tamil, Kannada, Telugu and Gujarati, besides Hindi. Over the years, SABTNL has established itself as a producer for content across various programming genres like comedy, drama, thriller, talk show, current affairs programs etc. SABTNL also provides us with access to management talent and professionals with M&E industry knowledge.

We believe that our relationship with SABTNL has facilitated our entry and growth in Indian M&E industry, and will continue to help us achieve our strategic objectives to expand our business, increase our market penetration and continue to attract and retain talented professionals. This has also helped us make a presence in the industry in such a short span of time since its launch.

In-house creative team

We have an in-house creative team that produces comic skits in various formats such as gags, jokes, spoofs etc. These comedy gags are produced according to the viewing patterns of the diverse audience set. We believe that our creative team has innovative thinking coupled with

creativity which helps us in delivering quality content. This helps us in reducing our dependence on the third parties for acquiring programming content and thus reduces our cost.

Distribution network and wide reach

We believe the success of our channel “Mastiii” can be attributed to our distribution network including cable operators and DTH operators leading to wide reach and viewership.

The distribution activities in relation to our region specific channels namely “Dabangg” and Dhamaal” are concentrated in the specific regions in which they are being broadcasted.

We enter into agreements with multi system operators, cable operators, and other DTH providers across India and also in specific regions to increase our penetration.

Experienced management team

Our management team includes experienced and qualified professionals. Our senior management team has experience in the M&E industry. Our Directors, Mr. Gautam Adhikari and Mr. Markand Adhikari have around 30 years of experience in content production and broadcasting and have been instrumental in establishing and operating our businesses. Mr. Hersh Bhandari, Vice President – Sales, has an experience of around 19 years in the business development and marketing pertaining to the M&E industry. Ms. Anita Varma, Vice President – Programming & Operations has an experience of about 12 years in developing and producing content for different channels. We believe that the experience of our management team and understanding of the media and allied sector will enable us to continue to take advantage of both current and future market opportunities.

Emphasis on regional tastes and audience preference

We are concentrating on developing Hindi General Entertainment Channels through our various Subsidiaries that appeal to the specific preferences of the viewers in various regions of India. The channel “Dabangg” operated by HHP Broadcasting Services Private Limited, our wholly owned subsidiary, targets regions of Uttarakhand, Uttar Pradesh, Bihar and Jharkhand whereas the channel “Dhamaal” operated by UBJ Broadcasting Private Limited, our wholly owned subsidiary, targets the regions of Rajasthan, Madhya Pradesh and Chhattisgarh. We believe that a key factor to our success is our ability to cater to local tastes and audience preferences.

Our Strategy

Increase our domestic reach by launching region specific channels

We intend to expand our broadcasting business by increasing our geographical reach across India. In line of this endeavor, we alongwith our wholly owned Subsidiaries propose to launch region specific channels across India. Our wholly owned subsidiary, MPCR Broadcasting Service Private Limited is in the process of launching a Hindi General Entertainment Channel namely “Dhamakaa”(proposed to be renamed as “Mauj Mastiii”), targeting the region of Gujarat. Also, our wholly owned subsidiary, HHP Broadcasting Services Private Limited has applied to the MIB for seeking uplinking and downlinking permission for a Hindi General Entertainment Channel namely “Dholiya” targeting the states of Himachal Pradesh, Haryana and Punjab.

Our Company intends to launch a regional General Entertainment Channel in the name “DE DANA DAN” for which we have applied to the MIB for uplinking and downlinking permission, which is pending approval. We believe that regional markets play a pivotal role in the growth of M&E Industry considering India’s linguistic diversity. We intend to look for opportunities targeting various regions across India and strengthen our presence in those regions for which we alongwith our Subsidiaries have made applications to MIB for uplinking and downlinking permission for television channels “DE DANA DAN Mumbai”, “Hadippa”, “Asli Hindusthan” “Mastiii Plus”, and “Durdanto”, which is pending approval.

Launching our channels internationally

With the continuous thrust to expand our reach and viewer base, we intend to go international by launching our channels in overseas markets. We propose to launch “Mastiii” in the US, Canada, the Caribbean region, Middle East countries & South East Asia. We also propose to launch our other channels internationally in coming years. We intend to target mass Hindi speaking population residing in these countries.

In view of the above, our Company has entered into an Overseas Distribution Agreement dated September 10, 2011 with Ankh Media Konnect Private Limited as our exclusive authorized representative for overseas distribution of our TV channel Mastiii, the scope of work shall include promotion & marketing of our channel in the US, Canada and the Caribbean region. The said agreement is valid for a period of 8 years from the date of the agreement.

Brand building

We intend to increase our viewership and be the preferred choice of various viewer categories by providing them with innovative and creative skits well mixed with music. Further, we also intend to promote and strengthen our brands by cross promotions on television, radio, print and other mediums as well as through public relations efforts. We continuously try to create an appropriate programming mix to attract new viewers to our channels.

Maximising advertising revenue

We plan to maintain our focus on maximising advertising revenues by achieving better price realisations for advertising time, increasing inventory utilisation across our channels, offering more branding opportunities to advertisers, such as through sponsorships of programmes and offering customised advertising solutions as per client requirements, which include television advertising and event marketing.

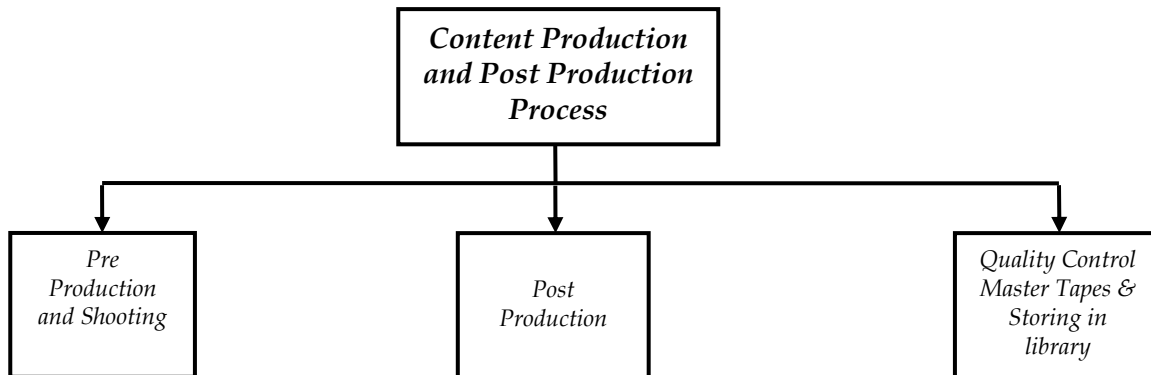
Creating multiple revenue model

We intend to diversify our revenue model by adding revenue generated through subscription i.e. DTH, IPTV, CAS etc. Subscription revenue market is expanding in India with shift from analogue distribution system to digital distribution system. To generate subscription revenue, we intend to convert our channels from Free to Air channels to pay channels. As a broadcaster, we can either tie up with existing bouquet operator and offer our channel as part of their bouquet or create our own bouquet and market it independently. Marketing and generating subscription revenue from any bouquet requires popular channels as part of the bouquet and also a strong sales team to negotiate and collect the subscription revenue generated.

We also intend to generate additional revenue streams through syndication of contents to other domestic or overseas channels, inflight entertainment to airlines, mobile and internet video market.

Content Production and Broadcasting process:

1. Content Production and Post Production Process



The content production and post production process includes the following:

a. Pre Production and Shooting:

The process of pre production begins with identification of content formats as per the requirement of the channel's genre. Based on the format, the creative team and the artists are finalized and budgets are prepared, which are approved by the management. Post budget approval, final rates are negotiated with various team members and artists and the contracts are finalized and executed. Simultaneously, the writers and directors finalise the scripts, the production team finalises the location, equipments, sets and other properties and also the supporting crew like spot boys, lightmen etc. The project then enters the production stage. Technically it includes audio video footage, i.e. shooting the programme scenes with cameras. The shots are recorded on the tapes in digital betacam format. These rush tapes are sent to post production department for editing and mixing etc.

b. Post Production :

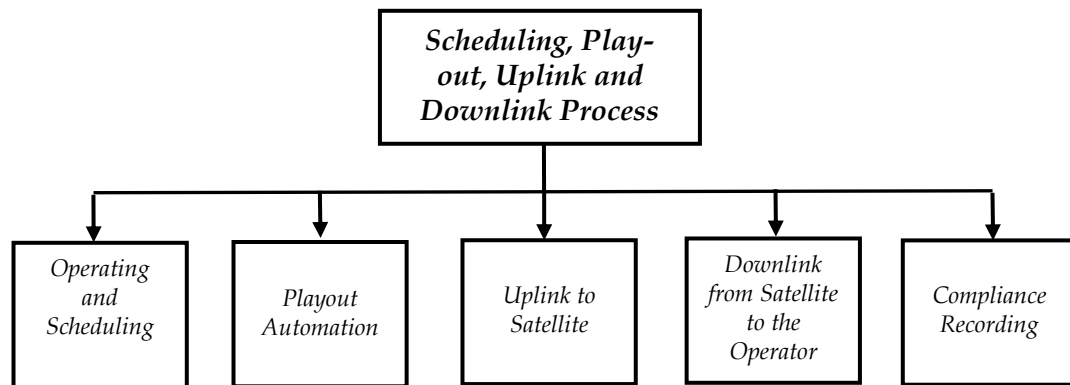
The post production process comprises capturing the audio video footage from rush tapes on to central storage server in digital format, editing to define the sequence in which the audio/video footage should be finally mastered, adding sound effects, music, digital video effects, titles and the transferring finished programs on to library master tapes.

c. Quality Control, Master Tapes & Storing in Library:

There is a separate department to ensure that the content produced meets the broadcast industry standards. After post production, two copies of tapes are made viz. "Broadcast Master" which carries two mixed audio tracks and "Unmixed Master" which carries music and voiceovers in two separate tracks. The Broadcast Master as well as Unmixed

Master is sent for quality check. They are played back in a Player and checked by technicians who are experts in broadcast quality checks. Run down cue sheets of approved content are made and passed on the tapes to library and cue sheet to operation department for scheduling. The library has modern space efficient collapsible storage system to keep all forms of linear tapes as well as all forms of digital drives. The storage area has high security, 24x7 temperature and humidity controlled environment. The library staff also maintains the meta data information (content relevant information) in computers for the purpose of easy and quick reference for the future.

2. *Scheduling, Payout, Uplinking and Downlinking Process*



a. Operations and Scheduling:

The content telecasted on any channel includes the main programming, promos of the various programs and commercial advertisements. The operation team prepares the payout list for the 24x7 telecast as per the format of the channel. This playlist contains second by second details of the content to be run consecutively. While it gets direction from programming department to schedule the programs and promos, the traffic management department gives directions on the scheduling of various advertisements to be run in commercial breaks as per the release orders accepted by the ad-sales team. The final playlist for each day is generated and sent to the Play-out station.

b. Payout Automation:

We are currently outsourcing the payout services from Essel Shyam Communication Limited (ESCL) for which we have entered into "Payout Service Agreement" on May 10, 2010 for a minimum period of three years. The services to be provided / supported by ESCL is payout of approved TV channel of our Company which have been specifically approved/permitted by the Ministry of Information and Broadcasting, Government of India. The agreement can be terminated by either party by giving 30 days prior written notice.

This process involves some essential equipment and software to work with the equipment.

Ingesting Station is PC with capture card and ingesting software. It is used for capturing audio / video footage and storing it in the video server so that it can be telecast. It provides for the addition of some valuable data along with the clip such as, clip ID, name, description, TC In, TC Out, date, house number, segment number, topic, author etc. Immediately upon finishing the ingest, the ingest station adds the clip to the Video Servers catalogue.

The Video Server plays the most central part in the Playout Automation Processes. It interfaces with the ingest station so that video footage captured by the ingest station can be stored in its storage system. It cues up and prepares clips so that the clips can be played out by the Playout Automation Software. It provides the backend engine to the Playout Automation Software to enable it to control external devices such as VTRs, switchers and logo Inserters.

Playout Automation Software: The essential elements of the Playout Automation Software include the playlist creation module, the control module and the continuity module. The playlist creation module allows the operator to create a playlist using the available footage in the catalogue. These may be programmes, promos, credit lines and commercials. When footage is still not available but needs to be scheduled, for example, in the case of deferred live programs, dummy entries are made in the playlist and they are replaced by the actual entries as soon as the required footage is ingested and updated in the catalogue.

On Air Switcher: Outputs of both Video Servers is sent to an “On-Air Switcher” which is controlled by the continuity of the main video server which switches to the other Video Server automatically in case of failure. Sometime automatic switching may not be possible in which case the operator can switch manually.

Graphics Station / Logo Inserter / Ticker Machine: The switcher gives its output to the graphics station/logo inserter/ticker machine as the case may be so that the channel branding and scrolls / tickers may be added. This output is then ready to be uplinked to satellite for broadcasting.

c. Uplinking Process:

The process of converting the signals to radio frequency signal and sending it to satellite is referred to as uplinking. A critical function of channel is that it requires high quality redundant equipments to keep running 24 hours. These equipments include encoders, multiplexers, modulators, upconverters, high performance amplifiers and antennas. Also the antennas require a tracking system to align the dish accurately for uplinking to the satellite.

We are currently outsourcing the uplinking facilities from Essel Shyam Communication Limited (ESCL) for which we have entered into “Uplinking Service Agreement” on August 22, 2009 for a minimum period of three years. The services to be provided / supported by ESCL is uplinking of approved TV channel of our Company which have been specifically approved / permitted by the Ministry of Information and Broadcasting, Government of India for uplinking. The agreement can be terminated by either party by giving 120 days prior written notice. We have to hire space capacity on satellite which receives signals uplinked by teleport and distribute the same to various cable operators and DTH operators. We have entered into an agreement with Essel Shyam Communication Limited (ESCL) for lease of space capacity on INSAT series satellites of ISRO for the said purpose.

d. Downlinking Process:

Downlinking is a process of receiving the radio frequency signal by using a satellite dish, decoding it and converting it to an audio video signal. The cable operator installs the dish

that points to the satellite to which the television channel is uplinking. The satellite dish receives the signal and provides it to a decoder that can decode the MPEG2 encrypted or free to air signal and convert it to an audio video signal. This signal is further distributed over the cable operators' and DTH operators' network.

e. Compliance Recording:

The downlink of the channel is recorded and the back copies are preserved as per MIB guidelines. For this purpose, the live feed is recorded on a Digital Disk Recorder for 24X7. The backup of the recording is taken on DVD copies and archived in the library for all future reference purposes.

Equipments required in the production process

We require certain equipments for our pre and post production activities. These equipments include cameras, digital players and recorders, non linear editing systems, graphics station, dubbing, sound and mixing stations etc.

Manpower

We believe that our ability to maintain growth depends to a large extent on our ability to attract, train, motivate and retain employees. As on September 15, 2011, our Company has 91 employees. The details of our employees are as under:

Sr. No.	Category	Total
1	Programming & Production	21
2	Operations	12
3	Sales & Marketing	22
4	Post Production & Graphics	17
5	Finance, Accounts & Legal	9
6	Information Technology	10
	Total	91

Except for certain consultants, artists, and spot boy/staff etc., we do not employ any part-time employees. We appoint various artists, music director, music composer, writers, anchors, music directors, music arranger, costume consultants, make-up artists, celebrity consultant, sound recorder, editor, graphic artist, technician, director of photography, art directors, etc. on fixed term contracts.

The employees of our Company are not members of any Trade/Workers Union. Till date we have not experienced any strike, lockout or go-slow.

Our existing and proposed marketing setup

We have marketing team, with existing relationships with major advertisers. Our marketing team comprises of professionals having varied media experience. The team works towards giving critical inputs for channel positioning also. We have our in house ad-sales team with presence in Mumbai, Bengaluru, Kolkata, Pune, Kanpur, Gurgaon and Indore. Our ad-sales team is headed by Mr. Hersh Bhandari having an experience of over 19 years in the advertising industry. We have our sales offices at Gurgaon, Mumbai and Bengaluru.

We intend to tie-up with local agencies having a good network, infrastructure and ability to strengthen our presence in the respective regions. We also intend to set up a marketing team which will analyse the international M&E industry on a regular basis and cater to the demands of the international markets.

Competition

The business we are engaged in i.e. content production and broadcasting is highly competitive on regional, national and international level. Although barriers to entry are high due to the cost involved, we still face additional competition from new entrants and from the existing players. Competition with the existing players is based on the content broadcasted on the channels.

Our principal competitors in Hindi music genre are 9xM, MTV, B4U Music, Channel V, Music India, E 24, Zoom, Zing, VH1 & ETC. As a result of competition, we have to continuously review our advertising sales strategy, increase our marketing, distribution & promotional cost and change our programming mix.

Our customers

Our major source of revenue is through sales of commercial air time on our channels to various customers. Our customers include advertising agencies and other clients which directly advertise with us.

Existing capacity and capacity utilization

Since we are not engaged into manufacturing activities, existing capacity and capacity utilization is not applicable to our Company.

Export obligation

At present, our Company does not have any export obligations.

Insurance Policies

Our Company maintains insurance against burglary (housebreaking) and standard fire and special perils for assets situated at our Registered Office and Gurgaon office and for the studio equipments located at the office of Essel Shyam Communication Limited at Noida, U.P.

Also, our Promoter Company, Sri Adhikari Brothers Television Network Ltd, has taken group personal accident policy and group health insurance policy for all the employees of our Company. The cost of the same is proportionately shared between SABTNL and our Company

All policies are subject to standard deductibles and coverage limitations.

Properties and Facilities

We have entered into a lease and license agreement for our Registered Office located at 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400053 having a total area of 3200 sq. ft. along with furniture and fixtures therein with our Promoter, Sri Adhikari Brothers Television Network Limited, for a period of five years commencing from May 15, 2011.

We have entered into a lease deed with Mr. Karanjit Singh Bajwa for our sales office located at

6th Floor, unit no. 611, Sun City Business Tower, Sector 54, Gurgaon (Haryana) having a covered area of 1072 sq. ft. along with fixtures and fittings which is valid for a period of three years commencing from June 21, 2011.

We have also taken on lease, premises situated at 4, Sukh Shanti, Plot No. 65, 8th Road, JVPD Scheme, Mumbai - 400049 having a total area of 250 sq. ft. along with all its common facilities and utilities for our sales office from one of our Directors, Mr. Gautam Adhikari for a period of five years commencing from June 1, 2011.

We have also entered into leave and license agreement for premises situated at 2nd Floor, Divyasree Chambers of Block A Wing, 11 O'Shaugnessy Road, Bengaluru-560025 having a super built-up area of 25060 sq. ft. along with all its common facilities and utilities for our business cum facility centre from M/s Vatika Hospitality Private Limited for a period of eleven months commencing from August 1, 2011.

We do not own any immovable properties in the name of our Company and only have leasehold / licensee rights to the properties as stated hereinabove.


Purchase of Property

Except as stated in section titled "Objects of the Issue" on the page no. 33 of this Draft Red Herring Prospectus, there is no property which our Company has purchased or acquired or propose to purchase or acquire which is to be paid wholly, or in part, from the net proceeds of the Issue or the purchase or acquisition of which has not been completed as on the date of this Draft Red Herring Prospectus, other than property:



- the contract for the purchase or acquisition whereof was entered into in the ordinary course of the business, the contract not being made in contemplation of this Issue, nor the Issue in contemplation of the contract; or
- In respect of which the purchase money is not material. Except as stated in the section titled "Related Party Transactions" appearing on page no. 150 of this Draft Red Herring Prospectus, our Company has not purchased any property in which any Directors, have any direct or indirect interest in any payment made thereof.

Intellectual Property Rights


a) Our Company has the following trademarks registered in its name. The trademark registrations are issued by the Trademark Registry, Mumbai and are valid for a period of 10 years unless renewed;

Name of the trademark	Date of the issue of Certificate of Registration	Registration number	Class
	March 12, 2011	1875028	36
		1875029	38

b) Pending Applications filed for registration of Trademark

Name of the trademark	Date of the application	Application number	Class	Current Status
DE DANA DAN	January 31, 2011	2092105	35	Pending. The formalities check has been completed.
		2092106	38	
		2092107	41	
	July 23, 2010	1997946	09	Pending. The said application has been Marked for Examination
		1997947	16	The application was objected by Trade Marks Registry, Mumbai on February 1, 2011 and our Company filed its reply for the said objection on September 5, 2011*
		1997948	18	Pending. The said applications have been Marked for Examination
		1997949	25	
		1997950	35	
		1997951	38	
		1997952	41	
	October 21, 2009	1875025	09	Advertised Before Acceptance
		1875026	16	The Application was objected by Trade Marks Registry, Mumbai on August 16, 2010 and our Company had filed its reply for the said objection on November 23, 2010.*
		1875027	35	The application was objected by Trade Marks Registry, Mumbai on August 12, 2010 and our Company had filed its reply for the said objection on December 10, 2010*
		1875030	41	The application was objected by Trade Marks Registry, Mumbai on August 12, 2010 and our Company had filed its reply for the said objection on December 10, 2010*

* a) In each of the replies dated November 23, 2010 for Application No. 1875026, dated December 10, 2010 for Application Nos. 1875027 & 1875030 and dated September 5, 2011 for

Application No. 1997947, our Company has submitted that the subject mark "Mastiii"  is unique, stylized and distinctive and is not of nature so as to cause confusion amongst public and can be easily distinguished from the other marks cited in the examination report based on which the registry has raised objections.

b) In the event, objection proceedings are successful, the registrar of Trademarks will not grant a certificate of registration to our Company

Regulations and Policies

The following description is a summary of various sector-specific laws and regulations in India, which are applicable to our Company. The information below has been obtained from publications in the public domain. It may not be exhaustive, and is only intended to provide general information and is neither designed nor intended to substitute for professional legal advice.

A. Foreign Investment Regulations

As per the current FDI Policy-2011 as notified w.e.f April 1, 2011, Foreign investments are permitted in the television broadcasting industry for a company involved in uplinking of non-news and current affairs TV channel up to 100% subject to the prior approval from the FIPB and guidelines issued by the MIB in relation to the television broadcasting industry.

B. The Indian Telegraph Act, 1885

The Indian Telegraph Act, 1885 (the “Telegraph Act”) is the principal legislation governing broadcasting services in India. Although the broadcasting industry was not specifically contemplated at the time the Telegraph Act was drafted, courts in India have held that the provisions of the Telegraph Act are also applicable to radio broadcasting. A “telegraph” has been defined as any appliance, instrument, material or apparatus used or capable of use for transmission or reception of signs, signals, images and sounds or intelligence of any nature by wire, visual or other electro-magnetic emissions, radio waves, Hertzian waves, galvanic, electric or magnetic means. The Telegraph Act provides that the Central Government may grant a license, on such conditions and in consideration of such payments as it thinks fit, to any person to establish, maintain or work a telegraph within any part of India.

C. The Indian Wireless Telegraphy Act, 1933

The Indian Wireless Telegraphy Act, 1933 (the “Wireless Act”) covers all forms of “wireless communication”, which means any transmission, omission or reception of signs, signals, writing, images and sounds, or intelligence of any nature by means of electricity, magnetism, or radio waves or Hertzian waves, without the use of wires or other continuous electrical conductors between the transmitting and the receiving apparatus. The Wireless Act stipulates that no person shall possess wireless telegraphy apparatus without obtaining a license in respect thereof under the Wireless Act. The Wireless Act further provides that the telegraphy authority constituted under the Telegraph Act shall be the authority competent to issue licenses to possess wireless telegraphy apparatus under the Wireless Act, and may issue licenses in such manner, on such conditions and subject to such payments, as may be prescribed.

D. Telecom Regulatory Authority of India Act (TRAI), 1997

The Telecom Regulatory Authority Act, 1997 (the “TRAI Act”) was enacted to provide for the establishment of the Telecom Regulatory Authority of India and the Telecom Disputes Settlement and Appellate Tribunal and to regulate telecommunication services. Pursuant to its Notification No. S.O. 444(E) dated January 9, 2004, the Government notified broadcasting and cable services also as a part of telecommunication services under Section 2(i)(k) of the TRAI Act. As per the TRAI Act, the TRAI is empowered to make recommendations to the Central Government to issue licenses to new service providers, impose terms and conditions of licenses, its revocation etc. The functions to be discharged by the TRAI include ensuring compliance with the terms and conditions of licenses,

regulating revenue sharing arrangements among service providers, specifying terms, define parameters for regulating maximum time for advertisements in pay channels, etc.

E. TRAI Regulations

1. **The Register of Interconnect Agreements (Broadcasting and Cable Services) Regulation, 2004.**

These regulations apply to all broadcasters, direct to home operators, head ends in the sky operators, multi system operators, cable operators, DTH Service providers and all agreements entered between/amongst such parties and provide that all broadcasters shall register with the Authority interconnect agreements entered into by them or modifications/amendments thereto with the Authority within 30 days of execution of such agreement. It further provides for a quarterly updation on April 30, July 31, October 31 and January 31 of the calendar year for the modification/ amendments made in all interconnect agreements as well as new interconnect agreements during the preceding quarter.

2. **The Telecommunication (Broadcasting and Cable Services) Interconnection Regulation, 2004"**

The Regulations inter-alia provide that no broadcaster shall enter into exclusive contracts for distribution of its TV channels and such channels must be available to all cable operator, direct to home operator, multi system operator, head ends in the sky operator, who are ready to transmit and distribute the channel as per the terms and conditions imposed by the broadcaster. Further no broadcaster or multi system operator shall disconnect the TV channel signals to a distributor of TV channels without giving *one month* notice indicating the brief reasons for the proposed action. In case, the distributor is re-transmitting the signal without authorization, 2 days notice shall be given providing reasons for disconnection of service. The Interconnection Regulation Amendment provides that any broadcaster of a Free-To-Air channel that intends to convert its channel to a pay channel, or vice-versa, must inform TRAI and give notice to the public one month before the scheduled conversion date. It is mandatory for the broadcasters to offer pay channels on *a-la-carte* basis to DTH operators apart from offering it in bouquets.

3. **The Standards of Quality of Service (Broadcasting and Cable services) (Cable Television - CAS Areas) Regulation, 2006**

TRAI in furtherance to the powers under Cable Television Networks (Regulation) Act, 1995, has passed the said notification under which it is obligatory for every multi system operator / cable operator to transmit or retransmit programmes of any pay channel through an addressable system, Cable operators /MSOs shall devise formats of applications in bilingual mode (including one local language), for all subscribers of pay channels to take a set top box, to return a set top box, to shift or transfer and to seek connection, disconnection or reconnection of cable service. Each cable operator/MSO must maintain a customer service center or help desk 24 hours a day, 7 days a week. The cable operators must provide for customized bills and the subscribers must pay the bill within 7 working days, in default whereof an interest rate of 15% p.a shall be applicable.

F. Uplinking Guidelines issued by Ministry of Information & Broadcasting

On December 2, 2005 the MIB consolidated and promulgated the existing guidelines and issued new guidelines in supersession of all previous guidelines. The key features of the Uplinking Guidelines are as follows:

1. To set up uplinking hubs/ teleports, the company must be incorporated in India and its foreign equity holding, including NRI/ OCB/ PIO, should not exceed 49%.
2. The Company which owns the teleport/uplinking hub shall only uplink those channels which are duly approved by the Ministry of Information & Broadcasting and MIB grants a permission for 10 years to such industries.
3. For a Company to be able to uplink a non-news or current affairs TV Channel, it must be incorporated in India and must have a minimum net worth of ₹ 100 lakhs.
4. For a Company to be able to uplink a news or current affairs TV Channel, Equity holding of the largest Indian shareholder should be at least 51% of the total equity, excluding the equity held by public sector banks and public financial institutions as defined in Section 4A of the Companies Act and must have minimum net worth of ₹ 200 lakhs. Foreign shareholding, including FDI/ FII/ NRI investments, should not exceed 26% of the paid up equity of the company. However, an entity making a portfolio investment in the form of FII/ NRIs deposits shall not be persons acting in concert with FDI investors, as defined in the Takeover Code.
5. At least three-fourth of the directors of the company and all key executives and editorial staff should be resident Indians. The company must have complete management control, operational independence and control over its resources and assets and must have adequate financial strength for running a news and current affairs television channel. The CEO of the company, known by any designation, and/ or head of the channel, should be a resident Indian.
6. The company must get a registration for each channel to be aired by it in accordance with Downlinking Guidelines notified by the Ministry of Information & Broadcasting separately.
7. In case a company uplinks inappropriate content, the permission granted shall be revoked and the company shall be disqualified to hold any such permission for a period of five years.

G. Downlinking Guidelines issued by Ministry of Information & Broadcasting

Ministry of Information & Broadcasting, formulated policy guidelines for downlinking all satellite television channels downlinked / received / transmitted and re-transmitted in India for public viewing. Consequently, no person/entity shall downlink a channel, which has not been registered by the Ministry under these guidelines or obtained necessary permissions thereto. The following are the salient features of the guidelines:

1. The applicant company must be registered in India and must satisfy the minimum net worth requirement and should either own the channel it wants to be downlinked or enjoy exclusive marketing/distribution rights for it -- including rights to the advertising and subscription revenues for the channel. Only registered channels can be downlinked.
2. The Ministry of Information & Broadcasting shall grant registration to each channel for being downlinked for an initial period of 5 years, which shall be extendable. Permission

for downlinking such channel may be granted for a year or more, co-terminus with the registration period for the channel being permitted to be downlinked.

3. The Company permitted to downlink registered channels needs to comply with the Programme and Advertising Code prescribed under the Cable Television Networks (Regulation) Act, 1995.
4. The applicant company shall provide Satellite TV Channel signal reception decoders only to MSOs/Cable operators registered under the Cable Television Networks (Regulation) Act, 1995. The applicant company shall keep a record of programmes downlinked for a period of 90 days and to produce the same before any agency of the Government as and when required.

H. TRAI-Tariff Orders

1. **Telecommunication (Broadcasting And Cable) Services Tariff Order dated August 31, 2006 as last amended by (Third) (CAS Areas) Tariff (Third Amendment) Order, 2008 dated December 26, 2008.**

TRAI, vide the Telecommunication (Broadcasting and Cable) Services (Third) (CAS Areas) Tariff Order, 2006 (6 of 2006) dated August 31, 2006, laid down the ceilings on charges that can be charged by the service providers from a subscriber for basic service tier, tariff for supply of set-top boxes and ceiling of maximum retail prices for pay channels in respect of areas notified by the Government under conditional access system in Delhi, Mumbai, Kolkata under Cable Television Networks (Regulation) Act, 1995. However, broadcasters are free to fix prices of individual pay channels within this ceiling. In the event a broadcaster changes from a pay channel to free to air channel or vice-versa, the broadcaster would have to inform TRAI and provide a public notice of one month. Further, vide last amendment dated December 26, 2008, it is provided that every multi system operator / cable operator in a CAS area shall compulsorily offer to the subscribers two Standard Tariff Packages (STPs) for set top boxes (STB).

2. **The Telecommunication (Broadcasting And Cable Services) Second Tariff Order 2004 dated October 1, 2004 last amended by (Ninth Amendment) Order, 2008 dated December 26, 2008**

In 2004, TRAI had issued the Telecommunication (Broadcasting and cable) Services (Second) Tariff Order 2004 for cable services, wherein cable charges excluding taxes, payable by Cable Subscribers to Cable Operators, Cable Operators to Multi System Operators/ broadcasters (including their authorised distribution agencies), Multi System Operators to Broadcasters (including their authorised distribution agencies) have been fixed.

3. **The Telecommunication (Broadcasting And Cable) Services (Fourth) (Addressable Systems), 2010 tariff order dated July 21, 2010**

As per the said tariff order, every broadcaster is mandated to offer its pay channels on ala-carte basis to distributors of TV channels as well as the final subscribers using addressable systems, and specify the ala-carte rate for each pay channel. Over and above the aforesaid, the broadcaster can choose to offer bouquet of pay channels or pay and Free to Air, provided that in both the cases of a ala-carte offer or a bouquet offer, the charges payable for use of addressable systems shall not exceed thirty five per cent of

the ala-carte rate of the channel/bouquet rate of the channel as specified by the broadcaster for non-addressable systems. Broadcaster may specify a minimum subscription period, not exceeding 3 months, in case a subscriber chooses a ala-carte subscription.

I. The Cable Television Networks (Regulation) Act, 1995 and The Cable Television Network Rules, 1994

Cable Networks Act was introduced to ensure regulatory certainty to the cable market. Section 3 of the Act mandates that a cable television network can be operated only by a registered cable operator. The Act further empowers and authorises a government officer to seize a cable operator's equipment if the officer has reason to believe that the cable operator is functioning without proper registration. The Rules were enacted under the Cable Television Networks (Regulation) Ordinance, 1994. The Programme Code of the Cable Television Network Rules lays down restrictions on the content of both programmes and advertisements that can be shown on cable TV. These restrictions contemplate that no programs can be telecasted which inter alia offends against good taste, decency, contains criticism of friendly countries or attacks religious/communal beliefs and attitudes, contains anything obscene, defamatory, deliberate, etc. or is likely to encourage violence or promote anti-national attitudes, contains anything amounting to contempt of court, criticises, maligns public and moral life of the country, etc. Further, the Advertising Code in the Cable Network Rules contemplated that all advertising carried in the cable service have to conform to the laws of the country and should not offend morality, decency and religious susceptibilities of the subscribers.

J. Proposed Legislation to Regulate Broadcasting Services

The Broadcast Bill as introduced in 2007 seeks to prohibit a person from providing any television services without obtaining a license for such service. The Bill further envisages the Broadcasting Regulatory Authority of India (BRAI) and a Public Service Broadcasting Council to be established so as to replace TRAI and MIB as the authority responsible for the regulation of all aspects of the television industry. It seeks to regulation competition provisions which will prevent monopolies in the broadcast media, impose certain public service requirements on all broadcasters and to put in place a pre-censorship mechanism through a Content Code.

K. Draft Self Regulation Guidelines for the Broadcasting Sector The Self Regulation Guidelines for the Broadcasting Sector, 2008

The Self Regulation Guidelines sets out principles, guidelines and ethical practices which shall guide the broadcasting service provider in offering their programming services in India so as to conform to the Certification Rules prescribed in the Cable Television Networks (Regulations) Act, 1995 irrespective of the medium/ platform used for broadcasting of the program. The principles in these guidelines are sought to be implemented at the first instance through a self regulatory mechanism of the broadcasting service provider which shall be subject to a time bound default/ grievance redressal mechanism which shall function under the guidance of the BRAI. In these guidelines, a second tier of self regulation is specified at the industry level which sets out responsibilities in the areas of broadcast of advertisements and programs.

L. Constitution of District Monitoring Committee and State Level Monitoring Committee

The Ministry of Information & Broadcasting, by an order dated February 19, 2008, has constituted District Monitoring Committees and State Level Monitoring Committees for private television channels. The District Monitoring Committee provides for, among other functions, a forum where any member of the public can lodge a complaint regarding content aired over cable television and take action on the same as per the prescribed procedure. The functions of the State Level Monitoring Committee include recommending action and forwarding complaints against satellite channels (national channels) to the Ministry of Information & Broadcasting through the Chief Secretary of the State in cases of violation of the Government's orders on the Programme and Advertising Codes.

M. Legislations governing dissemination of information

The following legislations regulate the dissemination and publication of various kinds and categories of information, and prescribes consequences for non-compliance therewith:

1. Contempt of Courts Act, 1971;
2. Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954;
3. Emblems and Names (Prevention of Improper Use) Act, 1950 and the rules thereunder;
4. Indecent Representation of Women (Prohibition) Act, 1986;
5. Juvenile Justice (Care and Protection of Children) Act, 2000;
6. Prize Chits and Money Circulation Schemes (Banning) Act, 1978;
7. Prize Competition Act, 1955;
8. Indian Penal Code, 1860;
9. Consumer Protection Act, 1986;
10. Official Secrets Act, 1923;
11. Protection of Civil Rights Act, 1955; and
12. Young Persons (Harmful Publications) Act, 1956.

N. Other legislations/regulations/guidelines relevant to the business of the Company:

1. Guidelines for Obtaining License for Providing Direct-To-Home (DTH) Broadcasting Service in India
2. Guidelines For Provisioning of Internet Protocol Television (IPTV) Services, 2006
3. The Copyright Act, 1957
4. The Trade Marks Act, 1999
5. The Information Technology Act, 2000
6. Employees' Provident Funds and Miscellaneous Provisions Act, 1952
7. Shops and Establishments Act of the relevant state
8. Contract Labour (Regulation and Abolition) Act, 1970
9. Minimum Wages Act, 1948
10. Payment of Wages Act, 1936
11. Workmen's Compensation Act, 1923
12. Maternity Benefit Act, 1961

History and Certain Corporate Matters

Our Company was originally incorporated as a private limited company with the name TV Vision Private Limited on July 30, 2007 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. It was converted into a public limited company under the name TV Vision Limited pursuant to a shareholders' resolution dated June 13, 2011 and a fresh certificate of incorporation pursuant to the change of name was issued by the RoC on June 23, 2011.

We are engaged in the business of broadcasting and content production. Our Company is a wholly owned subsidiary of SABTNL which has an experience of more than 16 years in the Indian M&E industry. SABTNL is engaged in the business of content production and syndication.

Our Company launched a Music and Comedy Channel viz. "Mastiii" in July, 2010. The commercial operation of the channel was started from September, 2010. Our programming involves comedy gags interwoven with Hindi songs. Based on the viewer's profile during different time bands, our channel telecasts a mix of old and new Hindi songs. It offers a mix of Hindi music with comic satire & skits in various formats such as gags, jokes, spoofs etc. Typically, Hindi songs telecasted by us are licensed from third parties while the comedy gags are produced in-house and acquired from third parties. We have engaged various artists, script writers, directors & technicians who help us in producing quality content to attract viewership. Our Company entered into share purchase agreements with SABTNL on July 1, 2011 for acquisition of 100% issued, subscribed and paid up equity share capital of HHP Broadcasting Services Private Limited, UBJ Broadcasting Private Limited and MPCR Broadcasting Service Private Limited thereby making them our wholly owned Subsidiaries with effect from August 1, 2011.

While "Mastiii" is positioned as a pan-India channel with a view to penetrate across the whole M&E industry in India, the channels launched/in the process of launching by our Subsidiaries target the audience of specific regions of India.

Awards received by our Company

Our channel "Mastiii" has received Indian Television Academy Award for the Best Interstitial (Gags) on September 25, 2011 for one of its shows "Tedhi Medhi Baatein".

Major events of our Company

Period	Events
July, 2007	Incorporation of TV Vision Private Limited
November, 2008	Acquisition of 99.98% equity share capital by SABTNL
October, 2009	Acquisition by SABTNL of balance 2 Equity Shares held by Mr. Gautam Adhikari and Mr. Markand Adhikari thereby making our Company SABTNL's wholly owned subsidiary
May, 2010	Our Company received the permission from Ministry of Information & Broadcasting for uplinking and downlinking "Mastiii"

June, 2010	Our Company received license from Ministry of Information & Broadcasting, Department of Telecommunication for the television channel "Mastiii"
July, 2010	Launched the music & comedy television channel "Mastiii"
September, 2010	Commencement of commercial operations of television channel "Mastiii"
June, 2011	Conversion into a public limited company
August, 2011	Pursuant to share purchase agreements with SABTNL dated July 1, 2011, MPCR Broadcasting Service Private Limited, HHP Broadcasting Services Private Limited and UBJ Broadcasting Private Limited became our wholly owned Subsidiaries

Main objects of our Company

The main objects of our Company as mentioned in the Memorandum and Articles of Association of our Company are reproduced herein below:

1. To carry on the business of Communications, media, by any means including with the advanced techniques of Computer technology and to design, develop, maintain, market, buy, import, export, sell, Media, organizing celebrity management, media endorsement, star Appearance, Corporate Launches, entertainment programs, film branding, event management, corporate events, promotion, fashion shows, road shows, festivals, exhibition, trade fairs, electronic media designing and providing online support services for related business, processes and activities and providing information technology support service.
2. To carry on the business of production of television programmes, television serials, films, news based programmes, current affair programmes, talk shows, chat shows, game shows and any other entertainment based content, programmes in different Indian & other regional languages to broadcast on satellite television, cable, broadband, web, internet, radio and any other broadcast medium and to print, publish, sale and market newspapers, magazines and any other print form of content publication in regional languages and to deal in establishing, maintaining and managing studios, television channels and film production equipment and facilities, producing, buying, selling, import and export of content and information in print, audio, video and any other form and also to carry on business as broadcasters, channel operators, publishers in India and abroad.

The main objects clause and the objects incidental or ancillary to main objects clause of the Memorandum of Association of our Company enables us to undertake activities for which funds are being raised in this Issue. The existing activities of our Company are in accordance with the objects clause of our Memorandum of Association.

Changes in the Registered Office of our Company

Period	Address	Reason for change
Since Incorporation till November 19, 2008	Adhikari Chamber, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400053, Maharashtra	-

From November 20, 2008 to March 16, 2010	3-4 Sukh Shanti, 8 th Road, JVPD Scheme, Vile Parle (West), Mumbai - 400049, Maharashtra	Operational convenience
From March 17, 2010 to May 13, 2011	Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400053, Maharashtra	Operational convenience
May 14, 2011 till date	4 th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400053, Maharashtra	No change in Registered Office per se. A new form 18 was filed with RoC to clarify the floor on which the office is situated in Adhikari Chambers.

Changes in Memorandum of Association of our Company

Date of change	Nature of Amendment
August 1, 2009	Increased from ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹ 10/- each to ₹ 6,75,00,000/- divided into 67,50,000 Equity Shares of ₹ 10/- each
October 15, 2009	Increased from ₹ 6,75,00,000/- divided into 67,50,000 Equity Shares of ₹ 10/- each to ₹ 10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹ 10/- each
March 30, 2010	Increased from ₹ 10,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹ 10/- each to ₹ 13,50,00,000/- divided into 1,35,00,000 Equity Shares of ₹ 10/- each
December 11, 2010	Increased from ₹ 13,50,00,000/- divided into 1,35,00,000 Equity Shares of ₹ 10/- each to ₹ 20,00,00,000/- divided into 2,00,00,000 Equity Shares of ₹ 10/- each
May 5, 2011	Increased from ₹ 20,00,00,000/- divided into 2,00,00,000 Equity Shares of ₹ 10/- each to ₹ 25,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹ 10/- each
May 10, 2011	Increased from ₹ 25,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹ 10/- each to ₹ 30,00,00,000/- divided into 3,00,00,000 Equity Shares of ₹ 10/- each
June 13, 2011	Conversion of company into public limited company and consequent change in the name clause
July 1, 2011	Increased from ₹ 30,00,00,000/- divided into 3,00,00,000 Equity Shares of ₹ 10/- each to ₹ 55,00,00,000/- divided into 5,50,00,000 Equity Shares of ₹ 10/- each

Our Holding Company

Our Promoter, SABTNL is also our Holding Company. For further details of SABTNL, please refer to section titled "Our Promoter" on page no. 114 of this Draft Red Herring Prospectus.

Recent Acquisitions

Other than equity investment in normal course of business, except as mentioned below, our Company has not made any other acquisitions in the recent past.

Our Subsidiaries

1. UBJ Broadcasting Private Limited

Nature of Activity	The company is engaged into broadcasting of television channel and has launched a Hindi General Entertainment Channel in the name of "Dhamaal" in the month of May, 2011		
Date of Incorporation	December 24, 2009		
Registered Office address	Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053		
Name of the Directors	1. Mr. Gautam Adhikari 2. Mr. Markand Adhikari		
Capital Structure	Authorised Capital (₹ in Lakhs)	Issued, subscribed and paid-up capital (₹ in Lakhs)	
	850.00	850.00	
Shareholding Pattern	Name of the Shareholder	No. of Shares (Face Value of ₹ 10/- each)	% of Shareholding
	TV Vision Limited	85,00,000*	100.00
	Total	85,00,000	100.00

* Out of 85,00,000 Equity Shares held by our Company, 2 Equity Shares in total are held by Mr. Gautam Adhikari and Mr. Markand Adhikari as nominee shareholders of our Company, to comply with the minimum requirement of two shareholders in a private limited company. The beneficial interest, voting and dividend rights are held by our Company.

For financial information, kindly refer to the section "Financial Statements of our Company" appearing on page no. 130 of this Draft Red Herring Prospectus.

UBJ Broadcasting Private Limited is neither listed at any Stock Exchange nor does it have any subsidiary. It has not come out with any public or right issue in the preceding three years. It has not become a sick company within the meaning of SICA and is not under winding up.

2. HHP Broadcasting Services Private Limited

Nature of Activity	The company is engaged into broadcasting of television channels and has recently launched a Hindi General Entertainment Channel in the name of "Dabangg" in the month of May, 2011		
Date of Incorporation	December 24, 2009		
Registered Office address	Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053		
Name of the Directors	1. Mr. Gautam Adhikari 2. Mr. Markand Adhikari		
Capital Structure	Authorised Capital (₹ in Lakhs)	Issued, subscribed and paid-up capital (₹ in Lakhs)	
	1,350.00	1,350.00	

Shareholding Pattern	Name of the Shareholder	No. of Shares (Face Value of ₹ 10/- each)	% of Shareholding
	TV Vision Limited	135,00,000*	100.00
	Total	135,00,000	100.00

* Out of 1,35,00,000 Equity Shares held by our Company, 2 Equity Shares in total are held by Mr. Gautam Adhikari and Mr. Markand Adhikari as nominee shareholders of our Company, to comply with the minimum requirement of two shareholders in a private limited company. The beneficial interest, voting and dividend rights are held by our Company.

For financial information, kindly refer to the section “Financial Statements of our Company” appearing on page no. 130 of this Draft Red Herring Prospectus.

HHP Broadcasting Services Private Limited is neither listed at any Stock Exchange nor does it have any subsidiary. It has not come out with any public or right issue in the preceding three years. It has not become a sick company within the meaning of SICA and is not under winding up.

