

**CINERAD COMMUNICATIONS LIMITED**

TWENTY FOURTH
A N N U A L
R E P O R T
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## **CINERAD COMMUNICATIONS LIMITED**

### **BOARD OF DIRECTORS**

**DIWAKAR GANDHI**

(CHAIRMAN)

**ABHINEET GUPTA**

(MANAGING DIRECTOR)

**MUKESH PATHAK**

(DIRECTOR)

**S.C.SACHDEVA**

(DIRECTOR)

**ASHOK KUMAR BANSAL**

(COMPANY SECRETARY)

### **AUDITORS**

RASTOGI NARAIN & CO.

Chartered Accountants

### **BANKERS**

AXIS BANK LTD.

### **REGISTERED OFFICE**

G-3, Bombay Market Apartments Co-Op Society Limited

78, Tardeo Road, Tardeo

Mumbai - 400034

### **CORPORATE OFFICE**

B-19, First Floor

Greater Kailash Enclave Part-1,

New Delhi – 110048.

### **REGISTRAR AND SHARE TRANSFER AGENTS**

System Support Services

209, Shivai Industrial Estate

89, Andheri Kurla Road

Sakinaka, Near L.I.C

Mumbai-400072



## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of CINERAD COMMUNICATIONS LIMITED will be held at Kilachand Conference Room, 2nd Floor, India Merchant Chambers Building, IMC Marg, Churugate, Mumbai-400 020, on Tuesday , 28<sup>th</sup> September, 2010 at 10.00 A.M. to transact the following business:

### ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet as at March 31, 2010 and the Profit and Loss Account for the year ended March 31, 2010 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mukesh Pathak who retires by rotation and being eligible offer himself for re appointment.
3. To appoint M/s Rastogi Narain & Co, Chartered Accountants, as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the board of directors to fix their remuneration.

### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of this meeting. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.

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.

2. The Register of Members and the Share Transfer Registers of the Company will remain closed on 28.09.2010.
3. Members are requested to notify change of address, if any, (a) to their respective Depository Participant in case of shares held in electronic form and (b) to the Company's Registrars & Share Transfer Agents, M/s System Support Services, 209, Shivai Industrial Estate, 89 Andheri Kurla Road, Sakinaka, Near L.I.C., Mumbai- 400 072, in case of shares held in physical form.
4. Any Member desirous of obtaining any information pertaining to the Accounts may forward such queries in writing to the Accounts Department at the Corporate Office of the Company at least 10 days prior to the Meeting in order to enable the Company to keep the information ready to the extent possible.
5. Members or their Authorized Representatives/Proxies are requested to bring their copies of Annual Report at the Meeting.

For and on behalf of the Board of Directors

Ashok Kumar Bansal  
Company Secretary

Registered Office:  
G-3, Bombay Market Apartments  
78, Tardeo Road  
Mumbai- 400 034  
Dated: 04.08.2010

### **Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking reappointment at the forthcoming Annual General Meeting.**

#### 1. **Mr. Mukesh Pathak**

Mr. Mukesh Pathak, aged 60 years, is a chartered Accountant; He has an overall experience of more than 32 years in the field of Finance, Accounts and Logistics etc.

#### **Directorship held in other Companies**

- i) M. S. Support Services Pvt. Ltd.

#### **Membership in committees in other Companies**

Nil

## DIRECTORS' REPORT

Dear Members

Your Directors present the 24<sup>th</sup> Annual Report of the Company along with the Audited Accounts for the year ended 31st March 2010.

### **FINANCIAL RESULTS**

The financial results of the company are as under:

	Year ended 31-03-2010	(Rs.in Lakhs) Year ended 31-03-2009
Loss before depreciation and taxation	(56.40)	(43.84)
Less: Depreciation	19.38	18.74
Less: Provision for Taxation	-	1.17
Profit/(Loss) after depreciation & Tax	(75.78)	(63.75)
Balance brought forward from previous yr.	(629.57)	(565.82)
Balance carried forward	(705.35)	(629.57)

In view of losses incurred, the Directors do not recommend payment of dividend for the year ended 31-03-2010.

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **Business Overview**

##### **Industry Structure and Development**

India has experienced rapid Growth in recent years India's GDP grew at 9.4%, 6.7% and 7.4% in fiscal 2008, 2009 and 2010 respectively. In the current fiscal, Industrial growth was driven by robust performance from Agriculture, Industry and Services sector.

##### Entertainment Industry

The Indian entertainment industry has out-performed the Indian economy in last few year and is one of the fastest growing sectors in India.

The Indian Media and Entertainment (M&E) industry stood at US\$ 12.9 billion in 2009 registering a 1.4 per cent growth over last year, according to a joint report by KPMG and an industry chamber. Over the next five years, the industry is projected to grow at a compound annual growth rate (CAGR) of 13 per cent to reach the size of US\$ 24.04 billion by 2014, the report stated. Additionally, the gaming segment is expected to be the fastest growing sector in the M&E industry. The sector showed a 22 per cent growth in 2009 and is expected to grow at a CAGR of 32 per cent to reach US\$ 705.2 million by 2014, while the animation segment is expected to record a CAGR of 18.7 per cent in the next five years as per the joint report.

