

# COMPANY INFORMATION DISCLOSURE

Last updated: 18/06/2009

**This document is available from the company website at:**

<http://www.theindianfilmcompany.com>

In conjunction with the website, this document contains all of the information which is necessary to comply with the requirements of Rule 26 of the AIM Rules for Companies – ‘Company information disclosure’.

## Business Description / Investment Strategy

The Indian Film Company Limited (“IFC”) is a newly incorporated, Guernsey registered company established as a registered closed ended investment fund to make investments in both Indian films and films primarily targeted at the Indian audience. The Company operates as an externally managed India-focused motion picture company with outsourced production and distribution functions. The Directors and the Investment Manager believe that IFC will be the first publicly traded film company specifically created to invest in a portfolio of Indian films and films primarily targeted at the Indian audience of varying genre, language and budget. The Company will benefit from a special relationship with Studio 18, a division of Network 18. Studio 18 was launched in June 2006 as a full production, co-production, marketing and global distribution platform. It has been agreed that the Company will have first right of refusal on any Film Project originated by Studio 18 but the Company will also retain the flexibility to explore and invest in Film Projects generated by other production companies. Network 18 is the holding company of Television 18 and Global Broadcast News, all of which are listed on the National Stock Exchange and the Bombay Stock Exchange.

### MARKET OPPORTUNITY AND BACKGROUND

There has recently been significant international interest in the Indian entertainment industry and the combination of creativity and commercial opportunity it provides. The Indian entertainment industry continues to grow at a faster pace than the Indian economy and the film entertainment sub-sector, which generated revenues of approximately £1.02 billion in 2006, is growing faster still. The Directors and the Investment Manager believe the key growth drivers are the increasing per capita income of the Indian population; an expansion in audience, driven primarily by increased internationalism of Indian films and a greater number of multiplexes which are attracting more people to the cinema; and the exploitation of an increased number of revenue streams through which films and film products can be reached.

### INVESTMENT OBJECTIVE

The Group’s investment objective is to achieve total return for Shareholders through investment in a diverse portfolio of Indian films and films primarily targeted at the Indian audience. The Group intends to build a library of intellectual property rights in various formats, such as satellite, home video and mobile technology. The Directors and the Investment Manager believe that the Group is well placed to take advantage of film investment opportunities and to capitalise on the growth that the Indian film industry is currently experiencing.

### OPERATIONAL STRATEGY

The Investment Manager, on behalf of the Group, will seek to capture opportunities in the entire value chain of film creation by (i) sourcing and evaluating prospective Film Projects through a research-led investment process and (ii) managing and structuring the production and distribution of such Film Projects.

## GOVERNANCE

### Directors' Names and Biographies

#### ***Shyam Benegal (Chairman), aged 74 years***

Mr. Benegal is one of the leading film makers in India. He has directed over 1,000 advertising commercials, 65 documentaries, 25 motion pictures and 3 major television series including a 53-hour series on 'The History of India'. His films have won a number of national and international awards. Two of his films were nominated for Best Foreign Film Oscars. He was the chairman of Film Television Institute of India between 1980 and 1983 and between 1989 and 1992, and was part of the National Integration Council between 1986 and 1989 and the National Council of Art between 1980 and 1984. Mr. Benegal was awarded PADMASHRI in 1976, and PADMABHUSHAN, in 1991. Both awards were bestowed by the Indian government in recognition of his contribution to Indian public life. He is currently a member of the Upper House of the Indian parliament. He was awarded the State Prize of the USSR in 1985, the Sovietland Nehru Award in 1989 and Indira Gandhi National Integration Award in 2004.