3. MPCR Broadcasting Service Private Limited

Nature of Activity	The company is engaged into broadcasting of television channel and is in the process of launching a Hindi General Entertainment Channel in the name of “Dhamakaa”. The company has applied to MIB for change in name of the television channel to “Mauj Mastiii” pursuant to an application dated July 19, 2011, which is pending as on the date of this Draft Red Herring Prospectus.		
Date of Incorporation	December 24, 2009		
Registered Office address	Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053		
Name of the Directors	1. Mr. Gautam Adhikari 2. Mr. Markand Adhikari		
Capital Structure	Authorised Capital (₹ in Lakhs)	Issued, subscribed and paid-up capital (₹ in Lakhs)	
	850.00	850.00	
Shareholding Pattern	Name of the Shareholder	No. of Shares (Face Value of ₹ 10/- each)	% of Shareholding
	TV Vision Limited	85,00,000*	100.00
	Total	85,00,000	100.00

* Out of 85,00,000 Equity Shares held by our Company, 2 Equity Shares in total are held by Mr. Gautam Adhikari and Mr. Markand Adhikari as nominee shareholders of our Company, to comply with the minimum requirement of two shareholders in a private limited company. The beneficial interest, voting and dividend rights are held by our Company.

For financial information, kindly refer to the section “Financial Statements of our Company” appearing on page no. 130 of this Draft Red Herring Prospectus.

MPCR Broadcasting Service Private Limited is neither listed at any Stock Exchange nor does it have any subsidiary. It has not come out with any public or right issue in the preceding three years. It has not become a sick company within the meaning of SICA and is not under winding up.

Injunction or restraining order

Our Company is not operating under any injunction or restraining order.

Revaluation of Assets

Our Company has not revalued its assets since its incorporation.

Shareholders

As on the date of this Draft Red Herring Prospectus, the total number of holders of Equity Shares is 7 (including 6 shareholders holding Shares as nominees of our Promoter i.e. Sri Adhikari Brothers Television Network Limited). For further details in relation to our current shareholding pattern, refer to the section titled "Capital Structure" on page no. 22 of this Draft Red Herring Prospectus.

Shareholders Agreement

There are no subsisting shareholders agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

Other agreements

1. Share Purchase Agreement between Sri Adhikari Brothers Television Network Limited and TV Vision Limited for purchase of Equity Shares of MPCR Broadcasting Service Private Limited.

Pursuant to the Share Purchase Agreement dated July 1, 2011 entered between our Company (hereinafter referred to as the "Acquirer") and Sri Adhikari Brothers Television Network Limited, shareholder of MPCR Broadcasting Service Private Limited (hereinafter referred to as the "Seller"), our Company has acquired 85,00,000 fully paid up Equity Shares of ₹ 10/- each from the Seller, constituting 100% of the issued, subscribed and paid up share capital of MPCR Broadcasting Service Private Limited aggregating to ₹ 850.00 lakhs thereby making it our wholly owned subsidiary with effect from August 1, 2011.

2. Share Purchase Agreement between Sri Adhikari Brothers Television Network Limited and TV Vision Limited for purchase of Equity Shares of UBJ Broadcasting Private Limited.

Pursuant to the Share Purchase Agreement dated July 1, 2011 entered between our Company (hereinafter referred to as the "Acquirer") and Sri Adhikari Brothers Television Network Limited, shareholder of UBJ Broadcasting Private Limited (hereinafter referred to as the "Seller"), our Company has acquired 85,00,000 fully paid up Equity Shares of ₹ 10/- each from the Seller, constituting 100% of the issued, subscribed and paid up share capital of UBJ Broadcasting Private Limited aggregating to ₹ 850.00 lakhs thereby making it our wholly owned subsidiary with effect from August 1, 2011.

3. *Share Purchase Agreement between Sri Adhikari Brothers Television Network Limited and TV Vision Limited for purchase of Equity Shares of HHP Broadcasting Services Private Limited.*

Pursuant to the Share Purchase Agreement dated July 1, 2011 entered between our Company (hereinafter referred to as the “Acquirer”) and Sri Adhikari Brothers Television Network Limited, shareholder of HHP Broadcasting Services Private Limited (hereinafter referred to as the “Seller”), our Company has acquired 85,00,000 fully paid up Equity Shares of ₹ 10/- each from the Seller, constituting 100% of the issued, subscribed and paid up share capital of HHP Broadcasting Services Private Limited aggregating to ₹ 850.00 lakhs thereby making it our wholly owned subsidiary with effect from August 1, 2011.

Except as disclosed in this Draft Red Herring Prospectus, there are no material agreements, apart from those entered into in the ordinary course of business carried on or intended to be carried on by us and there are no material agreements entered into more than two years before the date of this DRHP.

Strategic Partners

Presently, our Company does not have any strategic partners.

Financial Partners

Presently, our Company does not have any financial partners.

Our Management

In accordance with Article 169(a) of the Articles of Association of our Company, we cannot have less than three (3) and more than twelve (12) Directors. Presently, we have four Directors on our Board which include Managing Director, one Non- Executive Director and two Independent Directors.

The following table sets forth details regarding our Board of Directors as on the date of filing of this Draft Red Herring Prospectus:

Name, Father's Name, Designation, Address, Director Identification Number, Occupation & Nationality	Age (years)	Date of Appointment and Term	Other Directorships/ Interests
<p>Mr. Gautam Adhikari (S/o Mr. Navnitlal Adhikari)</p> <p><i>Designation:</i> Chairman (Non Executive Non Independent Director)</p> <p><i>Address:</i> Adhikari Villa, Hatkesh CHS, JVPD Scheme, Vile Parle (West), Mumbai- 400056</p> <p><i>DIN:</i> 00026444</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p>	61	<p>Since incorporation</p> <p>Liab to retire by rotation</p>	<p>Directorships</p> <ul style="list-style-type: none"> • Sri Adhikari Brothers Television Network Limited • Cinema Today Private Limited • Mastiiidotcom Entertainment Private Limited • Sri Adhikari Brothers Assets Holding Private Limited • Regional Broadcasters Private Limited • Dream Merchant Cinema Private Limited • MPCR Broadcasting Service Private Limited • UBJ Broadcasting Private Limited • HHP Broadcasting Services Private Limited • Infra Projects Vision Private Limited • Kartavyaa Publication Private Limited • Westwind Realtors Private Limited
<p>Mr. Markand Adhikari (S/o Mr. Navnitlal Adhikari)</p> <p><i>Designation:</i> Managing Director</p> <p><i>Address:</i> Adhikari Villa, Hatkesh CHS, JVPD Scheme, Vile Parle (West), Mumbai- 400056</p> <p><i>DIN:</i> 00032016</p> <p><i>Occupation:</i> Business</p>	54	<p>Since Incorporation</p> <p>Appointed as Managing Director on June 1, 2010 for a period of 5 years</p>	<p>Directorships</p> <ul style="list-style-type: none"> • Sri Adhikari Brothers Television Network Limited • Cinema Today Private Limited • Sri Adhikari Brothers Assets Holding Private Limited • Mastiiidotcom Entertainment Private Limited • Regional Broadcasters Private Limited • Dream Merchant Cinema Private

<p><i>Nationality:</i> Indian</p>		<p>Not Liable to retire by rotation</p>	<p>Limited</p> <ul style="list-style-type: none"> • MPCR Broadcasting Service Private Limited • UBJ Broadcasting Private Limited • HHP Broadcasting Services Private Limited • Infra Projects Vision Private Limited • Westwind Realtors Private Limited • Kartavyaa Publication Private Limited
<p>Mr. Arunkumar Khakhar* (S/o Mr. Dhirajlal Khakhar)</p> <p><i>Designation:</i> Non Executive Independent Director</p> <p><i>Address:</i> 1st Floor, Khakhar House, Jai Jawan Lane, Malad (East), Mumbai- 400097</p> <p><i>DIN:</i> 00026746</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p>	<p>60</p>	<p>May 14, 2011</p> <p>Liabile to retire by rotation</p>	<p><i>Directorships</i></p> <ul style="list-style-type: none"> • Hotel Shashi Private Limited • Sri Adhikari Brothers Television Network Limited <p><i>Partnerships</i></p> <ul style="list-style-type: none"> • Khakhar Constructions • Khakhar Properties
<p>Mr. Prasannakumar Gawde* (S/o Mr. Baliram Gawde)</p> <p><i>Designation:</i> Non Executive Independent Director</p> <p><i>Address:</i> 22/402, Evershine's Millennium Paradise, Thakur Village, Kandivali (E), Mumbai- 400101</p> <p><i>DIN:</i> 01456510</p> <p><i>Occupation:</i> Profession</p> <p><i>Nationality:</i> Indian</p>	<p>45</p>	<p>May 14, 2011</p> <p>Liabile to retire by rotation</p>	<p><i>Directorships</i></p> <ul style="list-style-type: none"> • Akshay Advisory Services Private Limited • Quest Security Services Private Limited • Prism Security Services Private Limited • Vipul Dyechem Limited • Sri Adhikari Brothers Television Network Limited • MGCA Consultants Private Limited <p><i>Partnership</i></p> <p>Bhende, Gawde & Co., Chartered Accountants</p> <p><i>Proprietorship</i></p> <p>Prasannakumar Gawde & Co. , Chartered Accountants</p>

- * (a) Regularised through a resolution passed at an Extra Ordinary General Meeting dated July 1, 2011.
(b) Appointment is subject to approval of Ministry of Information & Broadcasting. We have made an application dated May 11, 2011 to Ministry of Information & Broadcasting seeking approval for the same.

None of our Directors were Directors of any company at the time when the shares of such company were either (a) suspended from trading by the Stock Exchange(s) for period of more than three months during the last five years or; (b) delisted.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which the directors were selected as a Director or member of senior management.

As on the date of this Draft Red Herring Prospectus, there are no service contracts entered between our Company and our Directors which would provide for benefits upon termination of employment.

Relationship between Directors

None of our Directors are related to each other, except for Mr. Gautam Adhikari and Mr. Markand Adhikari who are related as brothers.

Brief details of our Directors

Mr. Gautam Adhikari

Mr. Gautam Adhikari, aged 61 years is a diploma holder in Commercial Art from Government of Maharashtra, Higher Art Examinations. He is the Chairman & Whole Time Director of our Promoter, SABTNL. He has more than 30 years of experience in M&E industry. He, along with Mr. Markand Adhikari has promoted SABTNL. He has directed various films viz. "Bhookamp", "Chehraa", "JANMADATA" etc. He has also directed many serials viz. "Hello Inspector", "Commandar", "Marshall", "Silsila", "Waqt ki Raftar" etc. His name was listed in the "Limca Books of Records 1999" for "directing maximum episodes". He provides his creative expertise for the production of various contents by our Company. He is on our Board since incorporation.

Mr. Markand Adhikari

Mr. Markand Adhikari, aged 54 years is intermediate in Arts from University of Bombay. He is the Vice Chairman and Managing Director of our Promoter, SABTNL. He has more than 30 years of experience in M&E industry. He is one of the promoters of SABTNL. He has produced various films viz. "Bhookamp", "Chehraa", etc. He has played a key role in the growth of our Company with his inputs in strategic planning and business development. He is on our Board since incorporation.

Mr. Arunkumar Khakhar

Mr. Arunkumar Khakhar, aged 60 years, is a Non Executive Independent Director of our Company. He holds a bachelor's degree in commerce from University of Bombay. He has an experience in the fields of real estate development and hospitality. He is one of the partners of the partnership firms viz. Khakhar Constructions and Khakhar Properties. He is on our Board since May 14, 2011.

Mr. Prasannakumar Gawde

Mr. Prasannakumar Gawde, aged 45 years, is a Non Executive Independent Director of our Company. He is a qualified Chartered Accountant. He has an experience in the field of audit & taxation etc. He is associated with two practicing chartered accounting firms viz Bhende, Gawde & Co, as one of the partners and Prasannakumar Gawde & Co. as proprietor. He is on our Board since May 14, 2011.

Details of Borrowing Powers of Directors

Our Articles, subject to the provisions of the Companies Act, authorize the Board to raise or borrow or secure the payment of any sum or sums of money for the purposes of our Company. The borrowing powers of our Directors are regulated by Article 108 of the Articles of Association of our Company. For further details, kindly refer section titled "Main Provisions of Articles of Association of our Company" beginning on page no. 249 of this Draft Red Herring Prospectus. Our shareholders have, pursuant to a resolution passed at the extraordinary general meeting dated July 1, 2011 under section 293(1)(d) and other applicable provisions of the Companies Act 1956, authorised the Board to borrow further monies whether by way of loans, advances, deposits, bill discounting, issue of debentures, FCCBs, bonds or any financial instruments or otherwise and whether secured or unsecured, will or may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, in excess of the aggregate of the paid up capital of our Company and its free reserves provided that the outstanding at any one time shall not exceed the sum of ₹ 25,000 lakhs (Rupees Twenty Five Thousand Lakhs only).

Compensation of Managing Director

Pursuant to a resolution of our shareholders at their meeting held on June 1, 2010, Mr. Markand Adhikari has been appointed as Managing Director of our Company for a period of 5 years. According to the resolution he shall not draw any remuneration for the services rendered to the Company, however he shall be entitled for reimbursement of all expenses that may be incurred by him for and on behalf of the Company or in conduct of the business affairs of the Company.

Our Company pays all our Non Executive Directors, a sitting fee of ₹ 0.05 lakhs for attending each meeting of the Board/ audit committee meetings.

Corporate Governance

The provisions of the listing agreement to be entered into with the Stock Exchanges with respect to corporate governance will be applicable to our Company at the time of seeking in-principle approval of the Stock Exchanges. Our Company has complied with the corporate governance code in accordance with Clause 49 of the listing agreement (as applicable), including in relation to appointment of Independent Directors to our Board and constitution of the audit committee, remuneration committee and shareholders'/investor's grievance committee. Our Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of Clause 49 of the listing agreement to be entered into with the Stock Exchanges.

Currently, our Board has 4 Directors, of which the Chairman is the Non Executive Director, and in compliance with the requirements of Clause 49 of the listing agreement, our Company has 2

Independent and 2 Non-Independent Directors on its Board.

We have constituted the following committees of our Board of Directors for compliance with corporate governance requirements:

Audit Committee

The Audit Committee was constituted by our Directors at their Board meeting held on July 1, 2011. The constitution of the Audit Committee is as follows:

Name of Director	Status in committee	Nature of Directorship
Mr. Prasannakumar Gawde	Chairman	Non Executive Independent Director
Mr. Arunkumar Khakhar	Member	Non Executive Independent Director
Mr. Gautam Adhikari	Member	Non Executive Non Independent Director

The terms of reference of Audit Committee are as under:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Appointment, removal and terms of remuneration of internal auditors.
5. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to :
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act 1956;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to the financial statements;
 - Disclosure of any related party transactions;
 - Qualifications in the draft audit report.
6. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.

7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
10. Discussions with internal auditors on any significant findings and follow up thereon.
11. Reviewing internal audit reports and adequacy of the internal control systems.
12. Reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors.
13. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
14. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
15. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
16. To review the functioning of the whistle blower mechanism, when the same is adopted by the Company and is existing.
17. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
18. Carrying out any other function as may be statutorily required to be carried out by the Audit Committee.

Remuneration Committee

The Remuneration Committee was constituted by our Directors at their Board meeting held on July 1, 2011. The constitution of the Remuneration Committee is as follows:

Name of Director	Status in committee	Nature of Directorship
Mr. Arunkumar Khakhar	Chairman	Non Executive Independent Director
Mr. Prasannakumar Gawde	Member	Non Executive Independent Director
Mr. Gautam Adhikari	Member	Non Executive Non Independent Director

The terms of reference of Remuneration Committee are as under:

1. To decide and approve the terms and conditions for appointment of executive Directors and/ or whole time Directors and Remuneration payable to other Directors and matters related thereto.
2. To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/ Deputy Managing/Whole time/Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.)
3. To be authorised at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole-time/ Executive Directors, including pension rights and any compensation payment.
4. Establish a formal & transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors.
5. Oversight over remuneration of senior management and other key personnel and ensuring that the compensation is constituent with the Corporation's culture, strategy and control environment.
6. Payment of commission and sitting fees to Non-Executive Directors.
7. Formulation & implementation of various Employees Stock Option Schemes (ESOP) in the Company

Investors' Grievance Committee

The Investors' Grievance Committee was constituted by our Directors at their Board meeting held on July 1, 2011. The constitution of the Investors' Grievance Committee is as follows:

Name of Director	Status in committee	Nature of Directorship
Mr. Prasannakumar Gawde	Chairman	Non Executive Independent Director
Mr. Arunkumar Khakhar	Member	Non Executive Independent Director
Mr. Gautam Adhikari	Member	Non Executive Non Independent Director

The terms of reference of Investors' Grievance Committee are as under:

1. Efficient transfer of shares; including review of cases for refusal of transfer/transmission of shares and debentures;
2. Redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc;
3. Issue of duplicate / split / consolidated share certificates;
4. Allotment and listing of shares;
5. Review of cases for refusal of transfer / transmission of shares and debentures;
6. Reference to statutory and regulatory authorities regarding investor grievances; and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
7. Reviewing various reports related to investors, transfer and transmission of shares, statutory compliance regarding share and debenture holders & investors, dematerialization of shares, consolidation of share certificates, etc.
8. Delegating authority to Registrar and Transfer Agents for approving transfer of equity and preference shares.

IPO Committee

The IPO Committee was constituted by our Directors at their Board meeting held on July 1, 2011. The constitution of the IPO Committee is as follows:

Name of Director	Status in committee	Nature of Directorship
Mr. Gautam Adhikari	Chairman	Non Executive Non Independent Director
Mr. Markand Adhikari	Member	Executive Non Independent Director
Mr. Prasannakumar Gawde	Member	Non Executive Independent Director

The terms of reference of IPO Committee are as under:

1. The committee shall be responsible for taking all decisions relating to the Issue, and to finalize along with the legal advisor and the Book Running Lead Managers, the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and other related documents and do all requisite filings with SEBI, the Stock Exchanges, Registrar of Companies and other appropriate government and regulatory authorities, institutions or bodies.
2. The committee shall also execute all documents and contracts for the Issue including the Memorandum of Understanding with the Book Running Lead Managers, Escrow

Agreement, Syndicate Agreement, Registrar's Memorandum of Understanding and Underwriting Agreement.

- To determine and finalise the floor price/price band for the Issue, approve the basis for the allocation and confirm allocation of the equity shares to various categories of persons as disclosed in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, in consultation with the Book Running Lead Managers and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue.

Shareholding of our Directors

As per the Articles of Association of our Company, the Directors are not required to hold any qualification shares in our Company. Further, though none of our Directors hold any Equity Shares in their individual capacity, two of our Directors hold 1 Equity Share each as nominee of SABTNL. The details of such Directors are mentioned below:

Name of Directors	Number of Equity Shares held	% of pre-issue shareholding
Mr. Gautam Adhikari	1	Negligible
Mr. Markand Adhikari	1	Negligible

Interest of Directors

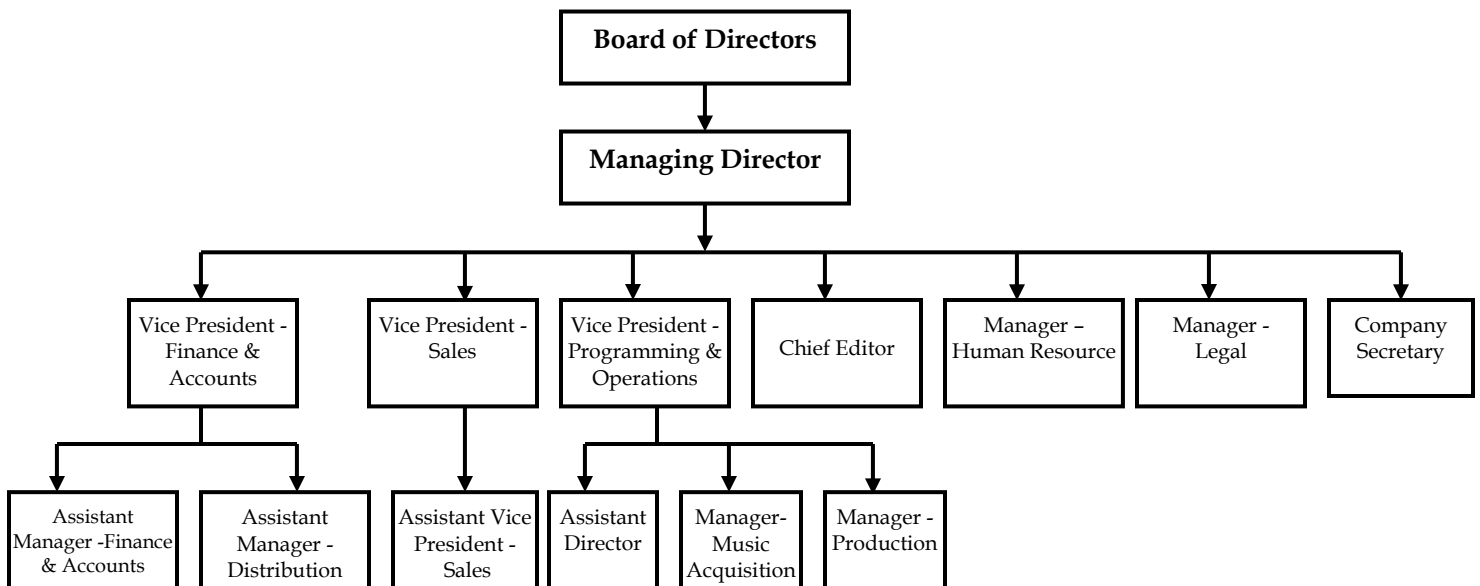
All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to the companies, firms, trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other benefits arising out of the ownership of the said Equity Shares. Our Directors have no interest in any property acquired by us within two years of the date of this Draft Red Herring Prospectus. Except as stated in the section titled "Related Party Transactions" on page no. 150, and as disclosed above, our Directors do not have any other interest in our business or that of any of our Subsidiaries.

Change, if any, in the Directors in last three years and reasons thereof, wherever applicable

Name	Date of Appointment	Date of Cessation	Reason for change
Mr. Arunkumar Khakhar	May 14, 2011	-	Appointment
Mr. Prasannakumar Gawde	May 14, 2011	-	Appointment

Management Organisation Structure



Key Management Personnel

Name	Designation	Age (in years)	Date of joining	Qualification	Previous Employment	Total Experience	Remuneration paid during FY 2010-11 (₹ in Lakhs)
Mr. Anand Shroff	Vice President - Finance & Accounts	36	June 1, 2011	Chartered Accountant	Sri Adhikari Brothers Television Network Limited	12 years	Nil
Mr. Hersh Bhandari	Vice President - Sales	39	April 25, 2011	Diploma in Business Management	Aidem Ventures Private Limited	19 years	Nil
Ms. Anita Varma	Vice President - Programming and Operations	42	October 20, 2009	Bachelor of Arts	Cinema Today Private Limited	12 years	9.78
Mr. Samir Gohel	Chief Editor	32	December 30, 2009	Diploma in Applied Art	Television Eighteen India Limited	11 years	9.10
Ms. Disha Bhanushali	Manager - Music Acquisition	26	April 1, 2010	Bachelor of Engineering (Electronics)	Weekend Media Private Limited	4 years	4.61
Mr. Rahul Parmar	Manager - Human Resource	28	June 1, 2010	Bachelor of Commerce	Human Kernel	6 years	2.33

Mr. Anupam Lohiya	Manager-Legal	28	April 16, 2010	LLB, PGDHRM	D. B. Corp Limited	4 years	3.35
Ms. Jyotsna Kashid	Company Secretary	27	July 1, 2011	Company Secretary	Vinay Terse & Associates	6 months	Nil

- All the persons named as our key management personnel are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned personnel have been recruited.
- None of the above mentioned key management personnel are related to each other.

Brief profile of the Key Management Personnel

Mr. Anand Shroff

Mr. Anand Shroff, aged 36 years is the Vice President - Finance & Accounts of our Company. He qualified as a Chartered Accountant in 1999. He is experienced in the field of finance and accounts. Prior to joining our Company, he has worked with Dalal & Shah as Audit Assistant, Kanan Knitwear as Manager Finance, Accounts and Administration and SABTNL as Vice President-Finance and Accounts. He joined our Company on June 1, 2011 and is responsible for audit, finance, working capital management, finalization of accounts, taxation etc. He was not paid any remuneration during FY 2010-11 since he has joined after FY 2010-11.

Mr. Hersh Bhandari

Mr. Hersh Bhandari, aged 39 years, is the Vice President-Sales of our Company. He holds Diploma in Business Management from Prin. L. N. Welingkar Institute of Management Development & Research, Mumbai. He is experienced in the field of sales, marketing and business development. Prior to joining our Company he has worked with Aidem Ventures Private Limited as Vice President. He joined our Company on April 25, 2011 and is responsible for overall sales and marketing activities related to our channels. He was not paid any remuneration during FY 2010-11 since he joined after FY 2010-11.

Ms. Anita Varma

Ms. Anita Varma, aged 42 years, is the Vice President – Programming and Operations of our Company. She holds a bachelors degree in Arts from Bombay University. She is experienced in the field of M&E industry. Prior to joining our Company she has worked with Set India Private Limited as Supervising Producer, SABTNL as Programming Executive and Cinema Today Private Limited as Executive Producer. She joined our Company on October 20, 2009 as Associate Vice President-Programming and was promoted as Vice President – Programming and Operations on April 1, 2011. She is responsible for all the activities from conception to completion, airing of content for our channels, ensuring optimum viewership by planning programme slots etc. She was paid a remuneration of ₹ 9.78 lakhs in FY 2010-11.

Mr. Samir Gohel

Mr. Samir Gohel, aged 32 years, is the Chief Editor of our Company. He holds Diploma in Applied Art from State Examination Board, Government of Gujarat. He is experienced in the field of graphics and art direction. Prior to joining our Company, he has worked with Cornershop Entertainment Private Limited and Television Eighteen India Limited as Art

Director and Composer. He joined our Company on December 30, 2009 as Senior Graphic Designer and was promoted to Chief Editor on April 1, 2011. He is responsible for developing the on air look and feel graphics of entertainment broadcasts. He was paid a remuneration of ₹ 9.10 lakhs in FY 2010-11.

Ms. Disha Bhanushali

Ms. Disha Bhanushali, aged 26 years, is the Manager-Music Acquisition of our Company. She is experienced in the field of M&E industry. She is a Bachelor of Engineering (Electronics) from University of Mumbai. Prior to joining our Company, she was working with Weekend Media Private Limited as Marketing Head. She joined our Company on April 1, 2010 and is responsible for working on broadcast air time software, managing entire music catalogue coordination, handling legal formalities related to the content, etc. She was paid a remuneration of ₹ 4.61 lakhs in FY 2010-11.

Mr. Rahul Parmar

Mr. Rahul Parmar, aged 28 years, is the Manager - Human Resource of our Company. He holds a Bachelors degree in Commerce from Mumbai University. He is experienced in the field of Human Resource Management. Prior to joining our Company, he has worked with Prompt Personnel Consultancy Services Private Limited as HR Executive and Human Kernel as Senior Associate - Recruitments & Business Development. He joined our Company on June 1, 2010 as Assistant Manager Human Resource and was promoted as Manager- Human Resource on April 1, 2011. He is responsible for overall administration and activities related to recruitment, workforce, induction, compensation and benefits of our Company. He was paid a remuneration of ₹ 2.33 lakhs in FY 2010-11.

Mr. Anupam Lohiya

Mr. Anupam Lohiya, aged 28 years, is the Manager-Legal of our Company. He is a LLB from Jiwaji University, Gwalior and holds Post Graduate Diploma in Human Resource Management from Mahatma Gandhi Labour Institute, Ahmedabad. Prior to working with our Company, he was working with D. B. Corp Limited as Assistant Manager- Legal -. He joined our Company on April 16, 2010 and is responsible for, drafting & vetting of legal documents, agreements, handling litigations etc. He was paid a remuneration of ₹ 3.35 lakhs during FY 2010-11.

Ms. Jyotsna Kashid

Ms. Jyotsna Kashid, aged 27 years, is a qualified Company Secretary. She is experienced in the field of corporate law matters, FEMA compliances, drafting of legal documents etc. Prior to joining our Company, she has worked with Vinay Terse & Associates. She joined our Company as Company Secretary on July 1, 2011 and is responsible for matters relating to corporate, legal and secretarial compliances and liaisoning with various regulatory authorities. She was not paid any remuneration during FY 2010-11 as she joined after FY 2010-11.

Changes in the Key Management Personnel in last three years

There have been no changes in the key management personnel in our Company in the last three years except as stated below:

Name	Designation	Date of Change	Reasons
Ms. Anita Varma	Vice President - Programming and	October 20, 2009	Appointment

	Operations		
Mr. Samir Gohel	Chief Editor	December 30, 2009	Appointment
Ms. Disha Bhanushali	Manager - Music Acquisition	April 1, 2010	Appointment
Mr. Anupam Lohiya	Manager - Legal	April 16, 2010	Appointment
Mr. Rahul Parmar	Manager - Human Resource	June 1, 2010	Appointment
Mr. Hitesh Nathani	Associate Vice President - Marketing	March 18, 2011	Resignation
Mr. Hersh Bhandari	Vice President - Sales	April 25, 2011	Appointment
Mr. Anand Shroff	Vice President - Finance & Accounts	June 1, 2011	Appointment
Ms. Jyotsna Kashid	Company Secretary	July 1, 2011	Appointment
Mr. Amol Surve	Creative Director	August 1, 2011	Resignation

Interest of Key Management Personnel

The key management personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of the Equity Shares held by them.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contracts, agreement or arrangement during the preceding two years from the date of this Draft Red Herring Prospectus in which the key management personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Details of Shareholding of our Key Management Personnel in our Company

Except Mr. Anand Shroff who holds 1 Equity Share as a nominee of our Promoter, SABTNL, none of our key management personnel hold any Equity Shares in our Company.

Bonus or Profit sharing plan for the Key Management Personnel

Our Company does not have any bonus/profit sharing plan for any of the key management personnel.

Employees Share Purchase Scheme/Employee Stock Option Scheme to Employees

Our Company does not have any stock option scheme or stock purchase scheme for its employees.

Other benefits to our Key Management Personnel

There has been no other benefit or payment given to the employees/key management personnel of our Company other than salary and ex-gratia at the discretion of the management.

Our Promoter

The Promoter of our Company is Sri Adhikari Brothers Television Network Limited (SABTNL).

Our Company was originally promoted by Mr. Markand Adhikari and Mr. Gautam Adhikari. SABTNL acquired 99.98% equity share capital of our Company i.e. 9,998 Equity Shares of ₹ 10/- each for a consideration of ₹ 99,980/- on November 1, 2008 pursuant to which we became a subsidiary of SABTNL. On October 1, 2009, SABTNL acquired the remaining 2 Equity Shares held by Mr. Gautam Adhikari and Mr. Markand Adhikari for a consideration amounting to ₹ 20/- thereby making our Company its wholly owned subsidiary.

Brief History and Background of SABTNL:

SABTNL was incorporated on December 19, 1994 as Sri Adhikari Brothers Television Network Limited under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. It obtained Certificate of Commencement of Business on January 9, 1995. Mr. Gautam Adhikari and Mr. Markand Adhikari, had originally promoted a partnership firm under the name of Sri Adhikari Brothers which was formed in 1985 and was engaged in the business of content production for TV channel Doordarshan, a state owned entity with pan India presence in terrestrial transmission. In December 1994, Sri Adhikari Brothers, partnership firm discontinued the business of serial production and subsequently SABTNL took over the entire business of Sri Adhikari Brothers.

SABTNL started producing serials for private sector broadcaster in mid 1990s. It launched a Hindi General Entertainment Channel "SABe TV" on April 23, 2000. It was engaged in the business of broadcasting and operated a channel named "SAB TV", which was later hived off by selling to SET Satellite (Singapore) Pte Limited (a group Company of SONY Corp.) in the year 2005. Thereafter SABTNL entered into an agreement with SET (India) Private Limited for production and supply of content.

Currently, SABTNL is engaged in the business of content production and syndication. SABTNL is amongst the few multi-lingual content production houses creating contents in various Indian regional languages including Hindi, Marathi, Tamil, Kannada, Telugu and Gujarati. SABTNL has established itself as a quality and dependable producer of content across various programming genres like comedy, drama, thriller, talk show, current affairs programs etc.

The registered office of SABTNL is situated at 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400053. The Equity Shares of SABTNL are listed on the BSE and the NSE.

Board of Directors of SABTNL as on date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the Director	Designation
1.	Mr. Gautam Adhikari	Chairman & Whole Time Director
2.	Mr. Markand Adhikari	Vice Chairman & Managing Director
3.	Mr. Arunkumar Khakhar	Non-Executive Independent Director

4.	Mr. Prasannakumar Gawde	Non-Executive Independent Director
5.	Mr. Manmohan Singh Kapur	Non-Executive Independent Director

Natural Persons behind our Promoter, SABTNL:

The details of the natural persons who are in direct control of our Promoter, SABTNL are as under.

1. Mr. Gautam Adhikari

For detailed profile of Mr. Gautam Adhikari, kindly refer to the section "Our Management" appearing on page no. 101 of this Draft Red Herring Prospectus.

2. Mr. Markand Adhikari

For detailed profile of Mr. Markand Adhikari, kindly refer to the section "Our Management" appearing on page no. 101 of this Draft Red Herring Prospectus.

Change in control of SABTNL:

There has been no change in control of SABTNL in the three years preceding the date of this Draft Red Herring Prospectus.

Change in management of SABTNL:

The changes in Board of SABTNL in the last three years preceding the date of filing of Draft Red Herring Prospectus are as follows:

Name of the Director	Date of change	Reason for change
Mr. Anand Pandit	October 8, 2008	Resignation
Mr. Manmohan Singh Kapur	May 31, 2010	Appointment

Shareholding Pattern as on September 23, 2011:

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialised Form	Total Shareholding as a % of total No. of Shares		Shares pledged or otherwise encumbered	
				As a % of (A +B)	As a % of (A +B +C)	Number of shares	As a % of Total No. of Shares
(A) Shareholding of Promoter and Promoter Group							
(1) Indian							
Individuals /	17	1,09,92,359	1,09,92,359	44.57	44.57	47,58,000	43.29

Hindu Undivided Family							
Sub Total	17	1,09,92,359	1,09,92,359	44.57	44.57	47,58,000	43.29
(2) Foreign	-	-	-	-	-	-	
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	17	1,09,92,359	1,09,92,359	44.57	44.57	47,58,000	43.29
(B) Public Shareholding							
(1) Institutions							
Mutual Funds/UTI	2	900	900	-	-	-	-
Financial institutions/ Banks	4	1,804	1,804	0.01	0.01	-	-
Venture Capital Funds	1	100	100	-	-	-	-
Insurance Companies	2	2,06,950	2,06,950	0.84	0.84	-	-
Foreign Institutional Investors	2	1,100	-	-	-	-	-
Sub Total (B)(1)	11	2,10,854	2,09,754	0.86	0.86	-	-
(2) Non-Institutions							
Bodies Corporate	477	96,07,720	96,05,920	38.96	38.96	-	-
Individuals							
Individual shareholders holding nominal share capital up to ₹ 1 lakh	12,859	28,87,466	28,38,147	11.71	11.71	-	-
Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	35	9,22,080	9,02,080	3.74	3.74	-	-
Any Others (Specify)	75	42,521	42,521	0.17	0.17	-	-
Clearing Members	40	27,896	27,896	0.11	0.11	-	-
NRIs	35	14,625	14,625	0.06	0.06	-	-
Sub Total (B)(2)	13,446	1,34,59,787	1,33,88,668	54.58	54.58	-	-

Total Public shareholding (B) = (B)(1) + (B)(2)	13,457	1,36,70,641	1,35,98,422	55.43	55.43	-	-
Total (A) + (B)	13,474	2,46,63,000	2,45,90,781	100.00	100.00	47,58,000	19.29
(C) Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-
Total (A) + (B) + (C)	13,474	2,46,63,000	2,45,90,781	100.00	100.00	47,58,000	19.29

Standalone Audited Financial Information

(₹ in lakhs)

Particulars	2010-11	2009-10	2008-09
Sales	3243.95	2816.05	2208.81
Other Income	48.30	214.84	18.89
Profit/(Loss) after Tax	54.24	(11.25)	(471.60)
Equity Capital	2288.35	1625.85	928.35
Share Warrant Application Money	174.38	340.02	-
Reserve & Surplus	12861.55	11656.77	9003.98
Earning per Shares (EPS) (₹)	0.28	(0.12)	(5.22)
Net Asset Value (NAV) (₹)*	66.20	81.70	106.81

*NAV is calculated as NAV= (equity capital + reserves & surplus - miscellaneous expenditure)/ No. of Equity Shares. NAV has been calculated excluding share warrant application money

The face value of the Equity Shares of our Promoter, SABTNL is ₹ 10/-.

Share price information

Equity shares of SABTNL are listed and traded on BSE and NSE. The highest and lowest trading prices of the equity shares of SABTNL on NSE and BSE in the last six months are as follows:

Month	NSE		BSE	
	High	Low	High	Low
August, 2011	55.50	47.20	58.20	46.50
July, 2011	58.60	50.50	59.30	50.05
June, 2011	60.55	50.15	61.10	50.25
May, 2011	72.45	54.50	72.50	54.95
April, 2011	66.00	58.45	65.00	58.25
March, 2011	82.00	54.55	81.80	55.00

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

The market capitalisation of SABTNL based on the closing price of ₹ 71.10 and ₹ 70.90 per equity share on the NSE and BSE respectively as on September 27, 2011 was ₹ 17535.39 lakhs and ₹ 17486.07 lakhs respectively.

Mechanism for redressal of investor grievance

SABTNL has appointed Sharex Dynamic (India) Private Limited as its registrar and transfer agent and all dematerialization requests and other communications regarding change of address, dividend and queries related to investor services is sent to them. Issues relating to investor grievances are reviewed by the Investor Grievance Committee of the board of directors of SABTNL, which meets as per requirements. The Investors' Grievance Committee focuses on shareholders' grievances and strengthening of investors' relations. The functions of the committee include the redressal of shareholders'/investor complaints/grievances pertaining to transfers/transmissions of shares, dividend, and dematerialization of shares, replacement of lost/ mutilated share certificates and other related issues. The Committee comprises of three Directors:

Sr. No.	Name of Director	Status in Committee
1.	Mr. Arunkumar Khakhar	Chairman
2.	Mr. Prasannakumar Gawde	Member
3.	Mr. Manmohan Singh Kapur	Member

As on the date of this Draft Red Herring Prospectus, there is no investor grievance pending. The details of investor grievances received and resolved by SABTNL in the last three years are as follows:

Sr. No.	Particulars	2008-09	2009-10	2010-2011
1.	Total number of complaints received during the fiscal year	Nil	7	Nil
2.	Total number of complaints resolved during the fiscal year	Nil	7	Nil

Other understandings and confirmations

We confirm that the PAN, bank account number, company registration number and the address of the Registrar of Companies where our Promoter is registered will be submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus with them. Our Promoter and the members of the Group companies have confirmed that they have not been identified as wilful defaulters by the RBI or any other governmental authority.

Except as disclosed in the section titled "Outstanding Litigations and Material Developments" on page no. 169 of this Draft Red Herring Prospectus, no violations of securities laws have been committed by our Promoter or Promoter Group in the past or are pending against them. None of (i) our Promoter, Promoter Group; or (ii) the companies with which the Promoter is or was associated as a promoter, are debarred or prohibited from accessing the capital markets for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

Common Pursuits and Interest of Promoter

The Memorandum of Association of SABTNL permits it to engage in the business which is similar to the business of our Company. It may create a potential conflict of interest.

Our Promoter is interested only to the extent of its shareholding in our Company. For details on the shareholding of our Promoter in our Company, please see “Capital Structure” on page no. 22 of this Draft Red Herring Prospectus. Certain directors of our Promoter are also directors of our Company or our Subsidiaries.

SABTNL is entitled to a monthly rent of ₹ 0.15 lakhs on account of use of their property located at 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053 as our Registered Office.

Further, our Promoter does not have any interest in any property acquired by our Company during a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of filing of this Draft Red Herring Prospectus.

Except as stated in “Related Party Transactions” beginning on page no. 150 of this Draft Red Herring Prospectus, our Promoter or any of our Promoter Group do not have any other interest in our business.

Payment or Benefit to Promoter

Except as stated in the section titled “Related Party Transactions” on page no. 150 of this Draft Red Herring Prospectus, our Promoter, SABTNL is entitled to a monthly rent of ₹ 0.15 lakhs for use of its property by our Company as our Registered Office, for further details, refer to the section titled “Our Business - Properties and Facilities” appearing on page no. 85 of this Draft Red Herring Prospectus.

Our Promoter Group

In addition to the Promoter named in the section titled “Our Promoter” and Subsidiaries named in the section “History and Certain Corporate Matters”, the following companies/entities form part of our Promoter Group/Group Companies pursuant to SEBI (ICDR) Regulations.

I. Companies

1. Westwind Realtors Private Limited

Nature of Activity	To carry on the business of builders, masonry and general construction and to carry on the business of the proprietors of lands, flats, maisonetes, dwelling house, shops, offices, industrial estates, lessees of lands, flats and other immovable properties. The company is currently not engaged in any business activity.		
Date of Incorporation	November 2, 1993		
CIN	U45200MH1993PTC074852		
Registered Office address	6 th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053		
Name of the Directors	1. Mr. Gautam Adhikari 2. Mr. Markand Adhikari		
Shareholding Pattern	Name of the Shareholder	No. of Shares (Face Value of ₹ 10/- each)	% of Shareholding
	Sri Adhikari Brothers Television Network Limited	6,69,600	66.96
	Mr. Kishen L Batra	1,21,200	12.12
	Broadcast Initiatives Limited	1,05,000	10.50
	Ms. Bindu Oberoi	1,00,000	10.00
	Mr. Ranvir Oberoi	3,834	0.38
	Mr. Vikas Oberoi	333	0.03
	Mr. Santosh Oberoi	33	Negligible
Total	10,00,000	100.00	
Audited Financial Information	2010-11	2009-10	2008-09
	(₹ in lakhs)		
Income	-	-	2.37
Other Income	-	0.01	0.07
Profit/ (Loss) After Tax	(0.24)	(0.13)	(0.16)
Equity Capital	100.00	100.00	100.00
Reserve & Surplus	(0.56)	(0.32)	(0.19)
Earning per Share (EPS) (₹)	(0.024)	(0.01)	(0.02)
Net Asset Value (NAV) (₹)*	9.94	9.97	9.98

* NAV is calculated as NAV= (equity capital + reserves & surplus - miscellaneous expenditure)/ no. of equity shares.

Westwind Realtors Private Limited is neither listed at any Stock Exchange nor does it have any subsidiary. It has not come out with any public or rights issue in the preceding three years. It has not become a sick company within the meaning of SICA and is not under winding up.

2. Lotus Motion Pictures Limited

Nature of Activity	The company is engaged in the business of film production.		
Date of Incorporation	March 8, 2004		
CIN	U92110MH2004PLC144901		
Registered Office address	Lotus Tower 1, Jaihind Society, Juhu Scheme, Juhu, Mumbai-400049		
Name of the Directors	<ol style="list-style-type: none"> 1. Mr. Anand Pandit 2. Mr. Arvind Desai 3. Ms. Roopa Pandit 		
Shareholding Pattern	Name of the Shareholder	No. of Shares (Face Value of ₹ 10/- each)	% of Shareholding
	Shree Naman Developers Limited	27,00,000	27.00
	Sri Adhikari Brothers Television Network Limited	26,29,994	26.30
	K Sera Sera Productions Limited	19,00,000	19.00
	Shilpee Motion Pictures Private Limited	13,50,000	13.50
	J. P Infra (Mumbai) Private Limited	13,50,000	13.50
	Mr. Arvind Desai	70,001	0.70
	Ms. Roopa Pandit	1	Negligible
	Ms. Kamini Desai	1	Negligible
	Mr. Dhirajlal Mehta	1	Negligible
	Ms. Sarla Mehta	1	Negligible
	Mr. Suresh Jain	1	Negligible
	Total	1,00,00,000	100.00
Audited Financial Information	2010-11	2009-10	2008-09
	(₹ in lakhs)		
Sales	-	-	-
Other Income	0.14	0.05	2.43
Profit/ (Loss) After Tax	(0.88)	(1.03)	(4.73)
Equity Capital	1000.00	1000.00	1000.00
Reserve & Surplus	(6.83)	(5.95)	(4.92)
Earning per Share (EPS) (₹)	(0.01)	(0.01)	(0.05)

Net Asset Value (NAV) (₹)*	9.93	9.94	9.95
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* NAV is calculated as NAV= (equity capital + reserves & surplus) - miscellaneous expenditure)/ no. of equity shares.

Lotus Motion Pictures Limited is neither listed at any Stock Exchange nor does it have any subsidiary. It has not come out with any public or right issue in the preceding three years. It has not become a sick company within the meaning of SICA and is not under winding up.

