

ANNUAL REPORT 2008 - 2009



SPLASH MEDIA WORKS LIMITED

BOARD OF DIRECTORS :

Ratan Lal Maheshwari	Director
Atul Surana	Director
Anil Kumar Shivkaran Nevatia	Director
Arun Dagaria	Director
Chirag Shah	Director
Sunil Jain	Director

REGISTERED OFFICE:

19 Laxminarayan Shopping Centre,
1st Floor, Poddar Road, Malad (E),
Mumbai - 400 097.
E-mail : splashmedia7@yahoo.in

COMPANY SECRETARY :

Chhotulal Rawa Bhagwat

BANKERS :

Union Bank of India
HDFC Bank Ltd.

AUDITOR :

M/s. ABN & Co.

S. C. KABRA

365, Mangaldas Building No. 5,
2nd Floor, Kitchen Garden Lane,

Mumbai - 400 002.

Cell.:- 22006213, Telefax : 22001463

REGISTRAR & TRANSFER AGENTS :

Adroit Corporate Services Pvt. Ltd.,
19/20, Jaferbhoy Industrial Estate,
1st Floor, Makawana Road, Marol Naka,
Mumbai - 400 059.

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NOTICE

NOTICE is hereby given that the 28th ANNUAL GENERAL MEETING of SPLASH MEDIAWORKS LIMITED will be held at 19, Lakshminarayana Shopping centre, 1st floor, Poddar Road, Malad (E), Mumbai - 400097, on Tuesday, 22nd September, 2009 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Accounts for the financial year ended 31st March, 2009 along with the Reports of the Directors and Auditors thereon.
2. To declare the dividend on Equity shares
3. To appoint a Director in place of Mr. Ratanlal Maheshwari who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sunil Jain who retires by rotation and being eligible, offers himself for re-appointment
5. To appoint Statutory auditors of the Company and fix their remuneration

SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT Mr. Atul Surana, who was appointed as an Additional Director on 16th February 2009 and who hold office till the date of this Annual General Meeting under section 260 of the Companies Act, 1956 and for whose appointment as a Director, a notice under section 257 of the Companies Act, 1956 has been received from a member of Company, be and is hereby appointed as Director of the Company, liable to retire by rotation"

7. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT Mr. Arun Dagar, who was appointed as an Additional Director on 16th February 2009 and who hold office till the date of this Annual General Meeting under section 260 of the Companies Act, 1956 and for whose appointment as a Director, a notice under section 257 of the Companies Act, 1956 has been received from a member of Company, be and is hereby appointed as Director of the Company, liable to retire by rotation"

8. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT Mr. Chirag Shah, who was appointed as an Additional Director on 16th February 2009 and who hold office till the date of this Annual General Meeting under section 260 of the Companies Act, 1956 and for whose appointment as a Director, a notice under section 257 of the Companies Act, 1956 has been received from a member of Company, be and is hereby appointed as Director of the Company, liable to retire by rotation"

- 9.7 To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT Mr. Anil Kumar Nevatia, who was appointed as an Additional Director on 6th July 2009 and who hold office till the date of this Annual General Meeting under section 260 of the Companies Act, 1956 and for whose appointment as a Director, a notice under section 257 of the Companies Act, 1956 has been received from a member of Company, be and is hereby appointed as Director of the Company, liable to retire by rotation”

10. Increase of Authorized Capital

To consider and, if thought fit, to pass with or with out modification(s) the following resolution as Special Resolution:

“RESOLVED THAT Pursuant to the provisions of Section 94 and 97 and other applicable provisions if any, of the Companies Act, 1956 the Authorised Share Capital of the Company be increased form Rs. 25,000,000/- to Rs. 10,00,00,000/- by the creation of 75,00,000 Equity shares of Rs.10/- each ranking pari - passu in all respects with the existing shares in the company and consequential amendments in the Memorandum and Articles of Association.

FURTHER RESOLVED THAT the existing clause V of the Memorandum of Association of the Company be replaced by the following.

The Authorised Share Capital of the Company is rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore only) Equity share of Rs. 10/- (Rupees ten Only) each.

Any shares of the original or increased capital may form time to time be issued with such terms, conditions, restrictions and guarantee or any right or preference whether in respect of dividend or of repayment of capital shares or both or any other special privileges or advantage over any shares previously issued or about to be issued on which deferred or qualified rights as compared with any shares previously issued or subject to any provisions or conditions and with any special right or limited right or without any right of voting, and generally on such terms as the company may form time to time determine.

**By Order of the Board
For Splash Media Works Ltd**

Sd/-

Sd/-

Director

Director

Place: Mumbai

Dated: 27.08.2009

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. Proxy form and attendance slip are enclosed, proxies in order to be valid must reach at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. The register of members and share transfer books of the company will remain closed from 9th september, 2009 to 12th september, 2009 (both days inclusive)
4. Members / proxies should bring their copy of the annual report and also the attendance slip duly filled in for attending the meeting.
5. The explanatory statement pursuant to section 173 (2) of the companies act, 1956 in respect of the business under items 6,7,8,9 and 10 set out above is annexed hereto.

