



**BROADCAST
INITIATIVES
LIMITED**

BROADCAST INITIATIVES LIMITED

ANNUAL REPORT

-- 2011-12 --

**LIVE
INDIA**

ख़बर हमारी, फैसला आपका

8th Annual Report**BROADCAST
INITIATIVES
LIMITED****BOARD OF DIRECTORS****MR. BUA SINGH**
(Chairman)**MR. DEEPAK SHARMA**
(Director)**MR. M.S. KAPUR**
(Director)**MR. WARYAM SINGH**
(Director)**AUDITORS****M/S. ASHOK JAYESH & ASSOCIATES,**
Chartered Accountants**COMPANY SECRETARY****CS. LEENA PAREKH****BANKERS****PUNJAB & MAHARASHTRA CO-OPERATIVE BANK LIMITED****REGISTRAR & SHARE
TRANSFER AGENT****LINK INTIME INDIA PRIVATE LIMITED**
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W),
Mumbai - 400078.
Tel.: 91-22-25963838
Fax.: 91-22-25946969
www.linktime.co.in**REGISTERED OFFICE**5th Floor, HDIL Towers,
Anant Kanekar Marg,
Bandra East,
Mumbai - 400 051.
Tel No.: 022-267888250
Fax No.: 022-26583636
Web site: www.liveindia.tv

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NOTICE

NOTICE is hereby given that Annual General Meeting of the members of Broadcast Initiatives Limited will be held on Friday 28th September, 2012 at 11.00 am at Seminar Room Mayor Hall, All India Institute of Local Self Government, Sthanikraj Bhavan, C D Barfiwala Marg Andheri (W) Mumbai-400058 to transact the following business :-

Ordinary Business:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March 2012 and the Audited Balance Sheet as at that date together with the Reports of The Board of Directors & Auditors thereon.
2. To re-appoint Mr. Deepak Sharma - Director of the company, who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Mr. Waryam Singh - Director of the company, who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint M/s Ashok Jayesh & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting till the conclusion of next Annual General Meeting.

Special Business

5. To consider appointment of Mr. Bua Singh as a director of the Company.

To Consider and if thought fit to pass with or without modification the following resolution as ordinary resolution:

"RESOLVED THAT, subject to provisions of the section 255 and 257 of the Companies Act, 1956 Mr. Bua Singh who was appointed as an additional Director of the Company be and is

hereby appointed as a Director of the Company, eligible for retiring by rotation."

By Order of the Board of Directors

Leena Parekh
Company Secretary

Place: Mumbai

Date: August 30, 2012

Registered Office:

5th Floor, HDIL Towers, Anant Kanekar Marg,
Bandra East, Mumbai - 400 051.

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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, 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.
2. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, 24th September 2012 to Saturday, 29th September 2012 (Both Days Inclusive).
3. The members are requested to:
 - (a) Intimate to the Company's Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number/details etc. at an early date, quote ledger folio numbers/DP Identity and Client Identity Numbers in all their correspondences;
 - (b) Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to

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address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.

5. Explanatory statement pursuant to section 173 of the Companies Act, 1956 is enclosed with this notice and forms part of this notice.

6. Members/Beneficial Owners are requested to quote their full name as per Company's record, Folio No./DP and Client ID Nos. as the case may be, in all correspondence with the company.

7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

9. As per the circular issued by Ministry of Corporate Affairs allowing paperless compliances by the Companies, the members are requested to register their e-mail addresses, in respect of their shareholding in demat mode and in respect of physical shareholdings to the Company's Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited.

By Order of the Board of Directors

Leena Parekh
Company Secretary
Place: Mumbai
Date: August 30, 2012

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Information pursuant to Clause 49 of the Listing Agreement
Brief details in respect of the Directors seeking appointment & re-appointment
at the Annual General Meeting:

| Sr. No. | Name of Director | Mr. Deepak Sharma | Mr. Waryam Singh | Mr. Bua Singh |
|---------|--------------------------------------|---|---|-----------------------------------|
| 1 | Date of Birth | 30.01.1966 | 15.12.1951 | 15.06.1947 |
| 2 | Date of Appointment | 13.05.2010 | 13.05.2010 | 06.03.2012 |
| 3 | Qualifications | B.Com, CA, LLB | B.Com | DGP (Retd) |
| 4 | Expertise in functional area | Finance | Banking & Finance | DGP (Retd) |
| 5 | Other Directorships | BLUE NILE CREDIT ASSETS PVT LTD | MI MARATHI MEDIA LIMITED | EMERALD REALTORS P LTD |
| | | GOLD FINGER REALTY INVESTORS PRIVATE LIMITED | TECHNOCRAFT MEDIA PRIVATE LIMITED | DINSHAW TRAPINEX BUILDERS PVT LTD |
| | | MAXIMUS LPO SERVICES PRIVATE LIMITED | HERITAGE HOUSING DEVELOPMENT (INDIA) PRIVATE LIMITED | ----- |
| | | GROUP HOUSING DEVELOPMENT CORPORATION PRIVATE LIMITED | HOUSING DEVELOPMENT AND INFRASTRUCTURE LIMITED | ----- |
| | | GOLD FINGER INFRA VENTURES PRIVATE LIMITED | GURUASHISH CONSTRUCTION PRIVATE LIMITED | ----- |
| | | | WADHAWAN LIVESTOCK PRIVATE LIMITED | |
| | | | RAVIJYOT FINANCE AND LEASING PRIVATE LIMITED | |
| | | | MACK STAR MARKETING PRIVATE LIMITED | |
| | | | HDIL COMMERCIAL PROPERTIES PRIVATE LIMITED | |
| | | | PRIVILEGE HI-TECH INFRASTRUCTURE LIMITED | |
| | | | MAZDA ESTATES PRIVATE LIMITED | |
| | KREATIVE HOSTS ATRIA PRIVATE LIMITED | | | |