3. Mastiiidotcom Entertainment Private Limited

Nature of Activity	<ul style="list-style-type: none"> To carry on the business of entertainment through website by display, exhibit, demonstrate, publish, broadcast or host on the website, music, video, entertainment programs, entertainment software, serial films, e-games, educational programs, web application projects, web programming, e-ads or any kind of electronic medium whatsoever manner. To carry on the business of Communications, media, and to design, develop, maintain, market, buy, import, export, sell, Media, organizing celebrity management, media endorsement, star Appearance, Corporate Launches, entertainment programs, film branding, event management, corporate events, promotion, fashion shows, road shows, festivals, exhibition, trade fairs, electronic media designing and providing online support services for related business, processes and activities and providing information technology support service.* To carry on the business of production of television programmes, television serials, films, news based programmes, current affair programmes, talk shows, chat shows, game shows and any other entertainment based content, programmes in different Indian & other regional languages to broadcast on satellite television, cable, broadband, web, internet, radio and any other broadcast medium* <p>The company has not yet started its commercial operations.</p>		
Date of Incorporation	June 22, 2010		
CIN	U22300MH2010PTC204653		
Registered Office address	Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053		
Name of the Directors	<ol style="list-style-type: none"> Mr. Gautam Adhikari Mr. Markand Adhikari 		
Shareholding Pattern	Name of the Shareholder	No. of Shares (Face Value of ₹ 10/- each)	% of Shareholding

	Sri Adhikari Brothers Television Network Limited**	17,50,000	100.00
	Total	17,50,000	100.00
Audited Financial Information			2010-11
			(₹ in lakhs)
Sales			-
Other Income			-
Profit/ (Loss) After Tax			-
Equity Capital			1.00
Reserve & Surplus			-
Earning per Share (EPS) (₹)			-
Net Asset Value (NAV) (₹)*			8.20

*Approved vide shareholders' resolution dated September 15, 2011

**Out of 17,50,000 equity shares held by SABTNL, 2 Equity Shares in total are held by Mr. Markand Adhikari and Mr. Gautam Adhikari as nominee shareholders of SABTNL to comply with the minimum requirement of two shareholders in a private limited company. The beneficial interest, voting and dividend rights are held by Sri Adhikari Brothers Television Network Limited.

Mastiiidotcom Entertainment Private Limited is neither listed at any Stock Exchange nor does it have any subsidiary. It has not come out with any public or right issue since incorporation. It has not become a sick company within the meaning of SICA and is not under winding up.

4. SABe TV Limited

Date of Incorporation	January 6, 2000
Registered Office Address	C/o Turnstone Corporate (Mauritius) Limited, Ebene House, 3rd Floor, 33 Cybercity, Ebene, Republic of Mauritius
Type of Company	Limited by Shares
Nature of Company	Private Category 1 Global Business Company

SABe TV Limited is a wholly owned subsidiary of our Promoter, SABTNL. It is not carrying any operating activity and is in process of winding up under section 309(1)(b) of the Companies Act, 2001 of the Republic of Mauritius. Hence, the information relating to its Board of Directors and financial information is not available.

II. Partnership firm

Sri Adhikari Brothers and View Entertainment

Nature of Activity	The firm is engaged in the production of television serials
Date of Formation	April 13, 2009
Address	Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai-400053

Name of the partners / profit / loss sharing ratio	Name of the Partners	Profit/Loss sharing Ratio (%)
	Sri Adhikari Brothers Television Network Limited	50.00
	View Entertainment Private Limited	50.00
	Total	100.00
Audited Financial Information		2010-11
		(₹ in lakhs)
Partner's Capital		27.59
Sales		96.00
Other Income		0.58
Net Profit / (Loss)		1.63

Details of disassociation

Our Promoter has not disassociated from any companies / firm(s) in the last three years preceding the date of this Draft Red Herring Prospectus.

The promoters of our Promoter, Mr. Gautam Adhikari and Mr. Markand Adhikari have disassociated as promoters from Broadcast Initiatives Limited, Mi Marathi Limited and Technocraft Media Private Limited in the last three years.

Broadcast Initiatives Limited came out with an IPO in the year 2007 and was listed on BSE and NSE on March 7, 2007. In the year 2008, 1,29,10,140 equity shares of the company were acquired/subscribed by HDIL Infra Projects Private Limited, Mr. Rakesh Kumar Wadhawan, Mr. Sarang Wadhawan, Mr. Waryam Singh and Mr. Ashok Kumar Gupta (collectively referred to as "Acquirers") by way of preferential allotment, share purchase agreement and open offer. Pursuant to the completion of these transactions in June 2010, the Acquirers held 51.02% of the sharecapital of the company, and the shareholding of Mr. Gautam Adhikari and Mr. Markand Adhikari reduced from 55.73% to 26.24%. Mr. Gautam Adhikari and Mr. Markand Adhikari disassociated as promoters of the company w.e.f June 2010.

Details of Promoter Group whose names have been struck off from Registrar of Companies

None of our Promoter Group had remained defunct and has made any application to the RoC for striking off the name of the company, during the five years preceding the date of filing this Draft Red Herring Prospectus with SEBI.

Undertaking / confirmations

Our Promoter, Promoter Group and Subsidiaries have confirmed that they have not been detained as wilful defaulters by the RBI or any other Government authority. Additionally, there are no violations of securities laws committed by them in the past or are pending against them and none of our Promoter or persons in control of body corporate forming part of our Promoter Group/Subsidiaries have been restricted from accessing the capital markets for any reasons, by SEBI or any other authorities.

Common Pursuits / Conflict of Interest

One of our Promoter Group companies viz. Sri Adhikari Brothers and View Entertainment and our Subsidiaries viz. MPCR Broadcasting Service Private Limited, UBJ Broadcasting Private Limited and HHP Broadcasting Services Private Limited are at present in the same line of business as ours.

Also, the Memorandum of Association of our Promoter Group companies viz. Lotus Motion Pictures Limited and Mastiiidotcom Entertainment Private Limited permits it to engage in the business similar to the business of our Company. At present, Lotus Motion Pictures Limited is engaged into film production and Mastiiidotcom Entertainment Private Limited has not commenced its commercial operations.

Hence, to this extent there exists a potential conflict of interest between us in future.

There are no transactions relating to sales or purchases between our Company and our Promoter Group/subsidiary exceeding 10% of the sales or purchases of our Company.

Companies promoted by Mr. Gautam Adhikari and Mr. Markand Adhikari

Following are the companies promoted by Mr. Gautam Adhikari and Mr. Markand Adhikari, not forming part of our Promoter Group/Group Companies as per SEBI (ICDR) Regulations:

1. Cinema Today Private Limited

The company was incorporated on July 26, 2007 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at Adhikari Chamber, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400053. Mr. Gautam Adhikari and Mr. Markand Adhikari collectively hold 100% of the paid-up equity share capital of the company.

2. Dream Merchant Cinema Private Limited

The company was incorporated on July 31, 2007 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at 3-4 Sukh Shanti, 8th Road, JVPD Scheme, Vile Parle (West), Mumbai- 400049. Mr. Gautam Adhikari and Mr. Markand Adhikari collectively hold 100% of the paid-up equity share capital of the company.

3. Sri Adhikari Brothers Asset Holding Private Limited

The company was incorporated on August 2, 2007 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at Adhikari Chamber, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400053. Mr. Gautam Adhikari and Mr. Markand Adhikari collectively hold 80% of the paid-up equity share capital of the company.

4. Broadcast Initiatives Limited

The company was incorporated on February 4, 2004 under the Companies Act, 1956 and was

registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at 5th Floor, HDIL Towers, Anant Kanekar Marg, Bandra (E), Mumbai - 400051. Mr. Markand Adhikari and Mr. Gautam Adhikari have disassociated as promoters w.e.f June, 2010 and currently collectively hold 26.24% of the paid-up equity share capital of the company.

5. Regional Broadcasters Private Limited

The company was incorporated on August 1, 2007 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at Adhikari Chamber, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400053. Mr. Gautam Adhikari and Mr. Markand Adhikari collectively hold 100% of the paid-up equity share capital of the company.

6. Mi Marathi Media Limited

The company was incorporated on March 15, 2004 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at 5th Floor, HDIL Towers, Anant Kanekar Marg, Bandra (E), Mumbai - 400051. Mr. Markand Adhikari and Mr. Gautam Adhikari have disassociated as promoters w.e.f February, 2010 and currently collectively hold 14.27% of the paid-up equity share capital of the company.

7. Technocraft Media Private Limited

The company was incorporated on May 15, 2007 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at 5th Floor, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai- 400051. It was originally incorporated by Mr. Eknath Sakpal and Mr. Azhankumarth Narayanan and was subsequently taken over by Mr. Markand Adhikari and Mr. Gautam Adhikari on June 11, 2007. Mr. Markand Adhikari and Mr. Gautam Adhikari have disassociated as promoters w.e.f February, 2010 and currently collectively hold 7.21% of the paid-up equity share capital of the company.

8. Sri Adhikari Brothers Films Division Limited

The company was incorporated on February 6, 2002 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at Adarsh Vasahat Chawl, Committee Golibar, 6th Road, Santacruz (East), Mumbai-400055. Mr. Gautam Adhikari and Mr. Markand Adhikari collectively hold 99.99% of the paid-up equity share capital of the company.

9. Infra Projects Vision Private Limited

The company was incorporated on September 4, 2009 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai-400053. Mr. Gautam Adhikari and Mr. Markand Adhikari collectively hold 100% of the paid-up equity share capital of the company.

10. Kartavyaa Publications Private Limited

The company was incorporated on September 7, 2009 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai-400053. Mr. Gautam Adhikari and Mr. Markand Adhikari collectively hold 100% of the paid-up equity share capital of the company.

11. Live India Television Networks Private Limited

The company was incorporated on July 30, 2007 under the Companies Act, 1956 and was registered with the Registrar of Companies, Maharashtra. The registered office of the Company is located at 5th Floor, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai- 400051. Mr. Markand Adhikari and Mr. Gautam Adhikari have disassociated as promoters w.e.f August, 2007 by transferring 100% of their shareholding. Currently, they do not hold any equity shares of the company.

Related Party Transactions

For details of our related party transactions, see Annexure - 14 to the Financial Statements beginning on page no. 150 of this Draft Red Herring Prospectus.

Dividend Policy

Dividends, other than interim dividends, may be declared at the AGM of our shareholders based on the recommendation of our Board of Directors. Our Board may, at its discretion, recommend dividends to be paid to the shareholders, considering a number of factors including, without limitation, our Company's future expansion plans and capital requirements, profits earned during the Fiscal, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time, legal restrictions, our Articles of Association and other factors considered relevant by the Board of Directors.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements we may enter into to finance our various projects and also the fund requirements for our projects.

Our Company has not paid any dividend since incorporation. However, this is not necessarily indicative of our dividend policy or dividend amounts, if any, in the future.

SECTION V -FINANCIAL INFORMATION OF OUR COMPANY

Financial Statements of our Company

Auditor's Report on Standalone Restated Financial Information

To,

The Board of Directors,
TV Vision Ltd.,
Mumbai

Dear Sirs,

Auditors' Report on Standalone Financial Information ('SFI') prepared by TV Vision Ltd. ('the Company'), in connection with the filing of the Draft Red Herring Prospectus ('the DRHP')

We have examined the attached standalone financial information ('SFI') of TV Vision Ltd comprising Standalone summary Statement of Profit and Loss, as restated, Standalone summary Statement of Assets and Liabilities, as restated, Standalone summary Statement of Cash flows, as restated and other financial information explained below for the financial years ended March 31, 2011, 2010, 2009, and 2008 prepared by the Company from the audited financial statements and approved by its Board of Directors.

In accordance with the requirements of:

- Paragraph B(1) of Part II of Schedule II to the Companies Act, 1956;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 ('the SEBI (ICDR) Regulations') as amended to date
- The Guidance Note (Revised) on Reports in Company Prospectus and Guidance Note on Audit Reports/ Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India
- The terms of our engagement agreed upon with you in accordance with engagement letter dated 1st July 2011 in connection with the proposed public issue of equity shares of the Company,

We report that:-

1. The Standalone Summary Statement of Assets and Liabilities, as restated, of the Company for the financial years ended March 31, 2011, 2010, 2009, and 2008 are as set out in Annexure 1 to this report are after making such adjustments / restatements and regrouping as in our opinion are appropriate and more fully described in the Significant Accounting Policies and Notes to Accounts in Annexure 4 to this report.
2. The Standalone Summary Statement of Profit and Loss, as restated of the Company for the financial years ended March 31, 2011, 2010, 2009, and 2008 are as set out in Annexure 2 to

this report. These profits have been arrived after making such adjustments / restatements and regrouping as in our opinion are appropriate and more fully described in the Significant Accounting Policies and Notes to Accounts in Annexure 4 to this report.

3. The Standalone Summary Statement of Cash flow, as restated for the financial years ended March 31, 2011, 2010, 2009, and 2008 appearing in Annexure 3 to this report is after making such adjustments / restatements and regrouping as in our opinion are appropriate and more fully described in the Significant Accounting Policies and Notes to Accounts in Annexure 4 to this report.
4. Based on the above we are of the opinion that the Restated Summary Statements have been made after incorporating:
 - i. Adjustments for the changes in Accounting Policies retrospectively in respective financial year to reflect the same accounting treatment as per changed Accounting Policy for all the reporting periods.
 - ii. There are no material prior period items which requires adjustments in previous years
 - iii. There are no extra-ordinary items that need to be disclosed separately in the accounts
 - iv. There are no qualification in the auditor's report on the financial statements that require adjustments in the restated summary statements

We have examined the following other standalone financial information set out in annexures prepared by the management and approved by the Board of Directors relating to financial years ended on March 31, 2011, 2010, 2009 and 2008 :

Annexure of Restated Financial Statements of the Company:-

Sr. No.	Details of Annexure	Annexure
1.	Standalone summary statement of assets and liabilities as restated	Annexure 1
2.	Standalone summary statement of profit & losses as restated	Annexure 2
3.	Standalone summary statement of cash flows from restated financial statements	Annexure 3
4.	Significant accounting policies and notes to the standalone restated financial statements	Annexure 4
5.	Standalone statement of sundry debtors as restated	Annexure 5
6.	Standalone statement of current liabilities and provisions as restated	Annexure 6
7.	Standalone details of loans & advances as restated	Annexure 7
8.	Standalone statement of secured loans as restated	Annexure 8
9.	Standalone statement of unsecured loans as restated	Annexure 9
10.	Standalone statement of other income as restated	Annexure 10
11.	Standalone summary of accounting ratios based on restated financial statements	Annexure 11
12.	Standalone capitalisation statement as restated	Annexure 12
13.	Standalone statement of tax shelters as restated	Annexure 13
14.	Standalone details of list of related party where control exists and where significant influence exists and with whom company has transacted	Annexure 14

In our opinion the above Financial information of the Company read with Significant Accounting Policies and Notes to Accounts enclosed in Annexure 4 to this report for the financial years ended March 31, 2011, 2010, 2009 and 2008 after making adjustments/restatements and regroupings as considered appropriate has been prepared in accordance with paragraph B(1) Part II of Schedule II of the Companies Act and the SEBI (ICDR) Regulations and in terms of our engagement agreed with you.

This report should not be in any way construed as a reissuance or redating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the Draft Red Herring Prospectus in connection with proposed public offering of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For, A. R. Sodha & Co.
Chartered Accountants
FRN 110324W

A. R. Sodha
Partner
M. No.: 31878
Place: Mumbai
Date: August 8, 2011

Annexure-1

Standalone Summary Statement of Assets and Liabilities as Restated

(Rs. in lakhs)

Particulars	As At	As At	As At	As At
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
A TANGIBLE ASSETS				
Fixed Assets				
Gross Block	155.34	-	-	-
Less : Accumulated Depreciation	44.89	-	-	-
Net Block	110.45	-	-	-
Less : Revaluation Reserve	-	-	-	-
Net Block after adjustment of Revaluation Reserve	110.45	-	-	-
Capital Work In Progress	25.83	-	-	-
Total	136.28	-	-	-
B INTANGIBLE ASSETS				
Gross Block	2,553.38	1,096.02	-	-
Less : Amortisation	364.55	-	-	-
Net Block	2,188.83	1,096.02	-	-
Capital Work In Progress	32.18	-	-	-
Total	2,221.01	1,096.02	-	-
C INVESTMENTS	-	-	-	-
D DEFERRED TAX ASSET	596.06	-	-	-
E CURRENT ASSETS, LOANS & ADVANCES				
Inventories	-	-	-	-
Sundry Debtors	912.50	-	-	-
Cash & Bank Balances	112.64	5.32	1.48	0.95
Loans & Advances	1,377.28	1,657.09	0.25	-
Other Current Assets	-	-	-	-
Total	2,402.41	1,662.41	1.73	0.95
F LIABILITIES AND PROVISIONS				
Secured Loans	3,021.60	1,600.75	-	-
Unsecured Loans	994.73	0.92	0.92	0.06
Deferred Tax Liability	61.35	-	-	-
Current Liabilities	409.17	85.39	0.18	0.07
Provisions	66.69	-	-	-
Total	4,553.53	1,687.07	1.10	0.13
G NET WORTH (A + B + C+D+E-F)	802.22	1,071.37	0.63	0.83
H Net Worth Represented by				
Equity Share Capital	2,000.00	1,000.00	1.00	1.00
Share Application Money	-	243.30	-	-
Reserve & Surplus				
- Surplus/(Deficit) in P & L A/c	(1,197.78)	-	-	-
Less : Miscellaneous Expenses Not W/off	-	(9.07)	(0.05)	(0.05)
Less : Pre operative Expenses	-	(162.86)	(0.32)	(0.12)
I NET WORTH	802.22	1,071.37	0.63	0.83

Note: The above statement should be read with Significant accounting policies and notes to accounts (Annexure 4)

Annexure-2

Standalone Summary Statement of Profit & Losses as Restated

(Rs. in lakhs)

Particulars	Year Ended	Year Ended	Year Ended	Year Ended
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
Income				
Income from Operations	1,642.61	-	-	-
Other Income	1.35	-	-	-
Total Income	1,643.96	-	-	-
Expenditure				
Direct Expenses	319.76	-	-	-
Payment & Provision for Employees	115.83	-	-	-
Administrative & Other Expenses	208.26	-	-	-
Selling & Distribution Expenses	1,924.42	-	-	-
Financial Charges	387.20	-	-	-
Miscellaneous expenses written off	11.53	-	-	-
Depreciation & Amortization	409.45	-	-	-
Total Expenditure	3,376.45	-	-	-
Profit before tax and extraordinary items	(1,732.49)	-	-	-
Add / (Less) : Extraordinary Items	-	-	-	-
Profit Before Tax after extraordinary items	(1,732.49)	-	-	-
Add / (Less) : Provision for Tax	-	-	-	-
Current Tax	-	-	-	-
Deferred Tax	(534.71)	-	-	-
Net Profit After Tax and extraordinary items as Restated	(1,197.78)	-	-	-
Surplus/(Deficit) brought forward from previous years	-	-	-	-
Balance available for appropriations, as restated	(1,197.78)	-	-	-
Balance Carried forward as restated	(1,197.78)	-	-	-

Note: The above statement should be read with Significant accounting policies and notes to accounts (Annexure 4)

Annexure-3

Standalone Summary Statement of Cash Flows from Restated Financial Statements

(Rs. in lakhs)

Particulars	Year Ended	Year Ended	Year Ended	Year Ended
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before taxation and Extraordinary items	(1,732.49)	-	-	-
Adjustment for :				
Depreciation & Amortization	409.45	-	-	-
Interest on Loan funds	351.54	-	-	-
Dividend Received	(1.35)	-	-	-
Pre operative expenses incurred in last year	35.64	-	-	-
Preliminary/ Share Issue expenses written off	11.53	-	-	-
Cash generated from operations before working capital changes	(925.68)	-	-	-
(Increase)/Decrease in trade receivables	(912.50)	-	-	-
(Increase)/ Decrease in loans & advances	304.54	(1,656.84)	(0.25)	-
Increase/(Decrease) in Inventories	-	-	-	-
Increase/(Decrease) in trade Payables & Others	390.47	85.22	0.11	0.07
Cash Generated from Operations	(1,143.17)	(1,571.63)	(0.14)	0.07
Direct tax Paid (Net of Excess/surplus provision)	(24.73)	-	-	-
Net Cash Flow before extraordinary items	(1,167.89)	(1,571.63)	(0.14)	0.07
Extraordinary Items	-	-	-	-
Net Cash from Operating Activities	(1,167.89)	(1,571.63)	(0.14)	0.07
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Business & Commercial Rights	(509.88)	(1,096.02)	-	-
Expenses Incurred for Channel Development	(894.90)	-	-	-
Purchase of Other Fixed Assets	(181.17)	-	-	-
Investment done in Money Manager Fund	(200.00)	-	-	-
Redemption of Money Manager Fund	200.00	-	-	-

Dividend Received	1.35	-	-	-
Net Cash from Investing Activities	(1,584.61)	(1,096.02)	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issuance of share capital	756.70	999.00	-	1.00
Share application money received	-	243.30	-	-
Share issue expenses	-	-	-	-
Term Loan from Bank Taken	1,399.25	1,600.75	-	-
Proceeds from Unsecured loans	3,249.19	-	0.86	0.06
Repayment of Term Loan	(15.00)	-	-	-
Repayment of Unsecured Loans	(2,255.38)	-	-	-
Interest on Loan funds	(272.49)	-	-	-
Preliminary Expenses incurred	(2.46)	(9.02)	-	(0.05)
Pre-Operative Expenses Incurred	-	(162.54)	(0.20)	(0.12)
Net Cash from/used from financial activities	2,859.82	2,671.49	0.66	0.89
NET INCREASE /(-) DECREASE IN CASH AND CASH EQUIVALENTS	107.32	3.84	0.52	0.95
OPENING BALANCE IN CASH AND CASH EQUIVALENTS	5.32	1.48	0.95	-
CLOSING BALANCE IN CASH AND CASH EQUIVALENTS	112.64	5.32	1.48	0.95
Components of Cash & Cash Equivalents				
- Cash in hand	0.82	1.06	0.95	0.95
- Cash/bank Balance with bank (current account)	111.82	4.26	0.53	0.01
- Balance with bank on deposit account	-	-	-	-
CASH AND CASH EQUIVALENTS	112.64	5.32	1.48	0.95

Note: Figures in Brackets represent the outflow of cash.

Cash Flow Statement has been prepared using indirect method as per Accounting Standard 3 - Cash Flow Statements issued by ICAI

The above statement should be read with Significant accounting policies and notes to accounts (Annexure 4)

Annexure - 4

Significant Accounting Policies and Notes to the Standalone Restated Financial Statements

1. Background

The Company was incorporated in July, 2007. The Company has launched a 24 hours Music & Comedy Channel "Mastiii" and which has started commercial operation from September, 2010.

2. Significant Accounting Policies

a) Basis for preparation of Financial Statements:

The financial statements have been prepared under the historical cost convention ignoring changes, if any, in the purchasing power of money and on accounting principles of going concern. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

b) Use of Estimate:

The preparation of financial statements in conformity with Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

c) Revenue Recognition:

In respect of advertisement revenue, income net of agency commission is recognized on the date of Telecast of commercial on the Channel.

d) Fixed Assets:

i. Tangible Fixed Assets:

Fixed Assets are stated at cost of acquisition as reduced by accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and attributable cost incurred for bringing the asset to its working condition for its intended use.

ii. Intangible Assets:

• Channel Development Cost

All the expenses relating to setting up of Channel till the date of commercial launch to the extent it relates to development of channel are classified as Channel Development Cost under the head Fixed Assets.

• Business and Commercial Right

Purchase of perpetual films and programme rights and In-house production of Programmes have been capitalized as "Business & Commercial Rights"

e) Depreciation/Amortization:

- Depreciation on Tangible Fixed Assets has been provided on Straight Line Method on Pro Rata basis at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.
- Decoders are fully depreciated in the year of Purchase
- Improvement to Lease Assets is amortized over balance period of lease on straight line basis
- Intangible Assets comprising of Business & Commercial Rights are amortized as follows
 - a) 20% in the year of Purchase/Production
 - b) Balance 80% will be amortized in four years on straight line basis
- Channel Development cost is amortized on straight line basis over a period of ten years on time proportionate basis.
- Computer Software is amortized on straight line basis over a period of 3 years on time proportionate basis

f) Foreign Currency Transaction:

• **Initial Recognition**

Foreign currency transactions are recorded in the reporting currency i.e. rupee value, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

• **Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

• **Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in the previous financial statement, are recognised as income or expenses in the year in which they arise.

g) Investments

Short terms investments are valued at cost or Market price whichever is lower

h) Employee Benefits

Post Employment Benefits Plan

Payments to defined contribution plan are charged to profit & loss account when contributions to respective funds are due.

For Defined benefit schemes, such as leave encashment and gratuity, it is provided on the basis of actuary valuation taken at the end of each year.

Other short -term employee benefits are charged to profit & loss account on accrual basis.

i) Borrowing Cost

Borrowing costs directly attributable to development of qualifying asset are capitalized till the date qualifying asset is ready for put to use for its intended purpose as part of cost of that asset. Other Borrowing costs are recognized as expense and debited to profit & loss account

j) Leases

Operating Lease expenses are charged to profit and loss account on accrual basis

k) Taxes on Income

Tax expense comprises both current and deferred taxes. Current Tax provision as per Income Tax Act, 1961, is made based on the tax liability computed after considering tax allowances and exemptions at the balance sheet date.

Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax asset is recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits.

The carrying amount of Deferred Tax Assets are reviewed at each balance sheet date and written down or written up, to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

l) Earning Per Share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

m) Provisions

A provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

n) Pre-operative Expenses

Pre-operative expenses directly relating to channel development cost have been capitalized to channel development and other pre-operative expenses are charged to profit and loss account of the year

3. Notes to Restated Accounts

Summarized below are the restatements made to the audited financial statements for the respective period/years and their impact on the profit / (loss) of the Company:

Particulars	For the Year Ended			
	31-Mar-2011	31-Mar-2010	31-Mar-2009	31-Mar-2008
Profit/(Loss) after tax as per audited financial statements	(1,197.78)	-	-	-
Adjustments	-	-	-	-
Profit/(Loss) After Tax as Restated	(1,197.78)	-	-	-

a) Material Adjustment

Change in Accounting Policy

During the year ended March 31, 2011 Company has changed its accounting policy with respect to Production cost of programmes to classify it as Intangible Assets and amortized over a period of 5 years from classifying it as Inventory and charge to profit and loss account on first telecast basis. Accordingly for year ended March 31, 2010 Production cost of Rs. 94.21 Lakhs pertaining to Untelecasted Programmes has been added to Business and Commercial Rights and Deducted from Inventory.

b) Material Re-Grouping

Expenses pertaining to human resource had been grouped under administrative expenses in the audited financial statements for the year ended March 31, 2011. These expenses have been shown separately under the head Payments and Provisions for employees under standalone statement of Profit and losses as restated.

c) Payment to Auditors - (excluding Service Tax)

(Rs. in Lakhs)

Particulars	31-Mar-2011	31-Mar-2010	31-Mar-2009	31-Mar-2008
Audit Fees	1.60	0.25	0.10	0.03
Tax Audit Fees	0.40	-	-	-
Other Charges	0.21	0.15	-	-

d) Segment Reporting

The Company operates in a single line of business i. e. Broadcasting of Television Channel and also in a single geographic environment within India, Hence there is no reportable segment information with respect to provision of Accounting Standard 17 "Segment Reporting"

e) Deferred Tax Asset and Liability

The Company has accounted for Deferred Tax in accordance with Accounting Standard - 22 "Accounting for Taxes on Income" issued by The Institute of Chartered

Accountants of India. Accordingly, the components of deferred tax assets/liability are as follows.

		(Rs. in Lakhs)			
Deferred Tax Liability :	31-Mar-2011	31-Mar-2010	31-Mar-2009	31-Mar-2008	
Depreciation	65.42	-	-	-	
Leave Encashment, Gratuity and Miscellaneous Exp	4.08	-	-	-	
Net Deferred Tax Liability	61.34	-	-	-	
Deferred Tax Asset:		-	-	-	
Unabsorbed Depreciation	191.94	-	-	-	
Business Loss	404.11	-	-	-	
Total Deferred Tax Asset	596.05	-	-	-	
Deferred Tax charged to profit and loss a/c.	(534.70)	-	-	-	

- f) The disclosure required under Accounting Standard 15 "Employee Benefits" are given below

Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized and charged off for the year are as under

		(Rs. in Lakhs)			
Particulars	31-Mar-2011	31-Mar-2010	31-Mar-2009	31-Mar-2008	
Employers Contribution to Provident Fund	4.53	-	-	-	

Defined Benefit Plan

Employees gratuity fund scheme manage by Life Insurance Corporation of India is defined benefit plan. The present value of obligations is determined based on actuarial valuation using projected unit credit method which recognized each period of service as giving rise to additional need of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner.

		(Rs. in Lakhs)	
Particulars	Gratuity Unfunded	Leave Encashment Unfunded	
(A) Reconciliation of opening and closing balances of Defined Benefits Obligation	Mar 11	Mar 11	

Defined Benefit Obligation at beginning of the year	-	-
Current Service Cost	2.43	2.72
Interest Cost	-	-
Actuarial (gain)/loss	(0.52)	(0.67)
Benefits Paid	-	-
Defined Benefit obligation at year end	1.91	2.05
(B) Reconciliation of fair value of assets and obligation		
Fair value of plan assets as at 31 st March	-	-
Present Value of obligation as at 31 st March	1.91	2.05
Amount recognized in Balance Sheet	1.91	2.05
(C) Expenses recognized during the year (under head "Employment Cost"		
Current Service Cost	2.43	2.72
Interest Cost	-	-
Actuarial(gain)/loss	(0.52)	(0.67)
Net Cost	1.91	2.05
(D) Actuarial Assumption		
Mortality Table (LIC)	LIC(1994 - 96) Ultimate	
Discount rate (per annum)	8%	
Expected Rate of Return on Plan assets	0%	
Rate of Escalation in Salary (per annum)	5%	

g) Contingent Liabilities

There is no contingent liability as on March 31, 2011

h) Events Occurring After Balance Sheet Date

To the best of knowledge of the management, there are no other events occurring after the Balance Sheet date that provide additional information materially affecting the determination of the amount relating to the conditions existing at the latest Balance Sheet Date that requires adjustment to the Assets or Liabilities of the Company.

i) Current Assets and Current Liabilities

Balances of Sundry Debtors, Sundry Creditors, and Loans & Advances, receivable / payable are taken as per books and are subject to confirmation and reconciliation, if any.

j) Details about the Micro, Small And Medium Enterprises

In absence of information regarding vendors covered under the Micro, Small and Medium Enterprises Development Act, 2006, disclosure relating to amounts unpaid as at the year end together with interest paid / payable under this Act has not been given. However Company has not received any claims in respect of such interest and as such no provision has been made.

Annexure-5

Standalone Statement of Sundry Debtors as Restated

(Rs. In lakhs)

Particulars	As At	As At	As At	As At
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
Receivable other than from promoters/promoters group/directors/related parties				
Less than Six Months	-	-	-	-
- Considered Good	912.50	-	-	-
- Considered Doubtful	-	-	-	-
More than Six Months	-	-	-	-
- Considered Good	-	-	-	-
- Considered Doubtful	-	-	-	-
Receivable from promoters/promoters group/directors/related parties				
Less than Six Months	-	-	-	-
- Considered Good	-	-	-	-
- Considered Doubtful	-	-	-	-
More than Six Months	-	-	-	-
- Considered Good	-	-	-	-
- Considered Doubtful	-	-	-	-
Total	912.50	-	-	-

Annexure-6

Standalone Statement of Current Liabilities and Provisions as Restated

(Rs. In lakhs)

Particulars	As At	As At	As At	As At
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
Current Liabilities				
<i>Sundry Creditors</i>	366.98	81.03	-	-
<i>Others</i>	42.19	4.36	0.18	0.07
Provisions				
<i>Tax</i>	-	-	-	-
<i>Proposed Dividend</i>	-	-	-	-
<i>Dividend Distribution Tax</i>	-	-	-	-
<i>Others</i>	66.69	-	-	-
Total	475.86	85.39	0.18	0.07

Annexure-7

Standalone Details of Loans & Advances as Restated

(Rs. In lakhs)

Particulars	As At	As At	As At	As At
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
Deposit	1,018.53	1,600.25	0.25	-
Prepaid Expenses	101.34	-	-	-
TDS/Advance Tax	24.73	-	-	-
Other Advances & Receivables recoverable in cash or in kind	232.68	56.84	-	-
Total	1,377.28	1,657.09	0.25	-

Annexure-8

Standalone Statement of Secured Loans as Restated

(Rs. In lakhs)

Particulars	As At	As At	As At	As At
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
Term Loan	2,985.00	1,600.00	-	-
Interest Accrued on Term Loan	36.60	0.75	-	-
Working capital/ CC	-	-	-	-
Overdraft facility	-	-	-	-
Total	3,021.60	1,600.75	-	-

Details of Securities

Sr. No.	Name of lender	Type of facility	Sanctioned amount (₹ in lakhs)	Interest rate p.a.	Security	Repayment schedule
1.	Indian Overseas Bank	Term Loan	1000.00	Base rate + 3.75% (presently 14.50 %)	<p>Primary Security Negative lien on program library acquired/ to be acquired by the Company along with, the present and future receivables and other current assets on pari passu basis with the Union Bank of India</p> <p>Collateral security</p>	<p>54 monthly instalments starting from February, 2011, payable as under:</p> <ul style="list-style-type: none"> • 14 monthly instalments of ₹ 5 lakhs each from February 2011 to March 2012 • 12 monthly instalments of ₹ 12.5 lakhs

					<p>First pari passu charge created on the first, fourth, fifth, sixth and seventh floors of Adhikari Chambers at New Link Road, Andheri owned by Sri Adhikari Brothers Television Network Limited (holding company).</p> <p><u>Corporate Guarantee</u> By Sri Adhikari Brothers Television Network Limited</p> <p><u>Personal Guarantee</u> Mr. Gautam Adhikari and Mr. Markand Adhikari, Directors of the Company</p>	<p>each from April 2012 to March 2013</p> <ul style="list-style-type: none"> • 12 monthly instalments of ₹ 25 lakhs each from April 2013 to March 2014 • 12 monthly instalments of ₹ 30 lakhs each from April 2014 to March 2015 • 4 monthly instalments of ₹ 30 lakhs each from April 2015 to July 2015
2.	Union Bank of India	Term Loan	2000.00	<p>Base rate + 7.00% (presently 17.75 % p.a.)</p>	<p><u>Primary Security</u> Negative lien on programme library to be acquired by the Company along with future receivables</p> <p><u>Collateral security</u> First charge created on the first, fourth, fifth, sixth and seventh floors of Adhikari Chambers at New Link Road, Andheri owned by Sri Adhikari Brothers Television Network Limited (holding company)</p> <p><u>Corporate</u></p>	<p>54 monthly instalments starting from February, 2011, payable as under:</p> <ul style="list-style-type: none"> • 14 monthly instalments of ₹ 10 lakhs each from February 2011 to March 2012 • 12 monthly instalments of ₹ 25 lakhs each from April 2012 to March 2013 • 12 monthly instalments of ₹ 50 lakhs each from April 2013 to March 2014

					<p>Guarantee Sri Adhikari Brothers Television Network Limited and Westwind Realtors Private Limited</p> <p>Personal Guarantee Mr. Gautam Adhikari and Mr. Markand Adhikari, Directors of the Company</p>	<p>• 16 monthly instalments of ₹ 60 lakhs each from April 2014 to July 2015</p>
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Annexure-9

Standalone Statement of Unsecured Loans as Restated

(Rs. In lakhs)

Particulars	As At	As At	As At	As At
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
1) From Directors and Relatives of Directors				
Gautam Adhikari	7.00	0.40	0.40	-
Markand Adhikari	37.53	0.52	0.52	0.06
2) From Promoter	-	-	-	-
Sri Adhikari Brothers Television Network Ltd	950.20	-	-	-
3) Others	-	-	-	-
Total	994.73	0.92	0.92	0.06

Notes

- 1) The unsecured loan are short term loan and are repayable on demand
- 2) No interest is payable on unsecured loan
- 3) No terms and condition as to repayment and interest were stipulated in respect of the unsecured loan

Annexure-10

Standalone Statement of Other Income as Restated

(Rs. In lakhs)

Particulars	Nature of Income (Recurring/Non-Recurring)	Year Ended	Year Ended	Year Ended	Year Ended
		31-Mar-	31-Mar-	31-Mar-	31-Mar-

		11	10	09	08
Profit Before Tax & extra ordinary items		(1,732.49)	-	-	-
20% of Net Profit Before Tax		(346.50)	-	-	-
Other Income for the Year		1.35	-	-	-
Other Income Details					
Dividend Income on Liquid Mutual Fund	Non Recurring	1.35	-	-	-
Total		1.35	-	-	-
Net Profit Before tax and extraordinary item as restated		(1,732.49)	-	-	-
% of net Profit Before tax and extraordinary item as restated		(0.08)	-	-	-

(Rs. in Lakhs except per share data)

Annexure-11

Standalone Summary of Accounting Ratios Based on Restated Financial Statements

Particulars	As At	As At	As At	As At
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
Net Profit after tax as restated (A)	(1,197.78)	-	-	-
Net Worth (B)	802.22	1,071.37	0.63	0.83
Less : Share Application Money	-	243.30	-	-
Net Worth excluding share application money (C)	802.22	828.07	0.63	0.83
No. of Equity Shares outstanding at the end of the year (In Nos) (D)	20,000,000	10,000,000	10,000	10,000
Add: Effect of share application money on equity shares (In Nos.)	-	-	-	-
Weighted Average number of equity shares Outstanding during the year / period considered for Basic EPS (in Nos.) (E)	15,141,096	5,759,589	10,000	10,000
Basic EPS and Diluted Earning Per Share (Rs.) (A/E)	(7.91)	-	-	-
Return on Net Worth (%) (A/C)	(149.31)	-	-	-
Net Asset Value per Equity Share (Rs.) (C/D)	4.01	8.28	6.30	8.27

Basic and Diluted Earnings per Share (Rs.) = Net Profit after tax, as restated/Weighted average number of Equity Shares outstanding during the year

Return on Net Worth (%) = Net Profit after tax, as restated *100/Net Worth

Net Asset Value per Share (in Rs.) = Net Worth /Number of Equity Shares outstanding at the end of the year

Notes :

1. The above ratios have been computed on the basis of the Restated Financial Information for the respective year.
2. Earnings per Share is computed in accordance with Accounting Standard (AS) 20 "Earning per Share" issued by the Institute of Chartered Accountants of India.

Annexure-12

Standalone Capitalisation Statement as Restated at March 31, 2011

(Rs. in lakhs)

Particulars	Pre-Issue	Post-Issue
	As on March 31, 2011	
Borrowings		
Short Term Debt	1,211.33	[•]
Long Term Debt	2,805.00	[•]
Total Debt	4,016.33	[•]
Shareholders' Fund		
Share Capital		
- Equity	2,000.00	[•]
- Preference	-	
Reserves & Surplus	(1,197.78)	[•]
Total Shareholders' Funds	802.22	[•]
Long Term Debt/ Equity Ratio	3.50	[•]

Notes:

- 1) Short Terms debts represents amount repayable within one year
- 2) Since March 31, 2011 equity capital has been increase from 2,000 Lakhs to 2,637.50 Lakhs pursuant to preferential allotment to Sri Adhikari Brothers Television Network Ltd
- 3) Post Issue capitalisation will be incorporated on conclusion of Book Building Process

Annexure-13

Standalone Statement of Tax Shelters as Restated

(Rs. in lakhs)

Particulars	As At	As At	As At	As At
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
Profit before Tax but after extraordinary items as restated (a)	(1,732.49)	-	-	-

Tax Rate	-	-	-	-
Tax at Notional Rate on Profit	-	-	-	-
Adjustments :				
Permanent Differences :				
Disallowance u/s.37 of Income Tax Act	3.39			
Exempt Income	(1.35)	-	-	-
Other Disallowances		-	-	-
Disallowance u/s.40(a)(i)/40A of Income Tax Act	-	-	-	-
Total of Parmanent Differences (b)	2.04	-	-	-
Timing Differences:				
<i>Depreciation</i>	(211.72)			
<i>Preliminary Expenses</i>	9.22			
<i>Leave Encashment</i>	2.05			
<i>Gratuity</i>	1.91			
Total of Timing Differences (c)	(198.54)	-	-	-
Net Adjustments (b) + (c)	(196.50)	-	-	-
Tax Saving	-	-	-	-
Total Adjustments (d)	-	-		
Tax effect thereof	-	-		
Profit/(loss) as per Income Tax returns (e)= (a-b-c-d)	(1,928.99)	-	-	-
Brought forward losses adjusted (f)	-	-	-	-
Taxable Income/(loss) (e+f)	(1,928.99)	-	-	-
Taxable Income/ (loss) as per MAT	(1,732.49)	-	-	-
Tax as per Income tax as returned		-	-	-
Interest u/s 234 of Income Tax Act	-			
Total Tax as per return	-	-	-	-
Carry forward business loss	1,307.82	-	-	-
Carry forward depreciation loss	621.17	-	-	-
Total carry forward loss as per return of the year	1,928.99	-	-	-

Notes:

1. The aforesaid Statement of Tax Shelters has been prepared as per Audited accounts of TV Vision Limited.
2. The Tax Shelter Statement has been prepared considering acknowledged copies of the Income Tax Returns filed as per section 139(1) or section 153A of the Income Tax Act, 1961. For year ended 31st March, 11 it has been prepared as per Computation prepared for the year

Annexure-14

Standalone Details of List of Related Party where Control Exists and where Significant Influence Exists and with whom Company has Transacted

Particulars	Year Ended	Year Ended	Year Ended	Year Ended
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
a. Holding & Fellow Subsidiaries	Sri Adhikari Brothers Television Network Ltd	Sri Adhikari Brothers Television Network Ltd	Sri Adhikari Brothers Television Network Ltd	
	HHP Broadcasting Services Pvt Ltd	HHP Broadcasting Services Pvt Ltd	Westwind Realtors Pvt Ltd	
	MPCR Broadcasting Service Pvt Ltd	MPCR Broadcasting Services Pvt Ltd		
	UBJ Broadcasting Pvt Ltd	UBJ Broadcasting Pvt Ltd		
	Westwind Realtors Pvt Ltd	Westwind Realtors Pvt Ltd		
b. Key Management Personnel				
	Gautam Adhikari	Gautam Adhikari	Gautam Adhikari	Gautam Adhikari
	Markand Adhikari	Markand Adhikari	Markand Adhikari	Markand Adhikari
c. Relatives/ Enterprises where Key Management Personnel exercises Significant Influence				
	SAB & View Entertainment	SAB & View Entertainment	Cinema Today Pvt Ltd	Cinema Today Pvt Ltd
	Cinema Today Pvt Ltd	Cinema Today Pvt Ltd	Sri Adhikari Brothers Asset Holding Pvt Ltd	Sri Adhikari Brothers Asset Holding Pvt Ltd
	Sri Adhikari Brothers Asset Holding Pvt Ltd	Sri Adhikari Brothers Asset Holding Pvt Ltd	Dream Merchant Cinema Pvt Ltd	Dream Merchant Cinema Pvt Ltd
	Mastiiidotcom Entertainment Pvt Ltd	Regional Broadcasters Pvt Ltd	Regional Broadcasters Pvt Ltd	Regional Broadcasters Pvt Ltd

	Regional Broadcasters Pvt Ltd	Dream Merchant Cinema Pvt Ltd		
	Dream Merchant Cinema Pvt Ltd	Infra Projects Vision Pvt Ltd		
	Infra Projects Vision Pvt Ltd	Kartavyaa Publication Pvt Ltd		
	Kartavyaa Publication Pvt Ltd			
	Urvee Adhikari Creations			

Standalone Details of Related Party Transactions as Restated

(Rs. In lakhs)

Particulars	Year Ended	Year Ended	Year Ended	Year Ended
	31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
a. Holding & Fellow Subsidiaries				
Capital Contribution	1,000.00	1,000.00	-	-
Loan Taken	2,758.37	-	-	-
Reimbursement of Expenses	12.49	-	-	-
Outstanding Balance included in Unsecured Loan	950.20	-	-	-
Collateral Security & Corporate Guarantee Taken	3,021.60	1,600.75	-	-
Corporate Guarantee Given	1,000.00	-	-	-
b. Key Managerial Personnel				
Rent paid	0.65	-	-	-
Loan Taken	666.35	-	0.86	0.06
Deposit Given	5.00	-	-	-
Outstanding Balance included in Unsecured Loan	44.53	0.92	0.92	0.06
Outstanding Balance included in Current Liabilities	0.65	-	-	-
Outstanding Balance included in Current Assets	5.00	-	-	-
Collateral Security & Personal Guarantee Taken	3,021.60	1,600.75	-	-

c. Transaction with Relatives/ Enterprises where Key Management Personnel exercises Significant Influence				
Reimbursement of Expenses	11.05	-	-	-
Services Aailed	3.50	-	-	-
Outstanding Balance included in Current Liabilities	12.30	-	-	-

Transaction with related parties	Nature of Transaction	Year Ended	Year Ended	Year Ended	Year Ended
Name of the party		31-Mar-11	31-Mar-10	31-Mar-09	31-Mar-08
Transaction with Holding and Fellow Subsidiaries					
Sri Adhikari Brothers Television Network Ltd	Capital Contribution	1,000.00	1,000.00	-	-
Sri Adhikari Brothers Television Network Ltd	Loan Taken	2,758.37	-	-	-
Sri Adhikari Brothers Television Network Ltd	Reimbursement of Expenses	12.49	-	-	-
Sri Adhikari Brothers Television Network Ltd	Outstanding Balance included in Unsecured Loan	950.20	-	-	-
Sri Adhikari Brothers Television Network Ltd	Outstanding Balance included in Current Liabilities	5.92	-	-	-
Sri Adhikari Brothers Television Network Ltd	Collateral Security and Corporate Guarantee Taken	3,021.60	1,600.75	-	-
HHP Broadcasting Services Pvt Ltd	Corporate Guarantee Given	1,000.00	-	-	-
Transanction with Key Managerial Personnel					
Gautam Adhikari	Rent paid	0.65	-	-	-
Gautam Adhikari	Loan Taken	292.81	-	0.40	-
Markand Adhikari	Loan Taken	373.54	-	0.46	0.06
Gautam Adhikari	Deposit Given	5.00	-	-	-
Gautam Adhikari	Outstanding Balance included in Unsecured Loan	7.00	0.40	0.40	-
Markand Adhikari	Outstanding Balance included in Unsecured Loan	37.53	0.52	0.52	0.06
Gautam Adhikari	Outstanding Balance included in Current Liabilities	0.65	-	-	-
Gautam Adhikari	Outstanding	5.00	-	-	-

	Balance included in Current Assets				
Transaction with Relatives/ Enterprises where Key Management Personnel exercises Significant Influence					
Mastiiidotcom Entertainment Pvt Ltd	Reimbursement of Expenses	11.05	-	-	-
Urvee Adhikari Creations	Costume Designing Charges	3.50	-	-	-
Mastiiidotcom Entertainment Pvt Ltd	Outstanding Balance included in Current Liabilities	11.05	-	-	-
Urvee Adhikari Creations	Outstanding Balance included in Current Liabilities	1.25	-	-	-

Examination Report on the Proforma Condensed Consolidated Financial Statements

The Board of Directors

TV Vision Ltd.,
Mumbai

We have examined the proforma adjustments reflecting the transactions described in the footnotes to the accompanying proforma condensed consolidated financial statements (the "Footnotes") and the application of those adjustments to the historical amounts in the accompanying proforma condensed consolidated balance sheets of TV Vision Ltd ("the Company") and MPCR Broadcasting Service Pvt Ltd ("MPCR"), UBJ Broadcasting Pvt Ltd ("UBJ"), HHP Broadcasting Service Pvt Ltd ("HHP") as of March 31, 2011, and the related proforma condensed consolidated profit and loss accounts for the year ended March 31, 2011. The historical financial statements on the basis of which the proforma condensed consolidated financial statements have been prepared are (a) the audited and restated balance sheets and profit and loss account statements of Company as at and for the year ended March 31, 2011 which have been examined by us (b) the audited balance sheet and profit and loss account of MPCR, UBJ, HHP as at and for the year ended March 31, 2011, which have been audited by us. The proforma adjustments are based upon the Company's management's assumptions described in the Footnotes. Our examination was conducted for the purposes of, and in accordance with, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and accordingly, included such procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

The objective of the proforma financial information referred to in the first paragraph of this Report is to show what the significant effects on the historical information might have been had the transactions occurred at an earlier date. However, the proforma condensed consolidated financial statements are not necessarily indicative of the results of operations or related effects on the financial position that would have been attained had the above-mentioned transactions actually occurred as of the earlier date.

