

**NOTICE**

NOTICE is hereby given that the **4th Annual General Meeting** of the members of **TV Vision Limited** (formerly known as **TV Vision Private Limited**) will be held on Friday, the 23rd day of September, 2011 at the Registered Office of the Company at 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai 400053 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2011 and Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gautam Adhiikari, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 163 and all other applicable provisions, if any of the Companies Act, 1956 (the 'Act'), (including any statutory modifications or any amendment or any substitution or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for keeping the records of the Company, viz. (i) Register and Index of Members prepared under Section 150 and 151 of the Act and (ii) copies of Annual Returns prepared under Section 159 of the Act together with copies of certificates and documents required to be annexed thereto under Section 161 of the said Act at the premises of Company's Registrar and Share Transfer Agents viz. M/s. Bigshare Services Private Limited having its office at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 or at any other place of office of Registrar and Share Transfer Agents.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as many be necessary, proper and expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provision of section 31 and all other applicable provisions, if any of the Companies Act, 1956 (including any statutory modifications or any amendment or any substitution or re-enactment thereof for the time being in force), Articles of Association of the Company be and are hereby amended by substitution of the existing Article No. 64 with the following Article No. 64:

64. Application of proceeds of sale:

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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

By Order of the Board of Directors



Gautam Adhikari
Chairman

Place: Mumbai
Date: 8th August, 2011

Regd. Office:
4th Floor, Adhikari Chambers,
Oberoi Complex,
New Link Road, Andheri (West),
Mumbai 400053

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
3. Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 relating to the special business to be transacted at the Meeting is annexed hereto.
4. Corporate members are requested to send duly certified copy of the Board resolution pursuant to section 187 of the Companies Act, 1956 authorising their representative to attend and vote at the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No. 4:**

The Board of Directors of Company at its meeting held on 8th August, 2011 approved the proposal for keeping the records of the Company, viz. (i) Register and Index of Members prepared under Section 150 and 151 of the Act and (ii) copies of Annual Returns prepared under Section 159 of the Act together with copies of certificates and documents required to be annexed thereto under Section 161 of the said Act at the premises of Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited having its office at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 or at any other place of office of Registrar and Share Transfer Agents.

The proposed resolution is enabling resolution in terms of provisions of Section 163(1) of the Act, approval of the members by special resolution is required for keeping the above referred records at a place other than the registered office of the Company and a copy of the proposed Special Resolution will be sent in advance to Registrar of Companies, Maharashtra, Mumbai.

Your Directors recommend the Special Resolution as set out at item no. 4 of the notice for your approval.

None of the Directors of the Company is concerned or interested in this resolution.



TV VISION LTD.

A SRI ADHIKARI BROTHERS ENTERPRISE

Item No. 5

The contents of Article No. 64 of the Articles of Association of the Company have been repeated erroneously under the heading "Application of proceeds of Sale", and thus Article No. 64 is required to be corrected by substituting with the paragraph as proposed in the resolution.


In terms of Section 31 of the Companies Act, 1956, the consent of the members by way of Special Resolution is required for any alteration or amendment in the Articles of Association of the Company.

Your Directors recommend the resolution as set out at item No. 5 of notice for your approval.

None of the Directors of the Company is concerned or interested in this resolution.

A copy of altered Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting.

By Order of the Board of Directors


Gautam Adhikari
Chairman

Place: Mumbai

Date: 8th August, 2011

Regd. Office:

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

**DIRECTORS' REPORT**

To,

The Members,

Your Directors present the 4th Annual Report together with the Audited Statements Accounts of the Company for the financial year ended 31st March, 2011.

Financial Results:

(Rs. in Lakhs)

Particulars	For the year ended 31.03.2011
Sales & Other Income	1643.96
Less: Expenses	3376.45
Profit / loss before tax	(1732.49)
Less: Provision for:	
Current Tax	-
Add/(Less): Deferred Tax	(534.71)
Profit(Loss) after tax	(1197.78)
Balances brought forward from previous year	-
Balances carried to Balance sheet	(1197.78)

The Company has commenced its commercial operations from September, 2010. Being the first year of operations, it has registered a net loss of Rs.1197.78 Lakhs.

Conversion into Public Limited Company:

The status of the Company has been converted into Public Limited Company from Private Company pursuant to the Special Resolution passed by the members of the Company in their Extra Ordinary General Meeting held on 13th June, 2011. The Fresh Certificate of Incorporation upon the conversion of the Company from private limited to public limited and consequently change in the name of the Company is issued by the Registrar of Companies, Maharashtra, Mumbai on 23rd June 2011.



TV VISION LTD.