#### ***Raghav Bahl, aged 48 years***

Mr. Bahl has over 22 years' experience in entertainment, media and journalism. He began his career in media in 1985 as a correspondent and anchorperson for Doordarshan, the Indian state owned national broadcaster. He was the anchorperson and production consultant for India's first monthly video news magazine, Newstrack, produced by the India Today group. From 1991 to 1993 he was executive director of Business India Television and produced the Business India Show and Business A.M. on Doordarshan. He was the winner of the Sanskriti Award for Journalism in 1994 and has written articles for The Times of India, The Statesman and The Pioneer. Mr. Bahl is a member of World Economic Forum and is the founder and majority shareholder of Network 18, a highly respected media conglomerate. TV 18 has joint ventures with CNN and CNBC, broadcasts four 24-hour news channels in India and employs more than 2,500 media professionals across India. Mr. Bahl was recently ranked by India's leading magazine, India Today, as the 15th most powerful man in India.

#### ***Lord Meghnad Desai, aged 68 years***

Lord Desai, who holds a doctorate from the University of Pennsylvania, started his professional career in the Department of Agricultural Economics, University of California, in 1963. In 1965, he was appointed as a lecturer of economics at the London School of Economics and became a professor in 1983, a post he held until 2003. During this time he founded the Centre for the Study of Global Governance. Lord Desai is a recipient of several Honorary Degrees from universities such as Kingston, Middlesex, East London, London Guildhall and Monash University, Australia. He was anointed Lord Desai of St Clement Danes in 1991 and was awarded Pravasi Bharatiya Puraskar (Distinguished Overseas Indian Award) in January 2004 and Bharat Gaurav by the Indian Merchants Chambers in 2002. Lord Desai was made an Honorary Fellow of the London School of Economics in July 2005. He has also published a book on the Bollywood film industry.

#### ***Alok Verma FCA, aged 53 years***

Mr. Verma is a Senior Partner of Sedley Richards Laurence Voulters and a Chartered Accountant by profession. Mr. Verma is a specialist in finance and corporate advisory work including pre- and postacquisition investigations, management buyouts, business start-ups, share valuation, transaction support and national and international group re-structuring. He was previously with Casson Beckman (now BakerTilly) where he worked mainly in Audit and Corporate Finance.

#### ***Peter Radford FCA, aged 51 years***

Mr. Radford was appointed managing director of Bordeaux Services Limited on its incorporation in 1997. Mr. Radford started his career with BDO Reads in 1978 and subsequently worked for Executive Management Trust in Amsterdam between 1981 and 1983 and Fisher Hoffman Stride in Johannesburg between 1983 and 1986. From 1986 to 1991 Mr. Radford was Managing Director of the Abroad Spectrum Group based in Durban, South Africa. In 1991 he returned to Guernsey to develop the fund administration and asset management business of the Havelet Trust Group. Mr. Radford holds a number of directorships within the Genesis Fund Management Group and is a director of a range of Guernsey-based mutual fund companies and investment companies. He is a Fellow of the Institute of Chartered Accountants in England and Wales, the South African Institute of Chartered Accountants, the Securities and Investment Institute and the Society of Trust and Estate Practitioners. He is a resident of Guernsey.

### ***Atul Setia, aged 42 years***

Mr Setia is FSA registered, a Chartered Accountant and holds a Masters in Business Administration from the London Business School. He also holds a Bachelor of Science degree in Chemistry from the Loughborough University. Mr Setia is FSA registered and is specifically approved for roles to be carried out as Partner (CF4), Investment Adviser (CF21) and Investment Manager (CF27). Mr Setia is a partner of Altima Partners LLP, an investment manager. He has more than twenty years experience in finance and senior management positions. During the 1990s, he worked for an Indian conglomerate where he developed a good understanding of the Indian business environment. As an investment banker at Deutsche Bank, Mr Setia advised on various privatisations, M&A transactions, IPOs, private equity placements and other corporate transactions in many developed and emerging markets, including India.