In our opinion, the Company's management's assumptions provide a reasonable basis for presenting the significant effects directly attributable to the transactions described in the Footnotes, the related proforma adjustments give appropriate effect to those assumptions and the proforma columns reflect the proper application of those adjustments to the historical consolidated financial statement amounts in the proforma condensed consolidated balance sheet as of March 31, 2011 and the related proforma condensed consolidated profit and loss accounts for the year ended March 31, 2011.

For, A. R. Sodha & Co.
Chartered Accountants
FRN 110324W

A. R. Sodha
Partner
M. No.: 31878
Place: Mumbai
Date: September 19, 2011

Annexure-1

Proforma Condensed Consolidated Balance Sheet as at March 31, 2011

(Rs. in lakhs)

Particulars	As At 31st March 2011						
	TV Vision	MPCR	UBJ	HHP	Total	Adj	Total
A TANGIBLE ASSETS							
Fixed Assets							
Gross Block	155.34	-	4.53	4.98	164.86	-	164.86
Less : Accumulated Depreciation	44.89	-	-	-	44.89	-	44.89
Net Block	110.45	-	4.53	4.98	119.96	-	119.96
Less : Revaluation Reserve	-	-	-	-	-	-	-
Net Block after adjustment of Revaluation Reserve	110.45	-	4.53	4.98	119.96	-	119.96
Capital Work In Progress	25.83	2.00	-	-	27.83	-	27.83
Total	136.28	2.00	4.53	4.98	147.79	-	147.79
B INTANGIBLE ASSETS							
Gross Block	2,553.38	1,027.34	1,415.03	1,503.23	6,498.98	100.00	6,598.98
Less : Amortisation	364.55	-	-	-	364.55	-	364.55
Net Block	2,188.83	1,027.34	1,415.03	1,503.23	6,134.43	100.00	6,234.43
Capital Work In Progress	32.18	21.31	-	-	53.48	-	53.48
Total	2,221.01	1,048.64	1,415.03	1,503.23	6,187.91	100.00	6,287.91
C INVESTMENTS	-	-	-	-	-	-	-
D DEFERRED TAX ASSET	596.06	-	-	-	596.06	-	596.06
E CURRENT ASSETS, LOANS & ADVANCES							
Sundry Debtors	912.50	-	-	-	912.50	-	912.50
Cash & Bank Balances	112.64	0.40	36.37	5.56	154.96	-	154.96
Loans & Advances	1,377.28	1,500.69	1,244.02	440.25	4,562.24	-	4,562.24
Other Current Assets	-	-	-	-	-	-	-
Total	2,402.41	1,501.09	1,280.38	445.81	5,629.70	-	5,629.70
F LIABILITIES AND PROVISIONS							
Secured Loans	3,021.60	1,406.23	2,023.72	1,000.00	7,451.55	-	7,451.55
Unsecured Loans	994.73	57.87	-	6.25	1,058.85	-	1,058.85
Deferred Tax Liability	61.35	-	-	-	61.35	-	61.35
Current Liabilities	409.17	284.95	130.28	125.04	949.44	-	949.44
Provisions	66.69	0.25	0.25	5.75	72.94	-	72.94
Total	4,553.53	1,749.30	2,154.25	1,137.04	9,594.12	-	9,594.12
G NET WORTH (A + B + C+D+E-F)	802.22	802.43	545.70	816.99	2,967.34	100.00	3,067.34
H Net Worth							

Represented by							
Equity Share Capital	2,000.00	850.00	750.00	850.00	4,450.00	(1,812.50)	2,637.50
Reserve & Surplus					-		-
Share Premium	-	-	-	-	-	1,912.50	1,912.50
Surplus/(Deficit) in P & L A/c	(1,197.78)	-	-	-	(1,197.78)	-	(1,197.78)
Less : Miscellaneous Expenses Not W/off	-	(2.35)	(2.35)	(2.35)	(7.05)	-	(7.05)
Less : Pre operative Exp	-	(45.22)	(201.95)	(30.66)	(277.83)	-	(277.83)
I NET WORTH	802.22	802.43	545.70	816.99	2,967.34	100.00	3,067.34

Annexure-2

Proforma Condensed Consolidated Profit And Loss Account for the Period ended March 31, 2011

(Rs. in lakhs)

Particulars	As At 31st March 2011						
	TV Vision	MPCR	UBJ	HHP	Total	Adj	Total
Income							
Income from Operations	1,642.61	-	-	-	1,642.61	-	1,642.61
Other Income	1.35	-	-	-	1.35	-	1.35
Total Income	1,643.96	-	-	-	1,643.96	-	1,643.96
Expenditure							
Direct Expenses	319.76	-	-	-	319.76	-	319.76
Payment & Provision for Employees	115.83	-	-	-	115.83	-	115.83
Administrative & Other Expenses	208.26	-	-	-	208.26	-	208.26
Selling & Distribution Expenses	1,924.42	-	-	-	1,924.42	-	1,924.42
Financial Charges	387.20	-	-	-	387.20	-	387.20
Misc exp written off	11.53	-	-	-	11.53	-	11.53
Depreciation & Amortization	409.45	-	-	-	409.45	-	409.45
Total Expenditure	3,376.45	-	-	-	3,376.45	-	3,376.45
Profit before tax and extraordinary items	(1,732.49)	-	-	-	(1,732.49)	-	(1,732.49)
Add / (Less) : Extraordinary Items	-	-	-	-	-	-	-
Profit Before Tax after extraordinary items	(1,732.49)	-	-	-	(1,732.49)	-	(1,732.49)
Add / (Less) : Provision for Tax							
Current Tax	-	-	-	-	-	-	-
Deferred Tax	(534.71)	-	-	-	(534.71)	-	(534.71)
Net Profit After Tax and extraordinary items (A)	(1,197.78)	-	-	-	(1,197.78)	-	(1,197.78)
Surplus/(Deficit) brought forward from previous years	-	-	-	-	-	-	-
Balance Carried forward as restated	(1,197.78)	-	-	-	(1,197.78)	-	(1,197.78)

Footnotes to the Unaudited Pro-forma Condensed Consolidated Financial Statements as of and for the Year ended March 31, 2011

The unaudited proforma condensed consolidated financial statements have been prepared to reflect the acquisition of MPCR Broadcasting Service Pvt Ltd ("MPCR"), UBJ Broadcasting Pvt Ltd ("UBJ") and HHP Broadcasting Service Pvt Ltd ("HHP") by TV Vision Ltd ("the Company") (hereinafter referred to as the -"Acquisition").

The Acquisition will be accounted for as an acquisition of MPCR, UBJ and HHP by Company pursuant to AS 21 - Consolidated Financial Statements.

As a consequence of this Acquisition, MPCR, UBJ and HHP became wholly owned subsidiaries of the Company with effect from August 1, 2011. The aggregate consideration for the Acquisition was Rs. 2550 Lakhs.

The unaudited proforma condensed consolidated balance sheets and profit and loss accounts as of and for the year ended March 31, 2011 have been prepared to reflect the Acquisition as if it had taken place on April 1, 2010.

The unaudited proforma condensed consolidated financial statements are based on:

(a) the audited and restated balance sheets and profit and loss accounts of the Company as of and for the year ended March 31, 2011; and

(b) the audited balance sheet and profit and loss account of MPCR, UBJ and HHP as of and for the year ended March 31, 2011

The unaudited proforma condensed consolidated financial statements have been prepared in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended. Because of their nature, the proforma financial statements address a hypothetical situation and, therefore, do not represent the Company's actual financial position or results. They purport to indicate the results of operations or the consolidated financial position that would have resulted had the acquisition been completed at the beginning of the period presented, but are not intended to be indicative of expected results or operations in the future period or the future financial position of the Company.

The proforma adjustments are based upon available information and assumptions that the management of the Company believes to be reasonable.

The following adjustments have been made to present the unaudited proforma condensed consolidated financial statements:

- a) Movement in Share Capital and Securities Premium by way of issue of 63,75,000 Equity shares of Rs. 10 each at a premium of Rs. 30 per share to fund the Acquisition.
- b) It has been presumed that UBJ would have issued 10,00,000 equity shares of Rs.10 each at par
- c) It has been presumed that UBJ would have acquired Business and commercial rights amounting to Rs.100 Lakhs from proceeds of share issue.

Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion of our financial condition and results of operations together with our restated financial statements as at and for the years ended March 31, 2011, 2010, 2009 and 2008, prepared in accordance with the Indian GAAP and the Companies Act, and restated in accordance with the SEBI ICDR Regulations, including the annexure and notes thereto and the reports thereon.

Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the 12-month period ended March 31 of that year.

This discussion contains forward-looking statements and reflects our management's current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the chapter titled "Risk Factors".

Overview

We are engaged in the business of broadcasting and content production. Our Company is a wholly owned subsidiary of SABTNL which has an experience of more than 16 years in the Indian M&E industry. SABTNL is engaged in the business of content production and syndication.

Our Company launched a Music and Comedy Channel viz. "Mastiii" in July, 2010. The commercial operation of the channel was started from September, 2010. Our programming involves comedy gags interwoven with Hindi songs. Based on the viewer's profile during different time bands, our channel telecasts a mix of old and new Hindi songs. It offers a mix of Hindi music with comic satire & skits in various formats such as gags, jokes, spoofs etc. Typically, Hindi songs telecasted by us are licensed from third parties while the comedy gags are produced in-house and acquired from third parties. We have engaged various artists, script writers, directors & technicians who help us in producing quality content to attract viewership.

Our Company entered into share purchase agreements with SABTNL on July 1, 2011 for acquisition of 100% issued, subscribed and paid up equity share capital of HHP Broadcasting Services Private Limited, UBJ Broadcasting Private Limited and MPCR Broadcasting Service Private Limited thereby making them our wholly owned Subsidiaries with effect from August 1, 2011.

While "Mastiii" is positioned as a pan-India channel with a view to penetrate across the whole M&E industry in India, the channels launched/in the process of launching by our Subsidiaries target the audience of specific regions of India.

Significant developments subsequent to the last financial year

Except as mentioned below, in the opinion of our Board, no circumstances have arisen since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect, the profitability of our Company, or the value of our assets or our ability to pay our liabilities within the next 12 months.

Infusion of equity share capital by our Promoter

Our Promoter, SABTNL, has been allotted 63,75,000 Equity Shares of face value ₹ 10/- each at a premium of ₹ 30/- per Equity Share aggregating to ₹ 2,550 lakhs after the date of last

financial statements appearing in this Draft Red Herring Prospectus. For details in relation to the said allotment, please refer to the section titled "Capital Structure" beginning on page no. 22 of this Draft Red Herring Prospectus.

Acquisition of Subsidiaries from our Promoter SABTNL

Our Company entered into share purchase agreements with SABTNL for acquiring 100% stake in HHP Broadcasting Services Private Limited, UBJ Broadcasting Private Limited and MPCR Broadcasting Service Private Limited on July 1, 2011. Pursuant to the share purchase agreements, 100% of the equity share capital of HHP Broadcasting Services Private Limited, UBJ Broadcasting Private Limited and MPCR Broadcasting Service Private Limited was acquired by our Company with effect from August 1, 2011, thereby making them our wholly owned Subsidiaries.

HHP Broadcasting Services Private Limited and UBJ Broadcasting Private Limited have launched Hindi General Entertainment Channels viz. "Dabangg" and "Dhamaal" respectively in February 2011. These channels started commercial operations in May, 2011.

MPCR Broadcasting Service Private Limited is in process of launching a Hindi General Entertainment Channel namely "Dhamakaa" which is expected to commence from October 2011. MPCR Broadcasting Service Private Limited has applied to MIB for change in name of the television channel to "Mauj Mastiii".

Factors affecting our results of operations

A number of factors have affected and we expect will continue to affect our results of operations. Some of the factors affecting our results of operations are discussed below:

Advertisement revenue

Currently, advertising revenue is the only source of our income. Our advertisement revenue primarily consists of revenue earned from the sale of airtime, film promotions, interstitials, teleshopping slots, pop-ups, scroll bar and other branding opportunities such as title sponsorships.

Our advertisement revenue primarily depends upon the popularity of our channel and the demographics of our viewers, both of which affect our average advertisement rates and the average consumption of advertisement inventory. Our advertisement rates will be dependent on viewers' preference for watching our channel over other channels.

We currently do not derive any subscription revenue from our channel. In future, we intend to make our channel and some of the channels of our subsidiaries available only through subscription viz. pay channels. Although advertisement revenue currently is and is expected to remain our primary source of revenue, as our business grows and as distribution platforms in India are digitised, we expect subscription revenue to contribute significantly to our total revenues. Going forward, an increase in our subscription revenues will also depend upon an increase in the number of CAS and DTH households in India.

We also plan to launch some of our channels in the international markets in the future. As a first step, we propose to launch "Mastiii" in the US, Canada, the Caribbean region, Middle East countries & South East Asia. We also propose to launch other channels internationally in coming years. Once operational, revenue from international markets would be another source of income for our Company.

Song acquisition cost

The popularity of our channel Mastiii is dependent on the songs played on the channel. We acquire rights for songs to be played on our channel, from music companies or aggregators. Depending on changing trends in popularity of songs, we change the selection of songs.

Distribution and marketing expenses

The distribution of our channel is dependent on the co-operation of LCOs, MSOs and DTH operators. Currently, distribution expenses form major part of our distribution and marketing expenses. We also incur certain advertising and business promotion expenses in respect of our channel.

Regional focus

Our Subsidiaries HHP Broadcasting Services Private Limited & UBJ Broadcasting Private Limited are operating regional General Entertainment Channels viz. “Dabangg” focusing on Uttarakhand, Uttar Pradesh, Bihar and Jharkhand and “Dhamaal” focusing on Rajasthan, Madhya Pradesh and Chattisgarh.

Further, our subsidiary MPCR Broadcasting Service Private Limited plans to launch another regional General Entertainment Channel focusing on the state of Gujarat.

For further discussion of factors that may affect our results of operations, please refer to the section entitled “Risk Factors” beginning on page no. iv of this Draft Red Herring Prospectus.

Significant accounting policies

For significant accounting policies, please refer to Annexure - 4 of the Restated Financial Statements appearing on page no. 137 of this Draft Red Herring Prospectus.

Discussion on the results of operations

Summary of financial results

The table below sets forth a breakdown of our results of operations as per the standalone restated financial statements, both in absolute terms and with each line item represented as a percentage of total income:

Particulars	Year Ended	As a % of Total Income	Year Ended	Year Ended	Year Ended
	31-Mar-11		31-Mar-10	31-Mar-09	31-Mar-08
Income					
Income from Operations	1,642.61	99.92%	-	-	-
Other Income	1.35	0.08%	-	-	-
Total Income	1,643.96	100.00%	-	-	-
Expenditure					
Direct Expenses	319.76	19.45%	-	-	-
Payment & Provision for Employees	115.83	7.05%	-	-	-
Administrative & Other Expenses	208.26	12.67%	-	-	-

Selling & Distribution Expenses	1,924.42	117.06%	-	-	-
Financial Charges	387.20	23.55%	-	-	-
Misc exp written off	11.53	0.70%			
Depreciation & Amortization	409.45	24.91%	-	-	-
Total Expenditure	3,376.45	205.39%	-	-	-
Profit before tax and extraordinary items	(1,732.49)	(105.39)%	-	-	-
Profit Before Tax after extraordinary items	(1,732.49)	(105.39)%	-	-	-
Add / (Less) : Provision for Tax					
Current Tax	-				
Deferred Tax	(534.71)	(32.53)%			
Profit After Tax and extraordinary items as per Audited Accounts (A)	(1,197.78)	(72.86)%	-	-	-
Total Adjustments net of tax impact	-		-	-	-
Net Profit as Restated	(1,197.78)	(72.86)%	-	-	-

Summary of major items of Profit & Loss Statement

Income from operations

Our income from operations primarily consists of income from advertisement revenue. Our advertisement revenue consists of revenue earned from the sale of airtime, film promotions, interstitials, teleshopping slots, pop-ups, scroll bar and other branding opportunities such as title sponsorships.

Expenditure

Our total expenditure primarily consists of the following:

Direct Expenses

Our Direct expenses consist primarily of purchase of licence from different music companies for their content, telecast and uplinking fees.

Selling and Distribution Expenses

Distribution and marketing expenses for our Company includes distribution expenses paid to MSOs, LCOs and DTHs, commission on sales and advertising & marketing expenses.

Payment & Provision for Employees

Personnel costs consist of (i) salaries, wages and other benefits (group insurance and gratuity and the Company's contribution to provident funds) to employees and (ii) staff welfare costs.

Administrative & Other Expenses

Administrative expenses include (i) insurance premium, (ii) travelling expenses, (iii) rent, (iv) electricity charges, (v) stationary costs, (vi) legal and professional costs, and (vii) security costs (viii) membership subscription charges.

Financial Charges

Finance charges comprise (i) interest and finance charges, such as interest charged on term loans and short term loans and (ii) bank charges, such as loan processing charges.

Depreciation & Amortization

Depreciation cost includes the depreciation charges on our tangible assets and the amortization cost includes the amortization of intangible asset comprising of Business & Commercial Rights, Channel Development cost, Computer Software etc.

Comparison of financial results across fiscals

Fiscal 2011: Profit & Loss Statement

Our Company launched its first channel "Mastiii" in July 2010. The commercial operation of the channel began in September 2010. Our Company did not generate any revenue during the Fiscals 2008, 2009 and 2010, and under Indian GAAP we were not required to prepare the statements of profit & loss for the Fiscals.

Total Income

Our total income for Fiscal 2011 was ₹ 1,643.96 lakhs.

Income from Operations

Our Operating income for Fiscal 2011 was ₹ 1642.61 lakhs, constituting 99.92% of our total income. The commercial operation of our channel "Mastiii" began in September 2010 and hence the income from operations for Fiscal 2011 reflects income generated for the seven months period.

Other Income

Our other income for Fiscal 2011 was ₹ 1.35 lakhs. The source of other income was dividend income on liquid mutual fund.

Expenditure

Our total expenditure in Fiscal 2011 was ₹ 3,376.45 lakhs.

Direct Expenses

Our direct expenses in Fiscal 2011 were ₹ 319.76 lakhs, constituting 19.45% of our total income.

Payment & Provision for Employees

Payment & provision for employees in Fiscal 2011 was ₹ 115.83 lakhs, constituting 7.05% of our total income.

Administrative & Other Expenses

Our administrative & other expenses in Fiscal 2011 were ₹ 208.26 lakhs, constituting 12.67% of our total income.

Selling & Distribution Expenses

Our selling & distribution expenses in Fiscal 2011 were ₹ 1,924.42 lakhs, constituting 117.06% of our total income. The major contributors to selling & distribution expenses include distribution expenses paid to MSOs, LCOs and DTHs, commission on sales and advertising & marketing expenses.

Interest and Finance Charges

Our interest and finance charges in Fiscal 2011 were ₹ 387.20 lakhs, constituting 23.55% of our total income.

Depreciation & Amortization

Depreciation & Amortization for Fiscal 2011 was ₹ 409.45 lakhs, constituting 24.91% of our total income.

Profit before Tax and Extraordinary Items

Net loss before tax for Fiscal 2011 was ₹ 1732.49 lakhs, constituting 105.39% of our total income.

Provision for Taxation (Deferred Tax)

We have made provisions for deferred tax of ₹ 534.71 lakhs for Fiscal 2011.

Net Loss, as Restated

Due to the reasons described above, our restated net loss for Fiscal 2011 was ₹ 1197.78 lakhs. Our net loss, as a percentage of total income was 72.86%.

Liquidity and Capital Resources

We had negative cash flow from our operations in Fiscals 2011, 2010 and 2009. We have funded our working capital, capital expenditures and investments in subsidiaries from the issuance of Equity Shares, from bank loans and unsecured loans from Promoter/Directors. Our only source of revenue is advertisement revenue. We raise our invoices for advertisements on our channels every 10 days, which was on a monthly basis till June, 2011.

Related Party Transactions

For details of our related party transactions, please refer to Annexure-14 to the Financial Statements appearing on page no. 150 of this Draft Red Herring Prospectus.

Market Risks

Interest Rate Risk

As at March 31, 2011, we had ₹ 3,021.60 lakhs of secured loans outstanding, all of which is at floating rate, thereby exposing us to changes in interest rates. Upward fluctuations in interest rates may increase the cost of debt. We do not currently use any derivative instruments to modify the nature of our debt so as to manage our interest rate risk.

Foreign Exchange Risk

Foreign exchange risk involves exchange rate movements among currencies that may adversely impact the value of foreign currency-denominated assets, liabilities and off-balance sheet arrangements. We do not have any foreign currency revenues or foreign currency borrowings. As a result, changes in exchange rates are not likely to substantially affect our operations.

Other matters

Significant economic changes that materially affected or are likely to affect income from continuing operations

Except as described in the chapter "Regulations and Policies" appearing on page no. 88 of this Draft Red Herring Prospectus, there have been no significant regulatory changes that

could affect our income from operations.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Except for the trends identified above in “Factors affecting our Results of Operations” and the uncertainties described in the section titled “Risk Factors” appearing on page no. iv of this Draft Red Herring Prospectus, there are no known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Future changes in relationships between costs and revenues

Our Company reasonably does not foresee any factor that may have a material adverse impact on the operation and finances of our Company except disclosed in “Risk Factors” and “Management’s Discussion and Analysis of Financial condition and Results of Operations” beginning on page nos. iv and 159 respectively in this Draft Red Hearing Prospectus.

Total turnover of each major industry segment in which our Company operated

Our Company operates in a single line of business i.e. broadcasting of television channel.

Status of any publicly announced new products or business segment

Our Company has not announced any new products or business segment.

Seasonality of business

There is no seasonality in the results of our operations.

Dependence on single or few customers

We are dependent on few customers for generating our revenue. Income from our top 10 customers account for 74.45% of income from operations for Fiscal 2011. For more information, please refer to the chapter titled “Risk Factors” beginning on page no. iv of this Draft Red Herring Prospectus.

Significant Regulatory Changes

Except as described in the chapter titled “Regulations and Policies” beginning on page no. 88 of this Draft Red Herring Prospectus, there have been no significant regulatory changes that could affect our business operations.

Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, there have been no events or transactions which may be described as “unusual” or “infrequent”.

Our Indebtedness/Loans and Borrowings

The details of our Company's indebtedness as on September 19, 2011 are as follows:

A. Secured Loans availed by our Company

Sr. No.	Name of lender	Type of facility	Sanctioned amount (₹ in lakhs)	Outstanding amount as on September 19, 2011 (₹ in lakhs)	Interest rate p.a.	Security	Repayment schedule
1.	Indian Overseas Bank	Term Loan	1000.00	965.00	Base rate + 3.75% (presently 14.50 %)	<p>Primary Security Negative lien on program library acquired/ to be acquired by the Company along with, the present and future receivables and other current assets on pari passu basis with the Union Bank of India</p> <p>Collateral security First pari passu charge created on the first, fourth, fifth, sixth and seventh floors of Adhikari Chambers at New Link Road, Andheri owned by Sri Adhikari Brothers Television Network Limited (holding company).</p> <p>Corporate Guarantee By Sri Adhikari Brothers Television Network</p>	<p>54 monthly instalments starting from February, 2011, payable as under:</p> <ul style="list-style-type: none"> • 14 monthly instalments of ₹ 5 lakhs each from February 2011 to March 2012 • 12 monthly instalments of ₹ 12.5 lakhs each from April 2012 to March 2013 • 12 monthly instalments of ₹ 25 lakhs each from April 2013 to March 2014 • 12 monthly instalments of ₹ 30 lakhs each from April 2014 to March 2015 • 4 monthly instalments of ₹ 30 lakhs each from April 2015 to July 2015

						Limited <u>Personal Guarantee</u> Mr. Gautam Adhikari and Mr. Markand Adhikari, Directors of the Company	
2.	Union Bank of India	Term Loan	2000.00	1957.52	Base rate + 7.00% (presently 17.75 % p.a.)	<u>Primary Security</u> Negative lien on programme library to be acquired by the Company along with future receivables <u>Collateral security</u> First charge created on the first, fourth, fifth, sixth and seventh floors of Adhikari Chambers at New Link Road, Andheri owned by Sri Adhikari Brothers Television Network Limited (holding company) <u>Corporate Guarantee</u> Sri Adhikari Brothers Television Network Limited and Westwind Realtors Private Limited <u>Personal Guarantee</u> Mr. Gautam Adhikari and	54 monthly instalments starting from February, 2011, payable as under: • 14 monthly instalments of ₹ 10 lakhs each from February 2011 to March 2012 • 12 monthly instalments of ₹ 25 lakhs each from April 2012 to March 2013 • 12 monthly instalments of ₹ 50 lakhs each from April 2013 to March 2014 • 16 monthly instalments of ₹ 60 lakhs each from April 2014 to July 2015

						Mr. Markand Adhikari, Directors of the Company	
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B. Unsecured Loans

Our Company has availed unsecured loans as on March 31, 2011 from its Promoter and Directors to the tune of ₹ 994.73 lakhs, based on standalone restated financial statements, the details whereof is provided as under:

Sr. No	Name of the Lender (Director/Promoter)	Unsecured Loan Amount (₹ in Lakhs)
1.	SABTNL	950.20
2.	Mr. Gautam Adhikari	7.00
3.	Mr. Markand Adhikari	37.53
	Total	994.73

C. Corporate Guarantees given by our Company

In addition to the foregoing, our Company has given corporate guarantees on behalf of our wholly owned subsidiary, HHP Broadcasting Services Private Limited, the details of which are as under:

Name of the bank	Amount (₹ in lakhs)	Purpose of loan
Canara Bank	2500.00	To finance the launch of Hindi General Entertainment Channel "Dabangg"
Union Bank of India	1000.00	To finance the launch of Hindi General Entertainment Channel "Dholiya"

D. Pledging of shares by our Promoter, SABTNL

Our Promoter, SABTNL has pledged 60,00,000 Equity Shares of ₹ 10 each of our Company as a collateral security for the term loan of ₹ 2500.00 lakhs availed by MPCR Broadcasting Service Private Limited from Indian Overseas Bank in March, 2011.

Also, our Promoter, SABTNL has pledged 39,52,000 Equity Shares of ₹ 10 each of our Company as collateral security for the term loan of ₹ 2500.00 lakhs availed by HHP Broadcasting Services Private Limited from Canara Bank in April, 2011.

E. Restrictive Covenants in Loan Agreements

Our Company is subject to certain restrictive covenants of loan agreements entered into with our Banker. These restrictive covenants require our Company to seek the prior consent of the banks in writing for various activities, including amongst others, in case of change in the constitution of Company's organization viz. reconstitution of partnership firm or conversion of private limited Company into a public limited Company or changes in constitution/ directors, proposals for merger/takeover, diversion of funds to sister concern/ associate concerns, transfer of funds within the group except for genuine trade transaction, declaration of dividend. The bank has the sole discretion to accept or reject such reconstitution/ conversion/ changes and until such time, the same will have the right to suspend the operation of the limits and in the event the bank does not accept/ recognize such reconstitution/ conversion/ changes the bank will have the right to recall the entire loans, in addition to the right to withdraw the undrawn limits.

SECTION VI: LEGAL AND OTHER INFORMATION

Outstanding Litigations and Material Developments

Except as stated herein, as per the knowledge of our Company as of date, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company, our Directors, our Subsidiaries, our Promoters and Promoter Group and there are no defaults, non-payment of statutory dues, overdues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act, 1956), and no disciplinary action has been taken by SEBI or any Stock Exchanges against our Company, our Subsidiaries, our Promoters, our Directors or Promoter Group.

Further, as stated below, there are no show-cause notices / claims served on our Company, our Subsidiaries, our Promoters, our Directors or Promoter Group from any statutory authority / revenue authority that would have a material adverse affect on our business.

I. LITIGATIONS INVOLVING OUR COMPANY

A. Civil Suit Filed Against our Company, our Promoter-SABTNL, our Promoter Group company viz. Mastiiidotcom Private Limited and our Subsidiaries

1. Mr. Jitendra Mohan Parmar has filed Civil Suit No. 2354 of 2011 before the Hon'ble High Court of Bombay seeking injunction restraining our Company and the owners of TV Channels "Dabangg" (which is owned by our subsidiary-HHP Broadcasting Services Pvt. Ltd) and "Dhamaal" (which is owned by UBJ Broadcasting Private Limited) from telecasting a TV Serial named Galtat Family inter alia claiming that the same is in infringement of his purported copyright in the script of a play titled Kamaal Patel v/s Dhmaal Patel. In the aforesaid proceedings, Mr. Jitendra Parmar has further alleged that our promoter, SABTNL and our Promoter Group company namely Mastiiidotcom Entertainment Private Limited have infringed his purported copyright in the script of the play "Kamaal Patel v/s Dhamaal Patel" by telecasting of the TV Serial named "Gajab Family" and has prayed for injunction against the telecast of the said serial. An amount of ₹ 900 lakhs has been claimed as compensation from the Respondents in the said proceedings. By an order dated August 24, 2011, the Hon'ble High Court has granted leave to Mr. Jitendra Mohan Parmar to take out a notice of motion in the matter and declined to grant him any ad-interim relief in the matter. The proceedings are currently pending before the Hon'ble Bombay High Court.

B. Proceedings initiated against our Company for economic offences

There are no proceedings initiated against our Company for any economic offences.

C. Litigation by our Company

It is hereby stated that there is no proceeding/litigation filed by our company against any parties.

D. Tax Matter Filed By our Director

1. Mr. Gautam Adhikari filed an appeal before Assistant Commissioner of Income Tax, Mumbai, against an assessment order, dated December 24, 2008 for A.Y. 2006-07. The

main issue in this appeal is estimate of the rental income of Mr. Gautam Adhikari's property at ₹ 70.98 lakhs for the whole year, deduction of interest u/s 24 at ₹ 1.50 lakhs as against ₹ 50.69 lakhs as claimed and interest deductible in case of self occupied properties which has not been validly calculated at ₹ 1.50 lakhs. The matter is currently pending before Assistant Commissioner of Income Tax, Mumbai.

E. Notices Received by our Company

1. The Company is in receipt of a notice dated July 31, 2010 from M/s Samanta Enterprise claiming of copyright in songs of films Ajanabee and Anurod and alleging an infringement of such copyright by our company on account of telecast of the songs without express authority.
2. The company is in receipt of notice dated October 1, 2010, from M/s Milgrey International claiming of copyright in song "angrezi mein kehte hai ki i love you" of film "khuddar" and alleging a infringement of such copyright by our company on account of telecast of the song without express authority.

II. LITIGATIONS INVOLVING OUR PROMOTER, SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED (SABTNL)

A. Tax Matters Filed Against SABTNL

1. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 365/05-06 before CIT (Appeal), Mumbai, against the assessment order, dated January 30, 2006 of the Assistant Commissioner of Income Tax, Mumbai for A.Y. 2000-01. The main issue in this appeal is Change in Method of Accounting and claim u/s 35D of income tax act, 1961. The total amount disallowed by the department was ₹ 2,35.01 lakhs. The Assistant Commissioner of Income Tax, Mumbai initiated proceedings u/s 147 of the Income Tax Act. and assessed income u/s 143(3) read with sec. 147, charged interest u/s 234B, 234C and 234D, also penalty proceedings were initiated u/s 271 (1)(c) for furnishing inaccurate particulars of income. CIT (Appeal), Mumbai in its order dated June 15, 2006, allowed the appeal ordering that the initiation of proceedings u/s 147 was not valid. Aggrieved by the order of CIT (Appeal), Mumbai, the Income Tax Department has filed an Appeal No. 4679/M/06 of 2006 against SABTNL before ITAT, Mumbai on August 21, 2006, against the said order of CIT (Appeal), Mumbai. The matter is currently pending before ITAT, Mumbai.
2. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 153/05-06 before CIT (Appeal), Mumbai, against the assessment order, dated March 24, 2005 for the A.Y. 2002-03. The income under the Assessment order was assessed under sec. 143(3) of the Income Tax Act 1961 and interest was charged under sec. 234B/ 234C/ 234D. The main issue in this appeal is disallowance u/s 14A and addition of ₹ 57.91 lakhs u/s 35D of income tax act, 1961. CIT (Appeal), Mumbai in its order dated June 5, 2007, partly allowed the appeal ordering that SABTNL never had any exempt income for the year under consideration and hence application of sec. 14A in the assessment order was not based on material facts, therefore the additions were to be deleted. Aggrieved by the order of CIT (Appeal), Mumbai, the Income Tax Department has filed an Appeal No. 5728/M/07 of 2007 against SABTNL before ITAT, Mumbai on August 31, 2007, against the said order of CIT (Appeal), Mumbai. The matter is currently pending before ITAT, Mumbai.

3. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 169/06-07 before CIT (Appeal), Mumbai, against the assessment order, dated March 26, 2006 of the Assistant Commissioner of Income Tax, Mumbai for A.Y. 2003-04. The main issues in this appeal are disallowance under section 35D of income tax act, 1961 and disallowance under section 43B read with section 36(1)(va). The Assistant Commissioner of Income Tax, Mumbai assessed income u/s 143(3) and ordered to give credit of prepaid taxes and notice was issued u/s 274 read with section 271 (1)(c) of the Income Tax Act, 1961. Further, the amount of unabsorbed depreciation of ₹ 1400.28 lakhs was allowed to be carried forward. CIT (Appeal), Mumbai in its order dated April 8, 2008, partly allowed the appeal ordering that disallowance of ₹ 110.90 lakhs u/s 35D was not valid but held that the additions under section 36(1)(va) were justifiably made. Aggrieved by the order of CIT (Appeal), Mumbai, the Income Tax Department has filed an Appeal No. 4347/M/08 of 2008 against SABTNL before ITAT, Mumbai on June 19, 2008. The matter is currently pending before ITAT, Mumbai.
4. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 417/06-07 before CIT (Appeal), Mumbai, against the assessment order, dated December 8, 2006 of the Assistant Commissioner of Income Tax, Mumbai for A.Y. 2004-05. The main issue in this appeal is claim u/s 35D of income tax act, 1961 in relation to preliminary expenses of ₹ 0.28 lakhs and share issue expenses of ₹ 2.46 lakhs. The Assistant Commissioner of Income Tax, Mumbai assessed income u/s 143(3) and ordered disallowance of the deduction u/s 35D. CIT (Appeal), Mumbai in its order dated April 16, 2009, allowed the appeal the deduction u/s 35D allowed. Aggrieved by the order of CIT (Appeal), Mumbai, the Income Tax Department has filed an Appeal No. 4136/M/09 of 2009 against SABTNL before ITAT, Mumbai on July 3, 2009, against the said order of CIT (Appeal), Mumbai. The matter is currently pending before ITAT, Mumbai.
5. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 15/08-09 before CIT (Appeal), Mumbai, against the assessment order, dated March 28, 2008 of the Assistant Commissioner of Income Tax, Mumbai for A.Y. 2000-01. The main issue in this appeal is the penalty of ₹ 48.81 lakhs levied u/s 271 (1)(C) of the Income Tax Act, 1961, inter alia disallowing depreciation and claim u/s 80HHF. The Assistant Commissioner of Income Tax, Mumbai levied penalty of ₹ 48.81 lakhs. CIT (Appeal), Mumbai in its order dated August 18, 2008, set aside the penalty and allowed the appeal. Aggrieved by the order of CIT (Appeal), Mumbai, the Income Tax Department has filed an Appeal No. 6386/M/08 of 2008 against SABTNL before ITAT, Mumbai on October 31, 2008. The matter is currently pending before ITAT, Mumbai.
6. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 96/03-04 before CIT (Appeal), Mumbai, against the assessment order, dated March 31, 2003 of the Assistant Commissioner of Income Tax, Mumbai for A.Y. 2000-01. The main issues in this appeal are the restriction of claim u/s 80HHF to ₹ 286.46 lakhs against the claim of ₹ 1153.05 lakhs, disallowance of ₹ 42.17 lakhs on account of depreciation, disallowance of ₹ 2.15 lakhs u/s 40A(3), disallowance of ₹ 1.18 lakhs u/s 80 G and levy of interest u/s 234B and 234C of the Income Tax Act 1961. CIT (Appeal), Mumbai in order dated March 5, 2004, allowed the deduction u/s 80 HHF for ₹ 1052.43 lakhs, allowed depreciation of ₹ 16.01 lakhs and in total the appeal was partly allowed with relief of ₹ 7,81.97 lakhs. Aggrieved by the order of CIT (Appeal), Mumbai, the Income Tax Department filed an Appeal No. 3932/M/04. SABTNL also filed an appeal No. 3175/M/04 against the said order of CIT (Appeal), Mumbai. ITAT, Mumbai, vide its order dated September 22, 2010

dismissed the appeal filed by the Income Tax Department and allowed the entire depreciation and upheld the order of the Ld. CIT (Appeal), Mumbai. Being aggrieved by the said order of the Appellate Tribunal, the Income Tax Department filed an appeal No. ITXAL/277/2011 in the Hon'ble Bombay High Court. The matter is currently pending before the Hon'ble Bombay High Court.

7. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 10/07-08 before CIT (Appeal), Mumbai, against the assessment order, dated March 31, 2003 for A.Y. 2000-01 passed u/s 143(3) on a total income of ₹ 1009.24 lakhs which was subsequently revised to ₹ 227.26 lakhs on account of sec. 154 of the Income Tax Act, 1961. The main issue relates to the passing of the said order u/s 154. CIT (Appeal), Mumbai in order dated April 8, 2008, allowed the appeal ordering that the total income could not have been rectified u/s 154 and the addition deserves to be deleted. Being aggrieved by the said order of the CIT (A), Mumbai, the Income Tax Department preferred an appeal dated June 19, 2008 against the said order, before ITAT, Mumbai. ITAT, Mumbai, vide its order dated May 21, 2010 upheld the order of CIT(A) and dismissed the appeal. Being aggrieved by the said order of the Appellate Tribunal, the Income Tax Department preferred an appeal No. ITXAL/2207/2010 in the Hon'ble Bombay High Court. The matter is currently pending before the Hon'ble Bombay High Court.
8. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 16/07-08 before CIT (Appeal), Mumbai, against the assessment order, dated March 26, 2004 for A.Y. 2001-02 passed u/s 143(3) on a total income of ₹ 367.90 lakhs which was subsequently revised to ₹ 1,05.72 lakhs on account of section 154 of the Income Tax Act, 1961. The main issue relates to the passing of the said order u/s 154. CIT (Appeal), Mumbai vide order dated April 8, 2008, allowed the appeal ordering that the total income could not have been rectified u/s 154 and the addition deserves to be deleted. Being aggrieved by the said order of the CIT (A), Mumbai, the Income Tax Department preferred an appeal dated June 19, 2008 against the said order, before ITAT, Mumbai. ITAT, Mumbai, vide its order dated May 21, 2010 upheld the order of CIT(A) and dismissed the appeal. Being aggrieved by the said order of the Appellate Tribunal, the Income Tax Department preferred an appeal No. ITXAL/2208/2010 in the Hon'ble Bombay High Court. The matter is currently pending before the Hon'ble Bombay High Court.
9. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 16/04-05 before CIT (Appeal), Mumbai, against the assessment order, dated March 26, 2004 for A.Y. 2001-02. The main issue in this appeal is the rejection of the claim of ₹ 454.57 lakhs u/s 10B of the Income Tax Act, 1961. In the said assessment order interest was charged u/s 234B and 234C and penalty proceedings were initiated u/s 271(1)(c). CIT (Appeal), Mumbai in its order dated June 18, 2004, partly allowed the appeal and gave relief of ₹ 454.57 lakhs u/s 10B and ₹ 3.07 lakhs u/s 80 HHF subject to the allowance of depreciation and consequential variation in the deduction u/s 80 HHF. Aggrieved by the order of CIT (Appeal), Mumbai, the Income Tax Department has filed an Appeal No. 6187/M/04 of 2004 against SABTNL before ITAT, Mumbai on August 30, 2004, against the said order of CIT (Appeal), Mumbai. The matter is currently pending before ITAT.

B. Tax Matters filed by SABTNL

1. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 16/04-05 before CIT (Appeal), Mumbai, against the assessment order, dated March 26, 2004 for A.Y. 2001-02. The main issue in this appeal is the rejection of the claim of ₹ 454.57 lakhs u/s 10B of the Income Tax Act, 1961. In the said assessment order interest was charged u/s 234B and

234C and penalty proceedings were initiated u/s 271(1)(c). CIT (Appeal), Mumbai in its order dated June 18, 2004, partly allowed the appeal and gave relief of ₹ 454.57 lakhs u/s 10B and ₹ 3.07 lakhs u/s 80 HHF subject to the allowance of depreciation and consequential variation in the deduction u/s 80 HHF. Aggrieved by the order of CIT (Appeal), Mumbai, SABTNL preferred an Appeal No.5867/01-02 before ITAT, Mumbai on August 12, 2004, against the said order of CIT (Appeal), Mumbai. The matter is currently pending before ITAT, Mumbai.

2. SABTNL filed an appeal No. CIT(A)-XI/ACIT - 11(1)/IT - 96/03-04 before CIT (Appeal), Mumbai, against the assessment order, dated March 31, 2003 for A.Y. 2000-01. The main issues were the restriction of claim u/s 80 HHF on Income Tax Act, 1961 to ₹ 286.46 lakhs against the claim of ₹ 1153.05 lakhs, disallowance of ₹ 42.17 lakhs on account of depreciation, disallowance of ₹ 2.15 lakhs u/s 40A(3) and disallowance of ₹ 1.18 lakhs u/s 80G . CIT (Appeal), Mumbai vide its order dated March 5, 2004, partly allowed the appeal and gave SABTNL relief of ₹ 781.97 lakhs. Being aggrieved by the said order of the CIT (A), Mumbai, SABTNL preferred an appeal dated April 22, 2004 and the Income Tax Department preferred an appeal dated May 14, 2004 against the said order, before ITAT, Mumbai. ITAT, Mumbai, vide its order dated September 22, 2010 set aside the order of CIT(A) allowing both the appeals partly and holding that SABTNL was eligible for deduction u/s 80 HHF on ₹ 445.00 lakhs. Being aggrieved by the said order of the Appellate Tribunal, SABTNL preferred an appeal IT Appeal No. 201 of 2011 in the Hon'ble Bombay High Court. The matter is currently pending before the Hon'ble Bombay High Court.

C. Proceedings/notices for copyright infringement against SABTNL:

1. ABC Films Pvt. Ltd., through its director Ashok Chakradhar had filed OMP/164 of 2005 in Delhi High Court seeking an injunction restraining SABTNL from infringing its purported copyright in literary poetic works as regards conceptualizing, production, research and hosting the serial "Wah Wah" in India and abroad. The said petition came to be dismissed by Delhi High Court due to lack of merits in the claimant's case vide order dated May 23, 2005. Aggrieved by the said order, claimants Ashok Chakradhar and ABC Films Pvt. Ltd. preferred an appeal to the Hon'ble Division Bench. The Hon'ble Division Bench vide its order dated August 1, 2006 directed parties to resolve the dispute through arbitration. Thereafter the matter was referred to the Sole Arbitrator, Anuil Dev Singh (Retd). Ashok Chakradhar and ABC Films Pvt. Ltd., have prayed for damages for the loss of fee towards inter alia non-completion of 104 episodes, loss of goodwill, damages or recovery of money on account of the alleged copyright infringement and cost of legal proceedings, aggregating to an amount of ₹ 143.60 lakhs The Arbitration proceedings are still pending.
2. SABTNL is in receipt of a notice dated August 26, 2010, from one M/s N.P. International claiming copyright in song "ruk jana" of film "warrant" and songs from films "bin phere hum tere", "chor ho to aisa", "kache heere" and "yauwan" and alleging infringement of such copyright by Mastiii channel on account of telecast of the songs without express authority.
3. SABTNL is in receipt of notice dated October 7, 2010, from one M/s Amiyaa Motion Picture Producers claiming of copyright in songs "Tere Mere Milan Ki Rehna" and "Teri Bindiya Re" and alleging infringement of such copyright on account of telecast of the songs on Mastiii channel without express authority.