A SRI ADHIKARI BROTHERS ENTERPRISE

Launch of Television Channel "Mastiii":

We take pleasure in informing you that the Company has successfully launched a 24 hours music & comedy channel "Mastiii" in the month of July 2010. "Mastiii" has created history as being acknowledged as the fastest growing channel in the music segment and has attained leadership position in the category csm15+ across Hindi speaking markets. The channel has recorded one of the fastest growths to the leadership position in the history of Indian Broadcasting in recent times. "Mastiii" continues to grow from strength to strength.

Dividend:

In view of loss occurred during the year, your Directors do not recommend any dividend for the year under review.

Directors:

The Board appointed Mr. Arunkumar Khakhar and Mr. Prasannakumar Gawde as Additional Directors of the Company w.e.f. 14th May, 2011 and members of the Company approved their appointment as Independent Directors, liable to retire by rotation in terms of the provisions of the Companies Act, 1956 at the Extra Ordinary General Meeting held on 1st July, 2011.

As per the provisions of Articles of Association Mr. Gautam Adhikari will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment and your Board recommends his re-appointment for your approval.

Changes in Share Capital:

During the period under review, the authorized share capital was increased to Rs. 550,000,000/- (Rupees Fifty Five Crores Only) divided into 55,000,000 (Five Crores Fifty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each.

The issued, subscribed and paid up share capital was increased to Rs: 263,750,000/- (Twenty Six Crores Thirty Seven Lakhs Fifty Thousand Only) divided into 26,375,000 (Two Crores Sixty Three Lakhs Seventy Five Thousand) Equity shares of Rs.10/- (Rupees Ten Only) each.

**Director's Responsibility Statement:**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors of your company confirm the following:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same.
- b) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2011 and loss of the Company for the year ended on that date.
- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) That they have prepared the Statement of Accounts for the year ended 31st March 2011 on a going concern basis.

Auditors:

M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai, the Statutory Auditors of the Company holds office upto the conclusion of the ensuing Annual General Meeting. The Company has received a letter from them to the effect that their re- appointment, if made would be in conformity with the limits prescribed under Section 224 (1B) of the Companies Act, 1956. Your Board of Directors recommends the re-appointment of M/s. A. R. Sodha & Co., Chartered Accountants, as Statutory Auditors.

Auditors' Qualification:

In respect to Auditors' remarks in their report for payment of statutory dues, your Directors state that the Company has subsequently made the payment of statutory dues. Other remarks in the Auditors' Report are self explanatory.

Public Deposits:

The Company has not accepted deposits from the public during the year ended on 31st March 2011, within the meaning of Section 58A of the Companies Act, 1956.

**Constitution of Audit Committee:**

Pursuant to the provisions of section 292A of the Companies Act, 1956, the Company has constituted an Audit Committee comprising of the following Directors w.e.f. 1st July, 2011:

1. Mr. Prasannakumar Gawde - Chairman
2. Mr. Arunkumar Khakhar - Member
3. Mr. Gautam Adhikari - Member

Mr. Prasannakumar Gawde is a Chairman of the Committee.

Subsidiary Companies:

In order to consolidate its broadcasting business, the Company has acquired the 100% stake in companies namely viz., MPCR Broadcasting Service Private Limited (MPCR), UBJ Broadcasting Private Limited (UBJ) and HHP Broadcasting Services Private Limited (HHP) on 1st August, 2011 pursuant to a Share Purchase Agreement entered into with Sri Adhikari Brothers Television Network Limited, the holding Company on 1st July, 2011.

Accordingly, MPCR, UBJ and HHP have become the wholly owned subsidiary Companies of the Company w.e.f 1st August, 2011.

Particulars of Employees:

As per the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employee) Rules, 1975, as amended, no employees were in receipt of remuneration exceeding the limits as prescribed under that section and hence your Directors has nothing to report in this regard.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo:

Your Directors have nothing to report regarding conservation of energy and technology absorption as well as foreign earnings and outgo as per the terms of requirements of clause (e) of Sub-section (1) of section 217 of the Companies Act, 1956.

The Company has not carried out any specific research activity and so no benefit has been derived from it.



TV VISION LTD.

A SRI ADHIKARI BROTHERS ENTERPRISE

Appreciation:

The Directors acknowledge with gratitude and wishes to place on record, their deep appreciation of the continued support and co-operation received by the Company from the various artists, Government authorities, shareholders, bankers, business associates, customers and financial institutions during the year.

The Directors place on record their deep appreciation of the dedication and commitment of your Company's employees at all levels and look forward to their continued support in the future as well.

For and on behalf of the Board of Directors

Gautam Adhikari
Chairman

Place: Mumbai

Date: 8th August, 2011



AUDITOR'S REPORT

To,
The Members
TV Vision Private Limited

We have audited the attached Balance Sheet of **TV Vision Private Limited** as at 31st March 2011 and also the Profit & loss account, Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

As required by the Companies (Auditor's Report) Order, 2003 as amended issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the Paragraph 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

- a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
- b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet and cash flow statement dealt with by this report is in agreement with the books of accounts;
- d) In our opinion, the Balance Sheet and cash flow statement dealt with by this report is in compliance with the Accounting standard referred to in Section 211 (3C) of the Companies Act, 1956;
- e) On the basis of written representations received from the Directors, as on 31st March, 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2011 from being appointed as a Director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;



- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes thereon, give the information required by the Companies Act, 1956 in the manner so required and gives true and fair view in conformity with the accounting principles generally accepted in India
- i. In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2011
 - ii. In the case of Profit and Loss Account, of the loss for the year ended on that date and.
 - iii. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For A. R. SODHA & Co.