ANNEXURE TO THE NOTICE:**EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACTS, 1956.**

The following explanatory statement sets out the material facts relating to the business under items 6,7,8,9 and 10 of the accompanying notice:

Item no. 6

Mr. Atul Surana is appointed as an additional director by the board of directors of the company. As per section 260 of the companies act, 1956 mr. atul surana will be hold office only up to the date of Annual General Meeting of the company. the company has received valid notice and requisite deposit from a member of the company under section 257 of the companies act, 1956, proposing the candidature of Mr. Atul Surana for the office of director.

Mr. Atul Surana is a commerce graduate and having more than 20 years experience in the field of construction work.

In view of the background and valuable experience of Mr. Atul Surana, it will be in the interest of the company that he continues as a director of the company.

Yours directors recommend the resolution for the approval of the members.

Mr. Atul Surana is interested in the resolution as it relates to his appointment.

None of the other directors of the company are, in any way, concerned or interested in the resolution.

Item no. 7

Mr. Arun Dagaría is appointed as an additional director by the board of directors of the company. as per section 260 of the companies act, 1956 mr. arun dagaría will be hold office only up to the date of annual general meeting of the company. the company has received valid notice and requisite deposit from a member of the company under section 257 of the companies act, 1956, proposing the candidature of mr. arun dagaría for the office of director.

Mr. Arun Dagaría is a masters in commerce and having more than 19 years experience in the field of construction line.

In view of the background and valuable experience of Mr. Arun Dagaria, it will be in the interest of the Company that he continues as a Director of the Company.

Yours Directors recommend the resolution for the approval of the members.

Mr. Arun Dagaria is interested in the resolution as it relates to his appointment.

None of the other Directors of the Company are, in any way, concerned or interested in the resolution.

Item No. 8

Mr. Chirag Shah is appointed as an Additional Director by the Board of Directors of the Company. As per Section 260 of the Companies Act, 1956 Mr. Chirag Shah will be hold office only up to the date of Annual General Meeting of the Company. The Company has received valid Notice and requisite deposit from a member of the Company under Section 257 of the Companies Act, 1956, proposing the candidature of Mr. Chirag Shah for the office of Director.

Mr. Chirag Shah is a commerce graduate and having rich experience of more than 20 years in the field of construction.

In view of the background and valuable experience of Mr. Chirag Shah, it will be in the interest of the Company that he continues as a Director of the Company.

Yours Directors recommend the resolution for the approval of the members.

Mr. Chirag Shah is interested in the resolution as it relates to his appointment.

None of the other Directors of the Company are, in any way, concerned or interested in the resolution.

Item No. 9

Mr. Anil Kumar Nevatia is appointed as an Additional Director by the Board of Directors of the Company. As per Section 260 of the Companies Act, 1956 Mr. Anil Kumar Nevatia will be hold office only up to the date of Annual General Meeting of the Company. The Company has received valid Notice and requisite deposit from a member of the Company under Section 257 of the Companies Act, 1956, proposing the candidature of Mr. Anil Kumar Nevatia for the office of Director.

Mr. Anil Kumar Nevatia is a Chartered Accountant. by the profession and having more than 20 years experience in the field of finance.

In view of the background and valuable experience of Mr. Anil Kumar Nevatia, it will be in the interest of the Company that he continues as a Director of the Company.

Yours Directors recommend the resolution for the approval of the members.

Mr. Anil Kumar Nevatia is interested in the resolution as it relates to his appointment.

None of the other Directors of the Company are, in any way, concerned or interested in the resolution.

Item No. 10

The Authorised Share Capital of the company presently stands at Rs. 2,50,00,000/- divided into 25,00,000 Equity Shares of Rs. 10/- each. It is desirable to increase Authorised capital in turn to increase the paid up capital in proper ratio to increase the business according to the required norms. It is therefore considered advisable to increase the Authorised Share Capital of the company from Rs. 25,00,000/- to Rs. 10,00,00,000/- by creation of further Equity shares of 75,00,000 of Rs. 10/- each which will rank pari passu in all respects with the existing Equity Shares in the company. Consequent upon the increase in Authorised Capital of the Company its Memorandum and Articles of Association requires alteration so as to reflect the increase in the Share Capital.

The board recommends the above resolution for your approval

None of the Directors is interested in the above resolution

Registered Office:

19, Lakshminarayan Shopping Centre,
1st floor, Poddar Road,
Malad (East), Mumbai - 400 097.