4. SABTNL is in receipt of a notice dated August 5, 2011 from ARBAAZ KHAN PRODUCTION PVT. LTD, inter alia claiming that the name DABANGG is their trademark and that they have applied to get it registered under class 9 and 41. It is further alleged in the aforesaid notice that SABTNL is attempting to pass off the TV Channel DABANGG under the guise of the same being related to their production house and have called upon SABTNL to cease the use of tradename DABANGG for a Hindi. SABTNL has replied to the aforesaid notice vide a letter dated September 8, 2011 and have categorically denied all allegation and submitted that the tradename DABANGG is being used by them for TV channel for which they have obtained requisite government approvals and further have also made applications for registration of the same their trademark in Class 9, 16,18, 25, 35, 38 and 41.
5. SABTNL has received a notice dated September 3, 2011 from Mr. Arun Arjun Nikalje inter alia raising a dispute regarding the amount of PF Contribution payable to him by SABTNL. The aforesaid notice has been replied by SABTNL vide a letter dated September 17, 2011, inter alia stating that it shall assimilate records and revert back with a detailed reply within 30 days from the date of such letter.

D. Consumer complaint filed against SABTNL:

1. One Mr. Chander Mohan Singh took the services of M/s Jay Pee Shares Shopee, Ajay Kapoor and Uttam Financial Services Ltd., for buying certain shares of SABTNL and other companies. Subsequently, Chandra Mohan filed a complaint before the court of divisional forum at Jammu alleging the deficiency in services on the part of M/s Jay Pee Shares Shopee, Ajay Kapoor and Uttam Financial Services Ltd. SABTNL has been made a proforma Respondent in the aforesaid proceedings. The aforesaid complaint was dismissed by the divisional forum vide an order dated February 19, 2010 holding that the complaint is not maintainable on the ground that Chander Mohan does not fall within the definition of consumer under the Consumer Protection Act. Aggrieved by the said judgement, Chander Mohan Singh preferred an appeal to the J & K State Consumer Protection Commission. SABTNL is connected to the matter only as proforma respondents and there is no claims/prayers, whatsoever made against SABTNL in the said proceedings. The Appeal filed before the Hon'ble J & K State Consumer Protection Commission is still pending.

E. Civil matters filed against SABTNL:

1. One M/s Famous Digital Studios Pvt. Ltd. has filed a Summary Suit No.866 in the High Court of Judicature at Bombay for dishonor of four cheques issued to them by M/s. K.B.M Network Private Limited appearing through Shri Sanjay Adyapratap Singh in lieu of repayment of agreed consideration for the finance availed by them for the production of a teleserial "LAVAANI" from Famous Digital. SABTNL has been made a party to the said proceedings on account of the fact that it was involved in the content production of the said searial. SABTNL had an arrangement only with M/s. K.B.M Network Private Limited for the production of the said serial and is in no manner concerned with the dispute between M/s Famous Digital Studios Pvt. Ltd and M/s. K.B.M Network Private Limited. The said proceedings is still pending in the Hon'ble High Court of Judicature at Bombay.

2. One M/s Kunvar Ajay Foods Pvt. Ltd. had a debt liability towards SABTNL and pursuant to the same had issued a cheque of ₹ 15.00 lakhs which was dishonored. SABTNL served a notice under section 138 of the Negotiable Instrument Act, 1881, for dishonor of the said cheque of ₹ 15.00 lakhs. Kunvar Ajay Foods Pvt. Ltd. replied to the aforementioned notice stating that it had issued post dated Cheque of ₹ 15.00 lakhs for the advertisement to be given on DD1 and DD2 channel, which allegedly were never aired, for which such cheques were cancelled. Subsequently, M/s Kunvar Ajay Foods Pvt. Ltd filed a summary suit No. 12 of 2003 under order 37 CPC in the court of Civil Judge, Sr. Division, Surat claiming an amount of ₹ 1000.00 lakhs along with 18% interest on a purported claim that it had entered into an oral agreement with SABTNL for booking of commercial slots for telecasting commercials for its Products "Friendly washing detergent powder" and "Dandi Namk" on D.D.1 and D.D.2 and also paid ₹ 15 Lakhs by way of a demand draft and further alleging that the said advertisements were never aired. The court of Civil Judge, Sr. Division, Surat, vide an order dated June 12, 2006, granted leave to defend to SABTNL subject to a making a deposit of ₹ 50.00 lakhs in the Court within two months. Being aggrieved by the said order, SABTNL filed a Special Civil Application No.16309/2006 before the High Court of Gujarat at Ahmedabad, wherein, vide its order dated December 10, 2008 the Hon'ble court held that the claim of ₹ 1000.00 lakhs is neither based on bills of exchange, hundies and promissory notes nor to recover the debt or liquidated demand for money payable by SABTNL, for which, the court came to a prima facie view that the summary suit is not maintainable and set aside the order of Trial Court, Surat, inter alia granting unconditional leave to defend to SABTNL. Aggrieved by said order dated December 10, 2008, M/s Kunvar Ajay Foods Pvt. Ltd filed a Special Leave Petition No.14390 of 2009 before the Hon'ble Supreme Court of India. The Hon'ble Supreme Court of India vide an order dated August 13, 2009 has held that pending disposal of the Special Leave Petition, further proceedings in connection with Summary Suit No.12 of 2003 pending before the Civil Judge Sr. Division, Surat Gujarat be stayed. Further vide the aforesaid order, the Apex Court also directed SABTNL to show cause, as to why special leave be not granted to Kunvar Ajay Foods Pvt. Ltd. The matter is still pending before the Hon'ble Supreme Court of India.

F. Defamation case filed against SABTNL:

1. One Mr. Ajay Srivastava purchased a property through public auction held in March 2001, at Mumbai. The property, situated at Mumbai, purchased by Mr. Ajay was owned and occupied by underworld Don Dawood Ibrahim. As soon as he acquired the property, purportedly he got several mysterious threat calls from abroad and on the basis of this he was provided security for his protection. Mr. Ajay had filed a suit against underworld Don Dawood Ibrahim's Sister who was in possession of the Property. Defendant No. 1, Total Telefilms Pvt. Ltd. had telecasted a story against Mr. Ajay, which, as alleged by Mr. Ajay, was false and damaged the reputation of Mr. Ajay. During one of Mr. Ajay's visits to the Court, allegedly, some of the Correspondents/reporters of defendant No. 2-14, which includes SABTNL as defendant No. 12, contacted him and asked about the story telecasted by Total Telefilms Pvt. Ltd. The plaintiff Mr. Ajay prayed for permanent injunction on telecasting any false, malicious, fabricated and scandalous programme, News etc. relating to him and further claimed ₹ 100.00 lakhs jointly or severally, by way of damages for the loss of his reputation and mental agony. The Hon'ble High Court of Delhi vide its order dated December 18, 2007 dismissed the suit filed by Mr. Ajay being in default for non-appearance on December 6, 2007 and also

on December 8, 2007. Mr. Ajay on July 9, 2008, filed an application for restoration of the said suit which is currently pending.

G. Criminal case and civil suit filed by SABTNL:

1. There was an MOU between SABTNL and one Mr. Krishnendu Sen HUF, under which Mr. Krishnendu Sen HUF agreed to transfer unto SABTNL Unit no. 31 admeasuring 415 sq. ft. carpet area on the First Floor in the building known as Chandragupta, situated at village Oshiwara, Andheri West, Mumbai, for a consideration of ₹ 125.00 lakhs. In furtherance of the said MoU, SABTNL paid ₹ 25.00 lakhs to Mr. Krishnendu Sen HUF vide a cheque dated January 27, 2008, however, the said HUF was unable to transfer the equity shares for the said property and asked SABTNL to treat the MOU as cancelled. SABTNL, vide notice, claimed back the sum of ₹ 25.00 lakhs which was given in advance to Mr. Krishnendu Sen HUF under the said MoU. Initially, Mr. Krishnendu issued five cheques for the entire amount of ₹ 25.00 Lakhs vide cheques of ₹ 5.00 Lakhs each, however the same were dishonored by the bank. Later three cheques were issued of ₹ 5.00 Lakhs each, however the same were also dishonored. Subsequently, SABTNL received an amount of ₹ 5.00 lakhs through pay order dated March 4, 2009. For the remaining outstanding amount of ₹ 20.00 lakhs, Krishnendu Sen HUF issued several cheques drawn on State Bank of India, Ville Parle East, Mumbai-400057, however all these cheques were dishonored and returned with a noting that the payment was stopped by the drawer. In view of the aforesaid, SABTNL has filed Criminal Complaint No.13563/SS/2009 under section 138 of Negotiable Instruments Act, 1981. Further, for the same transaction, SABTNL has also filed a Summary Suit No. 1882 of 2011, before the Hon'ble Bombay High Court for the sum of ₹ 28.70 lakhs (i.e. for the principal amount of ₹ 20.00 lakhs together with interest @18% per annum). The criminal complaints are currently pending in the court of Metropolitan Magistrate, Mumbai and the summary suit is pending before the Hon'ble Bombay High Court.

III. LITIGATIONS FILED BY AND AGAINST THE SUBSIDIARIES AND PROMOTER GROUP COMPANIES

A. Outstanding litigation against our Subsidiaries and Promoter Group company

1. Mr. Jitendra Mohan Parmar has filed Civil Suit No. 2354 of 2011 before the Hon'ble High Court of Bombay against our Company, the owners of TV Channels "Dabangg" (which is owned by our subsidiary-HHP Broadcasting Services Pvt. Ltd) and "Dhamaal" (which is owned by UBJ Broadcasting Private Limited), our Promoter-SABTNL and our Promoter Group company viz. Mastiiidotcom Entertainment Private Limited. For further details on the said civil suit please see Item I. (A) titled "*Civil Suit Filed Against our Company, our Promoter-SABTNL, our Promoter Group company viz. Mastiiidotcom Private Limited and our Subsidiaries*" appearing on page no. 169 of this section on "Outstanding Litigations and Material Development" of this Draft Red Herring Prospectus
2. ARBAAZ KHAN PRODUCTION PVT. LTD, has issued a notice dated August 5, 2011 to our promoter SABTNL itner alia claiming that the name DABANGG is their trademark and that the use of such trademark by SABTNL must be ceased. Currently trademark Dabangg is being used by our subsidiary HHP Broadcasting Services Private Limited for their TV Channel of the same name. For further details regarding the aforesaid said notice, please see Item II. (C) (4) appearing on page no. 174 of this section on "Outstanding Litigations and Material Development" of this Draft Red Herring

Prospectus.

3. Our Promoter Group company namely SABe TV is not continuing any business activity and is in process of winding up under section 309(1)(b) of the Companies Act, 2001 of the Republic of Mauritius.

B. Outstanding litigation filed by our Promoter Group

There are no pending litigations, including disputed outstanding litigations and material developments/proceeding filed by our Promoter Group against any parties.

IV. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS

In absence of information regarding vendors covered under the Micro, Small and Medium Enterprises Development Act, 2006, disclosure relating to amounts unpaid as at the year end together with interest paid/payable under this Act has not been given. However Company has not received any claims in respect of such interest.

V. MATERIAL DEVELOPMENTS

For the details of material developments since the date of last financial statements i.e. March 31, 2011, please see the section "Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant developments subsequent to the last financial year" appearing on page no. 159 of this Draft Red Herring Prospectus.

Government and Other Approvals

On the basis of the approvals listed below, our Company can undertake this Issue and the current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to undertake the Issue or continue its business activities. It must however, be distinctly understood that in granting the below approvals, the Government and the other authorities do not take any responsibility for the financial soundness of the Company or the correctness of any of the statement or nay commitments made or opinion expressed. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus. Our Company undertakes to obtain all approvals, licenses, registrations and permissions required to operate its business.

I. Approvals in relation to the Issue

- a) Approval of the Board dated June 24, 2011 for the Issue, subject to the approval by the shareholders of the Company under Section 81(1A) of the Companies Act.
- b) Approval of the shareholders of the Company dated July 1, 2011 for the Issue under Section 81(1A) of the Companies Act.
- c) In-principle approval from the NSE dated [●], 2011
- d) In-principle approval from the BSE dated [●], 2011
- e) The Company has made an application vide reference no. 192/FC/2011 dated September 24, 2011 to the FIPB for seeking approval for issue of Equity Shares to non-residents, including FIIs, NRIs, through the Issue subject to any conditions that may be prescribed by the FIPB in this regard.

II. Approvals in relation to incorporation, change of name and registered office

- a) The Company obtained Certificate of Incorporation on July 30, 2007 and is registered with Registrar of Companies, Maharashtra under registration No. CIN-U64200MH2007PTC172707
- b) A Fresh Certificate of Incorporation consequent upon change of name on conversion of the Company to a Public Limited Company was obtained by the Company from Registrar of Companies, Maharashtra on June 23, 2011.

III. Intellectual Property Rights related approvals

For details on registered trademarks and other applications pending in relation to intellectual property rights of our Company, kindly refer to the section titled "Intellectual Property Rights" of the chapter "Our Business" appearing on page no. 86 of this Draft Red Herring Prospectus.

IV. Approvals for conducting the business of the Company

- a) Permission from the Ministry of Information & Broadcasting

Description	Registration/ Reference No.	Date of issue/ renewal	Expiry date
Permission to downlink non-news and current affairs TV channel namely "Mastiii" into India in Hindi language through the teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using INSAT-4A satellite	Ref.No.1404/35(ii)/ 2009-TV-(I) Reg.No.312/I/2010- TV(I)	May 26, 2010	5 years from the date of issue
Permission to uplink non-news and current affairs TV channel namely "Mastiii" from India in Hindi language through the teleport of M/s Essel Shyam Communication Ltd located at C-34, Electronic City, Sector 62, Noida, U.P., using INSAT-4A satellite	Ref.No.1404/35(ii)/ 2009-TV-(I)	May 26, 2010	10 years from the date of issue

*Note: The Company has made an application to the Ministry of Information & Broadcasting dated July 7, 2011 for change of name and status of the Company from TV Vision Private Limited to TV Vision Limited for the TV Channel Mastiii, for which the permission is yet to be obtained.

- b) Permission from the Ministry of Communication & Information Technology, Department of Telecommunication

Ministry of Communication & Information Technology, Department of Telecommunication has vide their Letter dated June 9, 2010 bearing Reference No.L-14038/03/2006-LR(Pt.)/463 granted Permission to M/s Essel Shyam Communication Limited to uplink TV channel "Mastiii" through its Teleport vide license no. STV-12/05. The permission is further renewed upto December 31, 2011.

V. Other General Approvals

- a) The Permanent Account Number of the Company is AACCT7276Q.
- b) The TAN allotted to the Company is MUMT15509E. The Company has made an application to Income Tax Department for taking on record the present name and address of our Company.
- c) The Company has obtained registration under the Maharashtra Value Added Tax Act, 2002 vide Certificate of Registration No. MH01 V 747658 vide a Taxpayer Identification Number-27920686299V. The Company has made an application dated June 24, 2011 to the Sales Tax Officer for taking on record the present name and address of the principal place of business of our Company.
- d) The Company has obtained registration under the Central Sales Tax (Registration and Turnover) Rules, 1957 vide certificate of Registration No. MH01 C 452934 and our

Taxpayer Identification Number is 27920686299C. The Company has made an application dated June 24, 2011 to the Sales Tax Officer for taking on record the present name and address of the principal place of business of our Company.

- e) The Company has obtained certificate of registration under the Finance Act, 1994 read with Service Tax Rules, 1994 bearing No. ST/MUM/Dn. IV/BRD/15255/2009 for payment of service tax on broadcasting services and the Service Tax Code (Registration Number) of our Company is AACCT7276QSD001. Our Company has made an application dated June 24, 2011 to the Office of Assistant Commissioner of Service Tax for taking on record the present name and address of the principal place of business of our Company.
- f) The Company has obtained Certificate of registration under the Employees Provident Fund and Miscellaneous Provisions Act, 1952 from the Assistant Provident Fund Commissioner, Regional Office, Mumbai and is registered vide Registration No. MH/126491. Our Company has made an application dated June 25, 2011 to the Assistant Provident Fund Commissioner for taking on record the present name of our Company.
- g) The company has obtained a certificate of registration dated July 19, 2010 under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 vide No. 27920686299P. Our Company has made an application dated June 28, 2011 to the Sales Tax Office for taking on record the present name of our Company.
- h) The Company has obtained certificate of registration bearing No. 760141960/COMMERCIAL II Ward KW dated June 2, 2010 under the Bombay Shops and Establishments Act, 1948 for the Registered Office of the Company. The certificate is valid upto December 31, 2011.
- i) The Company has obtained certificate of registration bearing No.760211359/COMMERCIAL II Ward KW dated August 9, 2011, under the Bombay Shops and Establishments Act, 1948 for the commercial establishment at 3/4, Sukh Shanti, Plot No.65, 8th Road, JVPD Scheme, Mumbai-400049. The certificate is valid upto December 31, 2011.
- j) The Company has obtained certificate of registration bearing No.117/CE-528/2011 dated September 23, 2011, under the Karnataka Shops and Commercial Establishments Act, 1961 for the sales office of the Company located at 2nd Floor, Divyasree Chambers of Block A Wing, 11 O'Shaughnessy Road, Bengaluru-560025. The certificate is valid upto December 31, 2015.
- k) Our Company has obtained the Certificate of Importer Exporter Code bearing code 0310087881 from the Assistant Director General of Foreign Trade, Mumbai, Maharashtra. Our Company has made an application dated July 19, 2011 to the Joint Directorate General of Foreign Trade, Mumbai for taking on record the present name and address of our Company.

VI. Pending Approvals of the Company

a) Pending Applications for Permission from the Ministry of Information & Broadcasting

Description of Application	Date of Application
Application seeking permission to downlink non-news and current affairs TV channel namely "DE DANA DAN Mumbai" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 5, 2011
Application seeking permission to uplink non-news and current affairs TV channel namely "DE DANA DAN Mumbai" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 5, 2011
Application seeking permission to downlink non-news and current affairs TV channel namely "DE DANA DAN" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 5, 2011 as amended by letter dated September 21, 2011
Application seeking permission to uplink non-news and current affairs TV channel namely "DE DANA DAN" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 5, 2011 as amended by letter dated September 21, 2011
Application seeking permission to downlink non-news and current affairs TV channel namely "Hadippa" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 26, 2011
Application seeking permission to uplink non-news and current affairs TV channel namely "Hadippa" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 26, 2011
Application seeking permission to downlink non-news and current affairs TV channel namely "Asli Hindusthan" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 26, 2011
Application seeking permission to uplink non-news and current affairs TV channel namely "Asli Hindusthan" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 26, 2011
Application to Ministry of Information & Broadcasting for permission for appointment of Mr. Arunkumar Khakhar and Mr. Prasannakumar Gawde as directors of the Company	May 11, 2011

Note: The Company has made an application to the Ministry of Information & Broadcasting dated July 7, 2011 for change of name and status of the Company from TV Vision Private Limited to TV Vision Limited for the TV Channel DE DANA DAN Mumbai, DE DANA DAN, Hadippa and Asli Hindusthan for which the permission is yet to be obtained.

b) Pending Applications for our sales office located at 6th Floor, unit no. 611, Sun City Business Tower, Sector 54, Gurgaon (Haryana)

- i. Application dated September 24, 2011 for Trade License under section 331 of Haryana Municipal Corporation Act of 1994
- ii. Application dated September 27, 2011 under the Punjab Shops and Commercial Establishments Act, 1958

VII. Major Approvals obtained by our Subsidiaries

a) Permission from the Ministry of Information & Broadcasting

Description	Registration/ reference no.	Date of issue/ renewal	Expiry date/ Valid upto
HHP Broadcasting Services Private Limited			
Permission to downlink non-news and current affairs TV channel namely "Rangolii" into India in Hindi language being uplinked from India through the teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using INSAT-4A. Permission for change of name from "Rangolii" to "Dabangg" has been received from MIB vide letter dated December 27, 2010.	Ref.No.1404/4(ii)/2010-TV(I) Reg. No. 363/I/2010-TV(I)	November 18, 2010	5 years from the date of issue
Permission to uplink non-news and current affairs TV channel namely "Rangolii" from India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using INSAT-4A. Permission for change of name from "Rangolii" to "Dabangg" has been received from MIB vide letter dated December 27, 2010.	Ref.No.1404/4(ii)/2010-TV(I)	November 18, 2010	10 years from the date of issue
Permission for change of satellite from INSAT - 4A to INTELSAT - 10 satellite for uplinking channel Dabangg.	Ref.No.1404/4(ii)/20010-TV-(I)/1	February 18, 11	
Permission for change of satellite from INSAT - 4A to INTELSAT - 10	Ref.No.1404/4(ii)/200	February 18,	

satellite for downlinking channel Dabangg into India.	10-TV-(I)/2	11	
UBJ Broadcasting Private Limited			
Permission to downlink non-news and current affairs TV channel namely "Manoranjan" into India in Hindi language being uplinked from India through the teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using INSAT-4A. Permission for change of name from "Manoranjan" to "Comedy Times" and subsequently to "Dhamaal" has been received from MIB vide letters dated November 22, 2010 and December 28, 2010 respectively.	Ref.No.1404/05(ii)/2010-TV(I) Reg. No. 361/I/2010-TV(I)	October 28, 2010	5 years from the date of issue
Permission for uplinking non-news and current affairs TV channel namely "Manoranjan" in Hindi language through teleport of Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using INSAT-4A. Permission for change of name from "Manoranjan" to "Comedy Times" and subsequently to "Dhamaal" has been received from MIB vide letters dated November 22, 2010 and December 28, 2010 respectively.	Ref.No.1404/05(ii)/2010-TV(I)	October 28, 2010	10 years from the date of issue
Permission for change of satellite from INSAT - 4A to INTELSAT - 10 satellite for downlinking into India.	Ref.No.1404/05(ii)/2010-TV-(I)/1/18	January 31, 2011	
Permission for change of satellite from INSAT - 4A to INTELSAT - 10 satellite for uplinking.	Ref.No.1404/05(ii)/2010-TV-(I)/1/19	January 31, 2011	
MPCR Broadcasting Service Private Limited			
Permission to downlink non-news and current affairs TV channel namely "Dhamakaa" into India in Hindi language being uplinked from India through the teleport of Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using	Ref.No.1404/6(ii)/2010-TV(I)/26 Reg. No. 433/I/2011-TV(I)	May 27, 2011	5 years from the date of issue

INSAT-4A.			
Permission for uplinking non-news and current affairs TV channel namely "Dhamakaa" in Hindi language through teleport of Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using INSAT-4A.	Ref.No.1404/6(ii)/2010-TV(I)/25	May 27, 2011	10 years from the date of issue
Permission for change of satellite from INSAT - 4A to INTELSAT - 10 satellite for downlinking into India TV Channel Dhamakaa.	Ref.No.1404/6(ii)/2010-TV(I)/59	August 25, 2011	
Permission for change of satellite from INSAT - 4A to INTELSAT - 10 satellite for uplinking TV Channel Dhamakaa.	Ref.No.1404/6(ii)/2010-TV(I)/61	August 25, 2011	

b) Pending Applications for Permission from the Ministry of Information & Broadcasting

Description of Application	Date of Application
UBJ Broadcasting Private Limited	
Application seeking Permission to downlink non-news and current affairs TV channel namely "Wow" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10. The MIB vide letter dated March 9, 2011 had asked to change the name of the proposed channel as a channel with the name of "Wow" already exists. The company has vide letter dated September 21, 2011 replied to the said letter from MIB and sought approval for the name "Mastiii Plus" as the new name for the channel.	February 26, 2011
Application seeking Permission to uplink non-news and current affairs TV channel namely "Wow" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10. The MIB vide letter dated March 9, 2011 had asked to change the name of the proposed channel as a channel with the name of "Wow" already exists. The company has vide letter dated September 21, 2011 replied to the said letter from MIB and sought approval for the name "Mastiii Plus" as the new name for the channel.	February 26, 2011
HHP Broadcasting Services Private Limited	
Application seeking Permission to downlink non-news and current affairs TV channel namely "Dholiya" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 26, 2011
Application seeking Permission to uplink non-news and current affairs TV channel namely "Dholiya" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34,	February 26, 2011

Electronic City, Sector 62, Noida, U.P., using Intelsat-10	
MPCR Broadcasting Service Private Limited	
Application seeking Permission to downlink non-news and current affairs TV channel namely "Durdanto" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 26, 2011
Application seeking Permission to uplink non-news and current affairs TV channel namely "Durdanto" into India in Hindi language through teleport of M/s Essel Shyam Communication Limited located at C-34, Electronic City, Sector 62, Noida, U.P., using Intelsat-10	February 26, 2011
Application for change of name of the Channel from "Dhamakaa" to "Mauj Mastiii"	July 19, 2011

SECTION VII – OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorised by the resolution of the Board of Directors passed at their meeting held on June 24, 2011 subject to the approval by the shareholders of our Company under Section 81(1A) of the Companies Act, 1956.

The shareholders of our Company have approved the Issue pursuant to a special resolution passed at the Extra Ordinary General Meeting of the Company held on July 1, 2011.

Further, the IPO Committee has approved this Draft Red Herring Prospectus through its Resolution dated September 28, 2011.

Our Board has pursuant to its resolution dated June 24, 2011 and our shareholders have pursuant to the special resolution dated July 1, 2011 increased the FII investment limit to 49% and NRI investment limit to 24% of the paid-up equity share capital, subject to receipt of approvals from regulatory authorities.

The Bombay Stock Exchange Limited and the National Stock Exchange of India Limited have given in-principle approval for the Issue pursuant to letters dated [•] and [•] respectively.

Prohibition by SEBI, RBI, or Government Authority

Our Company, our Directors, our Subsidiaries, our Promoter, Promoter Group, and natural persons in control of our Promoter, have not been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or directions passed by SEBI or any other authority.

The companies with which our Promoter, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control have not been prohibited from accessing or operating in capital market under any order or direction passed by SEBI.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Our Directors are not in any manner associated with the securities market and there has been no action taken by SEBI against the Directors or any entity our Directors are involved in as promoters or directors.

Neither our Company nor our Directors, our Promoter, our Promoter Group have been declared as wilful defaulters by RBI or any other governmental authority and there have been no proceedings relating to violations of securities laws pending against them and there are no violations of securities laws committed by them in the past.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with the Regulation 26(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, which states as follows:

“An issuer not satisfying any of the conditions stipulated in sub-regulation (1) may make an initial public offer if:

(a) (i) the issue is made through the book building process and the issuer undertakes to allot at least fifty per cent of the net offer to public to qualified institutional buyers and to refund full subscription monies if it fails to make allotment to the qualified institutional buyers;

OR

(ii) at least fifteen per cent of the cost of the project is contributed by scheduled commercial banks or public financial institutions, of which not less than ten per cent shall come from the appraisers and the issuer undertakes to allot at least ten per cent of the net offer to public to qualified institutional buyers and to refund full subscription monies if it fails to make the allotment to the qualified institutional buyers;

AND

(b) (i) the minimum post-issue face value capital of the issuer is ten crore rupees;

OR

(ii) the issuer undertakes to provide market-making for at least two years from the date of listing of the specified securities, subject to the following:

(A) the market makers offer buy and sell quotes for a minimum depth of three hundred specified securities and ensure that the bid-ask spread for their quotes does not, at any time, exceed ten per cent.;

(B) the inventory of the market makers, as on the date of allotment of the specified securities, shall be at least five per cent of the proposed issue."

We are an unlisted Company not complying with the conditions specified in the Regulation 26(1) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and are therefore required to meet both the conditions detailed in Clause (a) and Clause (b) of Regulation 26(2) of the SEBI (ICDR) Regulations.

- We are complying with Regulation 26(2) (a) (i) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and at least 50% of the Issue is proposed to be allotted to QIBs and in the event we fail to do so, the full subscription monies shall be refunded to the Bidders.
- We are also complying with Regulation 26(b)(i) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the post-issue face value capital of the Company shall be ₹ [●] lakhs, which is more than the minimum requirement of ₹ 10 Crore (₹ 100 lakhs).

Hence, we are eligible for the Issue under Regulation 26(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Further, in accordance with Regulation 26(4) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, our Company shall ensure that number of prospective allottees to whom the Equity Shares will be allotted in the Issue shall not be less than 1000, failing which the entire application money will be refunded forthwith.

SEBI Disclaimer clause

AS REQUIRED, A COPY OF THIS DRAFT RED HERRING PROSPECTUS HAS BEEN

SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, ALMONDZ GLOBAL SECURITIES LIMITED AND IDBI CAPITAL MARKET SERVICES LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, ALMONDZ GLOBAL SECURITIES LIMITED AND IDBI CAPITAL MARKET SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 28, 2011 WHICH READS AS FOLLOWS:

“WE, THE BOOK RUNNING LEAD MANAGERS TO THE ISSUE, STATE AND CONFIRM AS FOLLOWS:

- “1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC., AND OTHER MATERIALS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER,

WE CONFIRM THAT:

- (A) THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
- (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE, AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED / ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED

WITH; AND

- (C) THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.
 4. WHEN UNDERWRITTEN, WE SHALL SATISFY OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS - NOTED FOR COMPLIANCE
 5. WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF THE LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS - NOTED FOR COMPLIANCE
 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.
 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE
 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH

THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION - NOTED FOR COMPLIANCE

10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE - NOT APPLICABLE

AS THE ISSUE SIZE IS MORE THAN ₹ 1000 LAKHS, HENCE UNDER SECTION 68B OF THE COMPANIES ACT, 1956, THE EQUITY SHARES ARE TO BE ISSUED IN DEMAT ONLY.

11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.

12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:

(A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE SHARES OF THE ISSUER; AND

(B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER EXPERIENCE, ETC.

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY."

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER SECTIONS 63 OR 68 OF THE COMPANIES ACT, 1956 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI, FURTHER, RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies, Maharashtra in terms of section 56, 60 and 60B of the Companies Act, 1956. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Maharashtra in terms of Sections 56, 60 and 60B of the Companies Act.

Disclaimer from our Company and the Book Running Lead Managers

Our Company, our Directors and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisement or any other material issued by or at its instance and that anyone placing reliance on any other source of information including our website www.tvvision.in, would be doing so at his or her own risk.

The Book Running Lead Managers (BRLMs) accept no responsibility, save to the limited extent as provided in the Issue Agreement entered into between the Book Running Lead Managers, Almondz Global Securities Limited, IDBI Capital Market Services Limited and our Company dated September 28, 2011 and the Underwriting agreement to be entered into between the Underwriters and our Company.

All information shall be made available by the BRLMs and our Company to the public and investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever including at road show presentations, in research or sales reports or at bidding centres or elsewhere.

Each of the BRLMs, and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group or affiliates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group or affiliates, for which they have received, and may in future receive, compensation.

Neither our Company, our Directors nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the bids due to faults in any software/ hardware system or otherwise.

Caution

Bidders in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approval to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approval to acquire Equity Shares. The Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares in the Issue.

Disclaimer in respect of jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India), who are majors, HUF, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to NRIs on non-repatriable basis and FIIs and sub-account registered with SEBI other than a sub-account which is a foreign corporate or foreign individual. This Draft Red Herring Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe to shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes into is required to inform himself about and to observe any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for observations. Accordingly, the Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Transfer Restrictions

The Equity Shares have not been and will not be registered under the US Securities Act of 1933 (“the Securities Act”) or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Accordingly, the Equity Shares are only being issued and sold outside the United States to non-US persons in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and

Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Disclaimer clause of Bombay Stock Exchange Limited (BSE, the Designated Stock Exchange)

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated to our Company by BSE, post-scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Disclaimer clause of the National Stock Exchange of India Limited (NSE)

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated to our Company by NSE, post-scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Disclaimer clause of CARE for IPO Grading

As required, we have appointed CARE as the grading agency. The Disclaimer Clause as intimated by CARE shall be included in the Red Herring Prospectus prior to RoC filing.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at Corporation Finance Department, SEBI Bhavan, Plot No. C-4A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 60B of the Companies Act, will be delivered for registration to the RoC and a copy of the Prospectus required to be filed under Section 60 of the Companies Act will be delivered for registration to the RoC situated at the address mentioned below:

Registrar of Companies, Maharashtra

Everest, 100,
Marine Drive,
Mumbai – 400 002, Maharashtra

Listing

The initial listing applications have been made to Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) for obtaining the permission to list the Equity Shares and for an official quotation of the Equity Shares of the Company. The Bombay Stock Exchange Limited (BSE) will be the Designated Stock Exchange with which the basis of Allotment will be finalised.

In case the permission for listing of the Equity Shares and for official quotation of the Equity Shares is not granted by any of the above mentioned Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus and if such money is not repaid within eight days after the day from which our Company becomes liable to repay it, then our Company and every Director of the Company who is an officer in default shall, on and from the expiry of eight days, be jointly and severally liable to repay the money with interest at the rate of 15% per annum prescribed under Section 73 of the Companies Act, 1956.

Our Company with the assistance of the Book Running Lead Managers shall ensure that all steps for the completion of the necessary formalities for listing and commencement of

trading at both the Stock Exchanges mentioned above are taken within twelve working days of the Bid / Issue Closing Date.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 68A of the Companies Act, which is reproduced below:

“Any person who-

- i. makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein, or*
- ii. otherwise induces a company to allot or register any transfer of shares therein to him, or any other person in a fictitious name,*

shall be punishable with imprisonment for a term which may extend to five years.”

Consents

Consents in writing of our Directors, our Company Secretary, our Compliance Officer, the Statutory Auditors, Book Running Lead Managers to the Issue, Registrar to the Issue, Legal Counsel to the Company, IPO Grading agency to act in their respective capacities, have been obtained and shall be filed along with a copy of the Red Herring Prospectus with the Registrar of Companies, as required under Sections 60 and 60B of the Companies Act, 1956 and such consents have not been withdrawn up to the time of delivery of a copy of the Red Herring Prospectus, for registration with the Registrar of Companies, Maharashtra.

In accordance with the Companies Act & SEBI (ICDR) Regulations, M/s. A.R. Sodha & Co., Statutory Auditors, have also given their written consent to the inclusion of their report on restated financial statements dated August 8, 2011, proforma condensed consolidated financial statements dated September 19, 2011 and statement of tax benefits dated September 19, 2011 as appearing hereinafter in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report have not been withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the Registrar of Companies, Maharashtra.

CARE, a SEBI registered IPO Grading Agency engaged by us for the purpose of obtaining IPO grading in respect of this Issue have given their written consent as experts, pursuant to their letter dated [•], for inclusion of their report in the form and context in which it will appear in the Red Herring Prospectus, and such consent will not be withdrawn until the time of filing of the Red Herring Prospectus and Prospectus with the RoC and Designated Stock Exchange.

Expert opinion

Except for the report of CARE in respect of the IPO Grading of this Issue (a copy of which will be annexed to the Red Herring Prospectus as Annexure), furnishing the rationale for its grading which will be provided to the Designated Stock Exchange and except for the reports of the Auditors of our Company on the restated financial statements, proforma condensed consolidated financial statements and the “Statement of Tax Benefits”, included in this Draft Red Herring Prospectus, our Company has not obtained any expert opinions.

Public issue expenses*

The expenses for this Issue includes Issue management fees, underwriting & selling commission (including commission to SCSBs/Syndicate/Sub-Syndicate for ASBA

applications) & brokerage, registrar's fee, IPO grading fee, fees payable to the Bankers to the Issue, printing and distribution of issue stationery, advertisement and marketing expenses, legal counsel fees, depository fees and fees payable to the stock exchanges and SEBI, among others. The total expenses for this Issue are estimated to be ₹ [•] lakhs, details of which are as under:

(₹ in lakhs)				
Sr. No.	Activity	Amount	% of Total Issue size	% of Issue Expenses
1	Issue Management Fees, Underwriting & Selling Commission (including commission to SCSBs/Syndicate/Sub-Syndicate for ASBA applications) & Brokerage	[•]	[•]	[•]
2	Fees to Registrar to the Issue	[•]	[•]	[•]
3	Fees to Legal Counsel to the Issue	[•]	[•]	[•]
4	Fees payable to the Bankers to the Issue	[•]	[•]	[•]
5	Printing and Distribution of Issue Stationery	[•]	[•]	[•]
6	Advertising and Marketing expenses	[•]	[•]	[•]
7	Other expenses (stamp duty, initial listing fees, depository fees, charges for using the book building software of the exchanges, IPO Grading expenses, fees payable to bankers to the Issue and other related expenses)	[•]	[•]	[•]
	Total	[•]	[•]	[•]

* Will be incorporated after finalization of Issue Price

All expenses with respect to this Issue will be borne by the Company.

Details of fee payable

Fees payable to the BRLMs and Syndicate Member(s)

The total fees payable to the BRLMs and Syndicate Member(s) including brokerage and selling commission for the Issue will be as per the respective engagement letter(s) issued to them by the Company a copy of which is available for inspection at the Registered Office of the Company.

Fees payable to the Registrar to the Issue

The total fees payable to the Registrar to the Issue for processing of application, data entry, printing of CAN/ refund order, or revised CANs if required, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding executed between our Company and the Registrar dated July 2, 2011, copy of which is available for inspection at the Registered Office of our Company.

The Registrar to the Issue will be reimbursed for all out of pocket expenses including cost of stationery, postage, stamp duty and communication expenses.

Adequate funds will be provided to the Registrar to the Issue to enable them to send refund order(s) or allotment advice by registered post or speed post.

Previous public or rights issues

Our Company has not made any public or rights issue during the last five years.

Previous issues of shares otherwise than for cash

Our Company has not issued shares for consideration other than for Cash, except as stated in the title "Capital Structure" on page no. 22 of this Draft Red Herring Prospectus.

Commission and brokerage paid on previous issues

Since this is the initial public issue of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of Equity Shares of the Company since our inception.

Details of capital issue made during last three years in regard to the Issuer Company and other listed companies under the same management within the meaning of section 370(1)(B) of the Companies Act, 1956.

There have been no capital issues during last 3 years by our Company and other listed companies under the same management within the meaning of Section 370(1)(B) of the Act at present or during the last three years.

Option to subscribe

Equity Shares being issued through this Draft Red Herring Prospectus can be applied for in Dematerialized form only.

Promise vis-à-vis performance

Our Company and our Promoter Group have not made any capital issues during the ten years preceding the date of this Draft Red Herring Prospectus.

Outstanding debentures, bonds, redeemable preference shares or other instruments

As on the date of filing of this Draft Red Herring Prospectus with SEBI, our Company does not have any outstanding debentures, bonds, redeemable preference shares or other instruments.

Stock market data for Equity Shares of our Company

As this is the Initial Public Offering of our Company, the Equity Shares are not listed on any stock exchange and hence no stock market data is available.

Mechanism for redressal of investor grievances

We have appointed Bigshare Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with Compliance Officer of our Company.

The Agreement signed between the Registrar to the Issue and our Company entered into on July 2, 2011, provides for retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of allotment or refund orders, demat credit and making refunds as per the modes disclosed to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the present issue may be addressed to the Registrar to the Issue, with a copy to the Compliance Officer, giving full details such as name, application number, address of the applicant, number of Equity Shares applied for, amount paid on application, Depository Participant and the Bidder/Bank branch where the application was submitted. Our Company will monitor the work of the Registrar to the Issue to ensure that the grievances are settled expeditiously and satisfactorily.

All grievances relating to the ASBA process may be addressed to the Registrar with a copy to relevant SCSB, or the Syndicate / Sub - Syndicate Members giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, ASBA Account Number and the Designated Branch or the collection centre of the SCSB or the Syndicate / Sub - Syndicate Members where the Bid-cum-ASBA Form was submitted by the ASBA Bidders.

The Registrar shall act as a nodal agency for redressing complaints of ASBA and non-ASBA investors including providing guidance to ASBA investors regarding approaching the SCSB concerned.

Disposal of investor grievances

Bigshare Services Private Limited, the Registrar to the Issue, or the SCSBs in case of ASBA Bidders, will handle investor grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to our Company. Our Company would also be coordinating with Registrar to the Issue in attending to the grievances of the investors.

Our Company has constituted an investors' grievance committee comprising Mr. Prasannakumar Gawde, Mr. Arunkumar Khakhar and Mr. Gautam Adhikari as members.

Our Company assures that the Board of Directors, in respect of the complaints, if any, to be received, shall adhere to the following schedules:

Sr. No.	Nature of Complaint	Time Taken
1.	Non-receipt of refund	Within 7 days of receipt of complaint, subject to production of satisfactory evidence.
2.	Change of Address notification	Within 7 days of receipt of Information
3.	Any other complaint in relation to Public Issue	Within 7 days of receipt of complaint with all relevant details

We have appointed Mr. Anand Shroff as Compliance Officer who would directly deal with SEBI with respect to implementation /compliance of various laws, regulations and other directives issued by SEBI and matters related to investor Complaints. The investor may contact the Compliance Officer in case of any pre issue/post issue related problems. The Compliance Officer can be contacted at the following address:

Mr. Anand Shroff
 TV Vision Limited
 4th Floor, Adhikari Chambers,
 Oberoi Complex,
 New Link Road, Andheri (West),
 Mumbai-400053, Maharashtra
 Tel No.: +91-22-40230000
 Fax No.: +91-22-26395459
 Email: complianceofficer@tvvision.in
 Website: www.tvvision.in

Investors can also contact the Registrar to the Issue for redressal of any complaints relating to the Issue.

Changes in Auditors

There has been no change in the Auditors of the Company during the last three years.

Capitalization of reserves or profits

Our Company has not capitalized its profits or reserves at any time since inception.

Revaluation of assets

There has been no revaluation of the assets of our Company since inception.

SECTION VIII: ISSUE RELATED INFORMATION

Terms of the Issue

The Equity Shares being issued are subject to the provisions of the Companies Act, the SCRR, the SCRA, our Company's Memorandum and Articles of Association, the Listing Agreement with the Stock Exchanges, the terms of the Red Herring Prospectus, the Prospectus, the Bid cum Application Form, the Revision Form, the Bid cum ASBA Form, the ASBA Revision Form, the Allotment Advice and Confirmation of Allocation Note ("CAN"), and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications, rules and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government, Stock Exchanges, FIPB, RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, the Memorandum and Articles of Association of our Company and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividend or any other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please see the section titled "*Main Provisions of Articles of Association of the Company*" beginning from page no. 249 of this Draft Red Herring Prospectus.

Mode of payment of Dividend

Our Company shall pay dividend, if any, to our shareholders as per the provisions of the Companies Act, 1956, the Listing Agreements entered with the Stock Exchanges and our Memorandum and Articles of Association.

Face Value and Issue Price

The Equity Shares with a face value of ₹ 10/- each are being issued in terms of the Red Herring Prospectus/Prospectus at a Issue Price of ₹ [•] per Equity Share which will be determined by our Company in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered by way of Book Building. At any given point of time there shall be only one denomination for the Equity Shares, subject to applicable laws. The Issue Price is [•] times the face value of the Equity Shares.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all disclosure and accounting norms as specified by SEBI, from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- Right of free transferability subject to applicable foreign direct investment policy, foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of the listing agreements with the Stock Exchanges and Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of Articles of Association of our Company dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, please refer to the section “Main Provisions of Articles of Association of the Company” beginning on page no. 249 of this Draft Red Herring Prospectus.

Market lot and trading lot

In terms of Section 68B of the Companies Act, the Equity Shares of the Company shall be allotted only in dematerialised form. As per existing SEBI (ICDR) Regulations, the trading of Equity Shares of our Company shall be in dematerialised form only. Since trading of Equity Shares of the Company is compulsorily in dematerialized mode, the tradable lot is one Equity Share. Allotment through this Issue will be done only in electronic form in multiples of one Equity Share subject to a Minimum Allotment of [●] Equity Shares.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Nomination facility to the investor

In accordance with Section 109A of the Companies Act, the sole or first Bidder, along with other joint Bidder, may nominate any one Person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. A Person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 109A of the Companies Act, be entitled to the same benefits to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any Person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of Equity Share(s) by the Person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the registered office of our Company or with the Registrar and Transfer Agent of our Company.

In accordance with Section 109B of the Companies Act, any Person who becomes a nominee by virtue of the provisions of Section 109A of the Companies Act, shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with, within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialised mode, there is no need to make a separate nomination with the Company. Nominations registered with the respective depository participant of the applicant would prevail. If an investor needs to change the nomination, they are requested to inform their respective Depository Participant.

Issue Period

Bidders may submit their Bids only in the Bid/Issue Period. The Bid/Issue Opening Date is [●] and the Bid/Issue Closing Date is [●].

Minimum Subscription

If our Company does not receive the minimum subscription of 90% of the Issue to the public to the extent of the amount, including devolvement of Underwriters, within 60 days from the Bid Closing Date, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company become liable to pay the amount (i.e., 60 days from the Bid Closing Date), our Company shall pay interest prescribed under Section 73 of the Companies Act.

If at least 50% of the Issue cannot be allotted to QIBs then the entire application money will be refunded forthwith.

In accordance with Regulation 26(4) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Share will be allotted will not be less than 1000. If the number of allottees in the proposed Issue is less than 1,000 allottees, our Company shall forthwith refund the entire subscription amount received.

Application by NRIs, FIIs, Sub-Accounts and FVCIs

It is to be distinctly understood that there is no reservation for NRIs, FIIs, Sub-Accounts and FVCIs. As per existing regulations, OCBs cannot participate in this Issue.

Arrangements for disposal of odd lots

There are no arrangements for disposal of odd lots.

Restriction on Transfer of Shares

Except for the lock-in of the pre-Issue capital of our Company and the Promoter's contribution as provided the section titled "Capital Structure" on page no. 22 of this Draft Red Herring Prospectus and otherwise as provided in our Articles, there are no restrictions on transfer and transmission of shares / debentures and on their consolidation/splitting. Please see section "Main Provisions of Articles of Association of the Company" on page no. 249 of this Draft Red Herring Prospectus.