### ***Deepak Gupta, aged 47 years***

Mr Gupta is experienced in corporate finance and investment management. He currently manages a family hedge fund, Alpine Asset Appreciation Fund Limited, and is based in Dubai. He also holds advisory board memberships of JM Financial PE Fund and Tara India PE Fund III and is a member of the investment committee of Motilal Oswal's India Business Excellence Fund. Mr Gupta is a qualified Chartered Accountant, qualified Cost and Works Accountant and a Chartered Financial Analyst from CFA Institute, USA. Mr Gupta is a director of Astaris Wealth Management Company Limited (Bahamas), Astaris Wealth Management Company Limited (B.V.I.) and Astaris Advisers Private Limited.

## **Directors' Responsibilities and Committees**

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There is no applicable regime of corporate governance to which directors of a Guernsey company must adhere over and above the general fiduciary duties and duties of care, diligence and skill imposed on such directors under Guernsey law. The Directors, however, recognise the importance of good corporate governance and will comply with the Combined Code to the extent practicable and commensurate with the size and operations of the Company. The Company has adopted the Model Code on dealings of directors and employees in securities as set out in Annex I of the Listing Rules of the UKLA for the Directors with effect from Admission and will take steps to ensure compliance by the Directors with the terms of this code.

The Directors have established an audit committee with formally delegated rules and responsibilities. The audit committee will meet at least twice each year. On Admission the audit committee will be comprised of Mr. Alok Verma and Mr. Peter Radford, and will be chaired by Mr. Alok Verma. The audit committee will, inter alia, determine and examine matters relating to the financial affairs of the Company including the terms of engagement of the Company's auditors and, in consultation with the auditors, the scope of the audit. It will receive and review reports from management and the Company's auditors relating to the half yearly and annual accounts and the accounting and the internal control systems in use throughout the Group.

Since all of the Directors are non-executive, the Company does not consider it necessary to establish remuneration and nomination committees. The Board as a whole will monitor performance and remuneration and plan for succession of the Board, either through board meetings or, if appropriate, through the use of an appropriately constituted committee.

## **SHARE INFORMATION**

### **Other exchanges or trading platforms where The Indian Film Company Limited securities are admitted or traded:**

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The Indian Film Company Limited securities are not traded, or admitted to be traded, on any exchanges or trading platforms other than AIM.

### **The number of securities in issue (noting any held as treasury shares):**

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As at 18/06/2009, the number of share in issue (noting any held as treasury shares) was 55,000,000 ordinary shares were issued at placing, with a value of 100p each.

### **Percentage of AIM securities not in public hands:**

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As at 18/06/2009, the percentage of AIM securities not in public hands was 42.91% of the shares in issue.

### Identity and percentage holdings of significant shareholders:

As at 18 June 2009, the percentage of AIM securities not in public hands was 42.91%.

As at 18 June 2009, the Company had been notified of the following significant Shareholders:

| Shareholder                              | No. of shares owned | As % of issued share capital |
|--|---------------------|------------------------------|
| Raghav Bahl <sup>1</sup>                 | 11,900,000          | 21.64                        |
| Atul Setia <sup>2</sup>                  | 7,913,500           | 14.39                        |
| HSBC Global Asset Management (Singapore) | 5,080,000           | 9.24                         |
| Dundee Leeds Management                  | 5,000,000           | 9.09                         |
| Deepak Gupta <sup>(3)</sup>              | 3,775,000           | 6.86                         |
| Kelusa Master Fund                       | 3,500,000           | 6.36                         |
| Mr Ajay Bikram Singh                     | 3,000,000           | 5.45                         |
| Viacom Brand Solutions                   | 2,500,000           | 4.55                         |
| Peter Radford                            | 10,000              | 0.02                         |

1. Raghav Bahl is a Director of the Company and a director and substantial shareholder of both Network 18 Media and Investment Limited and BK Media Mauritius Private Limited, which hold 10,000,000 Ordinary Shares and 1,900,000 Ordinary Shares in the Company respectively.

2. Atul Setia is a Director of the Company and a partner at Altima Partners LLP (“Altima”). The Altima India Master Fund Limited (the “Fund”) holds 7,913,500 Ordinary Shares in the Company. The investment adviser to the Fund is India Fund Advisors Limited (a Mauritian company), which in turn has delegated investment advisory services to Altima.