Chartered Accountant

FRN/110324/W

A R Sodha
A R Sodha
(Partner)
M. No 31878



Place: Mumbai

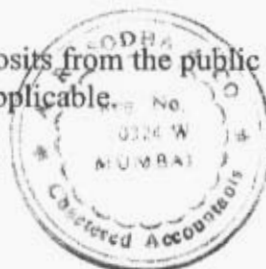
Date: 9th June, 2011

ANNEXURE TO AUDITORS'S REPORT

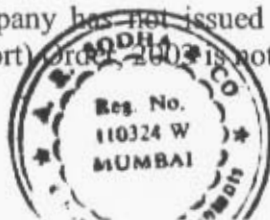
Referred to in Paragraph 3 of Our Report of even date,

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1. a. The Company has generally maintained proper records of fixed assets showing full particulars including quantitative details and situation of fixed assets.
b. Fixed Assets and Tapes in which Intangible assets comprising of Business and Commercial rights is stored have been physically verified by the management at reasonable intervals and no material discrepancy was noticed on such verification.
c. During the year the company has not disposed off substantial part of its fixed asset.
2. The company is not having inventory of material amount at any time during the year hence the matters specified in Clause 4(ii) of Companies (Auditor's Report) order, 2003 has not been reported.
3. a. According to the information and explanation given to us and on the basis of records furnished before us, company has not granted any loans to parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, clause 4(iii) (a), (b), (c) & (d) of Companies (Auditor's Report) Order, 2003 are not applicable.
b. According to the information and explanation given to us and on the basis of records furnished before us, company has availed interest free unsecured loan from Holding Company and two directors. The maximum amount involved is Rs1514.34 lacs & yearend balance of the loan is Rs.994.73lacs
c. According to the information and explanation given to us the rate of interest and other terms and condition are prima facie not prejudicial to the interest of the company.
d. According to the information and explanation given to us these loans are repayable on demand, we cannot comment on regularity of payment of principal.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and sale of services. Neither we have come across nor have we been informed of any continuing failure to correct major weakness in the internal control.
5. a. In our opinion and according to the information and explanation given to us, the particulars of contract or arrangements that were required to be entered in the register maintained under Section 301 of the Companies Act 1956 have been so entered in the said register.
b. In respect of transactions entered exceeding the value of five lacs in the register maintained in pursuance of Section 301 of the Companies Act 1956, according to information and explanation given to us, the transactions made pursuance of such contracts or arrangements have been made at prices which are *prima-facie* reasonable having regard to prevailing market prices at the relevant time.
6. The company has not accepted any deposits from the public hence Clause 4(vi) of the Companies (Auditor's Report) Order, 2003 is not applicable.



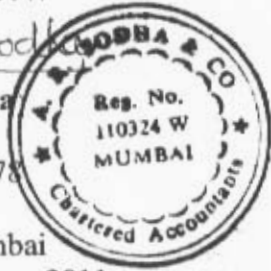
7. According to information & explanation given to us by the management, we are of the opinion that the Internal Audit system is commensurate with the size of the company and the nature of the business.
8. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 in respect of the products/services dealt with by the company.
9. a. The company is generally regular in depositing statutory dues including Custom Duty, Income tax, Provident Fund, Employee State Insurance, Professional tax, cess and other statutory dues except *delays in payment of Tax Deducted at Source*.
b. According to information and explanation given to us and records examined by us no undisputed statutory dues including Custom Duty, Service Tax, Income tax, Provident Fund, Employee State Insurance, Professional tax, cess is outstanding as at 31st March for more than six months from the date they become payable.
c. According to the information and explanation given to us, there are no dues relating to Income tax, Sales tax, Wealth tax, Service tax, Custom Duty, Excise Duty, Cess or any other statutory dues which have not been deposited on account of dispute
10. The company has been registered for a period of less than five years; accordingly clause 4(x) of Companies (Auditor's Report) Order, 2003 is not applicable.
11. In Our opinion and according to information and explanation given to us and records furnished to us for verification, the company has delayed *in payment of interest & principle to bank amounting to Rs.196.78 lacs by 5 to 30days*
12. According to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly clause 4(xii) Companies (Auditor's Report) Order, 2003 is not applicable.
13. In our opinion, the company is not chit fund, nidhi, mutual fund and societies. Accordingly clause 4(xiii) of Companies (Auditor's Report) Order, 2003 is not applicable.
14. The Company is not dealing or trading in Shares and Securities. Accordingly Clause 4(xiv) Companies (Auditor's Report) Order, 2003 is not applicable.
15. According to the information and explanation given to us and records of the Company examined by us, the company has given corporate guarantee for loans taken by fellow subsidiary, the terms and conditions whereof in our opinion are prima facie not prejudicial to the interest of the company.
16. According to information and explanation given to us and records examined by us, company has applied the term loan for the purpose for which they were raised.
17. According to the information and explanations given to us and overall examination of records furnished before us funds raised on short term basis have not been prima facie been used for the long term investment.
18. During the year, the company has not made preferential allotment of shares to Parties covered in the Register maintained under Sec 301 of the Companies Act, 1956. Accordingly Clause 4(xviii) of Companies (Auditor's Report) Order, 2003 is not applicable.
19. During the year, the Company has not issued any debentures. Accordingly Clause 4(xix) of Companies (Auditor's Report) Order, 2003 is not applicable.