Withdrawal of the issue

Our Company, in consultation with Book Running Lead Managers, reserves the right not to proceed with this Issue at anytime after the Bid/Issue Opening Date but before the

Allotment of Equity Shares. In such an event our Company would issue a public notice which shall be published within two days of the Bid/Issue Closing Date in the same newspapers where the pre-Issue advertisement was published. Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Managers, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Bidders within one day from the date of receipt of such notification. In the event of withdrawal of the Issue and subsequently, plans of an IPO by our Company, a fresh Draft Red Herring Prospectus will be submitted again for observations of SEBI.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after allotment, and the final RoC approval of the Prospectus.

In terms of the SEBI Regulations, QIBs Bidding in the QIB Portion shall not be allowed to withdraw their Bids after the Bid Closing Date.

Option to receive Equity Shares in Dematerialised Form

Investors should note that allotment of Equity Shares to all successful Bidders will only be in dematerialised form. Bidders will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with competent courts/authorities in Mumbai, Maharashtra, India.

Issue Procedure

This section applies to all Bidders. Please note that pursuant to the SEBI circular dated April 29, 2011, bearing no. CIR/CFD/DIL/1/2011, all non-Retail Individual Bidders i.e. QIBs and Non-Institutional Bidders are mandatorily required to submit their Bids by way of ASBA. ASBA Bidders should note that the ASBA process involves application procedures that are different from the procedure applicable to the Bidders other than the ASBA Bidders. Bidders applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all the Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form. In case of ASBA Bidders, an amount equivalent to the full Bid Amount will be blocked by the SCSBs.

Our Company, the BRLMs and the Syndicate Member do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, and as will be specified in the Red Herring Prospectus and the Prospectus.

Book Building Procedure

This Issue is being made through a 100% Book Building Process wherein at least 50% of the Net Issue to Public shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs"). 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allotment on a proportionate basis to QIBs and Mutual Funds, subject to valid bids being received from them at or above the Issue Price. Further, upto 15% of the Issue to Public shall be available for allocation on a proportionate basis to Non Institutional Bidders and upto 35% of the Issue to Public shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid bids being received at or above the Issue Price. If at least 50% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith.

Under-subscription, if any, in the Non-Institutional Bidder and Retail Individual Bidder categories would be allowed to be met with spill over from any of the other at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

In case of QIBs, Bidding through the Syndicate ASBA, the BRLMs and their affiliate Syndicate Member may reject Bids at the time of acceptance of the Bid cum ASBA Form provided that the reasons for such rejection shall be disclosed to such Bidder in writing. In case of Non-Institutional Bidders and Retail Individual Bidders our Company has a right to reject Bids based on technical grounds only.

Investors should note that Equity Shares would be allotted to all successful Bidders only in dematerialized form. Bidders will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchanges. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, PAN and beneficiary account number, shall be treated as incomplete and will be rejected.

Bid cum Application/ ASBA Form

Copies of the Bid cum Application Form will be available for all categories of Bidders, with the Syndicate Member and at our Registered Office. In addition, Bid cum ASBA Forms in physical form will be available with the Designated Branches, and electronic Bid cum ASBA Forms will be available on the websites of the SCSBs and of the Stock Exchanges at least one day prior to the Issue Opening Date. Copies of the Red Herring Prospectus shall, on a request being made by any Bidder, be furnished to such Bidder by our Company at our Registered Office or by BRLMs or by the Designated Branches.

Bidders shall only use the specified Bid cum Application Form bearing the stamp of a Member of the Syndicate for the purpose of making a Bid in terms of the Red Herring Prospectus, unless they are using the ASBA process. Before being issued to the Bidders, the Bid cum Application Form shall be serially numbered and date and time stamped and such form shall be issued in duplicate signed by the Bidder. The Bid cum Application Form and the Bid cum ASBA Form shall contain information about the Bidders, the price and the number of Equity Shares Bid for. The Bidder shall have the option to make a maximum of three Bids (in terms of number of Equity Shares and respective bid prices) in the Bid cum Application Form and such options shall not be considered as multiple Bids.

No separate receipts shall be issued for the money payable on the submission of Bid cum Application Form or Revision Form. However, the collection centre of the Syndicate will acknowledge the receipt of the Bid cum Application Forms or Revision Forms by stamping and returning to the Bidder the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Bid cum Application Form for the records of the Bidder and the Bidder shall preserve this and should provide the same for any queries relating to non-Allotment of Equity Shares in the Issue.

Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form shall be considered as the Application Form. Upon completing and submitting the Bid cum Application Form to a Member of the Syndicate/ Sub-Syndicate Member, the Bidder is deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus and the Bid cum Application Form as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Bidder.

Bidders can also submit their Bids through the ASBA process by submitting Bid cum ASBA Forms, either in physical or electronic mode, to the SCSB with whom the ASBA Account is maintained or through the Syndicate/ Sub-Syndicate Member (ASBA Bids through the Syndicate/ Sub-Syndicate Member shall hereinafter be referred to as the “**Syndicate ASBA**”). **However, ASBA Bids through Syndicate ASBA is permitted only at the Syndicate ASBA Centres. All the SCSBs which are providing ASBA facility in any of the Syndicate ASBA centres shall name atleast one branch where Syndicate/ Sub-Syndicate Members can submit the Bid cum ASBA Forms. The list of such branches is available at <http://www.sebi.gov.in/pmd/scsb-asba.html>.** An ASBA Bidder shall use the ASBA Form obtained from the Designated Branches for the purpose of making a Bid.

ASBA Bidders can submit their Bids, either in physical or electronic mode. In case of application in physical mode, the ASBA Bidder shall submit the ASBA Form to the relevant Designated Branch or to the Syndicate/ Sub-Syndicate Members at Syndicate ASBA Centres.

In case of application in electronic form, the ASBA Bidder shall submit the ASBA Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for bidding and blocking funds in the ASBA Account held with SCSB, and accordingly registering such Bids. The SCSB shall block an amount in the ASBA Account equal to the Bid Amount specified in the ASBA Form. Upon completing and submitting the ASBA Form to the SCSB or to the Syndicate/Sub-Syndicate Member, the ASBA Bidder is deemed to have authorised our Company to make the necessary changes in the Red Herring Prospectus and the ASBA Form, as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the ASBA Bidder.

The following table illustrates the mode and manner of bidding for each category of the Bidder:

Category of the Bidder	Available mode of Bidding	Application Form to be used for bidding	Application Form to be submitted to		
			In case of ASBA		In case of non ASBA
			Physical	Electronic	
Retail Individual Bidders	ASBA or non ASBA	ASBA Form (physical or electronic) or Bid cum Application Form	1. Syndicate/Sub-Syndicate Members at Syndicate ASBA centres only; or 2. Designated Branches of the SCSBs where the ASBA account is maintained	1. Through internet banking where the ASBA account is maintained	1. Syndicate/Sub-Syndicate Members at the bidding centres
Non Institutional Investors & QIBs	ASBA (Kindly note that ASBA is mandatory and no other mode of Bidding is permitted)	ASBA Form (physical or electronic)	1. Syndicate/Sub-Syndicate Members at Syndicate ASBA centres only; or 2. Designated Branches of the SCSBs where the ASBA account is maintained	1. Through internet banking where the account is maintained	NA

The prescribed colour of the Bid cum Application Form/Bid cum ASBA Form for various categories is as follows:

Category	Colour of Bid cum Application Form including Bid cum ASBA Form *
Resident Indians and eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FIIs or Foreign Venture Capital Funds registered	Blue

with SEBI, Multilateral and Bilateral Development Financial Institutions applying on a repatriation basis	
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** Excluding electronic Bid cum ASBA forms. Electronic ASBA Forms for ASBA Bidders will be available on the website of the NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to Bid/Issue Opening Date. A hyperlink to the website of the Stock Exchanges for this facility will be provided on the website of the BRLMs and the SCSBs.*

Please note that all categories of Investors can participate in the Issue by way of ASBA Process.

Who Can Bid?

1. Persons eligible to invest under all applicable laws, rules, regulations and guidelines;
2. Indian nationals resident in India who are majors, in single or joint names (not more than three) or in the names of their minor children as natural/legal guardians in single or joint names (not more than three);
3. HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form or ASBA Form as follows: "Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs would be considered at par with those from individuals;
4. Companies and corporate bodies registered under the applicable laws in India and authorized to invest in Equity shares;
5. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorized under their constitution to hold and invest in equity shares;
6. Mutual funds registered with SEBI;
7. Indian financial institutions, scheduled commercial banks (excluding foreign banks), regional rural banks, co-operative banks (subject to RBI regulations and SEBI (ICDR) Regulations, 2009 & other Regulations, as applicable);
8. FIIs and sub-account registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding in the QIB portion;
9. Sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals only under the Non-Institutional Bidders category.
10. Venture capital funds registered with SEBI;
11. Foreign venture capital funds registered with SEBI;
12. State Industrial Development Corporations;
13. Insurance companies registered with the Insurance Regulatory and Development Authority;
14. As permitted by the applicable laws, Provident funds with minimum corpus of ₹ 2500 Lakhs and who are authorized under their constitution to hold and invest in Equity Shares;
15. Pension funds with minimum corpus of ₹ 2500 Lakhs and who are authorized under their constitution to hold and invest in Equity Shares;
16. Multilateral and bilateral development financial institutions;

17. Eligible Non-residents including NRIs and FIIs on a repatriation basis or a non-repatriation basis subject to applicable local laws;
 18. Scientific and/or industrial research organizations in India authorized under their constitution to invest in equity shares;
 19. Limited liability partnerships;
 20. National Investment Fund;
 21. Insurance funds set up and managed by army, navy or air force of the Union of India;
 22. Insurance funds set up and managed by Department of Posts, India;
- and
23. Any other persons eligible to Bid in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

As per existing regulations promulgated under FEMA, Overseas Corporate bodies (OCBs) are prohibited from investing in this Issue.

Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws, rules, regulations, guidelines, approvals.

Participation by Associates and affiliates of the BRLMs and Syndicate Members

The BRLMs and Syndicate Member shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations, if any. However, associates and affiliates of the BRLMs and Syndicate Member are entitled to bid and subscribe to Equity Shares in the Issue either in the QIB Portion or in Non Institutional Portion as may be applicable to such investors, where the allocation will be on a proportionate basis.

Bids by Mutual Funds

As per the ICDR Regulations, 5% of the QIB Portion, has been specifically reserved for Mutual Funds on a proportionate basis. An eligible Bid by a Mutual Fund in the Mutual Fund Portion shall first be considered for allocation proportionately in the Mutual Fund Portion. In the event demand in the Mutual Fund Portion is greater than [●] Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by Mutual Funds shall be available for allocation proportionately, after excluding the allocation in the Mutual Fund Portion, in the QIB Portion.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up capital carrying voting rights. These limits would have to be adhered to by the mutual funds for investment in the Equity Shares. The Bids made by Asset Management Companies or custodians of Mutual Fund shall clearly indicate the name of the concerned schemes for which the application is being made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the

Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made.

Bids by Eligible NRIs

Eligible NRI Bidders may please note that only such Bids as are accompanied by payment in freely convertible foreign exchange shall be considered for allotment. Eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the Bid cum Application Form meant for resident Indians (White in colour). All instruments accompanying bids shall be payable in Mumbai only. Pursuant to the Board meeting held on June 24, 2011 and Extra Ordinary General Meeting held on July 1, 2011, our Company has obtained shareholders approval to increase the investment limit by Non Resident Indians to 24% of the total issued and paid-up equity share capital of our Company.

Bid cum Application Form shall be made available for Eligible NRIs at our Registered Office and Corporate Office and with the Members of the Syndicate. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Bidding on a repatriation basis could make payments through Indian Rupee drafts purchased abroad or cheques or bank drafts or by debits to their Non-Resident External ("NRE") or Foreign Currency Non-Resident ("FCNR") accounts, maintained with banks authorized by the RBI to deal in foreign exchange. Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents , accompanied by a bank certificate confirming that the payment has been made by debiting to the NRE or FCNR account, as the case may be. Payment for Bids by nonresident Bidder Bidding on a repatriation basis will not be accepted out of Non-Resident Ordinary ("NRO") accounts. Bids by Eligible NRIs for a Bid Amount of up to ₹ 2 lakhs would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount of more than ₹ 2 lakhs would be considered under Non-Institutional Portion for the purposes of allocation.

Bids by FIIs

As per the current regulations, the following restrictions are applicable for investments by FIIs:

The issue of Equity Shares to a single FII or a sub-account cannot exceed 10% of the post-Issue paid-up Equity Share capital of our Company (i.e., 10% of [•] Equity Shares). In respect of an FII investing in Equity Shares of our Company on behalf of its sub-accounts (other than a sub-account which is a foreign corporate or foreign individual bidding under the QIB Portion), the investment on behalf of each such sub-account shall not exceed 10% of total issued equity capital or 5% of our total issued equity capital in case such sub-accounts is a foreign corporate or a foreign individual.

The total holdings of all FIIs and sub-accounts cannot exceed 24% of the post-Issue paid-up Equity Share capital of our Company. The said 24% limit can be increased up to the applicable sectoral cap by passing a resolution by the Board followed by passing a special resolution to that effect by the shareholders of our Company. Pursuant to the Board meeting held on June 24, 2011 and Extra Ordinary General Meeting held on July 1, 2011 our Company has obtained shareholders approval to increase the FII limit to 49% of the total issued and paid-up equity share capital of our Company. Under the current foreign investment policy applicable to us foreign equity participation upto 100% is permissible under the automatic route.

Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of Regulation 15A(1) of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended (the “**SEBI FII Regulations**”), an FII, as defined in the SEBI FII Regulations, may issue, deal or hold, offshore derivative instruments (as defined under the SEBI FII Regulations as any instrument, by whatever name called, which is issued overseas by a FII against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying), directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms. An FII is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority as defined under the SEBI FII Regulations. Associates and affiliates of the Underwriters including the BRLMs and the Syndicate Member that are FIIs may issue offshore derivative instruments against Equity Shares Allotted to them in the Issue. Any such offshore derivative instrument does not constitute any obligation or claim on or an interest in, our Company.

Bids by SEBI registered VCF and FVCI

The SEBI (Venture Capital Funds) Regulations, 1996, and the SEBI (Foreign Venture Capital Investors) Regulations, 2000, prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Accordingly, the investment by any individual VCF or FVCI should not exceed the prescribed investment limit as the case may be.

Accordingly, the holding by any individual VCFs in one company should not exceed 25% of the corpus of the said VCF. Further, VCFs and FVCIs can invest only up to 33.33% of their respective investible funds in various prescribed instruments, including in public offerings.

Pursuant to Regulation 37(b) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the equity shares held by a venture capital fund or foreign venture capital investor would be exempt from the lock-in requirements only if the equity shares have been held for a period of at least one year prior to the date of the filing of the Draft Red Herring Prospectus with the SEBI.

Bids and revision of Bids by non-residents including Eligible NRIs, FIIs and Foreign Venture Capital Funds registered with SEBI on a repatriation basis must be made:

1. On the prescribed Bid cum Application Form/ ASBA Form or Revision Form/ ASBA Revision Form, as applicable (blue in colour) and completed in full in BLOCK LETTERS in ENGLISH in accordance with the instructions contained therein.
2. In a single name or joint names (not more than three and in the same order as their Depository Participant details).
3. Eligible NRIs for a Bid Amount of up to ₹ 2 lakhs would be considered under the Retail Bidders portion for the purposes of allocation and Bids for a Bid amount of more than ₹ 2 lakhs would be considered under the Non-Institutional Bidders portion for the purposes of allocation; Other Non-Resident Bidders must bid for a minimum of such number of Equity Shares and in multiples of [•] Equity Shares thereafter that the Bid amount exceeds ₹ 2 lakhs; for further details see "Maximum and Minimum Bid Size" at page no.

211 of this Draft Red Herring Prospectus.

4. In the names of individuals, or in the names of FIIs or in the names of Foreign Venture Capital Funds registered with SEBI, Multilateral and Bilateral Development Financial Institutions but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees. Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their Non-Resident External (NRE) accounts, details of which should be furnished in the space provided for this purpose in the Bid cum Application Form. The Company will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

It is to be distinctly understood that there is no reservation for Non Residents, NRIs, FIIs and Foreign Venture Capital Funds and all Non Residents, NRI, FII and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Bids by insurance companies

In case of Bids made by insurance companies registered with Insurance Regulatory and Development Authority, a certified copy of the certificate of registration issued by Insurance Regulatory and Development Authority must be submitted with the Bid cum ASBA Form. Failing this, the Company reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason thereof.

Bids by provident funds / pension funds

In case of Bids made by provident fund with the minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension fund with the minimum corpus of ₹ 2500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged with the Bid cum ASBA Form. Failing this, the Company reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason thereof.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum ASBA Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modifications or changes in the applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares bid for do not exceed the applicable limits under laws or regulations.

Bids under Power of Attorney

In case of bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds

with a minimum corpus of ₹ 2500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum and Articles of Association and/or bye laws must be lodged along with the Bid cum ASBA Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to Bids by FIIs, FVCIs, VCFs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum ASBA Form.
- (b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum ASBA Form.
- (c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum ASBA Form.

Our Company, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form/ASBA Form, subject to such terms and conditions as our Company and the BRLMs may deem fit.

The Company in its absolute discretion reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that for the purpose of printing particulars on the refund order and mailing of the refund order/CANs/allocation advice, the Demographic details given on the Bid cum Application Form/ ASBA Form should be used (and not those obtained from the Depository of the Bidder). In such cases, the Registrar to the Issue shall use Demographic details as given on the Bid cum Application Form/ ASBA Form instead of those obtained from the Depositories.

Maximum and Minimum Bid size

- a) **For Retail Individual Bidders:** The Bid must be for a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter and it must be ensured that the Bid Amount payable by the Bidder does not exceed ₹ 2 lakhs. *Bidders may note that the total Bid amount will be used to determine if a Bid is in the retail category or not, and not just the amount payable on Application.* In case of revision of Bids, the Retail Individual Bidders have to ensure that the Bid amount does not exceed ₹ 2 lakhs. In case the Bid amount is over ₹ 2 lakhs due to revision of the Bid or revision of the Price Band or on exercise of option to Bid at Cut-off Price, the Bid would be considered for allocation under the Non-Institutional Portion. The option to Bid at Cut-off Price is an option given only to the Retail Individual Bidders indicating their agreement to Bid for and purchase Equity Shares at the final Issue Price as determined at the end of the Book Building Process.

- b) For Non-Institutional Bidders and QIB Bidders:** The Bid must be for a minimum of such number of Equity Shares in multiples of [•] Equity Shares thereafter such that the Bid Amount payable by the Bidder exceeds ₹ 2 lakhs. A Bid cannot be submitted for more than the Issue size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI (ICDR) Regulations, 2009, **a QIB Bidder cannot withdraw its Bid after the Bid/Issue Closing Date and is required to pay the full Bid Amount upon submission of the Bid. Our Company in consultation with the BRLMs, may close Bid/Issue Period for QIBs one working day prior to the Bid/ Issue Closing Date. Accordingly, a QIB bidder will not be allowed to withdraw their Bids after the Bid/Issue Closing Date or one working day prior to the Bid/ Issue Closing Date as may be applicable.**

In case of revision in Bids, the Non-Institutional Bidders who are individuals have to ensure that the Bid Amount is greater than ₹ 2 lakhs, for being considered for allocation in the Non-Institutional Portion. In case the Bid Amount reduces to ₹ 2 lakhs or less due to a revision in Bids or revision of the Price Band, the same would be considered for allocation under the Retail Portion in respect of the Bids by Non-Institutional Bidders who are otherwise eligible for allocation under the Retail Portion. Non Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.

Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

Information for the Bidders

- a. Our Company will file the Red Herring Prospectus with the RoC at least three days before the Bid/Issue Opening Date.
- b. Our Company and the BRLMs shall declare the Bid/Issue Opening Date, Bid/Issue Closing Date and Price Band after registering the Red Herring Prospectus with RoC and also publish the same in two widely circulated national daily newspapers (one each in English and Hindi) and in one Marathi daily newspaper with wide circulation. This advertisement, subject to the provisions of Section 66 of the Companies Act shall be in the format prescribed in Part A of Schedule XIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- c. The Members of the syndicate shall accept bids from the Bidders during the Bidding/Issue Period in accordance with the terms of the Syndicate Agreement.
- d. The Members of the Syndicate will circulate copies of the Red Herring Prospectus along with the Bid cum Application Form to their potential investors.
- e. Any investor (who is eligible to invest in the Equity Shares) desirous of obtaining a copy of the Red Herring Prospectus along with the Bid cum Application Form can obtain the same from the Registered Office of our Company or from the BRLMs, or from the Syndicate Member(s).
- f. Eligible investors who are interested in subscribing for the Equity Shares should approach the BRLMs or Syndicate Member or their authorized agent(s) to register their Bids.

- g. The Bids should be submitted on the prescribed Bid cum Application Form only. Bid cum Application Forms should bear the stamp of a Member of the Syndicate/ Sub-Syndicate Members, otherwise they will be rejected.
- h. Except for Bids submitted on behalf of the Central Government or the State Government or officials appointed by a court and Bidders resident in the state of Sikkim who may be exempt from specifying their PAN for transacting in the securities market, all Bidders should mention their Permanent Account Number (PAN) allotted under the IT Act. In case of Bids submitted on behalf of the Central Government or the State Government or officials appointed by a court, such Bidders shall provide sufficient documentary evidence in support of the fact that such Bids have been submitted on behalf of the Central Government or the State Government or officials appointed by a court. Residents of Sikkim shall provide sufficient documentary evidence in support of their address as provided in the SEBI MRD circular MRD/DOP/Dep/cir-29/2004 dated August 24, 2004. With effect from August 16, 2010, the beneficiary accounts of Bidders for whom PAN details have not been verified have been labelled "suspended for credit" by the Depositories, and no credit of Equity Shares pursuant to the Issue will be made in the accounts of such Bidders.
- i. Copies of the Bid cum Application Form and the Red Herring Prospectus will be available for all categories of Bidders, with the Members of the Syndicate and at our Registered Office. Bid cum ASBA Forms in physical form will be available with the Designated Branches and with the Syndicate/ Sub-Syndicate Members; and electronic ASBA Forms will be available on the websites of the SCSBs and the Stock Exchanges at least one day prior to the Issue Opening Date. Furthermore, the SCSBs shall ensure that the abridged prospectus is made available on their websites.
- j. Eligible Bidders who are interested in subscribing for the Equity Shares should approach BRLMs or Syndicate Member or their authorised agent(s) to register their Bids. Eligible Bidders can approach the Designated Branches to register their Bids under the ASBA process.
- k. In case the Price Band is revised, the Bidding/ Issue Period may be extended, if required, by an additional three days, subject to the total Bidding/ Issue Period not exceeding 10 working days. The revised Price Band and Bidding/ Issue Period, if applicable, will be widely disseminated by notification to the BSE and the NSE, and by publishing in two widely circulated national newspapers (one each in English and Hindi) and in one Marathi newspaper with wide circulation and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the Syndicate Member.
- l. We, in consultation with the BRLMs, can finalise the Issue Price within the Price Band, without the prior approval of, or intimation to the Bidders.

Additional information specific to ASBA Bidders

- a. ASBA Bidders who would like to obtain the Red Herring Prospectus and/or the ASBA Form can obtain the same from the Designated Branches or the Syndicate Members. ASBA Bidders can also obtain a copy of the Red Herring Prospectus and/or the ASBA Form in electronic form on the websites of the SCSBs. ASBA Forms will be available on the websites of the SCSBs and the Stock Exchanges at least one day prior to the Issue Opening Date.
- b. Copies of Bid cum ASBA Forms will be available for downloading and printing, from website of the Stock Exchanges (which provide electronic interface for ASBA facility). A

unique application number will be generated for every Bid cum ASBA Form downloaded and printed from the websites of the Stock Exchanges.

- c. The Bids should be submitted to the SCSB or Syndicate/ Sub-Syndicate Member on the prescribed ASBA Form if applied in physical mode. SCSBs may provide the electronic mode of bidding either through an internet enabled bidding and banking facility or such other secured, electronically enabled mechanism for bidding and blocking funds in the ASBA Account.
- d. The SCSBs/ Syndicate members/ Sub- Syndicate members shall accept Bids only during the Bidding Period and only from the ASBA Bidders.
- e. The Company shall ensure that adequate arrangements are made to circulate copies of the Red Herring Prospectus and ASBA Form to the SCSBs and Syndicate Members (in case of Syndicate ASBA). The SCSBs will then make available such copies to investors intending to apply in this Issue through the ASBA process. Additionally, the Book Running Lead Managers shall ensure that the SCSBs are provided with soft copies of the abridged prospectus as well as the ASBA Form and that the same are made available on the websites of the SCSBs.
- f. The Bid cum ASBA Form shall bear the stamp of the Designated Branch or the Syndicate Member (in case of Bids through Syndicate ASBA), if not, the same shall be rejected.

Public Announcement post filing of the Draft Red Herring Prospectus

Our Company shall, either on the date of filing of this Draft Red Herring Prospectus or on the next day, make a public announcement in one English national daily, one Hindi national daily and one Marathi newspaper, each with wide circulation, disclosing to the public the fact of filing of the Draft Red Herring Prospectus with the SEBI and inviting the public to give their comments to the SEBI in respect of disclosures made in the Draft Red Herring Prospectus.

Method and Process of bidding

1. Our Company and the BRLMs shall declare the Bid/Issue Opening Date, the Bid/Issue Closing Date in the Red Herring Prospectus to be filed with the RoC and also publish the same in two national daily newspapers (one each in English and Hindi) and one regional language (Marathi) daily newspaper, each with wide circulation in the place where our Registered Office is situated. The advertisement, subject to the provisions of Section 66 of the Companies Act, shall contain the disclosure requirements as specified under Schedule XIII of the SEBI Regulations
2. Our company in consultation with the BRLMs will decide the Price Band and the minimum Bid lot size for the Issue.
3. During the Bidding period, Bidders should approach Members of the Syndicate or their authorised agents to register their Bids. ASBA Bidders Bidding through Syndicate ASBA should submit their Bids to the Syndicate/ Sub-Syndicate Members. ASBA Bidders Bidding through the SCSBs are required to submit their Bids to the Designated Branches of such SCSBs.
4. The Price Band has been fixed at ₹ [●] to ₹ [●] per Equity Share. The Bidders can bid at any price within the Price Band, in multiples of ₹ 1 (One). Each Bid cum Application Form/ ASBA Form will give the Bidder the choice to bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of

Price Band" on page no. 216 of this Draft Red Herring Prospectus) within the Price Band and specify the demand (i.e. the number of Equity Shares bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form/ ASBA Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares bid for by a Bidder at or above the Issue Price will be considered for allocation and the rest of the Bid(s), irrespective of the Bid price, will become automatically invalid.

5. The Bidder cannot bid on another Bid cum Application Form or ASBA Form after Bids on one Bid cum Application Form or ASBA Form have been submitted to any Member of the Syndicate/Sub-Syndicate Member or SCSB as the case may be. Submission of a second Bid cum Application Form to either the same or to another Member of the Syndicate/Sub-Syndicate Member or an ASBA Form to any SCSB or Syndicate Member/Sub-Syndicate Member will be treated as multiple bids and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form/ ASBA Revision Form, as the case may be, the procedure for which is detailed in the paragraph "**Build up of the Book and Revision of Bids**" on page no. 227, under Chapter titled "*Issue Procedure*" beginning on page no. 203 of this Draft Red Herring Prospectus.
6. The Members of the Syndicate or SCSB will enter each bid option into the "Electronic Bidding System" as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each Bid price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form or ASBA Form.
7. During the Bidding Period, the Bidders may approach the Syndicate Member to submit their Bid. Every Syndicate Member shall accept Bids from all clients/investors who place orders through them and shall have the right to vet the Bids.
8. Along with the Bid cum Application Form, all Bidders will make payment in the manner described under the paragraph "Terms of Payment and Payment into the Escrow Collection Account" on page no. 229 of this Draft Red Herring Prospectus.
9. With regard to Syndicate ASBA, upon receipt of the Bid cum ASBA Form by a Syndicate/Sub Syndicate Member, the concerned Syndicate/Sub Syndicate Member shall issue an acknowledgement by giving the counter foil of the Bid cum ASBA Form to the ASBA Bidder as proof of having accepted the Bid. Thereafter, the Syndicate/Sub Syndicate Member shall upload the details of the Bid in the electronic Bidding system of the Stock Exchanges and forward the ASBA Form to the concerned SCSB. The SCSB shall carry out further action for such ASBA Forms such as signature verification and blocking of funds. If sufficient funds are not available in the ASBA Account, the SCSB shall reject such Bids. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the ASBA Form and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
10. With regard to ASBA Bidders Bidding through the SCSBs, upon receipt of an Bid cum ASBA Form, submitted whether in physical or electronic mode, the respective Designated Branch shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the ASBA Form, prior to uploading such Bids

with the Stock Exchanges. If sufficient funds are not available in the ASBA Account, the respective Designated Branch shall reject such Bids and shall not upload such Bids with the Stock Exchanges. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the ASBA Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

11. The Bid Amount shall remain blocked in the ASBA Account until finalization of the basis of allocation' or withdrawal/failure of the Issue or withdrawal/rejection of the ASBA Bid, as the case may be. In the event the ASBA Account does not have a sufficient credit balance for the Bid Amount, the Bid shall be rejected by the SCSB and no funds shall be blocked in that ASBA Account.
12. The ASBA Form should not be accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amount in the ASBA Account.
13. On the Designated Date, the SCSBs shall initiate transfer of the blocked Bid Amount from the ASBA Account for successful Bids into the Public Issue Account and the balance amount, if any, shall be unblocked. Not more than five ASBA Forms can be submitted when utilizing an ASBA Account.

Bids at different price levels and revision of price band

1. The Price Band has been fixed at ₹ [●] to ₹ [●] per Equity Share of ₹ 10/- each, ₹ [●] being the lower end of the Price Band and ₹ [●] being the higher end of the Price Band. The Bidders can bid at any price within the Price Band, in multiples of ₹ 1 (One).
2. Our Company, in consultation with the BRLMs, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/Issue Period in accordance with the SEBI (ICDR) Regulations, 2009, in which case the Bidding Period shall be extended further for a period of additional three working days, subject to the total Bidding Period not exceeding ten working days. The cap on the Price Band should not be more than 20% of the Floor of the Price Band. The Floor Price can move up or down to the extent of 20% of the Floor Price disclosed in the Red Herring Prospectus.
3. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by informing the stock exchanges and the SCSBs and by issuing a public notice in two widely circulated national newspapers (one each in English and Hindi) and in one Marathi newspaper with wide circulation and also indicating the change on the relevant website of the BRLMs, Company and the terminals of the Members of the Syndicate.
4. The Company, in consultation with the BRLMs, can finalise the Issue Price within the Price Band, in accordance with this clause, without the prior approval of, or intimation to, the Bidders.
5. The Bidder can bid at any price within the Price Band. The Bidder has to bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders applying for a maximum Bid in any of the bidding options not exceeding ₹ 2 lakhs may bid at "Cut-off Price". However, bidding at "Cut-off Price" is not permitted for QIBs or Non-

Institutional Bidders who bid for and such Bids from QIBs and Non-Institutional Bidders shall be rejected.

6. Retail Individual Bidders who bid at the Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders bidding at Cut-off Price shall deposit the Bid Amount based on the Cap Price in the Escrow Account. In case of ASBA Bidders Bidding at the Cut-off Price, the ASBA Bidders will instruct the SCSBs to block an amount based on the Cap Price. In the event the Bid Amount is higher than the subscription amount payable by the Retail Individual Bidders who bid at the Cut-off Price, such Bidders shall receive the refund of the excess amounts from the respective Refund Accounts

General Instructions

Do's:

- (a) Check if you are eligible to apply having regard to applicable laws, rules, regulations, guidelines and approvals and the terms of this Draft Red Herring Prospectus;
- (b) Read all the instructions carefully and complete the Bid cum Application Form;
- (c) Ensure that the details about Depository Participant and beneficiary account are correct and the beneficiary account is activated, as allotment of Equity Shares will be in the dematerialised form only;
- (d) Ensure that the Bids are submitted at the Bidding Centres only on forms bearing stamp of the Syndicate Member or the SCSB in case of ASBA Bidders (except in case of electronic ASBA Bid cum Application Forms);
- (e) Investors must ensure that the name given in the Bid cum Application Form is exactly the same as the name in which the Depository account is held. In case the Bid cum Application Form is submitted in Joint names, it should be ensured that the Depository account is also held in the same Joint names and are in the same sequence in which they appear in the Bid cum Application Form;
- (f) Ensure that you request for and receive a TRS for all your Bid options;
- (g) Ensure that you have funds equal to the Bid Amount in your bank account of the respective Designated Branch of the SCSB;
- (h) Submit revised bids to the same Syndicate Member/Sub-Syndicate Member through whom the original Bid was placed and obtain a revised TRS;
- (i) Ensure that the Bid is within the Price Band;
- (j) Each Bidder should mention his or her Permanent Account Number (PAN) allotted under the I.T. Act;
- (k) Except for Bids (i) on behalf of the Central or State Government and officials appointed by the courts, and (ii) from the residents of the state of Sikkim, each of the Bidders should provide their PAN. Bid cum Application Forms/ASBA Forms in which the PAN is not provided will be rejected. In case of Bids submitted on behalf of the Central Government or the State Government or officials appointed by a court, such Bidders shall provide sufficient documentary evidence in support of the fact that such Bids have been submitted on behalf of the Central Government or the State Government or officials appointed by a court. Residents of Sikkim shall provide sufficient documentary evidence in support of their address as provided in the SEBI MRD circular MRD/DOP/Dep/cir-29/2004 dated August 24, 2004;
- (l) Ensure that demographic details are updated, true and correct in all respects.

Don'ts:

- a. Do not Bid if you are prohibited from doing so under the law of your local jurisdiction;
- b. Do not Bid for lower than minimum Bid size;
- c. Do not Bid or revise the Bid to less than the lower end of the Price Band or more than the higher end of the Price Band;
- d. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the Members of the Syndicate, Sub-Syndicate members or to SCSBs;
- e. Do not pay Bid amount in cash, money order, postal order or by stock invest;
- f. Do not Bid at cut off price (for QIB Bidders and Non-Institutional Bidders);
- g. Do not Bid via any mode other than ASBA (for QIBs and Non-Institutional Bidders);
- h. Do not bid where bid amount exceeds ₹ 2 lakhs (for Retail Individual Bidders);
- i. Do not fill up the Bid cum Application Form for an amount that exceeds the Issue size and/or investment limit or maximum number of Equity Shares that can be held by a Bidder under the applicable laws/regulations or maximum amount permissible under the applicable regulations;
- j. Do not send Bid cum Application Form by post; instead submit the same to a Member of the Syndicate or Designated Branch only;
- k. Do not provide your GIR number instead of your PAN as bid is liable to be rejected on those ground;
- l. Do not submit incorrect details of DP ID, Client ID and PAN or give details for which demat account is suspended or for which such details cannot be verified by the Registrar;
- m. Do not submit the Bid without the full Bid Amount through the Bid cum Application Form;
- n. Do not bid if you are not competent to contract under the Indian Contract Act, 1872.

Additional instructions specific to ASBA Bidders**Do's:**

- a. Check if you are eligible to Bid under the ASBA process;
- b. Ensure that you use the Bid cum ASBA Form specified for the purposes of ASBA process;
- c. Read all the instructions carefully and complete the Bid cum ASBA Form;
- d. Before submitting the physical ASBA Form with the Member of the Syndicate for Bidding through Syndicate ASBA ensure that the SCSB, whose name has been filled in the ASBA Form, has named a branch in that centre;
- e. For ASBA Bidders Bidding through Syndicate ASBA, ensure that your ASBA Form is submitted to the Members of the Syndicate at the Syndicate ASBA Centre and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- f. For ASBA Bidders Bidding through the SCSBs, ensure that your ASBA Form is submitted at a Designated Branch of the SCSB where the ASBA Account is maintained, and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to our Company, the Registrar to the Issue or the Members of the Syndicate;
- g. Ensure that the Bid cum ASBA Form is signed by the account holder in case the

- applicant is not the account holder;
- h. Ensure that you have mentioned the correct ASBA Account number in the Bid cum ASBA Form;
 - i. Ensure that you have funds equal to the Bid Amount mentioned in the Bid cum ASBA Form available in your ASBA Account before submitting the Bid cum ASBA Form to the respective Designated Branch of the SCSB;
 - j. Instruct your respective banks to not release the funds blocked in the bank account under the ASBA process;
 - k. Ensure that you have correctly checked the authorisation box in the Bid cum ASBA Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for the Designated Branch to block funds equivalent to the Bid Amount mentioned in the Bid cum ASBA Form in your ASBA Account;
 - l. Ensure that you receive an acknowledgement from the Designated Branch of the concerned SCSB or the concerned Member of the Syndicate, as the case may be for the submission of your Bid cum ASBA Form;
 - m. Submit the ASBA Revision Form with the same Designated Branch or concerned Member of the Syndicate, as the case may be, through whom the Bid cum ASBA Form was placed and obtain a revised acknowledgment;
 - n. Ensure that the name(s) given in the Bid cum ASBA Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the ASBA Bid is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Bid cum ASBA Form;
 - o. Ensure that the Demographic Details are updated, true and correct, in all respects.

Don'ts:

- a. Do not Bid through another ASBA Form or Bid cum Application Form after you have submitted a Bid to a Designated Branch of the SCSB or a Member of Syndicate as the case may be;
- b. Do not submit the Bid cum ASBA Form with a Member of the Syndicate at a location other than the Syndicate ASBA Centres;
- c. Payment of Bid Amounts in any mode other than blocked amounts in the bank accounts maintained by SCSBs, shall not be accepted under the ASBA process;
- d. Do not send your physical Bid cum ASBA Form by post; instead submit the same to a Designated Branch of the SCSB or a Syndicate/Sub Syndicate Member, as the case may be;
- e. Do not fill up the Bid cum ASBA Form such that the bid amount against the number of Equity Shares Bid for exceeds the investment limit under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
- f. Do not instruct your respective banks to release the funds blocked in the bank account under the ASBA process;
- g. Do not submit more than five ASBA Forms per ASBA Account.

Instructions for completing the Bid cum Application/ ASBA Form

- (a) Bids and revision of Bids must be made only in the prescribed Bid cum Application Form, Revision Form, ASBA Form or ASBA Revision Form as applicable;
- (b) In single name or in joint names (not more than three, and in the same order as their Depository Participant details);
- (c) Bid cum Application Form, ASBA Form, Revision Form or ASBA Revision Form are to be completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained herein, in the Red Herring Prospectus, Bid cum Application Form or in the ASBA Form;
- (d) The Bids from the Retail Individual Bidders must be for a minimum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter, subject to a maximum Bid Amount of ₹ 2 lakhs;
- (e) For Non-Institutional Bidders and QIB Bidders, Bids must be for a minimum of such number of Equity Shares in multiples of [•] Equity Shares such that the Bid Amount exceeds ₹ 2 lakhs and in multiples of [•] Equity Shares thereafter. Bids cannot be made for more than the Issue. Bidders are advised to ensure that a single Bid from them should not exceed the investment limits or maximum number of shares that can be held by them under the applicable laws or regulations;
- (f) Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- (g) ASBA Bidders should correctly mention the ASBA Account number and ensure that funds equal to the Bid Amount are available in the ASBA Account before submitting the ASBA Form to the Designated Branch or Syndicate/Sub Syndicate Member otherwise the concerned SCSB shall reject the Bid;
- (h) If the ASBA Account holder is different from the ASBA Bidder, the ASBA Form should be signed by the ASBA Account holder, in accordance with the instructions provided in the ASBA Form;
- (i) Bidders should correctly mention their name, DP ID and Client ID and such other details as required in the Bid cum Application Form or the ASBA Form, as the case may be. For the purpose of evaluating the validity of Bids, the Demographic Details of Bidders shall be derived from the DP ID and Client ID mentioned in the Bid cum Application Form or the ASBA Form, as the case may be;
- (j) For ASBA Bidders, SCSBs may provide the electronic mode of bidding either through an internet enabled bidding and banking facility or such other secured, electronically enabled mechanism for bidding and blocking funds in the ASBA Account;
- (k) ASBA Forms should bear the stamp of the Syndicate Member and/or Designated Branch. ASBA Forms which do not bear the stamp will be rejected.

Application in the Issue

Equity Shares being issued through this Draft Red Herring Prospectus can be applied for in the dematerialized form only.

Bidder's Depository Account Details

Bidders should note that on the basis of the sole/first Bidder's PAN, Depository Participant Identification number and beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository demographic details of the Bidders such as Bidder's address, occupation and bank account details including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on the check leaf for printing on refund orders or giving credit through ECS, Direct Credit, RTGS or NEFT or unblocking of ASBA Account (hereinafter referred to as "Demographic Details"). Hence, Bidders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch/ credit of refunds to Bidders or unblocking of ASBA Account at the Bidders sole risk and neither the Members of the Syndicate or the Registrar to the Issue or the Escrow Collection Banks or the SCSBs nor our Company shall have any responsibility and undertake any liability for the same. Hence, Bidders should carefully fill in their Depository Account details in the Bid cum Application Form or ASBA Form.

IT IS MANDATORY FOR ALL THE BIDDERS TO GET THEIR EQUITY SHARES IN THE DEMATERIALISED FORM. ALL BIDDERS SHOULD MENTION THEIR PAN, DEPOSITORY PARTICIPANT'S IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE BID CUM APPLICATION FORM OR ASBA FORM. INVESTORS MUST ENSURE THAT THE DP ID, BENEFICIARY ACCOUNT NUMBER AND PAN GIVEN IN THE BID CUM APPLICATION FORM OR ASBA FORM IS EXACTLY THE SAME AS THE DP ID, BENEFICIARY ACCOUNT NUMBER AND PAN AVAILABLE IN THE DEPOSITORY DATABASE. IN CASE THE BID CUM APPLICATION FORM OR ASBA FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE BID CUM APPLICATION FORM OR ASBA FORM.

Bidders may note that in case the DP ID, Beneficiary Account Number and PAN mentioned in the Bid cum Application Form or the ASBA Bid cum Application Form, as the case may be and entered into the electronic Bidding system of the stock exchanges by the members of the Syndicate and the SCSBs, as the case may be, do not match with the DP ID, BAN and PAN available in the Depository database, the application Bid cum Application Form or the ASBA Bid cum Application Form, as the case may be is liable to be rejected and our Company and the members of the Syndicate shall not be liable for losses, if any.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the refund orders/CANs/allocation advice and printing of Bank particulars on the refund order or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Bidders in the Bid cum Application Form or ASBA Form would not be used for any other purposes by the Registrar to the Issue.

Hence, Bidders are advised to update their Demographic Details as provided to their

Depository Participants and ensure that they are true and correct.

By signing the Bid cum Application Form or ASBA Form, Bidder would be deemed to have authorised the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic details as available on its records.

Refund orders/allocation advice/CANs would be mailed to the Bidder as per the Demographic Details received from the Depositories. Bidders may note that delivery of refund orders/allocation advice/CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Bidders other than ASBA Bidders in the Bid cum Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the Bidders sole risk and neither our Company, the Registrar, Escrow Collection Bank(s) nor the BRLMs/Syndicate Member shall be liable to compensate the Bidder for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in this Draft Red Herring Prospectus, bidders may note that refunds may get delayed if bank particulars obtained from the Depository Participant are incorrect.

In case no corresponding record is available with the Depositories that matches three parameters, namely, PAN of the sole/first Bidder, the Depository Participant's identification number (DP ID) and the beneficiary account number, then such Bids are liable to be rejected. Our Company in its absolute discretion, reserve the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/CANs/allocation advice/ refunds through electronic transfer of funds, the Demographic Details given on the Bid cum Application Form or ASBA Form should be used (and not those obtained from the Depository of the Bidder). In such cases, the Registrar shall use Demographic Details as given in the Bid cum Application Form or ASBA Form instead of those obtained from the depositories.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Bid cum Application Form or ASBA Form. Our Company and/or the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

OTHER INSTRUCTIONS

Joint Bids in the case of Individuals

Individuals may make bid in single or joint names (not more than three). In the case of joint Bids, all refunds will be made out in favour of the Bidder whose name appears first in the Bid cum Application Form or Revision Form ("First Bidder"). All communications will be addressed to the First Bidder and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Further, ASBA Bids may be made in single or joint names (not more than three). In case of joint Bids by ASBA Bidders, all communications will be addressed to the first Bidder and will be dispatched to his/her address.

Multiple Bids

A Bidder should submit only one (and not more than one) Bid. Two or more Bids will be deemed to be multiple Bids if the sole or first Bidder is one and the same.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of the Mutual Fund and such Bids in respect of over one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

After submitting a bid using an Bid cum ASBA Form either in physical or electronic mode, where such ASBA Bid has been submitted to the SCSBs and uploaded with the Stock Exchanges, an ASBA Bidder cannot Bid, either in physical or electronic mode, whether on another Bid cum ASBA Form, or on a (non-ASBA) Bid cum Application Form to either the same or another Designated Branch of the SCSB or Syndicate/Sub Syndicate Member, as the case may be. Submission of a second Bid in such manner will be deemed a multiple Bid and would be rejected either before entering the Bid into the electronic Bidding system or at any point of time prior to the allocation or Allotment of the Equity Shares in the Issue. However, ASBA Bidders may revise their Bids through the ASBA Revision Form, the procedure for which is described in "*Build up of the Book and Revision of Bids*" on page no. 227 of this Draft Red Herring Prospectus.

More than one ASBA Bidder may Bid for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Bid cum ASBA Forms with respect to any single ASBA Account.

Duplicate copies of Bid cum ASBA Forms downloaded and printed from the website of the Stock Exchanges bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Our Company in consultation with the BRLMs, reserve the right to reject, in its absolute discretion, all (or all except one) multiple Bid(s) in any or all categories. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple Bids are provided below:

1. All Bids will be checked for common PAN as per the records of Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN will be treated as multiple Bids and will be rejected.
2. The Bids from Mutual Funds and FII sub-accounts, which were submitted under the same PAN, as well as Bids on behalf of the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, for whom the submission of PAN is not mandatory, the Bids were scrutinized for DP ID and beneficiary account numbers. In case such Bids bear the same DP ID and beneficiary account numbers, these were treated as multiple Bids and were rejected.