DIRECTOR'S REPORT**To the Members of the Company,**

Your Directors have pleasure in presenting the 28th Annual Report on the business and operations of your Company with Audited Accounts for the year ended 31st March 2009. The financial results of the Company are summarised below:

FINANCIAL RESULTS:

PARTICULARS	CURRENT YEAR AMOUNT (RS.)	PREVIOUS YEAR AMOUNT (RS.)
PROFIT BEFORE DEPRECIATION AND TAXATION	600199.00	1103329.00
LESS: Depreciation	(270991.00)	(270991.00)
PROFIT FOR THE YEAR BEFORE TAXATION	329208.00	832338.00
Less : Provision for taxation		
Current tax	(167000.00)	(136904.00)
Deferred tax	73524.00	75748.00
Fringe Benefit Tax	NIL	NIL
Short/Excess I T Provision	NIL	29800.00
PROFIT AFTER TAX	235732.00	800982.00
Less : Extra Ordinary Items (Net of Tax)	NIL	NIL
Profit after Extra Ordinary Items	235732.00	800982.00
Add: Brought forward from last year	3871679.00	3070698.00
Amount available for Appropriation	4107411.00	3871679.00
Less: Provision for Dividend	(124650.00)	NIL
Less : Provision for Corporate Dividend Tax	(21184.00)	NIL
Transfer to General Reserve	(20000.00)	NIL
Balance Carried to Balance Sheet	3941557.00	3871679.00

BUSINESS OVERVIEW:

The Company is presently active into the media and relating activities. The company is considering diversification of its activities by venturing itself into the arena of construction and development of real estate and to deal in materials and equipments connected with construction of immovable properties. The company foresees the promising opportunities and anticipates steady intensification in infrastructure sector. The Company will not only be benefited with the growth pattern of infrastructure sector but also be coupled with the sound knowledge of promoters of the company in the construction & real estate space. This strategic diversification will not only facilitate the company to cope up effectively with this economic slump but also will assist the company to carve a niche for itself in the long run.

The Company plans to tap these emerging growth opportunities in the Media sector and to diversify itself in the construction line and has a comprehensive plan to explore various opportunities like to raise and improve the standard of publicity and advertising by all practical means, to enter into the construction and development of real estate and for the same company has already started the ground base activities and identified the land at Indore to construct bungalows and residential apartments.

For past couple of years company is growing at an accelerated pace and getting continuous inquiry from lot of customers for increased finance. This has led to company to explore various sources to meet this requirement of finance and for this purpose the company has also take out the Preferential Issue of 10,96,500 Equity shares / warrants.

PERFORMANCE OF THE COMPANY :

Looking into the market scenario during the year under review, the performance of your Company has been satisfactory still in the recession period. The gross income from operations has recorded a slight decrease in the current year as comparison to the previous year due to the decline in the market and your directors are taking reasonable steps to increase the profit form the coming year.

We are sure that your company is of the view that the performance of the Company would further improve in the next financial year.

DIVIDEND:

Due to the slump in the market and taking the overall profitability position into consideration the Board of Directors of your company are pleased to recommend a dividend of 1% i.e 0.10 paise per Equity Share amounting to Rs. 1,24,650/- (Rupees One Lakh Twenty four thousand Six hundred and fifty only) for the year 2008-09.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association, Mr. R L Maheshwari and Mr. Sunil Jain retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

SHIFTING IN REGISTERED OFFICE OF THE COMPANY :

Your company has pleased to intimate you that for more operational convenience of operations of business transactions your company has shifted its Registered office from Office No. 2, Gulmohar Complex, Station Road, Goregaon (E), Mumbai - 400062 to 19, Lakshminarayan Shopping Centre, 1st floor, Poddar Road, Malad (E), Mumbai - 400097 with effect from 6th July, 2009

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to provisions of Section 217 (2AA) of the Companies Act, 1956 the Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) Appropriate accounting policies have been selected and the directors have 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 2008-2009 and of the profit and loss of the Company for the period;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) The annual accounts have been prepared on a going concern basis

DEPOSITS :

The Company has not invited or accepted any deposits during the financial year 2008-2009

AUDITORS:

Your Board of Directors has recommended M/s PKC & Associates, Chartered Accountants, Mumbai as the statutory auditors of the company from the forthcoming Annual General Meeting for appointment as an Statutory Auditor of the Company in place of M/s ABN & Co., Chartered Accountants, Mumbai as they have given their resignation.

M/s M/s PKC & Associates Chartered Accountants have furnished the necessary certificate of their eligibility under section 224 (1) (B) of the Companies Act, 1956.

COST AUDITORS :

The Central Government had not directed an audit of cost accounts maintained by the company in respect of its trading business.

PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A) :

The Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1988, as amended are not applicable to the Company, as there are no employees whose remuneration is in excess of the limits prescribed.

LISTING :

The Equity Shares of the Company are at present listed with the Bombay Stock Exchange. The Company is regular in payment of listing fee.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUT GO :

During the year the Company has not consumed any source of energy, absorbed any new technology and transacted in foreign exchange. Hence information as per clause (e) of Sub Section (1) of Section 217 of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not applicable.

CASH FLOW STATEMENT :

In conformity with the provisions of Clause 32 of the Listing Agreement and requirements of Companies Act, 1956, the Cash Flow Statement for the year ended 31.3.2009 is annexed here to.