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| | | | | |
|---|-----------------------------|--|---|--|
| 6 | Other Committee Memberships | Member of Shareholder Grievance Committee of Broadcast Initiatives Limited Member of Audit Committee of Broadcast Initiatives Limited | Chairman of Finance Committee of Broadcast Initiatives Limited Chairman of Remuneration Committee of Broadcast Initiatives Limited Chairman of Investor Grievance & Share Transfer Committee of Broadcast Initiatives Limited | Member of Finance Committee of Broadcast Initiatives Limited Member of Shareholder Grievance Committee of Broadcast Initiatives Limited Member of Audit Committee of Broadcast Initiatives Limited |
| 7 | Shareholding | NIL | 0.50% | NIL |

Explanatory Statement
Item No. 5

Explanatory Statement to the point no. 05 of considering the regularization of Mr. Bua Singh as a director of the Company.

Mr. Bua Singh was appointed as an Additional Director of the Company. Mr. Bua Singh holds the office till the conclusion of the ensuing Annual General Meeting. Mr. Bua Singh's appointment is proposed for the members' approval as Director liable to retire by rotation. Members are requested to pass the proposed resolution as an Ordinary Resolution.

None of the Directors except Mr. Bua Singh is interested in the proposed resolution.

DIRECTORS' REPORT

To,
The Members of
Broadcast Initiatives Limited.

The Directors of your Company are pleased to present the Eighth Annual Report together with the statement of audited accounts for the financial year ended March 31, 2012.

1. FINANCIAL HIGHLIGHTS

(Rs. in '000s)

| Particulars | Financial Year ended March 31, 2012 | Financial Year ended March 31, 2011 |
|---|--|--|
| Net Sales / income from operations | 1,30,106 | 96,121 |
| Other Income | 1,199 | 5,472 |
| Total Income | 1,31,305 | 1,01,593 |
| Total Expenditure | 6,81,871 | 6,70,925 |
| Gross Profit / (Loss) before exceptional and extraordinary items and tax | (5,50,566) | (5,69,332) |
| Exceptional Items | 7,00,232 | - |
| Profit before extraordinary items and tax | 1,49,667 | (5,69,332) |
| Extraordinary Items | - | 41,523 |
| Profit / (Loss) before taxation | 1,49,667 | (5,27,808) |
| Deferred Tax | (8,299) | 1,045 |
| Profit / (Loss) after tax | 1,57,966 | (5,28,853) |

2. TURNOVER AND PROFITS

For the year ended March 31, 2012, the Company earned total revenue of Rs 1,31,305 thousand. An increase of 29% as against previous Rs. 1,01,593 thousand. A detailed discussion on the business performance is presented in the Management and Analysis section of the Annual Report.

3. DIVIDEND

In view of the accumulated losses in past several years, Directors do not to recommend payment of any dividend during the year.

4. MANAGEMENT DISCUSSION AND ANALYSIS

In accordance with the requirements of the listing agreement, the detailed review of the operations, performance and future outlook of the Company and its business is given in the Management Discussion and Analysis Report, forming part of the Annual Report.

5. SUBSIDIARY COMPANIES

During the year under review, our Company did not have any subsidiary.

6. DEPOSITS

Your Company has not accepted any Fixed Deposits from the public and is therefore not required to furnish information in respect of outstanding deposits under Non Banking Non-financial Companies (Reserve Bank) Directions, 1966 and Companies (Acceptance of Deposits) Rules, 1975.

7. (a) CHANGE IN REGISTERED OFFICE OF THE COMPANY:

During the year, there is no change in the registered office of the Company.

(b) SHARE CAPITAL:

During the year, there is no change in Share Capital of the Company.

8. RIGHTS ISSUE

Your Company had proposed to issue 2,02,51,200 Equity Shares of the face value 10 each in the ratio of 8 Equity Shares for every 10 Equity Shares by way of rights issue to the existing shareholders of the company.