20. The company has not raised any money by public issue during the year under audit. Accordingly Clause 4(xx) of Companies (Auditor's Report) Order, 2003 is not applicable.
21. During the course of our examination of the books and records of the company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the company noticed or reported during the period nor we have been informed of such instances by the management.

For A. R. SODHA & Co.
Chartered Accountant
FRN 110324W

A.R. Sodha
A. R. Sodha
(Partner)
M. No 31878



Place: Mumbai
Date: 9th June, 2011



TV VISION PVT.LTD

Regd. Office : 6th Floor, Adhikari Chambers, Oberoi complex, New Link Road, Mumbai - 400 053

BALANCE SHEET AS AT 31.03.2011

	Schedule	AS AT 31.03.2011 (Rupees)	AS AT 31.03.2010 (Rupees)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	200,000,000	100,000,000
Share Application Money		-	24,330,000
		<u>200,000,000</u>	<u>124,330,000</u>
Loan Funds			
Secured Loan	2	302,159,640	160,075,193
Unsecured Loan	3	99,473,088	92,000
		<u>401,632,728</u>	<u>160,167,193</u>
Deferred Tax Liability		<u>6,134,713</u>	-
TOTAL		<u><u>607,767,442</u></u>	<u><u>284,497,193</u></u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	4	270,872,742	100,180,679
Less : Depreciation		40,944,652	-
Net Block		<u>229,928,090</u>	<u>100,180,679</u>
Capital WIP & Capital Advance		<u>5,800,472</u>	-
		<u>235,728,562</u>	<u>100,180,679</u>
Current Assets, Loans & Advances			
Inventories	5	-	9,421,372
Sundry Debtors		91,249,842	-
Cash & Bank Balances		11,263,681	532,061
Loans, Advances & Deposit		<u>137,727,650</u>	<u>165,709,223</u>
		<u>240,241,173</u>	<u>175,662,656</u>
Less : Current Liabilities & Provisions			
Current Liabilities	6	40,917,200	8,539,366
Provisions		6,668,839	-
		<u>47,586,039</u>	<u>8,539,366</u>
Net Current Assets		<u>192,655,134</u>	<u>167,123,290</u>
Pre-Operative Expenses		-	16,286,025
Profit & Loss Account		<u>119,778,132</u>	-
Deferred Tax Assets		<u>59,605,615</u>	-
Miscellaneous Expenditure			
(To the extent not written off or adjusted)	7	-	907,200
TOTAL		<u><u>607,767,442</u></u>	<u><u>284,497,194</u></u>
Notes To Accounts	15		
The Schedules referred to above and notes attached thereto form an integral part of the Balance Sheet.			

As per our report of even date

For and on behalf of the Board

For A. R. Sodha & Co. **SODHA & CO**
Chartered Accountants

FRN NO:110324W

A.R. Sodha

A.R.Sodha
Partner

M.No.31878

Mumbai, 9th June, 2011



Gautam Adhikari
Gautam Adhikari
Director

Markand Adhikari
Markand Adhikari
Director

Mumbai, 9th June, 2011



TV VISION PVT.LTD

Regd. Office : 6th Floor, Adhikari Chambers, Oberoi complex, New Link Road, Mumbai - 400 053