INCREASE IN AUTHORISED CAPITAL OF THE COMPANY :

Your Company has already intimated you regarding the increase in Authorised capital of the Company from Rs. 1,99,75,000/- to 2,50,00,000/- and accordingly your approval has also taken in the general meeting held on 7th August, 2009 by passing the special resolution.

ACKNOWLEDGEMENT:

Your directors take this opportunity to place on record their warm appreciation of the valuable contribution, unstinted efforts and the spirit of dedication by the employees and officers at all levels in the progress of the Company during the year under review.

Your directors also express their deep gratitude for the assistance, co-operation and support extended to your company by the bankers, customers as well as the investing community and look forward to their continued support.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Place: Mumbai
Dated: 27.08.2009

Sd/-**Director****Sd/-****Director**

AUDITORS' REPORT

To,
The Members of
SPLASH MEDIA WORKS LTD.

1. We have audited the attached Balance Sheet of **SPLASH MEDIA WORKS LTD.** as at 31st March, 2009 and also the Profit and Loss Account and Cash Flow Statement of the Company for the year ended on that date annexed there to 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.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those 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, evidences 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 statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we give in an Annexure attached hereto a statement on matters specified in the said Order.
4. 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 purposes of our audit;
 - b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examinations of those books;
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable.
 - e) On the basis of the written representations received from the Directors and taken on record the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2009 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 read together with the notes thereon, give the information required by the Companies Act, 1956 in the manner so required
- i) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2009
 - ii) In the case of the Profit and Loss account, of the profit of the Company for the year ended on that date, and
 - iii) In the case of Cash Flow Statement of the Cash Flow for the year ended on that date.

FOR ABN & CO.

CHARTERED ACCOUNTANTS

Sd/-

(S. C. KABRA)

PARTNER

M.No:- 35604

PLACE: MUMBAI

DATE : 30th June, 2009

ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in paragraph '3' of the Auditors' Report to the Members of **SPLASH MEDIA WORKS LTD.** for the year ended 31st March, 2009.

- (i) (a) The Company has maintained proper records to show full particulars, including quantitative details and situation of fixed assets.
- (b) As per Company's policy, verification of fixed assets is being conducted in a phased programme by the management designed to cover all assets over a period of one year, which in our opinion is reasonable having regard to the size of the Company and the nature of assets. The verification of assets as per this programme has been carried out. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
- (c) As the Company has not disposed off any Fixed Assets during the year, paragraph 4(i)(c) of the Companies (Auditor's Report) Order, 2003 (hereinafter referred to as the Order) is not applicable.
- (ii) There was no inventories during the year so the question of physically verification of inventories, the procedures of physical verification of inventories followed by the management and maintenance of proper records of inventories does not arise.
- (iii) (a) According to the information and explanations given to us, the Company has not taken loan from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 during the year. The Company had also not given any loan to any party covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) As the company has not taken or given any loans from/to parties covered in the register maintained under section 301 of the Companies Act, 1956, the timely repayment of loans, the compliance with terms and conditions regarding repayment of loan and overdue amount etc. does not apply.
- (iv) According to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventories, fixed assets, and with regard to the sale of goods, if any.
- (v) According to the information and explanations given to us, there were no transactions with related parties, therefore the question of entering the same into the register maintained in pursuance of section 301 of the Companies Act, 1956 and comparison of prices of the transactions with the transactions entered into with other parties does not arise.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any Deposits from Public in contravention of provision of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of deposits) Rules, 1975. We are informed, that no order has been passed by the National Company Law Tribunal.

- (vii) The Company has an in house internal audit system, which in our opinion, is reasonable considering size and nature of it business.
- (viii) As informed to us, the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 in respect of the activities of the Company and therefore such accounts and records have not been made and maintained by the Company.
- (ix) (a) According to the records of the company and information and explanations given to us and as certified by Directors, the Company has been generally regular in depositing the undisputed statutory tax and duties with the appropriate authorities. There are no undisputed statutory dues as referred to above as at 31st March, 2009 which are outstanding for a period of more than six months from the date they become payable.
- (b) According to the records of the company and information and explanations given to us, there are no dues in respect of income tax, wealth tax, excise duty, customs duty and cess, which have not been deposited on account of any dispute.
- (x) The Company has neither accumulated losses as at March 31, 2009 nor has it incurred any cash losses during the financial year ended on that date or in the immediately preceding financial year
- (xi) As no loan has been taken by the company from any banks, financial institutions or Debenture holders, the question of repayment of dues to banks, financial institutions or Debenture holders does not arise.
- (xii) As Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities, paragraph 4(xii) of the Order is not applicable.
- (xiii) As the Company is not a chit fund / nidhi / mutual benefit funds / society to which the provisions of special statute relating to chit fund are applicable, paragraph 4(xiii) of the Order is not applicable.
- (xiv) As the Company is not dealing or trading in shares, securities, debentures and other investments so clause (xiv) of the said order is applicable to the company.
- (xv) The Company has not given any guarantee in respect of loans taken by others from banks of financial institutions.
- (xvi) The Company has not taken any Term Loan during the year.
- (xvii) No funds have been raised by the Company for Short Term or Long Term investments.