Permanent Account Number (PAN)

Except for the Bids on behalf of Central and State Government, exempted persons, residents in Sikkim and officials appointed by Court, the Bidders or in the case of Bid made in joint names, each of the Bidders, should mention his or her Permanent Account Number (PAN) allotted under the I.T. Act. SEBI has issued a Circular No. MRD/DoP/Cir-05/2007 dated April 27, 2007 requiring that with effect from July 2, 2007 the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of transaction. **Applications without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN, as the Bid is liable to be rejected on this ground.**

However, the exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Bids, the Registrar will check under the Depository records for the appropriate description under the PAN field i.e. either Sikkim category or exempt category.

With effect from August 16, 2010, the beneficiary accounts of Bidders for whom PAN details have not been verified have been labelled "suspended for credit" by the Depositories and no credit of Equity Shares pursuant to the Issue will be made in the accounts of such Bidders.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 68A of the Companies Act, which is reproduced below:

"Any person who:

- (a) makes in a fictitious name, an application to a Company for acquiring or subscribing for, any shares therein, or*
- (b) otherwise induces a Company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name,*

shall be punishable with imprisonment for a term which may extend to five years."

Submission of Bid cum Application Form

All Bid cum Application Forms or Revision Forms duly completed and accompanied by Account Payee cheques or demand drafts shall be submitted to the Members of the Syndicate or Sub-Syndicate member at the time of submitting the Bid cum Application Form. With respect to ASBA Bidders, the ASBA Bid cum Application Form or the ASBA Revision Form shall be submitted to the Designated Branches or Syndicate/Sub-Syndicate members.

No separate receipts shall be issued for the money payable on submission of Bid cum Application Form or Revision Form. However, the collection centre of the Members of the Syndicate will acknowledge the receipt of the Bid cum Application Forms or Revision Forms by stamping and returning to the Bidder the acknowledgement slip. This acknowledgement

slip will serve as the duplicate of the Bid cum Application Form for the records of the Bidder. In case of ASBA Bids, an acknowledgement from the Designated Branch or concerned member of the Syndicate, as the case may be, for submission of the ASBA Bid cum Application Form may be provided.

Electronic Registration of Bids

- (a) The Members of the Syndicate and SCSBs will register the Bids using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity in each city, where a stock exchange is located in India and where Bids are being accepted. The BRLMs, our Company, and the Registrar to the Issue are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Bids accepted by the Syndicate Members or SCSBs, (ii) the Bids uploaded by the Syndicate Members or SCSBs, (iii) the Bids accepted but not uploaded by the Syndicate Members or SCSBs or (iv) with respect to ASBA Bids accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Bids uploaded by the SCSBs or Syndicate Members, the Bid Amount has been blocked in the relevant ASBA Account. The Members of the Syndicate and the SCSBs shall be responsible for any error in the Bid details uploaded by them. It shall be presumed that for the Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant ASBA Account.
- (b) The Syndicate Members and the SCSBs will undertake modification of selected fields (currently DP ID, Client ID) in the Bid details already uploaded within one working day from the Issue Closing Date.
- (c) In case of apparent data entry error by either the Syndicate Members or the collecting bank in entering the Bid cum Application Form number in their respective schedules other things remaining unchanged, the Bid cum Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange(s). In the event of mistake in capturing the Bid cum Application Form number by either the Member of the Syndicate or collecting bank leading to rejection of the Bid cum Application Form, the Registrar may identify based on the Bid cum Application Form, the entity responsible for the error.
- (d) The Stock Exchanges will offer an electronic facility for registering Bids for the Issue. This facility will be available on the terminals of the Syndicate Members and their authorised agents and the SCSBs during the Issue Period. The Syndicate Members and the Designated Branches can also set up facilities for off-line electronic registration of Bids subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Book Building Process on a regular basis.
- (e) On the Issue Closing Date, the Syndicate Members and the Designated Branches of the SCSBs shall upload the Bids till such time as may be permitted by the Stock Exchanges. This information will be available with the Members of the Syndicate on a regular basis. Bidders are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Bids received on the last day not being uploaded due to lack of sufficient uploading time and such Bids will not be considered for allocation. Bids will only be accepted on the Working Days, i.e. Monday to Friday (excluding public holiday).
- (f) Based on the aggregate demand and price for Bids registered on the electronic facilities of the Stock Exchanges, a graphical representation of consolidated demand and price would be made available at the bidding centres and at the websites of each of the Stock Exchanges during the Bid/Issue Period along with the category wise details..

In case of non ASBA Bidder: At the time of registering each Bid, the Syndicate Member shall enter the following details of the investor in the on-line system:

- Name of the Bidder(s): Bidders should ensure that the name given in the Bid cum Application Form is exactly the same as the name in which the Depository Account is held. In case the Bid cum Application Form is submitted in joint names, Bidders should ensure that the Depository Account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form;
- Investor Category - Individual, Corporate, FII, NRI, Mutual Fund, etc;
- PAN (of First Bidder in case of more than one Bidder);
- Numbers of Equity Shares bid for;
- Bid price;
- Bid cum Application Form number;
- Cheque details;
- Depository Participant Identification Number and
- Beneficiary account number of the demat Account of the Bidder.

In case of ASBA Bidder: At the time of registering each Bid, the Designated Branches of the SCSBs or the Syndicate/ Sub-Syndicate Members, as the case may be, shall enter the information pertaining to the investor into the online system, including the following details:

- Name of the Bidder(s):
- Investor Category - Individual, Corporate, FII, NRI, Mutual Funds, etc;
- Permanent Account Number (of First Bidder in case of more than one Bidder);
- Number of Equity Shares Bid for;
- Bid price;
- ASBA Form Number;
- Bank Account number;
- Price Option;
- Depository Participant Identification Number
- Beneficiary account number of the demat Account of the Bidder.

(g) A system generated TRS will be given to the Bidder/ASBA Bidder as a proof of the registration of each of the bidding options. **It is the Bidder's/ASBA Bidder's responsibility to obtain the TRS from the Syndicate/ Sub-Syndicate Members or the Designated Branches of the SCSBs.** The registration of the Bid by the Syndicate/ Sub-Syndicate Members or the Designated Branches of the SCSBs does not guarantee that the Equity Shares shall be allocated by our Company.

(h) Such TRS will be non-negotiable and by itself will not create any obligation of any kind.

(i) In the case of QIB Bidders only The SCSBs/BRLMs and their affiliate Syndicate Member have the right to accept the Bid or reject it; however, such rejection should be made at the time of receiving the bid and only after assigning a reason for such rejection in writing. In case of Non-Institutional Bidders and Retail Individual Bidders, Bids should not be rejected except on the technical grounds listed on page no. 233 of this Draft Red Herring Prospectus. The Members of the Syndicate may also reject Bids if all the information required is not provided and the Bid cum Application Form/Bid cum ASBA Form is incomplete in any respect. The SCSBs shall have no right to reject Bids,

except on technical grounds. Subsequent to the acceptance of the Bid by the Designated Branch, the Company will have a right to reject the Bids only on technical grounds listed in the Red Herring Prospectus and the Prospectus.

- (j) It is to be distinctly understood that the permission given by NSE and BSE to use their network and software of the online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company or BRLMs are cleared or approved by NSE and BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company.
- (k) It is also to be distinctly understood that the approval given by BSE and/or NSE should not in any way be deemed or construed that this Draft Red Herring Prospectus has been cleared or approved by BSE and NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the BSE and NSE.
- (l) Only Bids that are uploaded on the online IPO system of the NSE and BSE shall be considered for Allocation/ Allotment. In case of discrepancy of data between BSE or NSE and SCSB or Syndicate/ Sub-Syndicate Members, the decision of the BRLMs based on the physical records of Bid cum Application Form/ ASBA Form shall be final and binding to all concerned. The members of the Syndicate shall be given one Working Day after the Bid/Issue Closing Date to verify the information uploaded on the online IPO system during the Bidding Period after which the Registrar to the Issue will receive this data from the Stock Exchanges and will validate the electronic bid details with the depositories records and shall proceed with the Allotment of Equity Shares.
- (m) The Syndicate and / or the SCSBs shall be responsible for any acts, mistakes or errors or omission and commissions in relation to (i) the Bids accepted by the Syndicate Members and the SCSBs, (ii) the Bids uploaded by the Syndicate Members and the SCSBs, (iii) the Bids accepted but not uploaded by the Syndicate Members and the SCSBs or (iv) with respect to the Bids by ASBA Bidders, Bids accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant ASBA Account.

Build up of the Book and Revision of Bids

- (a) Bids received from various Bidders by the Syndicate/ Sub-Syndicate Members and the SCSBs shall be electronically uploaded to the NSE or BSE mainframe on a regular basis.
- (b) The book gets build up at various price levels. At the end of each day of the Bidding Period, the demand shall be shown graphically on the bidding terminals of the Syndicate Member and the websites of the Stock Exchanges. This information will be available with the Member of the Syndicate at the end of the Bidding Period.
- (c) During the Bidding Period, any Bidder who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the printed Revision Form or ASBA Revision Form, which is a part of the Bid cum Application Form/ASBA Form.
- (d) Revisions can be made in both the desired numbers of Equity Shares and the Bid Amount

by using the Revision Form or ASBA Revision Form, as the case may be. Apart from mentioning the revised options in the Revision Form or ASBA Revision Form, as the case may be, the Bidder must also mention the details of all the options in his or her Bid cum Application Form/ ASBA Form or earlier Revision Form/ ASBA Revision Form. For example, if a Bidder has bid for three options in the Bid cum Application Form/ ASBA Form and he is changing only one of the options in the Revision Form/ASBA Revision Form, he must still fill the details of the other two options that are not being revised, in the Revision Form/ASBA Revision Form. Incomplete or inaccurate Revision Forms/ASBA Revision Form will not be accepted by the Members of the Syndicate or the Designated Branches.

- (e) The Bidder can make revision any number of times during the Bidding Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the same Member of the Syndicate or the same SCSB through whom he or she had placed the original Bid.
- (f) Bidders are advised to retain copies of the blank Revision Form and the revised Bid must be made only in such Revision Form/ASBA Revision Form or copies thereof.
- (g) In case of an upward revision in the Price Band, Retail Individual Bidders, who had bid at Cut-Off Price could either (i) revise their Bid or (ii) make additional payment based on the cap of the revised Price Band (such that the total amount i.e. original Bid Amount plus additional payment does not exceed ₹ 2 lakhs if the bidder wants to continue to bid at Cut-off Price), with the Member of the Syndicate or SCSB to whom the original Bid was submitted. In case the total amount (i.e. original Bid Amount plus additional payment) exceeds ₹ 2 lakhs, the Bid by Retail Individual Bidder will be considered for allocation under the Non-Institutional portion in terms of the Red Herring Prospectus. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the higher end of the Price Band prior to revision, the number of Equity Shares bid for shall be adjusted downward for the purpose of allocation, such that no additional payment would be required from the Bidder and the Bidders is deemed to have approved such revised Bid at Cut-off Price.
- (h) In case of a downward revision in the Price Band, Retail Individual Bidders who have bid at Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding would be refunded from the respective Refund Account or unblocked in the respective ASBA Accounts, in case of ASBA Bidders.
- (i) In the event of any revision in the Price Band, whether upwards or downwards, the Minimum Application Size shall be within the range of ₹ 5,000/- to ₹ 7,000/-. The Company in consultation with the BRLMs shall accordingly stipulate the minimum application size (in terms of number of shares) falling within the aforesaid range.
- (j) Any revision of the Bid shall be accompanied by payment in the form of cheque or demand draft for the incremental amount, if any, to be paid on account of the upward revision of the Bid. With respect to the ASBA Bids, if revision of the Bids results in an incremental amount, the SCSBs shall block the additional Bid Amount. In case of Bids, other than ASBA Bids, the Members of the Syndicate shall collect the payment in the form of cheque or demand draft if any, to be paid on account of the upward revision of the Bid at the time of one or more revisions. In such cases, the Members of the Syndicate will revise the earlier Bid details with the revised Bid and provide the cheque or demand draft number of the new payment instrument in the electronic book. The Registrar will reconcile the Bid data and consider the revised Bid data for preparing the basis of allotment. The excess amount, if any, resulting from downward revision of the Bid would

be returned to the Bidder at the time of refund in accordance with the terms of the Red Herring Prospectus.

- (k) When a Bidder revises his or her Bid, he or she shall surrender the earlier TRS and will, on demand, receive a revised TRS from the Members of the Syndicate or the SCSB, as the case may be. **It is the responsibility of the Bidder to request for and obtain the revised TRS, which will act as proof of his or her having revised the previous Bid.**
- (l) Only Bids that are uploaded on the online IPO system of the NSE and BSE shall be considered for allocation/allotment. In case of discrepancy of data between BSE or NSE and Members of the Syndicate, the decision of our Company in consultation with the BRLMs and the Registrar to the Issue based on the physical records of Bid cum Application Form/ ASBA Form shall be final and binding to all concerned.
- (m) QIBs shall not be allowed to withdraw their bids after the Bid/Issue Closing Date.

PAYMENT INSTRUCTIONS

Escrow Mechanism for Bidders other than ASBA Bidders

1. Our Company and Members of the Syndicate shall open Escrow Accounts with one or more Escrow Collection Banks in whose favour the Bidders shall make the cheque or demand draft in respect of his or her Bid and/or revision of the bid. Cheques or demand drafts received for the full Bid Amount from Bidders in a certain category would be deposited in the Escrow Account for the Issue. The Escrow Collection Banks will act in terms of this Draft Red Herring Prospectus and an Escrow Agreement. The monies in the Escrow Account of our Company shall be maintained by the Escrow Collection Bank(s) for and on behalf of the Bidders. The Escrow Collection Bank(s) shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Bidders. On the Designated Date, the Escrow Collection Banks shall transfer the monies from the Escrow Account to the Public Issue Account with the Bankers to the Issue and to the Refund Account as per the terms of the Escrow Agreement. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payment of refund to the relevant Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and this Draft Red Herring Prospectus.
2. The Bidders may note that the Escrow Mechanism is not prescribed by SEBI and the same has been established as an arrangement between our Company, the Members of the Syndicate, Escrow Collection Bank(s) and the Registrar to the Issue to facilitate collections from the Bidders.

Terms of Payment and Payment into the Escrow Collection Account

Pursuant to SEBI circular bearing number CIR/CFD/DIL/1/2011 dated April 29, 2011 non-retail Investors are mandatorily required to utilise the ASBA facility to participate in the Issue.

Each Bidder, shall provide the applicable Bid Amount, with the submission of the Bid cum Application Form by drawing a cheque or demand draft in favour of the Escrow Account of the Escrow Collection Bank(s) as per the below terms:

- (a) The Members of the Syndicate shall deposit the cheque or demand draft with the Escrow Collection Bank(s), which will hold the monies for the benefit of the Bidders till the Designated Date. On the Designated Date, the Escrow Collection Bank(s) shall transfer the funds whose bids have been accepted from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Banker(s) to the Issue and the SCSBs will also transfer the funds represented by allocation of Equity Shares from the respective ASBA Accounts to the Public Issue Account. The balance amount after transfer to the Public Issue Account shall be held in the Refund Account for the benefit of the Bidders who are entitled to refunds.
- (b) Bidders would be required to pay their Full Bid Amount at the time of the submission of the Bid cum Application Form by way of a cheque or demand draft for the maximum amount of his/ her Bid in favour of the Escrow Account of the Escrow Collection Bank(s) and submit the same to the Syndicate Member to whom the Bid is being submitted. (For details please see the section titled "Issue Procedure - Payment Instructions" beginning on page no. 229 of this Draft Red Herring Prospectus). The Bid Amount payable by each category of Bidders is mentioned in the section titled "Basic Terms of the Issue" beginning on page no. 43 of this Draft Red Herring Prospectus. Bid cum Application Forms accompanied by cash shall not be accepted. The maximum Bid price has to be paid at the time of submission of the Bid cum Application Form based on the highest bidding option of the Bidder.
- (c) Where the Bidder has been allocated lesser number of Equity Shares than he or she had bid for, the excess amount paid on bidding, if any, after adjustment for allocation, will be refunded to such ASBA Bidder(s) within 9 working days and to Non-ASBA Bidders within 10 working days from the Bid Closing Date/Issue Closing Date, failing which our Company shall pay interest @ 15% per annum for any delay beyond the periods mentioned above.
- (d) The Bidders shall, at the time of submission of the Bid cum Application Form, draw a payment instrument for the Bid Amount in favour of the Escrow Account of our Company and submit the same to the Syndicate Member. If the payment is not made favouring the Escrow Account along with the Bid cum Application Form, the Bid of the Bidder shall be rejected.
- (e) The payment instruments for payment into the Escrow Account of our Company should be drawn in favour of:
- (i) In case of Resident Retail Individual Bidders- **"Escrow Account- TV Vision- Public Issue - R"**
 - (ii) In case of Non -Resident Retail Individual Bidders - **"Escrow Account - TV Vision - Public Issue - NR"**
- (f) In case of Bids by Eligible NRIs applying on repatriation basis, only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs who intend to make payment through freely convertible foreign exchange and are Bidding on a repatriation basis may make the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non-Resident (FCNR) Accounts, maintained with banks authorised to deal in foreign

exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Bidder Bidding on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.

- (g) In case of Bids by Eligible NRIs applying on non repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non-Resident (FCNR) accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance or out of a NRO account of a Non-Resident Bidder bidding on non repatriation basis Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting an NRE or FCNR Account or an NRO account.
- (h) In case of Bids by FIIs, FVCIs registered with SEBI the payment should be made out of funds held in a Special Rupee Account along with documentary evidence in support of the remittance
- (i) The monies deposited in the Escrow Account of our Company will be held for the benefit of the Bidders (other than the ASBA Bidders) till the Designated Date.
- (j) On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Account of our Company as per the terms of the Escrow Agreement into the Public Issue Account with the Bankers to the Issue and the refund amount shall be transferred to the Refund Account.
- (k) On the Designated Date and no later than 10 working days from the Bid/Issue Closing Date, the Escrow Collection Bank shall refund all amounts payable to unsuccessful Bidders (other than ASBA Bidders) and the excess amount paid on Bidding, if any, after adjusting for allocation to the Bidders.
- (l) Payments should be made by cheque, or demand drafts drawn on any Bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the center where the Bid cum Application Form is submitted. Outstation cheque/bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected. Cash/ stockinvest/ money orders/ postal orders will not be accepted.
- (m) In case clear funds are not available in the Escrow Accounts as per final certificates from the Escrow Collection Banks, such Bids are liable to be rejected.
- (n) Bidders are advised to mention the number of the Bid cum Application Form on the reverse of the cheque or demand draft to avoid misuse of the instrument submitted along with the Bid cum Application Form.

Payment mechanism for ASBA Bidders

The ASBA Bidders shall specify the ASBA Account number in the ASBA Form and the relevant SCSB shall block an amount equivalent to the application money in the ASBA

Account specified in the ASBA Form. The SCSB shall keep the Bid Amount in the relevant bank account blocked until withdrawal/ rejection of the ASBA Bid or receipt of instructions from the Registrar to the Issue to unblock the Bid Amount. In the event of withdrawal or rejection of the ASBA Form or for unsuccessful ASBA Forms, the Registrar to the Issue shall give instructions to the SCSB to unblock the application money in the relevant ASBA Account within 9 working days of the Issue Closing Date. The Bid Amount shall remain blocked in the ASBA Account until approval of the basis of allocation in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the ASBA Bid, as the case may be.

Payment by stock-invest

In terms of Reserve Bank of India Circular No. DBOD No. FSC BC 42/24.47.00/2003-2004 dated November 5, 2003, the option to use the stock-invest instrument in lieu of cheques or bank drafts for payment of Bid money has been withdrawn. Hence, payment through stock-invest would not be accepted in this Issue.

Right to Reject Bids

In case of QIB Bidders bidding through Syndicate ASBA, the BRLMs and its affiliate Syndicate Member may reject a Bid placed by a QIB for reasons to be recorded in writing, provided that such rejection shall be made at the time of acceptance of the Bid and the reasons therefore shall be disclosed to the QIB Bidders in writing. In case of Non-Institutional Bidders and Retail Individual Bidders, the Company would have a right to reject Bids only on technical grounds. Consequent refunds shall be made through any of the modes described in the Red Herring Prospectus and will be sent to the Bidder's address at the Bidder's risk.

The Designated Branches of the SCSBs shall have the right to reject ASBA Bids, if at the time of blocking the Bid Amount in the ASBA Account, the respective Designated Branch ascertains that sufficient funds are not available in the ASBA Account maintained with the SCSB. Subsequent to the acceptance of the Bid by ASBA Bidder by the SCSB or Syndicate Member, our Company would have a right to reject the ASBA Bids only on technical grounds.

The Bidders may note that in case the DP ID, beneficiary account number and PAN mentioned in the Bid cum Application Form/ ASBA Form and as entered into the electronic Bidding system of the Stock Exchanges by the Members of the Syndicate or the SCSBs, as the case may be, do not match with the DP ID, beneficiary account number and PAN available in the depository database, the Bid is liable to be rejected.

Bids by persons prohibited from buying, selling or dealing in securities directly or indirectly by SEBI or any other regulatory authority shall be rejected by the BRLMs.

Withdrawal of Bids

In case an ASBA investor wants to withdraw his/her ASBA during the Bidding Period, he/she shall submit his withdrawal request to the concerned SCSB or the concerned Syndicate Member, which shall do the necessary, including deletion of details of the withdrawn ASBA Bid cum Application Form from the electronic Bidding system of the Stock Exchanges. Further the SCSBs shall unblock the funds in the ASBA Account either

directly or at the instruction of the member of the Syndicate which had forwarded to it the ASBA Bid Cum Application Form.

In case an ASBA Investor (except in case of a QIB Bidder) wants to withdraw his/her Bid after the Bid/ Issue Closing Date, he/she shall submit the withdrawal request to the Registrar to the Issue before finalization of basis of allotment. The Registrar to the Issue shall delete the withdrawn Bid from the bid file. The instruction for unblocking of funds in the relevant ASBA Account, in such withdrawals, shall be forwarded by the Registrars to the Issue to the SCSB after approval of the 'Basis of Allotment'.

Grounds for Technical Rejections

Bidders should note that incomplete Bid cum Application Forms/ASBA Formsthat are not legible will be rejected by the Members of the Syndicate or the SCSBs.

Bidders are advised to note that Bids are liable to be rejected, inter alia, on the following technical grounds:

1. Amount paid doesn't tally with the amount payable for the highest value of Equity Shares bid for. With respect to Bids by ASBA Bidders, the amounts mentioned in the Bid cum ASBA Form does not tally with the amount payable for the value of the Equity Shares Bid for;
2. Age of First Bidder not given;
3. In case of Partnership firms, the shares may be registered in the name of individual partners and no such partnership firm shall be entitled to apply.
4. A limited liability partnership firm can apply in its own name;
5. Bids by Persons not competent to contract under the Indian Contract Act, 1872, as amended including minors, insane Persons;
6. PAN not stated (except for Bids by or on behalf of the Central or State Government, and the officials appointed by the courts and investors residing in the State of Sikkim provided such claims have been verified by the Depository Participants, DP ID, and Client ID not mentioned in the Bid cum Application Form or ASBA Bid cum Application Form;);
7. Bids for lower number of Equity Shares than specified for that category of investors;
8. Bids at a price less than the lower end of the Price Band;
9. Bids at a price more than the higher end of the Price Band;
10. Bids for number of Equity Shares, which are not in multiples of [•];
11. Category not ticked;
12. Multiple bids as defined in this Draft Red Herring Prospectus;
13. In case of Bid under power of attorney by limited companies, corporate, trust etc., relevant documents are not submitted;
14. Bids accompanied by stock invest/money order/ postal order/ cash;
15. Signature of sole and/or joint Bidders missing In addition, with respect to ASBA Bids, the Bid cum ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
16. Bid cum Application Form or ASBA Form does not have the stamp of the BRLMs or the Syndicate Member or the SCSB (except for electronic ASBA Bids);
17. Bid cum Application Form or ASBA Form does not have Bidder's depository account

- details or the details given are incomplete or incorrect;
18. Submission of more than five Bid cum ASBA Forms per bank account;
 19. Bid cum Application Forms or ASBA Form are not submitted by the Bidders within the time prescribed as per the Bid cum Application Form or ASBA Form, Bid/Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Form or ASBA Form;
 20. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
 21. In case no corresponding record is available with the Depositories that matches three parameters, namely, PAN (in case of joint Bids, PAN of the first applicant), the Depository Participant's Identification Number (DP ID) and the beneficiary's account number;
 22. Bids by OCBs;
 23. Bids by US persons other than "Qualified Institutional Buyers" as defined in Rule 144A of the U.S. Securities Act or other than in reliance of Regulation S under the Securities Act;
 24. Bids by QIBs and Non Institutional Bidders which are not made through the ASBA facility;
 25. Bids by NRIs not disclosing their residential status;
 26. If GIR number is mentioned instead of PAN number;
 27. Bids where clear funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
 28. With respect to ASBA Bids, inadequate funds in the ASBA Account to block the Bid Amount specified in the ASBA Form at the time of blocking such Bid Amount in the ASBA Account;
 29. Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
 30. Bids by any person resident outside India, if not in compliance with applicable foreign and Indian laws, or by any persons who are not eligible to acquire Equity Shares of the Company, in terms of all applicable laws, rules, regulations, guidelines and approvals;
 31. Bids at Cut-off Price by Non-Institutional and QIB Bidders;
 32. Bids or revision thereof by QIBs and Non-Institutional Bidders where the Bid Amount is in excess of ₹ 2 lakhs, uploaded after 4.00 p.m. or any such time as prescribed by Stock Exchanges on the Bid/Issue Closing Date;
 33. In case of ASBA Forms submitted to the Members of the Syndicate, if the SCSB whose name has been included in the ASBA Form does not have a branch at the relevant ASBA bidding locations, as displayed on the website of SEBI, to accept the ASBA Forms;
 34. Bids in respect of which the Bid cum Application Form or ASBA Form does not reach the Registrar to the Issue prior to the finalisation of the basis of allocation;
 35. Authorisation for blocking funds in the ASBA Account not ticked or provided;
 36. Bids not uploaded in the books; and on the terminals of the Stock Exchanges.

Price Discovery and Allocation

- (a) After the Bid/Issue Closing Date, the BRLMs shall analyze the demand generated at various price levels. The Registrar to the Issue shall aggregate the demand generated under the ASBA and provide the same to the BRLMs.
- (b) Our Company, in consultation with the BRLMs shall finalise the “Issue Price” and the number of Equity Shares to be allotted in each category of Bidders.
- (c) This Issue is being made through a 100% Book Building Process wherein at least 50% of the Issue to Public shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”). 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allotment on a proportionate basis to QIBs and Mutual Funds, subject to valid bids being received from them at or above the Issue Price. Further, upto 15% of the Issue to Public shall be available for allocation on a proportionate basis to Non Institutional Bidders and upto 35% of the Issue to Public shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid bids being received at or above the Issue Price. If at least 50% of the Issue cannot be allotted to QIBs, then the entire application money will be refunded forthwith.
- (d) Under-subscription, if any, in any category, except for the QIB Portion, would be allowed to be met with spill over from any other categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. However, if the aggregate demand by Mutual Funds is less than [•] Equity Shares, the balance Equity Shares available for allocation in the Mutual Fund Portion will first be added to the QIB Portion and be allotted proportionately to the QIB Bidders.
- (e) Allocation to Eligible NRIs, FIIs, Foreign Venture Capital Funds, multi-lateral and bilateral development Financial Institutions registered with SEBI applying on repatriation basis will be subject to the applicable laws, rules, regulations, guidelines and approvals.
- (f) The BRLMs, in consultation with our Company shall notify the Syndicate Member of the Issue Price and allocations to their respective Bidders.
- (g) Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Issue in accordance with SEBI (ICDR) Regulations. Provided, if our Company withdraws the Issue after the Bid/Issue Closing Date, the reason thereof shall be provided within two days of the Bid/Issue Closing Date by way of a public notice in the same newspapers in which the pre-issue advertisement had appeared. The Stock Exchanges shall also be informed promptly.
- (h) In terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, QIB Bidders shall not be allowed to withdraw their bid after the Bid / Issue Closing Date.
- (i) The allotment details shall be put on the website of the Registrar to the Issue at www.bigshareonline.com.

Signing of Underwriting Agreement and RoC Filing

- (a) Our Company, the BRLMs, and the Syndicate Member shall enter into an Underwriting Agreement on or immediately after the finalisation of the Issue Price.
- (b) After signing the Underwriting Agreement, our Company will update and file the updated Red Herring Prospectus with RoC in accordance with the applicable law, which then would be termed 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, underwriting arrangements and will be complete in all material respects.

Filing of the Prospectus with the RoC

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 60B of the Companies Act, would be delivered for registration to The Registrar of Companies, Maharashtra situated at Everest, 100, Marine Drive, Mumbai- 400 002, Maharashtra

A copy of the Prospectus required to be filed under Section 60 of the Companies Act would be delivered for registration to the RoC at Mumbai.

We will ensure that all the legal requirements applicable till the filing of the Prospectus with RoC are complied with.

Announcement of Pre-Issue Advertisement

Subject to Section 66 of the Companies Act, our Company shall after registering the Red Herring Prospectus with the Registrar of Companies, publish an advertisement, in the form prescribed by the SEBI (ICDR) Regulations, 2009 in an English national daily, one Hindi National newspaper, and a Marathi (regional language) newspaper each with wide circulation.

Advertisement regarding Issue Price and Prospectus

An advertisement will be issued by our Company in one English national daily, one Hindi national daily and one Marathi newspaper, each with wide circulation, after filing of the Prospectus with the RoC. This advertisement in addition to the information that has to be set out in the advertisement, shall indicate the Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

Issuance of Confirmation of Allocation Note

- (a) Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar to the Issue shall send to the Syndicate Member or the Controlling Branches of the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue. Investor should note that our Company shall ensure that the demat credit of the Equity Shares pursuant to allotment shall be made on the same date to all investors in this Issue;
- (b) The Registrar to the Issue would then send the CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed to be a valid, binding and irrevocable contract for the Bidder to pay the entire Issue Price for all the Equity Shares allocated to such Bidder;
- (c) Such Bidders who have been allocated Equity Shares and who have already paid the full

Bid Amount into the Escrow Account at the time of bidding shall directly receive the CAN from the Registrars to the Issue subject, however, to realization of their cheque or demand draft paid into the Escrow Account. The dispatch of a CAN shall be deemed to be a valid, binding and irrevocable contract for the Bidder.

Unblocking of funds and Issuance of CAN with respect to ASBA Bidders

1. Once the basis of allocation is approved by the Designated Stock Exchange, the Registrar to the Issue shall provide the following details to the Controlling Branch of each SCSB, along with instructions to unblock the relevant bank accounts and transfer the requisite money to the Public Issue Account within the timelines specified in the ASBA process:
 - (i) Number of Equity Shares to be allotted against each valid ASBA Form;
 - (ii) Amount to be transferred from the relevant ASBA Account to the Public Issue Account, for each valid ASBA Form;
 - (iii) The date by which the funds referred to in sub-para (ii) above, shall be transferred to the Public Issue Account; and
 - (iv) The details of rejected ASBA Forms, if any, along with reasons for rejection and details of withdrawn (except in case of QIB bidding through an ASBA Form) / unsuccessful ASBA Forms, if any, to enable SCSBs to unblock the respective ASBA Accounts. SCSB shall thereafter unblock the amounts blocked in the account of the ASBA Investor.

ASBA Bidders should note that our Company shall ensure that the instructions by our Company for demat credit of the Equity Shares to all investors in this Issue shall be given on the same date; and

2. The ASBA Bidders shall directly receive the CANs from the Registrar to the Issue. The dispatch of a CAN to an ASBA Bidder shall be deemed a valid, binding and irrevocable contract with the ASBA Bidder.

Designated Date and Allotment of Equity Shares

1. Our Company will ensure that (i) Allotment of Equity Shares; and (ii) credit to successful Bidder's depository account will be completed within 11 Working Days of the Bid/ Issue Closing Date.
2. **As per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Equity Shares will be issued and allotment shall be made only in the dematerialised form to the allottees.** Allottees will have the option to re-materialise the Equity Shares so allotted, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ allotted to them pursuant to this Issue.

Basis of Allocation

A. For Retail Individual Bidders

- Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The allotment to all the successful Retail individual Bidders will be made at the Issue Price.

- The Issue size less allocation to Non-Institutional Bidders and QIB Bidders shall be available for allocation to Retail Individual Bidders who have bid in the Issue at a price, which is equal to or greater than the Issue Price.
- If the valid Bids in this category is less than or equal to [•] Equity Shares at or above the Issue Price, full allotment shall be made to the Retail Individual Bidders to the extent of their valid bids.
- If the valid Bids in this category is greater than [•] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis up to a minimum of [•] Equity Shares and in multiples of one Equity Shares thereafter. For the method of proportionate basis of allocation, refer below.

B. For Non-Institutional Bidders

- Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The allotment to all successful Non-Institutional Bidders will be made at the Issue Price.
- The Issue size less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation to Non- Institutional Bidders who have bid in the Issue at a price, which is equal to or greater than the Issue Price.
- If the valid Bids in this category is less than or equal to [•] Equity Shares at or above the Issue Price, full allotment shall be made to Non-Institutional Bidders to the extent of their demand.
- In case the valid Bids in this category is greater than [•] Equity Shares at or above the Issue Price; allocation shall be made on a proportionate basis up to a minimum of [•] Equity Shares and in multiples of one Equity Shares thereafter. For the method of proportionate basis of allocation refer below.

C. For QIB Bidders

- Bids received from the QIB Bidders at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Allocation to all the QIBs will be made at the Issue Price.
- The Issue size less Allocation to Non-Institutional portion and Retail Portion shall be available for allocation to QIB Bidders who have bid in the Issue at a price, which is equal to or greater than the Issue Price.
- However, eligible Bids by Mutual Funds only shall first be considered for allocation proportionately in the Mutual Funds Portion. After completing proportionate allocation to Mutual Funds up to [•] Equity Shares (the Mutual Funds Portion), the remaining demand by Mutual Funds, if any, shall then be considered for allocation proportionately, together with Bids by other QIBs, in the remainder of the QIB Portion (i.e. after excluding the Mutual Funds Portion). For the method of allocation in the QIB Portion, see the paragraph titled “Illustration of Allotment to QIBs and Mutual Funds” appearing below. If the valid Bids by Mutual Funds are for less than [•] Equity Shares, the balance Equity Shares available for allocation in the Mutual Funds Portion will first be added to the QIB Portion and allocated proportionately to the QIB Bidders.
- The Allotment shall be undertaken in the following manner -

- (a) In the first instance, allocation to Mutual Funds for upto 5% of the QIB portion shall be determined as follows-
 - In the event that bids from Mutual Funds exceed 5% of the QIB portion, allocation to Mutual Funds shall be done on a proportionate basis upto 5% of the QIB portion.
 - In the event that the aggregate demand from Mutual Funds is less than 5% of QIB portion, then all Mutual Funds shall get full allotment to the extent of valid bids received above the Issue Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for allocation to all QIB Bidders as set out in (b) below;
- (b) In the second instance, allocation to all QIBs shall be determined as follows -
 - In the event that the over subscription in the QIB portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis for upto 95% of the QIB portion.
 - Mutual Funds, who have received allocation as per (a) above, for less than the number of equity shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIB Bidders.
 - Under-subscription below 5% of the QIB portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis.
- The aggregate Allotment to QIB Bidders shall not be less than [●] Equity Shares.

Procedure and Time Schedule for Allotment

The Issue will be conducted through a “100% Book Building process” pursuant to which the Syndicate/ Sub-Syndicate Members or SCSBs will accept bids for the Equity Shares during the Bidding Period. The Bidding Period will commence on [●] and expire on [●]. Following the expiration of the Bidding Period, our Company, in consultation with the BRLMs, will determine the Issue Price. The Prospectus will be filed with SEBI and the Registrar of Companies and will be made available to investors. In consultation with the BRLMs, the basis of allocation and entitlement to allotment are finalised based on the bids received and subject to the confirmation by the BSE/NSE. Successful bidders will be provided with a confirmation of their allocation. SEBI (ICDR) Regulations require our Company to complete the allotment and credit to successful bidders within 11 working days of the expiration of the Bidding Period. Upon approval by the Stock Exchanges, the Equity Shares will be listed and trading will commence.

Method of Proportionate Basis of allocation

In the event of the issue being over-subscribed, our Company shall finalise the basis of allocation in consultation with the Designated Stock Exchange. The Executive Director or Managing Director (or any other senior official nominated by them) of the Designated Stock Exchange along with the BRLMs and the Registrar to the Issue shall be responsible for ensuring that the basis of allocation is finalized in a fair and proper manner.

Bidders will be categorized according to the number of Equity Shares applied for by them and the allotment shall be made on a proportionate basis as explained below:-

- (a) Bidders will be categorised according to the number of Equity Shares applied for.
- (b) The total number of Equity Shares to be allotted to each category as a whole shall be

arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio.

- (c) Number of Equity Shares to be allotted to the successful Bidders will be arrived at on a proportionate basis, which is the total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio.
- (d) If the proportionate allotment to a Bidder is a number that is more than [•] but is not a multiple of one (which is the market lot), the decimal would be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5, it would be rounded off to the lower whole number. Allotment to all Bidders in such categories would be arrived at after such rounding off.
- (e) In all Bids where the proportionate allotment is less than [•] Equity Shares per Bidder, the allotment shall be made as follows:
- Each successful Bidder shall be Allotted a minimum of [•] Equity Shares; and
 - The successful Bidders out of the total Bidders for a category shall be determined by draw of lots in a manner such that the total number of Equity Shares allotted in that category is equal to the number of Equity Shares calculated in accordance with (a) above; and
- (f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares allotted to the Bidders in that category, the remaining Equity Shares available for allotment shall be first adjusted against any other category, where the allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment will be added to the category comprising Bidders applying for minimum number of Equity Shares.

Illustration of Allotment to QIBs and Mutual Funds

A. Issue details

Sr. No.	Particulars	Issue details
1	Issue size	10 Lakhs Equity Shares
2	Allocation to QIB (at least 50% of the Issue)	5 Lakhs Equity Shares
	Of which	
	a. Reservation For Mutual Funds, (5%)	0.25 Lakhs Equity Shares
	b. Balance for all QIBs including Mutual Fund	4.75 Lakhs Equity Shares
3	Number of QIB applicants	10
4	Number of Equity Shares applied for	25 Lakhs Equity Shares

B. Details of QIB Bids

Sr. No.	Type of QIB bidders#	No. of shares bid for (in Lakhs)
1	A1	2.5
2	A2	1.0
3	A3	6.5
4	A4	2.5
5	A5	2.5
6	MF1	2.0
7	MF2	2.0

8	MF3	4.0
9	MF4	1.0
10	MF5	1.0
	TOTAL	25

A1-A5: (QIB Bidders other than Mutual Funds), MF1-MF5 (QIB Bidders which are Mutual Funds)

C. Details of Allotment to QIB Bidders/Applicants

(Number of equity shares in Lakhs)

Type of QIB bidders	Shares bid For (in Lakhs)	Allocation of 0.25 Lakhs Equity Shares to MF proportionately (please see note 2 below)	Allocation of balance 4.75 Lakhs Equity Shares to QIBs proportionately (please see note 4 below)	Aggregate allocation to MFs
(I)	(II)	(III)	(IV)	(V)
A1	2.5	0	0.48	0
A2	1.0	0	0.192	0
A3	6.5	0	1.248	0
A4	2.5	0	0.480	0
A5	2.5	0	0.480	0
MF1	2.0	0.050	0.374	0.424
MF2	2.0	0.050	0.374	0.424
MF3	4.0	0.100	0.748	0.848
MF4	1.0	0.025	0.187	0.212
MF5	1.0	0.025	0.187	0.212
	25.0	0.250	4.750	2.120

Please note:

- The illustration presumes compliance with the requirements specified in this Draft Red Herring Prospectus in the section titled "Basic Terms of the Issue" beginning on page no. 43 of this Draft Red Herring Prospectus.
- Out of 5 Lakhs Equity Shares allocated to QIBs, 0.250 Lakhs (i.e. 5%) will be allocated on proportionate basis among five Mutual Fund applicants who applied for 100 lakh shares in the QIB Portion.
- The balance 4.75 Lakhs Equity Shares [i.e. 5.00 – 0.25 (available for Mutual Funds only)] will be allocated on proportionate basis among 10 QIB Bidders who applied for 25 Lakhs Equity Shares (including 5 Mutual Fund applicants who applied for 10 Lakhs Equity Shares).
- The figures in the fourth column titled "Allocation of balance 4.75 Lakhs Equity Shares to QIBs proportionately" in the above illustration are arrived as under:
 - For QIBs other than Mutual Funds (A1 to A5)= Number of Equity Shares Bid for X 4.75/24.75
 - For Mutual Funds (MF1 to MF5)= [(No. of shares bid for (i.e., in column II of the table above) less Equity Shares allotted (i.e., column III of the table above)] X 4.75/24.75

The numerator and denominator for arriving at allocation of 4.75 Lakhs Equity Shares to the 10 QIBs are reduced by 0.25 Lakhs shares, which have already been allotted to Mutual Funds in the manner specified in column III of the table above.

Equity Shares in Dematerialised Form with NSDL or CDSL

As per the provisions of Section 68B of the Companies Act, the Equity Shares in this Issue shall be allotted only in a dematerialised form, (i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode).

In this context, two tripartite agreements have been signed among our Company, the Depositories and the Registrar to the Issue,

1. An Agreement dated July 23, 2011 among NSDL, our Company and Registrar to the Issue.
2. An Agreement dated August 3, 2011 among CDSL, our Company and Registrar to the Issue.

All Bidders can seek allotment only in Dematerialized mode. Bids from any Bidder without the following details of his or her depository account are liable to be rejected:

1. A Bidder applying for Equity Shares must have at least one valid beneficiary account with either of the Depository Participants of NSDL or CDSL prior to making the Bid.
2. The Bidder must necessarily fill in the details (including the PAN, beneficiary account number and Depository Participant's Identification Number) appearing in the Bid cum Application Form/ ASBA Form or Revision Form/ ASBA Revision Form.
3. Equity Shares allotted to a successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Bidder.
4. Names in the Bid cum Application Form/ ASBA Form or Revision Form/ ASBA Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the depository account details of the Bidder(s) with the Depository.
5. Non Transferable allotment advice or refund orders will be directly sent to the Bidders by the Registrar to the Issue.
6. If incomplete or incorrect details are given under the heading 'Bidders Depository Account Details' in the Bid cum Application Form/ ASBA Form or Revision Form/ ASBA Revision Form, it is liable to be rejected.
7. The Bidder is responsible for the correctness of his or her Demographic Details given in the Bid cum Application Form/ ASBA Form vis-à-vis those with his or her Depository Participant.
8. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL or CDSL. All the stock exchanges where Equity Shares are proposed to be listed are connected to NSDL and CDSL.
9. The trading of Equity Shares of the Company would only be in dematerialized form for all investors in the demat segment of the respective Stock exchanges.

Disposal of Applications and Applications Money and Interest in case of delay

With respect to Bidders other than ASBA Bidders, our Company shall ensure dispatch of Allotment advice, refund orders (except for Bidders who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants of the Bidders and submit the documents pertaining to the Allotment to the Stock Exchanges within 11 working days of Bid/Issue Closing Date.

In case of Bidders who receive refunds through ECS, or RTGS or Direct Credit or NEFT, the refund instructions will be given to the clearing system and a suitable communication shall be sent to such Bidders within 10 working days from the Bid/Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

Our Company shall ensure that all steps for completion of necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within 12 working days of the Bid/Issue Closing Date.

The Company shall dispatch refund orders, as per the procedure mentioned under section “*Dispatch of Refund Orders*” on page no. 244 of this Draft Red Herring Prospectus, at the sole or First Bidder’s sole risk.

The Company will provide adequate funds required for dispatch of refund orders or for credit of refunds, as the case may be, to the Registrar to the Issue.

In accordance with the Companies Act, the requirements of the stock exchanges and SEBI (ICDR) Regulations, the Company further undertakes that:

- Allotment of Equity Shares shall be made only in dematerialized form within 10 working days of the Bid/Issue Closing Date;
- With respect to Bidders other than ASBA Bidders, dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions given to the clearing system within 10 working days of the Issue Closing Date would be ensured. With respect to the ASBA Bidders, instructions for unblocking of the ASBA Bidder’s ASBA Account shall be made within nine working days from the Issue Closing Date; and
- Our Company shall pay interest at 15% per annum for any delay beyond the 10 working days from the Bid/Issue Closing Date as mentioned above, if allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to investors.

In case listing permission is not granted to our Company, we shall repay the money within 8 days from the date of refusal by the Stock Exchange(s). If such money is not repaid within eight days from the day our Company becomes liable to repay, our Company and every Director of our Company who is an officer in default shall, on and from expiry of eight days, be jointly and severally liable to repay the money with interest at the rate of 15% as prescribed under Section 73 of the Companies Act. Our Company will provide adequate

funds for dispatch of refund orders or Allotment advice to the Registrar to the Issue.

Save and except refunds effected through the electronic mode i.e. ECS, Direct Credit or RTGS, refunds will be made by cheques, pay-orders or demand drafts drawn on the Refund Bank and payable at par at places where Bids are received. The Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders

Letters of Allotment or Refund Orders or Instructions to the SCSBs

The Registrars to the Issue shall give instructions for credit to the beneficiary account with depository participants within 11 Working Days from the Issue Closing date. Applicants having bank accounts at any of the 68 centres where clearing houses are managed by the Reserve Bank of India (RBI) will get refunds through Electronic Clearing Service (ECS) only, except where applicant is otherwise disclosed as eligible to get refunds through direct credit or Real Time Gross Settlement (RTGS). In case of other applicants, our Company shall dispatch refund orders, if any, of value upto ₹ 1,500/- by registered post or speed post and will dispatch refund orders above ₹ 1,500/-, if any, by registered post only at the sole or first Bidder's sole risk within 11 working days of the Bid / Issue Closing date. Applicants to whom refunds are made through Electronic transfer of funds will be sent a letter through registered post or speed post within 11 working days of closure of Issue, intimating them about the mode of credit of refund, the bank where refunds shall be credited along with the amount and the expected date of electronic credit of refund.