3. Deepak Gupta is a Director of the Company and has discretion over 3,775,000 Ordinary Shares in the Company. 375,000 Ordinary Shares are held in Mr Gupta’s own name and 3,400,000 Ordinary Shares are held by Alpine Assets Appreciation Fund Limited. Mr Gupta is a director and shareholder of Astaris Wealth Management Company Limited, which is a manager of Alpine Assets Appreciation Fund Limited and Mr Gupta has 6.47% of the issued share capital of Alpine Appreciation Fund Limited.

This gives the shares not in public hands as 42.91%.

### Details of any restrictions on the transfer of AIM Securities:

The Directors may in their absolute discretion refuse to register any transfer of Shares where the holding of Shares by any person is in breach of the law or requirements of any country or government.

## CONTACTS & ADVISORS

### Country of Incorporation:

The Indian Film Company Limited is incorporated in Guernsey.  
Shareholders rights may be different than those for a UK incorporated company.

### Main Country of Operation:

India

## Registered Address:

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The Indian Film Company Limited  
2nd Floor  
No. 1 Le Truchot  
St. Peter Port  
Guernsey GY1 3JX  
Registration number 46723

## Administrator:

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Elysium Fund Management  
PO Box 650  
No 1 Le Truchot  
St Peter Port  
Guernsey  
GY1 3JX

## Nominated Advisors:

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Grant Thornton Corporate Finance  
Grant Thornton House  
Melton Street  
Euston Square  
London NW1 2EP  
United Kingdom

## Other Key Advisors:

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*(as to English Law)*  
Stephenson Harwood  
One, St Paul's Churchyard  
London EC4M 8SH  
United Kingdom

*(as to Indian Law)*  
Dua Associates  
World Trade Centre  
Centre 1, 7th floor  
Cuffe Parade  
Mumbai 400 005

*(as to Guernsey Law)*  
Carey Olsen  
PO Box 98  
7 New Street  
St. Peter Port  
Guernsey GY1 4BZ

## Auditors

Ernst & Young LLP  
PO Box 9  
14 New Street  
St Peter Port  
Guernsey GY1 4AF

**Reporting Accountants**

Grant Thornton UK LLP  
The Explorer Building  
Fleming Way  
Crawley RH10 9GT  
United Kingdom

**Registrar**

Capita Registrars (Guernsey) Limited  
PO Box 8  
No. 1 Le Truchot  
St Peter Port  
Guernsey GY1 4AE

**Joint Brokers**

Elara Capital plc  
29 Marylebone Road  
London NW1 5JX  
United Kingdom

Oriel Securities Limited  
125 Wood Street  
London EC2V 7AN  
United Kingdom

**Investment Advisors:**

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India International Film Advisors Pvt., Ltd.,  
401 B, Turf Estate, Off Dr.E.Moses Road,  
Mahalakshmi, Mumbai- 400 011

Sandeep Bhargava,  
Chief Executive Officer  
email: sandeep@theindianfilmcompany.com

Manish Thukral  
Chief Financial Officer  
email: manish@theindianfilmcompany.com

Priti Shahani  
Sr.Vice President  
email: priti@theindianfilmcompany.com

Ruchi Agrawal  
Sr. Manager- Strategy  
email: ruchi@theindianfilmcompany.com

**Investment Manager:**

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BK Enterprises Limited  
608 St James Court  
St Denis Street  
Port Louis  
Republic of Mauritius

The following information can be viewed at <http://www.theindianfilmcompany.com/ifc/documents/>

- Constitutional documents (e.g. articles of association)
- Most recent admissions document or prospectus
- Most recent annual report
- Most recent half yearly, quarterly or similar reports
- Circulars / similar publications sent to shareholder within the last 12 months

The following information can be viewed at <http://www.theindianfilmcompany.com/ifc/rms/>

- All notifications made in the last 12 months