- (xviii) As the Company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year, paragraph 4(xviii) of the Order is not applicable.
- (xix) As the Company has not issued any debentures during the year, paragraph 4(xix) of the Order is not applicable.
- (xx) Since the Company has not raised money by way of public issue during the year, paragraph 4(xx) of the Order is not applicable.
- (xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud on or by the Company has been noticed or reported during the course of our audit during the year.

FOR ABN & CO.

CHARTERED ACCOUNTANTS

Sd/-

(S. C. KABRA)

PARTNER

M.No:- 35604

PLACE: MUMBAI

DATE : 30th June, 2009

BALANCE SHEET AS AT 31.03.09

	SCH.	AS AT 31.03.09 (Amount in Rs.)	AS AT 31.03.08 (Amount in Rs.)
SOURCES OF FUNDS			
SHARE HOLDERS FUNDS			
Share Capital	1	12,465,000	12,465,000
Reserves and Surplus	2	3,961,577	3,871,679
DEFERRED TAX LIABILITY	3	21,361	94,885
LOAN FUNDS			
Unsecured Loans			
Speedway Trading Pvt Ltd		510,000	-
TOTAL		16,957,938	16,431,564
APPLICATION ON FUNDS			
FIXED ASSETS			
Gross Block	4	1,695,896	1,695,896
Less: Depreciation		1,586,063	1,315,072
		109,833	380,824
CURRENT ASSETS, LOANS & ADVANCES			
Inventories		-	-
Sundry Debtors	5	494,350	500,000
Cash and Bank Balances	6	3,255,619	1,617,532
Loans and Advances	7	14,214,758	14,341,769
		17,964,727	16,459,301
LESS: CURRENT LIABILITIES & PROVISIONS			
Current Liabilities	8	419,606	24,379
Provisions	9	697,016	384,182
		1,116,622	408,561
NET CURRENT ASSETS		16,848,105	16,050,740
MISCELLANEOUS EXPENDITURE			
(To the extent not written off or adjusted)			
		-	-
TOTAL		16,957,938	16,431,564

Notes on Accounts

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As per our attached report of even date.

FOR ABN & CO.**CHARTERED ACCOUNTANTS**

Sd/-

(S. C. KABRA)

PARTNER

M.No:- 35604

PLACE: MUMBAI

DATE : 30/6/2009

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS**Sd/-
DIRECTORSd/-
DIRECTOR

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.08

	SCH.	AS ON 31.03.09 (Amount in Rs.)	AS ON 31.03.08 (Amount in Rs.)
INCOME			
Income from Operation	10	500,000	2,005,000
Other Income	11	975,249	792,154
TOTAL INCOME		1,475,249	2,797,154
EXPENDITURE			
Purchase		-	1,205,000
Administration expenditure	12	875,050	488,826
Depreciation		270,991	270,991
TOTAL EXPENDITURE		1,146,041	1,964,817
PROFIT BEFORE TAXES		329,208	832,338
Less:-Provision for taxation- Current		167,000	136,904
Provision for taxation- Deferred		(73,524)	(75,748)
Less : Short /Excess I.T. Provision		-	(29,800)
PROFIT AFTER TAXES		235,732	800,982
Add :-Balance brought forward		3,871,679	3,070,698
AMOUNT AVAILABLE FOR APPROPRIATIONS		4,107,411	3,871,679
Appropriation			
Proposed Dividend		124,650	-
Dividend Distributuion Tax		21,184	-
Transfer to General Reserve Researve		20,000	-
Balance Carried To Balance Sheet		3,941,577	3,871,679
		4,107,411	3,871,679

Notes on Accounts

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As per our attached report of even date.

FOR ABN & CO.**CHARTERED ACCOUNTANTS****FOR AND ON BEHALF OF
BOARD OF DIRECTORS**

Sd/-

(S. C. KABRA)

PARTNER

M.No:- 35604

PLACE: MUMBAI

DATE : 30/6/2009

Sd/-

DIRECTOR

Sd/-

DIRECTOR

(FORMERLY HINDUSTAN STOCKLAND LIMITED)

**SCHEDULES FORMING PART OF
ACCOUNTS FOR THE YEAR ENDED 31.03.08**

AS AT 31.03.09 **AS AT 31.03.08**
(in Rs.) **(in Rs.)**

SCHEDULE 1**SHARE CAPITAL AUTHORISED**

19,97,500 EQUITY SHARES OF Rs. 10/- each

(Previous Year 19,97,500 Equity Shares of Rs. 10/- each)