Accordingly Company had filed Draft Letter of Offer with Bombay Stock Exchange Limited

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(BSE), National Stock Exchange of India Limited (NSE) and Securities Exchange Board of India (SEBI) and had also received initial approvals (NOC) of NSE, BSE.

However, considering the present market scenario, the Rights Issue may not fetch appropriate valuation and the Company may not receive subscription other than from the promoter members. Your Directors therefore proposed to not pursue the Rights Issue. Therefore, the Company has withdrawn Draft Letter of Offer filed with the Securities Exchange Board of India (SEBI).

9. DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, at the 8th Annual General Meeting, Shri. Waryam Singh and Mr. Deepak Sharma will retire by rotation and being eligible, offers themselves for re-appointment.

The above re-appointment form part of the Notice of the forthcoming 8th Annual General Meeting and the respective resolutions are recommended for your approval.

Profile of the Director, as required under Clauses 49 of the Listing Agreement, is part of the explanatory statement to the Notice of the 8th Annual General Meeting.

Mr. Gautam Adhikari and Mr. Markand Adhikari ceased to be Directors with effect from 9th September 2011 and Mr. Ashok Kumar Gupta ceased to be Managing Director and Director with effect from 17th September 2011 and the Board places its appreciation for their valuable contribution towards the affairs of the Company.

Mr. Bua Singh ceased to be Director with effect from 3rd March, 2012. However, considering the Company's requirement for his services, he was re-appointed as Director of the Company on 6th March, 2012 and holds office as Additional Director until the forthcoming Annual General Meeting. Accordingly, his candidature for

appointment as a Director is included in the Notice.

RECONSTITUTION OF FINANCE COMMITTEE:

Consequent upon resignation of Mr. Ashok Kumar Gupta from the office of Director and resultant resignation from the Finance Committee of the Company, the Finance Committee was reconstituted on 26th December, 2011 as follows:

| Name of the Director | Designation |
|----------------------|-------------|
| Mr. Waryam Singh | Chairman |
| Mr. Bua Singh | Member |

RECONSTITUTION OF SHAREHOLDER'S/ INVESTORS GRIEVANCES - CUM - SHARE TRANSFER COMMITTEE OF THE COMPANY:

Consequent upon resignation of Mr. Ashok Kumar Gupta from the office of Director and resultant resignation from the Shareholder's / Investors grievances - cum - Share Transfer Committee of the Company, the Shareholder's / Investors grievances - cum - Share Transfer Committee was reconstituted on 26th December, 2011 as follows:

| Name of the Director | Designation |
|----------------------|-------------|
| Mr. M. S. Kapur | Chairman |
| Mr. Bua Singh | Member |
| Mr. Deepak Sharma | Member |

10. DIRECTOR'S RESPONSIBILITY STATEMENT

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

1. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

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2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2011-12 and of the profit of the company for that period;

3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets the assets of the company and for preventing and detecting fraud and other irregularities; and

4. the annual accounts have been prepared on a going concern basis.

11. APPOINTMENT OF COMPANY SECRETARY

During the year, Mr. Balakrishna Swamy was appointed as Company Secretary and Compliance Officer of the Company with effect from 23rd November, 2011 in place of Ms. Akshada Kaslay.

12. HUMAN RESOURCE

Your Directors would like to place on record their deep appreciation of all employees for rendering quality services to every constituent of the Company be its viewers, producers regulatory agencies, creditors or shareholders. The unstinting efforts of the employees have enabled your company to forefront of media and entertainment Business.

13. PARTICULARS OF EMPLOYEES

Ashok Jayesh & Associates, Chartered Accountants, having its office at 501, HDIL Towers, Anant Kanekar Marg and Bandra (East), Mumbai - 400051 will retire at the ensuing Annual General Meeting of the Company.

15. CORPORATE GOVERNANCE

In accordance with Clause 49 of the listing

agreement, your Company has ensured continued compliance of Corporate Governance requirements during the financial year. Your Company lays strong emphasis on transparency, disclosure and independent supervision to increase various stakeholder's value.

The report on Corporate Governance for the financial year 2011-12 is given as separate section titled "Report on Corporate Governance" and the Auditors' Certificate on compliance with Corporate Governance requirements by the Company is attached to the Corporate Governance Report.

16. LISTING AT STOCK EXCHANGE

The equity shares of the Company continue to be listed on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company has paid the applicable listing fees to the above stock exchanges up to date.

17. INTERNAL CONTROL SYSTEM

The Company has in place appropriate internal control systems, commensurate with its size and nature of operations.

18. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Your Company is into the business of Broadcasting of News & Current Affairs and General Entertainment Television Channels. Since these activities do not involve any manufacturing activity, most information required to be provided in terms of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption are not applicable. However, your Company, being a service provider, require minimal energy consumption and energy consumption and every endeavor