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2011

	Schedule	Period Ended 31.03.2011 (Rupees)	Period Ended 31.03.2010 (Rupees)
INCOME			
Sales		164,261,290	-
Other Income	8	134,958	-
		<u>164,396,248</u>	-
EXPENDITURE			
Direct Expenses	9	31,976,198	-
Administration Expenses	10	32,409,710	-
Selling & Distribution Expenses	11	192,442,150	-
Miscellaneous Expenditure W/off	7	1,152,765	-
		<u>257,980,823</u>	-
PROFIT/(LOSS) BEFORE FINANCE CHARGES, DEPRECIATION & TAX			
		(93,584,575)	-
Finance Charges	12	38,719,806	-
PROFIT/(LOSS) BEFORE DEPRECIATION & TAX			
		(132,304,381)	-
Depreciation/Amortisation	4	40,944,652	-
PROFIT/(LOSS) BEFORE TAX			
		(173,249,033)	-
Provision for Taxation:			
Current Tax		-	-
Deferred Tax		(53,470,902)	-
PROFIT/(LOSS) AFTER TAX			
		(119,778,132)	-
Profit/(Loss) brought from Previous Year		-	-
Balance Carried To Balance Sheet		<u>(119,778,132)</u>	-
Earnings per shares		(8.10)	-

Notes To Accounts

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The Schedules referred to above and notes attached thereto form an integral part of the Balance Sheet.

As per our report of even date

For & on behalf of the Board

For A. R. Sodha & Co
Chartered Accountants

FRN No.110324B

A.R.Sodha
Partner

Partner

M.No.31878

Mumbai, 9th June, 2011



Gautam Adhikari
Director

Markand Adhikari
Director

Mumbai, 9th June, 2011

TV VISION PVT.LTD

CASH FLOW STATEMENT ANNEXED TO THE FINANCIAL STATEMENT AS AT 31ST MARCH 2011

(Amount in Rupees)

A	CASH FLOW FROM OPERATING ACTIVITIES	FOR THE YEAR ENDED 31.03.2011	FOR THE YEAR ENDED 31.03.2010
	Net Profit / (Loss) before Tax and Extraordinary Items	(173,249,033)	-
	Adjustments for		
	Depreciation	40,944,652	
	Pre operative expenses incurred in last year	3,564,380	
	Dividend Received	(134,958)	
	Interest on Loan Funds	35,154,454	
	Preliminary / Share Issue Expenses written off	1,152,765	
	Operating profit before working capital changes	(92,567,740)	-
	Adjustments for :		
	(Increase)/Decrease in Loans & Advances Deposits	30,454,358	(165,684,223)
	(Increase)/Decrease in Inventories	-	(9,421,372)
	(Increase)/Decrease in Debtors	(91,249,842)	
	Increase/(Decrease) in Trade payable and provisions	39,046,671	8,521,597
	Cash generated from operations	(114,316,553)	(166,583,998)
	Direct taxes paid	(2,472,785)	-
	Cash flow before prior period items	(116,789,338)	(166,583,998)
	Prior period items	-	-
	Net cash from operating activities	(116,789,338)	(166,583,998)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of/advance for Fixed Assets	(158,595,668)	(100,180,679)
	Investment done in Money Manager Fund	(20,000,000)	
	Redemption of Money Manager Fund	20,000,000	
	Dividend Received	134,958	
	Net cash from investing activities	(158,460,710)	(100,180,679)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Term Loan from Bank Taken	139,924,807	160,075,193
	Repayment of Term Loan	(1,500,000)	
	Unsecured Loan taken	324,919,088	
	Repayment of Unsecured Loan	(225,538,000)	
	Interest on Loan Funds	(27,248,663)	
	Proceeds from Issue of Shares	75,670,000	99,900,000
	Share Application Money Received	-	24,330,000
	Preliminary Expenses incurred	(245,565)	(901,900)
	Pre-Operative Expenses Incurred	-	(16,254,335)
	Net cash used in financing activities	285,981,667	267,148,958
	Net decrease in cash and cash equivalents (A+B+C)	10,731,619	384,281
	Opening balance of cash and cash equivalents	532,061	147,780
	Closing balance of cash and cash equivalents	11,263,681	532,061

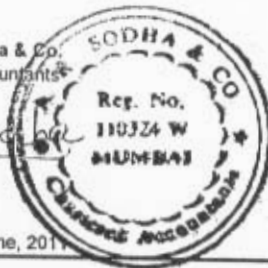
- Notes:
- 1 This is being the first year of applicability of Accounting Standard 3 - Cash Flow Statements hence comparative figures of previous year figure is not provided.
 - 2 The Cash Flow Statement has been prepared as per Indirect Method.
 - 3 Cash & cash equivalent represent cash & bank balance (including fixed deposit with bank).