19,975,000

19,975,000

ISSUED SUBSCRIBED & PAID UP

12,46,500/- EQUITY SHARES OF

Rs. 10/- each fully paid up

12,465,000

12,465,000

TOTAL**12,465,000****12,465,000****SCHEDULE 2****RESERVE AND SURPLUS**

General Reserve

20,000

(Transferred during the year)

Profit & Loss Account

3,941,577

3,871,679

3,961,577

3,871,679

SCHEDULE 3**Deffered Tax Liability**

Deffered Tax Liability

21,361

94,88

TOTAL**21,361****94,88**

SCHEDULE 4**SCHEDULE OF FIXED ASSETS AS AT 31.03.09**

Particulars	Gross Block as at 01.04.08	Addition during the year	Sold during the Year	Gross Block As on 31.03.09	Dep. Upto 31.03.2008	Dep. For the Year	Adjustment for the year	Dep. Up to 31.03.09	Net Block 31.03.09	Net Block 31.03.08
Computer & Accessories	1,661,746	-	-	1,661,746	1,310,206	269,369	-	1,579,575	82,171	351,540
Office Equipment	34,150	-	-	34,150	4,866	1,622	-	6,488	27,662	29,284
TOTAL	1,695,896	-	-	1,695,896	1,315,072	270,991	-	1,586,063	109,833	380,824
Previous Year	1,695,896	-	-	1,695,896	1,044,081	270,991	-	1,315,072	380,824	

**SCHEDULES FORMING PART OF
ACCOUNTS FOR THE YEAR ENDED 31.03.08**

	AS AT 31.03.09 (in Rs.)	AS AT 31.03.08 (in Rs.)
<u>SCHEDULE 5</u>		
<u>SUNDRY DEBTORS</u>		
Unsecured - considered Good		
Outstanding for more than six months	-	100,000
Others	494,350	400,000
TOTAL	494,350	500,000

<u>SCHEDULE 6</u>		
<u>CASH AND BANK BALANCES</u>		
Cash on Hand	195,881	433,102
Bank Balances:		
With Scheduled banks HDFC Bank (In current accounts)	3,059,738	1,184,430
TOTAL	3,255,619	1,617,532

<u>SCHEDULE 7</u>		
<u>LOANS & ADVANCES</u>		
Loans	13,680,076	13,926,409
Self Asst Tax Paid	175,307	165,216
TDS Receivable	359,375	208,875
Other Advances	-	2,778
Deposits	-	38,491
TOTAL	14,214,758	14,341,769

<u>SCHEDULE 8</u>		
<u>CURRENT LIABILITIES</u>		
Creditors For Expenses	361,668	19,101
Professional Tax payable	-	2,500
TDS Payable	57,938	2,778
TOTAL	419,606	24,379

SCHEDULES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31.03.08

	AS AT 31.03.09 (in Rs.)	AS AT 31.03.08 (in Rs.)
SCHEDULE 9		
PROVISIONS		
Provision for Taxation	551,182	384,182
Provision for Dividend Distribution Tax	21,184	-
Proposed Dividend	124,650	-
TOTAL	697,016	384,182

SCHEDULE 10		
INCOME FROM OPERATION		
Contract Fees Received	500,000	-
Sale of Media Softwares	-	2,005,000
TOTAL	500,000	2,005,000

SCHEDULE 11		
OTHER INCOME		
Interest	975,249	792,154
TOTAL	975,249	792,154

SCHEDULE 12		
ADMINISTRATION EXPENDITURE		
Auditor Remuneration	11,030	19,101
Bad Debts	371,722	59,516
Bank Charges	1,465	8,795
Demat & Share Transfer Charges	8,990	8,990
Electricity Exp.	-	26,493
General Exp.	3,725	48,000
Interest Penalty	222	4,475
Listing Fee	14,595	13,325
Postage and Courier	1,720	2,250
Printing and Stationery	9,032	9,712
Professional & Counsultancy Charges	48,854	30,466
Professional Tax	2,500	2,500
Rent	375,000	163,000
Repairs & Maintaince	5,212	32,765
ROC Fees	-	27,500
Telephone Exp.	9,645	20,988
Conveyance	5,525	-
Travelling Expenses	5,812	10,950
Total	875,050	488,826

M/S SPLASH MEDIA WORKS LIMITEDSCHEDULE 13SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS FOR THE YEAR ENDING ON 31st MARCH, 2009SIGNIFICANT ACCOUNTING POLICIES**1. BASIS OF ACCOUNTING**

The financial statements are prepared under historical cost convention on accrual basis and are in accordance with requirements of the Company Act, 1956 read with the accounting standards prescribed by the Institute of Chartered Accountants of India, to the extent applicable.

Accounting policies not specifically referred to are, otherwise in consistent and in consonance with the generally accepted accounting principles.

2. FIXED ASSETS

Fixed Assets are stated at cost of acquisition less depreciation.

3. INVENTORIES

Inventories, if any, have been valued at lower of cost or realizable value.

4. DEPRECIATION

Depreciation on assets used during the year have been provided on straight-line method at the rates prescribed in schedule - XIV of the Companies Act, 1956 on Pro - rata basis.