In case of ASBA Bidders, the Registrar to the Issue shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the ASBA Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Bids within 11 working days of the Bid/Issue Closing Date.

DISPATCH OF REFUND ORDERS

The payment of refund, if any, would be done through various modes in the following order of preference –

1. ECS - Payment of refund would be done through ECS for applicants having an account at any of the following 68 centers - Ahmedabad, Bangalore, Bhubneshwar, Kolkatta, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna and Thiruvanthapuram (managed by RBI); Baroda, Dehradun, Nashik, Panaji, Surat, Trichy, Trichur, Jodhpur, Gwalior, Jabalpur, Raipur, Calicut, Siliguri (Non-MICR), Pondicherry, Hubli, Shimla (Non-MICR), Tirupur, Burdwan (Non-MICR), Durgapur (Non-MICR), Sholapur, Ranchi, Tirupati (Non-MICR), Dhanbad (Non-MICR), Nellore (Non-MICR) and Kakinada (Non-MICR) (managed by State Bank of India); Agra, Allahabad, Jalandhar, Lucknow, Ludhiana, Varanasi, Kolhapur, Aurangabad, Mysore, Erode, Udaipur, Gorakpur and Jammu (managed by Punjab National Bank); Indore (managed by State Bank of Indore); Pune, Salem and Jamshedpur (managed by Union Bank of India); Visakhapatnam managed by Andhra Bank); Mangalore (managed by Corporation Bank); Coimbatore and Rajkot (managed by Bank of Baroda); Kochi/Ernakulum (managed by State Bank of Travancore); Bhopal (managed by Central Bank of India); Madurai (managed by Canara Bank); Amritsar (managed by Oriental Bank of Commerce); Haldia (Non-MICR) (managed by United Bank of India); Vijayawada (managed by State Bank of Hyderabad); and Bhilwara (managed by State

Bank of Bikaner and Jaipur). This mode of payment of refunds would be subject to availability of complete bank account details including the MICR Code as appearing on a cheque leaf from the Depositories. The payment of refunds is mandatory through this mode for applicants having a bank account at any of the above mentioned 68 centers, except where the applicant, being eligible, opts to receive refund through direct credit or RTGS or NEFT. Refunds through ECS may also be done at other locations based on operational efficiency and in terms of demographic details obtained by the Registrar from the Depository Participant.

2. Direct Credit – Applicants having bank accounts with the Refund Banker, as mentioned in the Bid cum Application Form, shall be eligible to receive funds through direct credit. Charges, if any, levied by the Refund Banker for the same would be borne by the Company.
3. RTGS – Applicants having a bank account at any of the above-mentioned 68 centers, have also the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Bid cum Application form. In the event the same is not provided, refund shall be made through ECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company. Charges, if any, levied by the applicants’ bank receiving the credit would be borne by the applicant.
4. NEFT – Payment of refund shall be undertaken through NEFT wherever the applicants’ bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment of refunds would be made through any one of the other modes as discussed in the sections.
5. Refund Orders – For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be dispatched under registered post or speed post for value up to ₹ 1,50/-0 and through Speed Post/Registered Post for refund orders of ₹ 1,500/- and above. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Bids are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

Please note that only applicants having a bank account at any of the 68 centres where clearing houses for ECS are managed by the RBI, State Bank of India, Punjab National Bank, State Bank of Indore, Union Bank of India, Andhra Bank, Corporation Bank, Bank of Baroda, State Bank of Travancore, Central Bank of India, Canara Bank, Oriental Bank of Commerce, United Bank of India, State Bank of Hyderabad and State Bank of Bikaner and Jaipur are eligible to receive refunds through the modes detailed in 1, 2, 3 & 4 hereinabove. For all the other applicants, including applicants who have not updated their bank particulars along with the nine digit MICR code, the refund orders would be

dispatched under registered post or speed post for refund orders of value upto ₹ 1,500 and through Speed Post / Registered Post for refund orders of ₹ 1,500 and above.

In case of ASBA Bidders, the Registrar to the Issue shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Payment Amount specified in the ASBA Bid cum Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Bids within 12 Working Days of the Bid/Issue Closing Date.

UNDERTAKING BY THE COMPANY

Our Company undertake as follows:

- (a) That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
- (b) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within 12 working days of the Bid/Issue Closing Date;
- (c) That the funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed under the heading "*Dispatch of Refund Orders*" on page no. 244 of this Draft Red Herring Prospectus shall be made available to the Registrar to the Issue by our Company;
- (d) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 10 working days of Bid/ Issue Closing Date, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit of refund;
- (e) That the certificates of the securities/refund orders to the Eligible NRIs or FIIs shall be dispatched within specified time; and
- (f) That no further Issue of Equity Shares shall be made til the Equity Shares Issued through this Draft Red Herring Prospectus are listed or until the Bid Money is refunded on account of non-listing, under-subscription etc.
- (g) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount (ASBA) and to consider them similar to non-ASBA applications while finalizing the basis of allocation.

Withdrawal of the Issue

Our Company, in consultation with Book Running Lead Managers, reserves the right not to proceed with this Issue at anytime after the Bid/Issue Opening Date but before the Allotment of Equity Shares. In such an event our Company would issue a public notice which shall be published within two days of the Bid/Issue Closing Date in the same newspapers where the pre-Issue advertisement was published. Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Managers, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Bidders within one day from the date of receipt of such notification. In the event of withdrawal of the Issue and subsequently, plans of an IPO by our Company, a fresh Draft Red Herring Prospectus will be submitted again for observations of SEBI.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and

trading approvals of the Stock Exchanges, which our Company shall apply for after allotment, and the final RoC approval of the Prospectus.

In terms of the SEBI Regulations, QIBs Bidding in the QIB Portion shall not be allowed to withdraw their Bids after the Bid Closing Date.

UTILISATION OF ISSUE PROCEEDS

Our Board of Directors of the Company certifies that:

- (a) All monies received out of the Issue shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 73 of the Companies Act, 1956;
- (b) Details of all monies utilized out of the Issue referred above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in its Balance Sheet of our Company indicating the purpose for which such monies have been utilized; and
- (c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under the appropriate separate head in its Balance Sheet indicating the form in which such unutilised monies have been invested;

Our Company shall comply with the requirements of Clause 49 of the Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

COMMUNICATIONS

All future communications in connection with Bids by Bidders made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or first Bidder, Bid cum Application Form number/ASBA Bid cum Application Form number, Bidder's DP ID, PAN, beneficiary account number, number of Equity Shares applied for, date of Bid Form/ASBA Form, name and address of the Syndicate Member or the Designated Branch where the Bid was submitted and cheque or draft number and issuing bank thereof or with respect to ASBA Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in respective beneficiary accounts, refund orders etc. In case of ASBA Bids submitted with the Members of the Syndicate/Designated Branches, Bidders can contact the relevant Designated Branch of the SCSBs. The SCSB or the Syndicate/ Sub-Syndicate Member, as applicable, shall be responsible for any damage or liability resulting from any errors, fraud or willful negligence on the part of any employee of the concerned SCSB or the Syndicate/Sub-Syndicate Member, as applicable, including its Designated Branches and the branches where the ASBA Accounts are held. Our Company, the BRLMs, the Syndicate Members and the Registrar accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI

(ICDR) Regulations.

The Book Running Lead Managers undertakes that the complaints or comments received in respect of this Issue shall be attended to by the Company expeditiously and satisfactorily.

Restrictions on Foreign Ownership of Indian Securities

Foreign investment in Indian securities is regulated through the Foreign Direct Investment Policy (FDI) issued biannually by GoI and FEMA. While the FDI policy prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made.

Under the FDI Policy of the Government of India, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without the requirement of any prior approvals from any regulatory authorities, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Foreign Investment Promotion Board of Government of India (FIPB) and the RBI. As per current foreign investment policies, foreign direct investment in the sector in which our Company operates is allowed upto 100% under the approval route.

RBI, has, vide its circular A.P (DIR Series) Circular No. 53 dated December 17, 2003, permitted FIIs to subscribe to shares of an Indian Company in the public issue without prior approval of RBI, so long as the price of Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents.

Subscription by Non-Residents

The Equity Shares have not been and will not be registered under the Securities Act 1933, as amended or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act, 1933), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act or the requirements of the Investment Company Act.

Accordingly, the Equity Shares are only being offered and sold (i) in the United States to entities that are both "qualified institutional buyers", as defined in Rule 144A of the Securities Act and "qualified purchasers" as defined under the Investment Company Act and (ii) outside the United States to certain persons in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

As per the current regulations, OCBs cannot participate in this Issue.

The above information is given for the benefit of the Bidders, Neither the Company nor the BRLMs are liable for any amendments or modification or changes in applicable laws or regulations, which may happen after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares bid for do not exceed the applicable limits under laws or regulations. However we shall update this Draft Red herring Prospectus and keep the public informed of any material changes in matters concerning our business and operations till the listing and commencement of trading of the Equity Shares

SECTION IX-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF THE COMPANY

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of the Company. Pursuant to Schedule II of the Companies Act, 1956 and the SEBI (ICDR) Regulations, the main provisions of the Articles of Association of the Company are detailed below. Please note that each provision below is numbered as per the corresponding article number in the Articles of Association.

Table A not to apply but Company to be governed by these Articles

1. No regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956, shall apply to the Company, but the regulations for the management of the Company and for the observance of the Members thereof and their representatives, shall subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or additional to, its regulation by Special Resolution, as prescribed by the Companies Act, 1956, be such as are contained in these Articles.

Capital Increase and Reduction of Capital

Capital

3. The Authorised Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company with rights to alter the same in whatever way as deemed fit by the Company. The company may increase or decrease the Authorised Share Capital in accordance with Company's regulations and legislative provisions for the time being in that behalf.

Increase of capital by the Company and how carried into effect

4. The Company in General Meeting may, from time to time, increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amount as the resolution shall prescribe. Subject to the provisions of the Act, any share of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction is given, as the Directors shall determine; and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at general meeting of the Company In conformity with Section 87 of the Act. Whenever the capital of the Company has been increased under the provisions of these Articles, the Directors shall comply with the provisions of Section 97 of the Act.

Subject to the applicable provisions of the Act and/or any other applicable Rules, Guidelines or any other statutory provisions, the Company acting through its Board of Directors shall have power to issue equity share capital with differential rights as to dividend, voting and/or otherwise in such manner and on such terms and conditions as may be prescribed by the resolution authorising such issue.

New Capital same as existing capital

5. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise. Provided however that all the equity shares issued by the

Company to the Members shall be of the same class and shall be alike ranking pari -passu in all respect and the holders thereof shall be entitled to identical rights and privileges including, without limitation, to identical rights and privileges with respect to dividend, voting rights, payment of calls, liens, transfers, transmission, forfeiture, and the distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company on a pro rata basis. Provided that the above provision does not prohibit the Company from issuing redeemable preference shares. Subject to Article 6 herein below, the Company in general meeting may also, from time to time, by special resolution capitalise the undistributed profits standing to the credit of the Company's Free Reserves and to apply the same in paying up new equity shares in the share capital of the Company and to appropriate the same as capital and not as income and allot and distribute as fully paid-up bonus shares to and amongst the persons registered in the Register of Members as the holders of equity shares of the Company on such date and in such proportion as may be decided by the Board of Directors.

Redeemable Preference Shares

6. Subject to the provisions of Section 80 of the Act, the Company shall have the power to issue Preference Shares which are, or at option of the company, liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.

Provisions to apply on issue of redeemable preference shares

7. On the issue of Redeemable Preference Shares under the provisions of Article 6 hereof the following provisions shall take effect: -

- (a) no such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of the redemption;
- (b) no such shares shall be redeemed unless they are fully paid;
- (c) the premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's Share Premium Account before the shares are redeemed;
- (d) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act, relating to the reduction of the share capital of the Company shall, except as provided in Section 80 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.
- (e) subject to the provisions of Section 80 and 80A of the Act, the redemption of preferential share hereunder may be effected in accordance with the terms and conditions of their issue and the absence of any specific terms and conditions in that behalf in such manner as the Directors determine;
- (f) whenever the Company shall redeem any redeemable preference shares, the Company shall, within one month thereafter, give notice thereof to the Registrar of Companies as required by Section 95 of the Act.

Reduction of Capital

8. The Company may (subject to the provisions of Section 78, 80 and 100 to 105 inclusive, of the Act) from time to time by Special Resolution, reduce its share capital and any capital

Redemption Reserve Account or Share Premium Account in any manner for the time being authorised by law and in particular capital may be paid off on the footing that it may called upon again or otherwise. This Article is not to derogate from any power the Company would have if it were omitted.

Sub-division and consolidation of shares

9. Subject to the provisions of Section 94 of the Act, the Company, in General Meeting, may, from time to time, sub-divide or consolidate its shares, or any of them or any part of them, and the resolution whereby any share is sub-divided, may determine that as between the holder of the shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others or other. Subject to aforesaid, the Company, in General Meeting, may also cancel shares, which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Modification of rights

10. a) Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Sections 106 and 107 of the Act be varied, modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class provided such agreement is ratified in writing by holders of at least three fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate General Meeting of the holders of shares of that class. This Article is not to derogate from any power the Company would have if this Article were omitted.

b) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise the shares of that class be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

Shares and Certificates

Further Issue of capital

15. (a) Subject to the provisions of the Act, where at any time after the expiry of two years from the formation of the Company or the expiry of one year from the allotment of shares made for the first time after its formation whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of increased share capital, then such further shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on these shares at the date. Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. Such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favour of any other person and the notice referred to above hereof shall contain this statement of this right, provided that the directors may decline, without assigning any reason to allot any shares to any person in whose favour any member may

renounce the shares offered to him. After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as they think most beneficial to the Company.

- (b) Notwithstanding anything contained in the preceding sub-clause, the Company may:-
- i) by a special resolution; or
 - ii) where no such special resolution is passed, if the votes cast (whether on a show of hands, or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by Members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy exceed the votes, if any, cast against the proposal by Members so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company, offer further shares to any person or may not include the persons who at the date of the offer, are the holders of the equity shares of the Company.
- (c) Notwithstanding anything contained in sub-clause (a) above, but subject, however, to Section 81 (3) of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares, or to subscribe for shares in the Company, provided however that the terms of the debentures or loans include a term providing for such option is in conformity with the rules, if any made by the Central Government in this behalf and has also been approved by a special resolution in the General Meeting.

Shares under control of Directors

16. Subject to the provisions of these Articles and of the Act, the shares (including any shares forming part of any increased capital of the Company) shall be under the control of the Directors; who may allot or otherwise dispose of the same to such persons in such proportion on such terms and conditions and at such times as the Directors think fit and subject to the sanction of the Company in General Meeting with full power, to give any person the option to call for or be allotted shares of any class of the Company either (subject to the provisions of Sections 78 and 79 of the Act) at premium or at par or a discount and such option being exercisable for such time and for such consideration as the Directors think fit. The Board shall cause to be filed the returns as to allotment provided for in Section 75 of the Act.
17. The Board shall observe the restrictions as to allotment of shares to the public contained in Sections 69 and 70 of the Act, and shall cause to be made the returns as to allotment provided for in Section 75 of the Act.

Acceptance of Shares

19. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is entered on the Register of Members shall, for the purposes of these

Articles, be a Member.

Deposit and call etc. to be a debt payable immediately

20. The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

Liability of Members

21. Every Member, or his heirs, executors, or administrator shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require or fix for the payment thereof.

Shares Certificates

22. (a) Every Member or allottee of shares shall be entitled, with or without payment, within three months after the allotment of shares and within two months after the application for the registration of transfer of any shares, the certificate in respect of such shares, unless the conditions of issue of shares otherwise provide. Every Member or allottee of shares shall be entitled, with or without payment, to receive one share certificate specifying the name of the person in whose favour it is issued, the shares to which it relates and the amount paid-up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in case of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose, and two Directors or their Attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole time Director. Particulars of every share Certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating the date of issue, provided however that no share certificate(s) shall be issued for shares held by a Depository.

(b) Any two or more joint allottees of a share shall, for the purpose of this Article, be treated as a single Member, and the certificate of any share, which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupee One. The Company shall comply with the provisions of Section 113 of the Act.

(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used

for the purpose.

- (d) The Company shall not be bound to register more than 3 persons as the joint holders of any share except in the case of executors or trustees of a deceased member and in respect of a share held jointly by several persons, the Company shall not issue more than one certificate and the delivery of a certificate for a share to any one of several joint holders shall be sufficient delivery to all such holders.
- (e) Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued indicating the date of issue.
- (f) The provisions stated above shall not be applicable to dematerialised Shares and shares held in fungible form with a Depository.

Renewal of Share Certificate

23. (a) No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the cages on the reverse for recording transfers have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.
- (b) When a new share certificate has been issued in pursuance of clause (a) of this Article, it shall state on the face of it and the stub or counterfoil to the effect that it is "issued in lieu of share certificate No. And sub-divided/ replaced/on consolidation of shares".
 - (c) If a share certificate is lost or destroyed, a new certificate in lieu thereof shall be issued only with the prior consent of the Board or its duly constituted Committee and on such terms, if any, as to evidence and indemnity as to the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Board thinks fit.
 - (d) When a new share certificate has been issued in pursuance of clause (c) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "duplicate issued in lieu of share certificate No." The word "Duplicate" shall be stamped or punched in bold letters across the face of the share certificate.
 - (e) Where a new share certificate has been issued in pursuance of clause (a) or clause (c) of this Article, particulars of every such share certificate shall be entered in a Register of Renewal and Duplicate Certificates indicating against the name of the persons to whom the certificate is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross reference in the "Remarks" Column.
 - (f) All blank forms to be issued for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may appoint for the

purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

- (g) The Managing Director of the Company for the time being or, if the Company has no Managing Director, every Director of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates except the blank forms of shares certificates referred to in Sub-Article (f).

Dematerialisation of Securities

27. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing securities, rematerialise its securities held in the Depositories and / or offer its fresh securities in a dematerialised form pursuant to the Depositories Act, and the rules framed there under, if any.

Option to receive Securities certificates or hold Securities with Depository

28. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository.

29. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottees as the Beneficial Owner of the security.

Securities in Depositories

30. All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act, shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owner.

Rights of Depositories and Beneficial Owners

31. Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of the Beneficial Owner.

32. Save as otherwise provided in (a) above, the Depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the security held by it.

33. Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a Depository.

Beneficial Owner deemed as absolute owner

34. Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or

partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has express or implied notice thereof, but the Board shall be entitled at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

Distinctive number of securities held in a Depository

43. The shares in the capital shall be numbered progressively according to their several denominations provided, however, that the provision relating to progressive numbering shall not apply to the shares of the Company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.

Underwriting and Brokerage

Commission may be paid

46. Subject to the provisions of Section 76 of the Act, the Company may, at any time, pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any shares or debentures in the Company, but so that the commission shall not exceed, in the case of shares, five per cent of the price at which the shares are issued and in the case of debentures, two and a half per cent of the price at which the debentures are issued, or such higher rate or rates as may be permissible under any statutory provision for the time being in force. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

Brokerage on issue of Shares or Debentures

47. The Company may pay a reasonable sum for brokerage.

Interest out of Capital

Interest may be paid out of capital

48. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any work or building, or the provision of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest on so much of that share capital as is for the time being paid up, for the period, at the rate and subject to the conditions and restrictions provided by Section 208 of the Act and may charge the same to capital as part of the cost of construction of the work or building, or the provision of plant.

Calls

Directors may make calls

49. The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by resolution by circulation) make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the

person or persons and at all times and places appointed by the Board. A call may be made payable by installments.

50. Whenever any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.

Lien

Company's Lien on shares / debentures

62. The Company shall have a first and paramount lien upon all the shares and/or debentures (other than fully paid-up shares and/or debentures) registered in the name of each Member and/or Debenture holder (whether held singly or jointly with others) in respect of all monies, whether presently payable or not and shall extend to all dividends, interest rights and bonuses from time to time declared in respect of such shares and/or debentures. Unless otherwise agreed the registration of transfer of shares and/or debentures shall operate as a waiver of Company's lien, if any, on such shares and/or debentures.

The Directors may at any time declare any share and/or debenture wholly or in part exempt from the provisions of this Article. Notwithstanding anything contained hereinabove, Company shall have lien on fully paid shares or debentures and such lien shall extend only in respect of payment of excess dividend/interest or any sums owing to the Company by a member/debenture holder.

As to enforcing lien by sale

63. For the purpose of enforcing such lien, the Board may sell the shares/debentures subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such share and/or debentures and may authorise one of their member or appoint any officer or Agent to execute a transfer thereof on behalf of and in the name of such member/debenture holder. No sale shall be made until such period, as may be stipulated by the Board from time to time, and until notice in writing of the intention to sell shall have been served on such member and/or debenture holder or his legal representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

Application of proceeds of sale

64. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares / before the sale) be paid to the persons entitled to the shares and/or debentures at the date of the sale.

Outsiders lien not to affect Company's lien

65. The Company shall be entitled to treat the registered holder of any share or debenture as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or by statute required) be bound to recognise equitable or other claim to, or interest in, such shares or debentures on the part of any other person. The

Company's lien shall prevail notwithstanding that it has received notice of any such claims.

Forfeiture of Shares

If money payable on shares not paid notice to be given to Members

66. If any Member fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may at any time thereafter, during such time as the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

In default of payment, shares to be forfeited

68. If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share not actually paid before the forfeiture.

Forfeited Share to be property of the Company and maybe sold etc.

70. Any share so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.

Members still liable to pay calls owing at the time of forfeiture and interest

71. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce the payment thereof, if it thinks fit.

Effect of forfeiture

72. The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

Evidences for forfeiture

73. A declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.

Validity of sale under Articles 64 and 70

74. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and may cause the purchaser's name to be entered in the Register of Members in respect of the shares sold, and the Purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and

after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

Cancellation of share certificate in respect of forfeited shares

75. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. Where any shares under the powers in that behalf herein contained are sold by the Board of Directors and the certificate in respect thereof has not been delivered to the Company by the former holder of such shares, the Board of Directors may issue a new certificate for such shares distinguishing it in such manner as it may think fit from the certificate not so delivered.

Power to annul forfeiture

76. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof, upon such conditions as it think fit.

Transfer and Transmission of Shares

Register of Transfers

79. The Company shall keep a "Register of Transfer" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share in the material form.

Execution and Registration of transfer etc.

81. The Instrument of transfer duly stamped and executed by the Transferor and the Transferee shall be delivered to the Company in accordance with the provisions of the Act. The Instrument of Transfer shall be accompanied by such evidence as the Board may require to prove the title of Transferor and his right to transfer the shares and every registered Instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board. The Transferor shall be deemed to be the holder of such shares until the name of the Transferee shall have been entered in the Register of Members in respect thereof. Before the registration of a transfer, the certificate or certificates of the shares must be delivered to the Company.

Director's power to refuse to register a transfer

83. Subject to the provisions of Section 111A of the Act, the Board may, at its own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares (whether fully paid or not and notwithstanding that the proposed Transferee be already a member), but in such case it shall, within two months from the date on which the instrument of transfer was lodged with the Company, send to the Transferee and the Transferor notice of the refusal to register such transfer provided that the registration of a transfer shall not be refused on the ground that the Transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on shares.

Restriction of transfer

87. No share shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.

Transmission Clause

88. Subject to the provisions of the Act and Articles 86 and 87, any person becoming entitled to share in consequence of the death, lunacy, bankruptcy, insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an Instrument of Transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the shares. This clause is hereinafter referred to as the "transmission clause".
89. A person entitled to a share by transmission shall, subject to the right of the Directors to retain such dividends or money as hereinafter provided, be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share.
90. There shall be no fee paid to the Company, in respect of the transfer or transmission of any number of shares, registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document..

Right of successors

93. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividend and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Member in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company provided that the directors shall, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares and if the notice is not complied with within ninety days, the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the shares until the requirements of the notice have been complied with.

Buy Back of Equity Shares

99. Subject to the provisions of sections 77A, 77AA, 77B and 217 (2B) of the Act, the Company is hereby authorised to buy-back the Company's shares or other specified securities out of its free reserves or its securities premium account or from the proceeds of any shares or other specified securities; Provided that no buy-back of any kind of shares or other specified securities shall be made out of the proceeds of an earlier issue of the same kind of shares or the same kind of other specified securities.

Borrowing Powers

Borrowing Powers

108. Subject to the provisions of Sections 58A, 292 and 293 of the Act, the Board may, from time to time at its discretion by a resolution passed at a meeting of the Board, accept deposit from members either in advance of calls or otherwise and generally raise or borrow or secure the repayment of any sum or sums of money for the purposes of the Company. Provided, however, where the moneys to be borrowed together with the

moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of the business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board shall not borrow such moneys without the consent of the Company in General Meeting. Subject to the provisions of the Act and of these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board, receive deposits from its members, directors or their relatives and receive loans from its members, either in advance of call or otherwise, and generally raise or borrow money either in India or abroad by way of loans, overdrafts, cash credit or by issue of bonds denominated in various currencies, debentures or debenture stock with or without any option attached to it (perpetual or otherwise), commercial paper or in any other manner, from any bank, financial institution, company, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed.

109. Subject to the provisions of these Articles hereof, the payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Ordinary Resolution shall prescribe including by the issue of debentures or debenture-stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being and debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Terms of issue of Debentures

110. Any debentures, debentures stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in general meeting accorded by a Special Resolution.

Share Warrants

113. The Company may issue share warrants subject to, and in accordance with, the provisions of Section 144 and 115 of the Act and accordingly the Board may in its discretion, with respect to any share which is fully paid, upon application in writing, signed by the person registered as holder of the share, from time to time, require as to identity of the person signing the application, on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

114. The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposits, as if his name was inserted in the Register of Members as the holder of the share including in the deposited warrant.

115. Not more than one person shall be recognised as depositor of the share warrant.

116. The Company shall, on two days' written notice, return the deposited share warrant to the depositor.
117. (a) Subject as herein otherwise expressly provided, no person shall, as bearer of share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notices from the Company.
- (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the share included in the warrant and he shall be a member of the Company.
118. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

Conversion of Shares into Stock and Reconversion

Shares may be converted into stock

119. The Company, in General Meeting, may convert any paid-up shares into stock, and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interests therein, or any part of such interest, in the same manner and subject to the same regulations as, and subject to which shares from which the stock arise might have been transferred if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, at any time, convert any stock into paid-up shares of any denomination. Where any shares have been so converted into stock, the holders of stock may then transfer their respective interests in the same or part thereof in the same manner, as and subject to the same restrictions under which the shares from which the stock arose before conversion might have been transferred., or as near thereto as circumstances admit. Provided however that the Board may, from time to time, fix the minimum amount of stock transferable.

Meeting of Members

Annual General Meeting and Annual Return

122. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. All General Meetings other than Annual General Meetings shall be called Extra-ordinary General Meetings. An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of the next. Provided that it will be permissible to hold its first Annual General Meeting within a period of not less than eighteen months from the date of its incorporation; and if such meeting is held within that period it shall not be necessary for the Company to hold any Annual General Meeting in the year of its incorporation or in the following calendar year. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 166 (i) of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called for at a time during business hours, on a day that is not a public holiday, and shall be held at the office of the Company or at some other place within the city in which the office of the Company

is situate as the Board may determine and the notice calling the Meeting shall specify it as the Annual General Meeting. The Company may in any one Annual General Meeting fix the time for its subsequent Annual General Meetings. Every member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table the Directors' Report and Audited Statement of Accounts, Auditors' Report (if not already incorporated in the Audited Statement of Accounts), the Proxy Register with Proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the meeting. The Board shall cause to be prepared the Annual List of Members, Summary of the Share Capital, Balance Sheet and Profit and Loss Account and forward the same to the Registrar in accordance with Section 159, 161 and 220 of the Act.

Extraordinary General Meeting

123. The Board may, whenever it thinks fit, call an Extra ordinary General Meeting and it shall do so upon a requisition in writing by any Member or Members holding in the aggregate not less than one-tenth of such of the paid-up capital as at that date carries the right of voting in regard to the matter in respect of which the requisition has been made.

Requisitions of Members to state object of Meeting:

124. Any valid requisition so made by Members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the office provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.

Vote of Members

Member in arrears not to vote

145. No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, and has exercised, any right of lien.

Number of votes to which member entitled

146. Subject to the provisions of the Articles 149 & 153 and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every Member, not disqualified by the last preceding Article, shall be entitled to be present and to speak and vote at such Meeting and on a show of hands, every Member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company. Provided, however, if any preference shareholder be present at any Meeting of the Company, save as provided in clause (b) of sub-section (2) of Section 87, he shall have a right to vote only on resolutions placed before the Meeting which directly affect the rights attached to his preference shares.

Casting of votes by a Member entitled to more than one vote

147. On a poll taken at a meeting of the Company, a Member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he

votes, use all his votes or cast in the same way all the votes he uses.

Vote of Member of unsound mind and minor

148. A Member of unsound mind or and in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian in respect of any shares registered in his name and any such committee or guardian may, on poll, vote by proxy. If any Member be a minor, the vote in respect of his share or shares shall be by his guardian, or any one of his guardians, if more than one, to be selected in case of dispute by the Chairman of the Meeting.

Votes of joint member

150. If there be joint registered holders of any shares, any one of such persons may vote at any meeting or may appoint another person (whether a Member or not) as his proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the Meeting, and if more than one of such joint-holders be present at any Meeting, that one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint-holders shall entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose names shares stand shall, for the purpose of these Articles, be deemed joint-holders thereof.

Voting in person or by proxy

151. Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorised in accordance with Section 187 of the Act and such representative shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Member.

Appointment of proxy

153. Every proxy (whether a Member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the common seal of such corporation, or be signed by an officer or any attorney duly authorised by it, and any Committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the Meeting.

Proxy either for specified meeting or for a period

154. An instrument of proxy may appoint a proxy either for the purpose of a particular Meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every Meeting of the Company or of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting.

Form of proxy

157. Every instrument of proxy whether for a specified Meeting or otherwise shall as nearly as circumstances will admit, be in any of the forms set out in Schedule IX of the Act.

Time for objection to vote

159. No objection shall be made to the validity of any vote, except at any Meeting or poll at which such vote shall be tendered and every vote, whether given personally or by proxy,

not disallowed at such Meeting or poll shall be deemed valid for all purposes of such Meeting or poll whatsoever.

Chairman of the meeting to be the Judge of the validity of every vote

160. The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final, binding and conclusive.

Directors

Number of Directors

169. a) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 252 of the Act, the number of Directors shall not be less than three and not be more than twelve.

Certain persons not to be Directors

b) No body corporate, association or firm shall be appointed a Director and only an individual shall be so appointed. As provided by Section 274 of the Act, certain persons mentioned therein shall not be capable of being appointed Directors of the Company, unless the Central Government, by Notification, removes the disqualification for some of the persons mentioned therein.

c) The First Directors of the Company are:

1. Shri Gautam Adhikari
2. Shri Markand Adhikari

170. The above named Directors of the Company shall hold the office as per the provisions contained in these articles and as per the provisions of the Companies Act, 1956.

Nominee Director

172. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to the State Bank of India (SBI), Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI), Life Insurance Corporation of India (LIC), General Insurance Corporation of India (GIC), National Insurance Company Limited (NIC), The Orient Fire and General Insurance Company Limited (OFGI), The New India Assurance Company Limited (NIA), United India Insurance Company Limited (UI) or a State Financial Corporation or any financial institution owned or controlled by the Central Government or a State Government or the Reserve Bank of India or by two or more of them or by Central Government or State Government by themselves (each of the above is hereinafter in this Article referred to as "the Corporation"), out of any loans/debenture assistance granted by them to the Company or so long as the Corporation holds or continues to hold Debentures/ Shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any Guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint, from time to time, any person or persons as a Director or Directors, whole time or non whole time, (which Director or Directors, is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office

any person or persons so appointed and to appoint any person or persons in his or their place/s.

173. The Board of Directors of the Company shall have no power to remove the Nominee Director/s from its/their office/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation of Directors. The Company agrees that if the Board of Directors of the Company has constituted or proposes to constitute any management committee or other committee(s) it shall, if so required by the Corporation include the Nominee Director as a member of such management committee or other committee(s). Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.

174. The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds or continues to hold Debentures/Shares in the Company as a result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the guarantee is outstanding the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/Shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

Appointment of Alternate Directors

180. The Board may appoint an Alternate Director to act for a Director (hereinafter called "the Original Director") during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to that State. If the term of office of the original Director is determined before he so returns to that State, any provisions in the Act or in these Articles for the automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

Directors power to add to the Board

181. (a) Subject to the provisions of Section 260 of the Act, the Board shall have power, at any time and from time to time, to appoint any other qualified person to be an Additional Director, but so that the total number of Directors shall not, at any time, exceed the maximum strength fixed for the Board under the Article 169. Any such additional Director shall hold office only upto the next Annual General Meeting.

(b) Subject to the provisions of Sections 262, 264 and 284 of the Act, the Board shall have power, at any time and from time to time, to appoint any other qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.

Qualification of Directors

182. A Director shall not be required to hold any equity shares to qualify him to act as a Director of the Company.

Remuneration of Directors

183. (a) Subject to the provisions of Sections 198,309 and 310 of the Act, a Managing Director or Directors, who is in the whole time employment of the Company may be paid remuneration either by way of monthly payment or at specified percentage of the net profits of the Company or partly by one way and partly by the other.

(b) Subject to the provisions of the Act, a Director who is neither in the whole time employment nor a Managing Director may be paid remuneration either;

(i) by way of monthly, quarterly or annual payment with the approval of the Central Government; or

(ii) by way of Commission if the Company by a special resolution authorised such payment.

Special remuneration of director performing extra service

185. If any Director is called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as a member of any Committee/s formed by the Directors), the Board may arrange with such Director, for such special remuneration, for such extra services or special exertion or efforts either by a fixed sum or otherwise as may be determined by the Board and the said remuneration may be either in addition to or in substitution of his remuneration elsewhere specified in the Articles.

Retirement and rotation of Directors

195. At every Annual General Meeting of the Company, one third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one third shall retire from Office of Directors. The non retiring Directors, Ex Officio Directors/Nominee Directors and Debentures Directors, if any, shall not be subject to retirement under this clause and shall not be taken into account in determining the rotation of retirement or the number of Directors to retire.

Certain persons only to be appointed Managing / Wholetime Directors

205. The Company shall not appoint or employ, or continue the appointment or employment of a person as its Managing or Whole time Director who

(a) is an undischarged insolvent, or has at any time been adjudged an insolvent.

(b) suspends, or has at any time suspended, payment to his creditors, or makes, or has at any time made, a composition with them, or

(c) is or has at any time been convicted by a Court of an offence involving moral turpitude.

206. A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation and if he ceases to hold the office of Director, he shall ipso facto and immediately cease to be a Managing Director.

Proceedings and Powers of Board of Directors

Powers of Board in Meetings

214. A meeting of the Board, for the time being at which a quorum is present, shall be competent to exercise all or any of the authorities, powers, and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally.

Acts of Board or Committee valid notwithstanding informal defect in appointment

218. All acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director and had not vacated his office or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

Powers of the Board

220. The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid regulations, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. Provided that the Board shall not, except with the consent of the Company in General Meeting:-

(a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking;

(b) remit, or give time for the repayment of, any debt due by a Director;

(c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition of any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;

(d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose;

(e) Provided further that the powers specified in Section 292 of the Act shall subject to these Articles be exercised only at meetings of the Board, unless the same be delegated to the extent therein stated; or

(f) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Sections 349 and 350 of the Act during the three financial years immediately preceding whichever is greater.

Certain powers to be exercised by board only at meeting

221. The board of directors of the company shall exercise the following powers on behalf of the company and it shall do so only by means of resolution passed at meetings of the Board.

- (a) the power to make calls on shareholders in respect of money unpaid on their shares
- (b) the power to issue debentures;
- (c) the power to borrow money otherwise than on debenture ;
- (d) the power to invest the funds of the Company; and
- (e) the power to make loans.

Provided that the Board may by a resolution passed at a meeting, delegate to any committee of Directors, the Managing Director, if any, the manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the Branch office, the powers specified in clause (c), (d) and (e) of this Article to the extent specified in sub-sections (2), (3) and (4) respectively of Section 292 of the Act on such conditions as the Board may prescribe. In respect of dealings between the Company and its bankers the exercise by the Company of the power specified in clause (c) shall mean the arrangement made by the Company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day-to-day operation on overdraft, cash credit of other accounts by means of which the arrangement so made is actually availed of.

Dividends

Division of profits and dividends in proportion to amount paid up

232. The profits of the Company, subject to any special rights relating thereof created or authorised to be created by these Articles and subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid up or credited as paid up and to the period during the year for which the capital is paid up on the shares held by them respectively.

The Company in General Meeting may declare a dividend

233. The Company in General Meeting may declare dividends to be paid to Members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

Dividends only to be paid out of profits

234. No dividend shall be declared or paid otherwise by the Company for any financial year out of profits for the year arrived at after providing for depreciation in accordance with

the provisions of Section 205 of the Act except after the transfer to the reserves of the Company of such percentage of its profits for the year as may be prescribed or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both provided that :

(a) If the Company has not provided for depreciation for any previous financial year or years, it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;

(b) If the Company has incurred any loss in any previous financial year or years, the amount of loss or any amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the years for which the dividend is provided to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Sub section (2) of Section 205 of the Act or against both.

Provided further that, no dividend shall be declared or paid for any financial year out of the profits of the Company for the year arrived at after providing for depreciation as above, except after the transfer to the reserves of the Company of such percentage of its profits for that year as may be prescribed in accordance with Section 205 of the Act or such higher percentage of its profits as may be allowed in accordance with that Section.

Interim dividend

235. The Board may, from time to time, pay to the Members such interim dividend as in their judgment the position of the Company justifies.

Dividends in proportion to amount paid -up

237. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

238. The Board may retain dividends payable upon shares in respect of which any person is, under Article 89, entitled to become a Member, or which any person under that Article is entitled to transfer, until such person shall become a Member, in respect of such shares or share duly transfer the same.

No Member to receive Dividend while indebted to the Company and Company's rights of reimbursement thereof

240. No Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money be due or owing from him to the Company in respect of such share or shares or otherwise howsoever, either alone or jointly with any other person or persons, and the Board may deduct from the interest or dividend payable to any Member all sums of money so due from him to the Company.

Transfer of shares must be registered

241. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Provided, however, that where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered, the company shall:

(a) transfer the dividend in relation to such shares to the special account referred to in Section 205A unless the company is authorised by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and

(b) keep in abeyance in relation to such shares any offer of rights shares under clause (a) of sub section (1) of Section 81 and any issue of fully paid up bonus shares in pursuance of sub section (3) of section 205.

Unclaimed dividend

242. Any dividend which has not been claimed or the warrant in respect whereof has not been encashed within the period prescribed under Section 205A of the Act, shall be deposited in a special account as provided for in the said section 205A of the Act and the whole of the amount envisaged in clause (a) to (e) of sub-section (2) of section 205C of the Companies Act, 1956 remaining unpaid or unclaimed for a period of seven years from the date they become payable by a company have been credited to the Investor Education and Protection Fund as per Section 205C of the Act and subject to any amendments that may be made thereto from time to time.

No interest on dividend

243. No unpaid dividend shall bear interest as against the Company.

Dividend and call together

244. Any General Meeting declaring a dividend may, on the recommendation of the Directors, make a call on the Members of such amount as the meeting fixes but so that the call on each Member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the Member, be set off against the calls.

Capitalization

245. (a) The Company, in General Meeting, may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend for representing premium received on the issue of shares and standing to the credit of the Share Premium Account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same, if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares of debentures or debentures stock and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum, provided that a Share Premium Account and a Capital Redemption Reserve Account may, for the purposes of this Article only be

applied in the paying of any unissued shares to be issued to members of the Company as fully paid bonus shares.

- (b) A General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company, or in investments representing the same, or any other undistributed profit of the Company not subject to charge for income tax be distributed among the members on the footing that they receive the same as capital.
- (c) For the purpose of giving effect to any resolution under the preceding paragraphs of this Article the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that such cash payments shall be made to any members upon the footing of the value so fixed or that fraction of less value than Rs. 10/- may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient to the Board. Where requisite a proper contract shall be delivered to the Registrar for registration in accordance with Section 75 of the Companies Act, 1956, and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective.

Winding-up

Liquidator may divide assets in specie

264. The Liquidator on any winding up (whether voluntary, under supervision or compulsory) may, with the sanction of a Special Resolution, but subject to the rights attached to any preference share capital, divide among the contributories in specie any part of the assets of the Company and may with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit.

Indemnity and Responsibility

Indemnity

265. (a) Subject to Section 201 of the Act, every Director, Officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against all liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

- (b) Every officer, auditor and agent for the time being of the Company and every trustee for the time being acting in relation to any affairs of the company shall be indemnified and secured harmless out of the assets and the profits of the company against all action, cost, charges, losses, damages and expenses which any such officer, auditor, agent or trustee may incur or sustain by reason of any contract entered into or act or thing done, concurred in or omitted by him as such officer, auditor, agent or trustee or in any way in or about the discharge of his duties or supposed duties otherwise than in respect of any negligence, default, misfeasance, breach of duty or breach of trust of which he may be guilty in relation to his company.

- (c) The heirs, executors and administrators of every one of the aforesaid officer, auditor, agents and trustees shall be entitled to the benefits of the indemnities set forth in clause (a) and (b) of this Article.

Secrecy Clause

266. (a) Every Director, Manager, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant, or other person employed in the business of the Company shall, if so required by the Board, before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- (b) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process of any other matter, which may relate to the conduct of the business of opinion of Directors, it would be inexpedient in the interest of the Company to disclose.

SECTION X: OTHER INFORMATION

Material Contracts and Documents for Inspection

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company) which are or may be deemed material have been entered or to be entered into by the Company. These contracts, copies of which have been attached to the copy of the Draft Red Herring Prospectus, have been delivered to the Registrar of Companies, Maharashtra; for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company, from 10.00 a.m. to 4.00 p.m. on any working day from the date of the Draft Red Herring Prospectus until the date of closing of the Issue.

Material Contracts

1. Issue Agreement dated September 28, 2011 between our Company and Book Running Lead Managers to the Issue
2. Memorandum of Understanding dated July 2, 2011 signed between our Company and Bigshare Services Private Limited, Registrar to the Issue
3. Copy of the Tri-partite Agreement dated July 23, 2011 between NSDL, our Company and Bigshare Services Private Limited
4. Copy of the Tri-partite Agreement dated August 3, 2011 between CDSL, our Company and Bigshare Services Private Limited

Material Documents for Inspection

1. Memorandum and Articles of Association of TV Vision Limited as amended till date
2. Certificate of Incorporation
3. Resolution of our Board dated June 24, 2011 and our EOGM resolution dated July 1, 2011 for authorizing the Issue
4. Resolution approving the present terms of employment and remuneration between our Company and Managing Director as approved by our Board of Directors and Shareholders
5. Copy of Auditor's Report issued by Statutory Auditors of our Company regarding re-stated financials of our Company for the last 4 financial years for the period ended March 31, 2008, March 31, 2009, March 31, 2010 and March 31, 2011
6. Copy of Auditor's report on the pro forma condensed consolidated balance sheet as of March 31, 2011 and the related pro forma condensed consolidated profit and loss accounts for the year ended March 31, 2011
7. Copies of Annual Reports of our Company for the past 4 financial years for the period ended March 31, 2008, March 31, 2009, March 31, 2010 and March 31, 2011
8. Statement of Tax Benefits from Statutory Auditors of our Company

9. Consent of Auditors for the inclusion of their report on accounts in the form and context in which they appear in this Draft Red Herring Prospectus
10. Copy of Statutory Auditor's certificate, certifying that the funds were deployed for the same purpose for which they were raised.
11. Consents of Statutory Auditors, BRLMs, Registrar to the Issue, Legal Counsel to the Company, Directors of our Company, Company Secretary and Compliance Officer, as referred to act in their respective capacities and for inclusion of their names in this DRHP
12. Copy of Share Purchase Agreements dated July 1, 2011 between Sri Adhikari Brothers Television Network Limited and our Company
13. Copies of loan documents in respect of which loans are to be repaid out of Net Proceeds.
14. Applications dated June 23, 2011 to lenders of our Company viz. Union Bank of India and Indian Overseas Bank in respect of no-objection certificates for the proposed public issue and change in capital structure of our Company.
15. Copy of letter dated [●] received from CARE awarding IPO Grading to our Company.
16. Copies of letter addressed to BSE and NSE regarding in-principle approval for listing
17. In-principle listing approval dated [●] and [●] from BSE and NSE respectively
18. A copy of the SEBI Final observation letter no [●] dated [●] received from SEBI, Mumbai in respect of the Public Issue of TV Vision Limited.
19. Due Diligence Certificate dated September 28, 2011 to SEBI from Almondz Global Securities Limited and IDBI Capital Market Services Limited

DECLARATION

All the relevant provisions of the Companies Act, 1956, and the guidelines issued by the Government of India or the regulations/guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made thereunder or regulations issued, as the case may be. We hereby certify that all statements in this Draft Red Herring Prospectus are true and correct.


SIGNED BY ALL THE DIRECTORS OF TV VISION LIMITED



Markand Adhikari
Managing Director



Gautam Adhikari
Chairman and Non Executive Non
Independent Director



Arunkumar Khakhar
Non Executive Independent Director



Prasannakumar Gawde
Non Executive Independent Director

SIGNED BY



Anand Shroff
Vice President-Finance & Accounts

Date: September 28, 2011
Place: Mumbai, Maharashtra

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