As per our report of even date

For & on behalf of the Board

For A. R. Sodha & Co.
Chartered Accountants

A. R. Sodha
Partner
M.No.31878
Mumbai, 9th June, 2011



Gautam Adhikari
Director

Markand Adhikari
Director

Mumbai, 9th June, 2011

TV VISION PVT.LTD

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

	AS AT 31.03.2011 (Rupees)	AS AT 31.03.2010 (Rupees)
SCHEDULE 1		
SHARE CAPITAL		
Authorised		
20,000,000 (P.Y.13,500,000) Equity shares of Rs.10/- each.	<u>200,000,000</u>	135,000,000
Issued, Subscribed & Paid-up		
20,000,000(P.Y.10,000,000)Equity shares of Rs.10/- each,fully paid up	<u>200,000,000</u>	100,000,000
	<u>200,000,000</u>	100,000,000
SCHEDULE 2		
SECURED LOANS		
Term Loan	298,500,000	160,000,000
Interest accrued and due	3,659,640	75,193
(Secured against Negative lien on programme library acquired/to be acquired,present & future receivables and other current assets of the company)		
<i>[Installment due within a year Rs.18,000,000 (P.Y Rs.1,600,000)]</i>		
	<u>302,159,640</u>	160,075,193
SCHEDULE 3		
UNSECURED LOANS		
From Parent Company	95,020,088	92,000
From Director	4,453,000	-
	<u>99,473,088</u>	92,000



TV VISION PVT.LTD

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

SCHEDULE 4 FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		(Amount in Rupees)	
	As at 01.04.2010	Additions	Deductions	As at 31.03.2011	As at 01.04.2010	For the Year Ended 31.03.2011	As at 31.03.2011	As at 31.03.2011	As at 31.03.2011	As at 31.03.2010	
Business & Commercial Rights	95,000,000	57,191,758	-	152,191,758	-	30,438,352	-	30,438,352	121,753,406	95,000,000	
Channel Development Cost	5,180,679	97,965,920	-	103,146,599	-	6,016,885	-	6,016,885	97,129,714	5,180,679	
Computer	-	213,502	-	213,502	-	21,809	-	21,809	191,693	-	
Computer Software	-	700,000	-	700,000	-	158,591	-	158,591	541,409	-	
Motor Car	-	680,007	-	680,007	-	49,026	-	49,026	630,981	-	
Plant & Machinery	-	6,721,780	-	6,721,780	-	112,456	-	112,456	6,609,324	-	
Improvement to Lease Assets	-	3,136,914	-	3,136,914	-	65,352	-	65,352	3,071,562	-	
Decoder	-	4,082,182	-	4,082,182	-	4,082,182	-	4,082,182	-	-	
TOTAL	100,180,679	170,692,063	-	270,872,742	-	40,944,652	-	40,944,652	229,928,090	100,180,679	
Capital WIP & Capital Advance	-	5,800,472	-	5,800,472	-	-	-	-	5,800,472	-	
Previous Year	-	100,180,679	-	100,180,679	-	-	-	-	100,180,679	-	



TV VISION PVT.LTD

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

	AS AT 31.03.2011 (Rupees)	AS AT 31.03.2010 (Rupees)
SCHEDULE 5		
CURRENT ASSETS, LOANS & ADVANCES		
Inventories		
Programme Episodes	-	9,421,372
Sundry Debtors		
<i>(Unsecured Considered good)</i>		
Outstanding for more than six months	-	-
Other debts	91,249,842	-
	91,249,842	-
Cash & Bank Balances		
Cash on Hand	81,600	105,943
<i>Balance with Scheduled Banks in</i>		
Current Accounts	11,182,081	426,118
	11,263,681	532,061
Loans, Advances & Deposits		
<i>(Unsecured, Considered good)</i>		
Deposit	101,853,000	160,025,000
Prepaid Expenses	10,133,523	-
Other Advances & Receivables recoverable in cash or kind	25,741,127	5,684,223
	137,727,650	165,709,223
SCHEDULE 6		
CURRENT LIABILITIES & PROVISIONS		
Current Liabilities		
Sundry Creditors & Other Liability	40,917,200	8,539,366
<i>(Amount payable Rs.591,524 under same mangement)</i>		
<i>[For dues to Micro, Small and Medium Enterprise refer Note No.13 of Notes to Accounts]</i>		
	40,917,200	8,539,366
Provisions:		
For Expenses	6,668,839	-
	6,668,839	-
SCHEDULE 7		
MISCELLANEOUS EXPENDITURE		
<i>(To the extent not written off or adjusted)</i>		
Preliminary Expenses & Share Issue Expenses		
Opening Balance	907,200	5,300
Add: Addition During the year	245,565	901,900
Less : Written off during the year	1,152,765	-
	-	907,200