5. PROVISION FOR TAXATION

Provision for taxation has been made as per the existing provisions of the Income Tax Act, 1961 and as required by Accounting Standard 22 (AS-22) prescribed by the Institute of Chartered Accountants of India, the provision of deferred tax liability, has been made in respect of difference between books depreciation and income tax depreciation, as under:-

Deferred tax liability as on 31/3/2009	Rs.	21,361/-
Deferred tax liability as on 31/3/2008	Rs.	<u>94,885/-</u>
Excess liability written back	Rs.	<u>73,524/-</u>

6. PROVISION FOR GRATUITY AND BONUS

No provision has been made for the future Gratuity and Bonus as there is no liability as such.

7. STATEMENT OF CONTINGENT LIABILITIES

There is no contingent liability in the opinion of the Management.

8. CHANGES AFTER DATE OF BALANCE SHEET

There is no material change occurred after the date of balance sheet till date of audit affecting the financial statements as at 31.03.08.

9. ACCOUNTING FOR RETIREMENT BENEFITS OF EMPLOYEES

The company has not made any provision for retirement benefits of employees, as there is no liability, as such.

NOTES ON ACCOUNTS

1. In the opinion of the Board of Directors, the current assets loans & advances have realizable value in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and the same has been certified by the Board of Director. No provision for the interest on the loans have been made in some cases, as the same is not recoverable in the opinion of the Board of Directors.

2. Auditors Remuneration	31.03.2009(RS)	31.03.2008(RS)
Audit Fees	Rs. 10,000/-	Rs. 10,000/-
Tax Audit Fees	NIL	Rs. 5,000/-
Other Services	NIL	Rs. 2,000/-
Out of Pocket Expenses	Rs. 1,030/-	Rs. 2,101/-
	-----	-----
Total	Rs. 11,030/-	Rs. 19,101/-
	=====	=====

3. Related Parties Disclosure

There is no transaction with related parties during the year as per Accounting Standard 18 issued by the Institute of Chartered Accountants of India.

4. Balances of Sundry Debtors, Sundry Creditors, Loans taken and Loans given are subject to confirmation and reconciliation, if any.
5. Figures of the previous year have been regrouped, re-arranged and reclassified where ever necessary to make them comparable with current year figures.

6. Quantitative details of stocks, purchase & sales

Particulars	31.03.2009		31.03.2008	
	Qty.	Rs.	Qty.	Rs.
Media Services (No of Serials)				
Opening Stock	Nil	Nil	Nil	Nil
Purchase	Nil	Nil	5	12,05,000
Sales	Nil	Nil	5	20,05,000
Closing Stock	Nil	Nil	Nil	Nil

7. Identification of accounts relating to small industrial undertaking, information for determining the particulars relating to current indebtedness of such undertaking as required under schedule IV Part I of the Company Act, 1956 are not applicable to this company.
8. All the other information's as required under paragraph 3, 4A, 4B, 4C & 4D of Part II of Schedule VI of the Companies Act, 1956 is either Nil or Not Applicable to the company.
9. Earning Per Share
Earning per share is calculated by dividing the profit (loss) attributable to equity shareholder by the weighted average number of equity shares outstanding during the period as under.

Particulars	31/3/2009	31/3/2008
Profit / (Loss) After Tax (Rs.), excluding Extrs Ordinary Income	2,35,732	8,00,982
Profit / (Loss) attributable to equity shareholders	2,35,732	8,00,982
Weighted average number of equity shares outstanding during the period (Nos.)	1246500	1246500
Basic / Diluted Earnings Per Share (Rs.)	0.19	0.64
Nominal Value Per Share (Rs.)	10	10

As per our report of even date attached

FOR ABN & CO.
CHARTERED ACCOUNTANTS

Sd/-
(S. C. KABRA)
PARTNER
M.No:- 35604

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-
DIRECTOR

Sd/-
DIRECTOR

PLACE: MUMBAI
DATE : 30/6/2009

Additional Information pursuant to the Provision of Part IV of Schedule VI to the Companies Act, 1956

BALANCE SHEET ABSTRACT AND A COMPANY'S GENERAL BUSINESS PROFILE

I. REGISTRATION DETAIL

Registration No.	44094	State Code.	11
Balance Sheet Date :	31st March, 2009	(Refer Code List)	

II. CAPITAL RAISED DURING THE YEAR

Public Issue Rs.	-	Rights Issue Rs.	-
Bonus Issue Rs.	-	Private Placements Rs.	-

III. POSITION MOBILISATION AND DEVELOPMENT OF FUNDS

Total Liabilities Rs.	16,957,938	Total Assets Rs.	16,957,938
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SOURCES OF FUNDS :-

Paid Up Capital Rs.	12,465,000	Reserves & Surplus Rs.	3,961,577
Secured Loans Rs.	-	Unsecured Loans Rs.	510,000
Deferred Tax Liability Rs.	21,361		