TV VISION PVT.LTD

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

SCHEDULES TO ACCOUNTS	For the Year ended 31.03.2011 (Rupees)	For the Year ended 31.03.2010 (Rupees)
SCHEDULE 8		
OTHER INCOME		
Miscellaneous Income	134,958	-
	134,958	-
SCHEDULE 9		
DIRECT EXPENSES		
Song Acquisition Cost	22,616,536	-
Bandwidth Charges	2,895,750	-
NOCC & WPC Charges	163,912	-
Playout Charges	4,200,000	-
Uplinking Charges	2,100,000	-
	31,976,198	-
SCHEDULE 10		
ADMINISTRATIVE EXPENSES		
Salaries, Allowances etc.	11,024,898	-
Contribution To Provident Fund & Others Fund	337,522	-
Staff Welfare Expenses	221,012	-
Electricity Charges	494,260	-
Communication Expenses	490,061	-
Web Development Charges	1,105,428	-
Rent, Rates & Taxes	300,464	-
Repairs & Maintenance	196,163	-
Traveling & Conveyance	1,488,637	-
Legal & Professional Charges	10,578,648	-
Printing & Stationery	315,765	-
Membership & Subscription	1,197,767	-
General Expenses	4,404,216	-
Audit Fees	253,800	-
Sundry Debit Balance w/off	1,069	-
	32,409,710	-
SCHEDULE 11		
SELLING & DISTRIBUTION EXPENSES		
Business Promotion Expenses	460,362	-
Advertising & Marketing Expenses	6,242,089	-
Commission on Sales	22,534,883	-
Distribution Expenses	163,204,816	-
	192,442,150	-
SCHEDULE 12		
FINANCE CHARGES		
Bank Interest	35,154,454	-
Others	3,565,352	-
	38,719,806	-



TV VISION PRIVATE LIMITED

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENT

SCHEDULE - 13

ACCOUNTING POLICIES & NOTES TO ACCOUNTS

1. BACKGROUND

The company was incorporated in July, 2007. The company has launched 24 hours Music & Entertainment Television Channel "Mastiii" and has begun its 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 relate to development of channel are classified as Channel Development 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's are 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) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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.

3. NOTES TO ACCOUNTS

a) Issue of Shares

During the year under consideration company has issued 1,00,00,000 equity shares of Rs.10 each at par to Holding Company

b) Change in Accounting Policy

During the year company has changed its accounting policy w. r. t. Production cost of programmes to classify it as Intangible Assets and amortized over a period of 5 years instead of classifying it as Inventory and charge to profit and loss account on first telecast basis. The management is of the view that these programmes are not held to sell in the ordinary course of business but it is held for generating Free Commercial Time. Had the same accounting policy would have been followed loss for the year would have been higher by Rs.4,57,53,406/- and Intangible Assets would have been lower by Rs.4,57,53,406/-, Capital Working Progress would have been lower by Rs.32,17,747/- and Current Assets would have been Higher by Rs.32,17,747/-

c) 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

d) Additional Information Pursuant To The Provisions Of Paragraphs 3, 4c & 4d Of Part II Of Schedule VI To The Companies Act, 1956.

Payment to Auditors - (excluding Service Tax)

Particulars	31-3-2011	31-03-2010
Audit Fees	1,60,000/-	25,000/-
Tax Audit Fees	40,000/-	-
Other Charges	21,000/-	-



e) Related Party Disclosures :

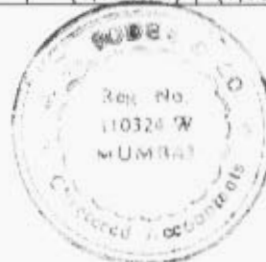
(i) List of Related Parties & Relationship Where Control Exist or where transaction have taken place:

NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
Sri Adhikari Brothers Television Network Ltd.	Holding Company
HHP Broadcasting Services Private Limited	Fellow Subsidiary
UBJ Broadcasting Private Limited	Fellow Subsidiary
MPCR Broadcasting Services Private Limited	Fellow Subsidiary
Westwind Realtors Private Limited	Fellow Subsidiary
Key Management Personnel	
Gautam Adhikari	Director
Markand Adhikari	Director
Others	
SAB & View Entertainment	Joint Venture of Holding Company
Cinema Today Pvt Ltd	Directors having Substantial Interest
Sri Adhikari Brothers Assets Holding Pvt Ltd	Directors having Substantial Interest
Mastiiidotcom Entertainment Pvt Ltd	Directors having Substantial Interest
Regional Broadcasters Pvt Ltd	Directors having Substantial Interest
Dream Merchant Cinema Pvt Ltd	Directors having Substantial Interest
Infra Projects Vision Pvt Ltd	Directors having Substantial Interest
Kartavyaa Publication Pvt Ltd	Directors having Substantial Interest
Urvee Adhikari Creation	Relative of Director

(ii) Transactions with Related Parties:

(Rs. in Lacs)

Transactions	Holding & Fellow Subsidiary	KMP	Others	Total
Reimbursement of Expenses	12.49 (-)	- (-)	11.05 (-)	23.54 (-)
Services Aailed	- (-)	0.65 (-)	3.50 (-)	4.15 (-)
Capital Contribution	1,000.00 1,000.00	- (-)	- (-)	1,000.00 1,000.00
Advance/Loan/Deposit Taken	2,758.37 (-)	666.35 (0.92)	- (-)	3424.72 (0.92)
Advance/Loan/Deposit Given	- (-)	5.00 (-)	- (-)	5.00 (-)
Outstanding in Current Liability	5.91 (-)	0.65 (-)	12.30 (-)	18.86 (-)
Outstanding in Current Assets	- (-)	5.00 (-)	- (-)	5.00 (-)
Outstanding balance included in Unsecured Loan	950.20 (-)	44.53 (0.92)	- (-)	994.73 (0.92)
Collateral Security and Corporate Guarantee Given for Loan Taken	3,021.60 (1,600.75)	3,021.60 (1,600.75)	- (-)	



f) **Segment Reporting**

The Company is operating in Single Primary Business Segment i.e. Broadcasting of Television Channel. Accordingly no Segment Reporting as per Accounting Standard-17 has been reported.

g) **Earnings Per Share**

Particulars	31 st March 2011
Profit / (Loss) after Tax (Rupees)	(119,778,132)
Weighted average Number of Shares outstanding during the year (Face Value Rs.10 per share)	14,784,932
Loss Per share (Rupees)	(8.10)

h) **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 as at 31st March 2011 are as follows.

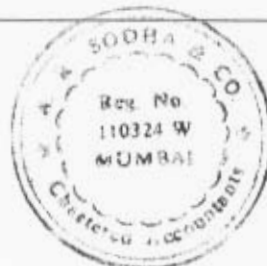
Deferred Tax Liability :	As at 31 March 2011
Depreciation	6,542,264
Leave Encashment, Gratuity and Miscellaneous Exp	4,07,551
Net Deferred Tax Liability	6,134,713
Deferred Tax Asset :	
Unabsorbed Depreciation	19,194,162
Business Loss	40,411,453
Total Deferred Tax Asset	59,605,615
Deferred Tax Charged to Profit and Loss a/c.	(53,470,902)

i) **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

Particulars	31 st March 2011
Employers Contribution to Provident Fund	4,53,225/-



Defined Benefits Plan

Employees gratuity fund scheme managed 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 recognizes 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.

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	2,43,096	2,71,975
Interest Cost	-	-
Actuarial (gain)/loss	(51,778)	(66,568)
Benefits Paid	-	-
Defined Benefit obligation at year end	1,91,318	2,05,407
(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	1,91,318	2,05,407
Amount recognized in Balance Sheet	1,91,318	2,05,407
(C) Expenses recognized during the year (under head "Employment Cost")		
Current Service Cost	2,43,096	2,71,975
Interest Cost	-	-
Actuarial(gain)/loss	(51,778)	(66,568)
Net Cost	1,91,318	2,05,407
(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%	

j) Capital Commitments

Outstanding Capital commitment (net of Advance) is Rs.24,56,850/-

k) Contingent Liabilities

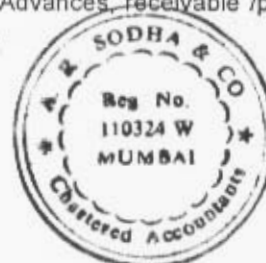
There is no contingent liability as on Balance Sheet date

l) Events Occurring After Balance Sheet Date

To the best of knowledge of the management, there are no 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 Balance Sheet Date that requires adjustment to the Assets or Liabilities of the Company except to the extent stated otherwise.

m) 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.



n) 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

- o) Figures of previous year have been regrouped, rearranged and recast wherever considered necessary. This being the 1st Year of operation comparative figures for profit and loss account is not available.

As per our report of even date

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

A R Sodha

A R Sodha
Partner

M. No 31878

Mumbai : 9th June, 2011



For & on behalf of the Board

Gautam Adhikari
Gautam Adhikari
Director

Markand Adhikari
Markand Adhikari
Director

Mumbai : 9th June, 2011

TV VISION LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

1 Registration Details

Registration No.	172707	State Code	11
Balance Sheet Date	31-Mar-11		

2 Capital raised during the year

(Rs. in Thousands)

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	100,000

3 Position of Mobilisation and Deployment of Funds

(Rs. in Thousands)

Total Liabilities	607,767	Total Assets	607,767
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Source of Funds

Paid up Capital	200,000	Reserve & Surplus	(119,778)
Secured Loans	302,160	Unsecured Loans	99,473
Deferred Tax Liability	6,134		

Application of Funds

Net Fixed Assets	235,728	Investments	Nil
Net Current Assets	192,655	Misc. Expenditure	Nil
Pre operative expenses	Nil	Deferred Tax Asset	59,606

4 Performance of Company

(Rs. in Thousands)

Turnover	164,396	Total Expenditure	257,981
Profit before Tax	(173,249)	Profit after Tax	(119,778)
Earning per Share (Rs.)	(8.10)	Dividend Rate %	Nil

5 Generic Names of Three Principal Product/Services of Company

(as per Monetary terms)

Product Description :	N.A	Item Code	N.A
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As per our report of even date

For & On behalf of the Board

For TV VISION LIMITED

Sd/-	Sd/-
Gautam Adhikari	Markand Adhikari
Director	Director

Mumbai, 9th June, 2011