APPLICATION OF FUNDS :-

Net Fixed Assets Rs.	109,833	Investment Rs.	-
Net Current Assets Rs.	16,848,105	Deffered tax Assets	-
Accumulated Losses Rs.	-	Misc. Expenditure Rs.	-

IV. PERFORMANCE OF COMPANY

Turnover Rs.	1,475,249	Total Expenditure Rs.	1,146,041
Profit/(Loss) Before Tax Rs.	329,208	Profit/(Loss) After Tax Rs.	235,732
Basic Earning per share in Rs.	0.19	Dividend % -	1%

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS / SERVICES OF COMPANY

Item Code No. (ITC Code)	: N.A.
Product Description	: MEDIA SOFTWARE, FINANCE & CONSULTANCY

As per our report of even date.

As per our attached report of even date.

FOR ABN & CO.

CHARTERED ACCOUNTANTS

Sd/-

(S. C. KABRA)

PARTNER

M.No:- 35604

PLACE: MUMBAI

DATE : 30/6/2009

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS**

Sd/-
DIRECTOR

Sd/-
DIRECTOR

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.09

	PARTICULARS	31.03.09 RS.	31.03.08 RS.
A	Cash Flow from Operating Activities		
	Net Profit after Tax	235,732	800,982
	Adjustments		
	Depreciation	270,991	270,991
	Interest & Dividend Received	(975,249)	(792,154)
	Operating Profit/ Loss before working	(468,526)	279,819
	Capital Changes		
	Trade & Other Receivables	5,650	3,759,556
	Loans and Advances	127,011	(2,878,911)
	Other Current Assets(including Prel. Exp.)	-	-
	Trade & Other Payables	708,061	(201,739)
	Cash Generated from Operating	840,722	678,906
	Net Cash from Operating Activities	372,197	958,725
B	Cash Flow from Investment Activities		
	Interest & Dividend Received	975,249	792,154
	Purchase/Sale of Assets	-	-
		975,249	792,154
C	Cash Flow from Financing Activities		
	Long Term & Other Borrowing	510,000	(1,000,000)
	Dividened & Dividend Distribution Tax	(145,834)	-
	Increase/ Decrease in Deferred Exps.	(73,524)	(75,748)
	Net Cash from Financing Activities	290,642	(1,075,748)
	Net Increase/ Decrease in Cash & Cash Equivalent (A+B+C)	1,638,087	675,131
	Cash & Cash Equivalent Opening	1,617,532	942,402
	Cash & Cash Equivalent Closing	3,255,619	1,617,532

**FOR ABN & CO.
CHARTERED ACCOUNTANTS**

Sd/-
(S. C. KABRA)

PARTNER

M.No:- 35604

PLACE: MUMBAI

DATE : 30/6/2009

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS**

Sd/- Sd/-
DIRECTOR DIRECTOR

SPLASH MEDIA WORKS LIMITED

REGISTERED OFFICE: 19 Laxminarayan Shopping Centre, 1st Floor, Poddar Road, Malad (E),
Mumbai - 400 097. E-mail : splashmedia7@yahoo.in

I hereby record my presence at the 28th ANNUAL GENERAL MEETING of the Company being held on
Tuesday 22nd September at 11.00 a.m. at 19 Laxminarayan Shopping Centre, 1st Floor,
Poddar Road, Malad (E), Mumbai - 400 097.

NAME OF SHARE HOLDER _____

NAME OF PROXY _____

(To be filled in the case the proxy attends instead of Shareholder)

SIGNATURE OF SHAREHOLDER/PROXY*

* Strike out Which is not applicable

**NOTE: NO GIFT OR COUPONS WOULD BE GIVEN TO THE SHARE
HOLDERS FOR ATTENDING THE ANNUAL GENERAL MEETING**

----- (Tear Here) -----

SPLASH MEDIA WORKS LIMITED

Registered Office: 19 Laxminarayan Shopping Centre, 1st Floor, Poddar Road, Malad (E),
Mumbai - 400 097. E-mail : Splashmedia7@yahoo.in

Folio No. : _____

I/We _____

Of _____ being

A member / members of the Splash Media Works Ltd. hereby appoint _____ of

_____ or

failing _____ him / her

of _____

As my/our proxy to vote for me / us on my / our behalf at the 28th Annual General Meeting of the company to
be held on Tuesday 22nd September at 11.00 a.m. or at any adjournment thereof.

Signed this _____ day of _____ 2009

Affix Rupee
One
revenue
Stamp

Signature of Member / Proxy

Notes : The Proxy form must be returned so as to reach the registered office at the company not less
than 48 hours before the time for holding the aforesaid meeting: The proxy need not be a shareholder of
the company.

BOOK - POST

TO,

If undelivered, please return to :

SPLASH MEDIA WORKS LIMITED

19 Laxminarayan Shopping Centre,

1st Floor, Poddar Road, Malad (E),

Mumbai - 400 097.

E-mail : splashmedia7@yahoo.in