International media giants are all vying for a stake in the segment. In the last few years, lot of foreign direct investment (FDI) has flowed into the sector and the Government approved the proposals.

The sector's growth is being propelled by a number of factors such as the corporatism of the film industry, a booming television sector, a fast growing radio sector, a growing market for print products and other technological changes. India is ready to embrace and grow along with the changes the industry is undergoing globally.

#### **Performance**

Your Company has, in the previous year, not done much activity on operation side.

During the year under review, the Company has a total income of Rs.10.26 lakhs as against Rs. 29.17 lakhs in the previous year. The Company has made an operating loss during the year of Rs. 56.40 lakhs, as against an operating loss of Rs. 43.84 lakhs for the previous year. However, the loss after depreciation and taxation for the year is Rs. 75.78 lakhs, as against a loss after depreciation and taxation of Rs. 63.75 lakhs for the previous year.

The management is taking best efforts to start the operation at full scale. The management has decided to keep overhead to bare minimum till a new business plan with identified revenue streams is in place.

#### **Outlook**

The Indian Entertainment and Media Industry has out-performed the Indian economy and is one of the fastest growing sectors in India. It is rising on the back of economic growth and rising income levels that India has been experiencing in the past years. This is significantly benefiting the entertainment and media industry in India as this is a cyclically sensitive industry and it grows faster when the economy is expanding.



### **Segment-wise Reporting**

The Company has only one segment and segment-wise reporting does not apply to it.

### **Internal Control & Systems**

The Company maintains an adequate and effective internal control system commensurate with its size and complexity. We believe that these internal control systems provide a reasonable assurance that transactions are executed with management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles and that the assets of the company are adequately safe-guarded against significant misuse and loss. Significant findings of the Internal Auditor are brought to the notice of the Audit Committee of the Board and corrective measures recommended for implementation.

### **Personnel**

Relations with employees remained cordial during the year. The total number of people employed in the Company on an average, during the year under review, was 11.

### **Forfeiture of warrants**

The company has forfeited Rs. 1,05,00,000( One Crore Five lakhs only) which was received as 10% upfront payment towards allotment of 75,00,000 convertible warrants of Rs.10/- each at the premium of Rs.4 per warrant , due to non-payment of balance 90% payment within 18 months from the date of allotment of warrants.

### **Cautionary Statement**

The Statements forming part of the Director's Report may contain certain forward-looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

### **Fixed Deposits**

The Company has not accepted any Fixed Deposits from the Public during the financial year under review.

### **Directors**

Mr. Mukesh Pathak who was appointed as director & is liable to retire by rotation during the year is being eligible offer himself for reappointment. Your Directors recommend his reappointment.

### ***DIRECTORS' RESPONSIBILITY STATEMENT***

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

- In the preparation of annual accounts the applicable accounting standards have been followed;
- The Directors 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 31<sup>st</sup> March, 2010 and the loss of the company for the year;
- That the Directors had 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.
- That the Directors have prepared the annual accounts on a 'going concern' basis.

### **COMPLIANCE CERTIFICATE**

A separate section on Corporate Governance forming part of the Director's Report and the certificate from the Company's Auditors confirming the compliance of conditions on Corporate Governance as stipulated in 'Clause 49 of the Listing Agreement is included in the Annual Report.

### **AUDITORS**

The Auditors M/s Rastogi Narain & Co., Chartered Accountants, retires at this Annual General Meeting and are eligible for re-appointment. They have confirmed that their appointment, if made, will be in accordance with the limits specified in Section 224(1-B) of the Companies Act, 1956.

### **PARTICULARS OF EMPLOYEES**

There were no employees covered by the provisions of section 217(2A) of the Companies Act, 1956 read with Companies (Particular of Employees) Rules 1975, as amended.

### **INFORMATION PURSUANT TO SECTION 217(1)(e)**

Provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in

the Report of the Board of Directors) Rules, 1988 are not applicable to the Company, in respect of Conservation of Energy and Technology Absorption and Research & Development.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

	<b>(Amount in Lakhs)</b> <b>31-03-2010</b>	<b>(Amount in Lakhs)</b> <b>31-03-2009</b>
Total Foreign exchange earned	NIL	NIL
Total Foreign exchange used	NIL	4.52

**ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation of the contribution of employees at all levels. Your Directors also take this opportunity to thank the Company's Bankers, Shareholders and all others concerned for their valuable support and co-operation extended to the Company.

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

**Diwakar Gandhi**  
Chairman

Place: New Delhi  
Date: 29.05.2010



## **CORPORATE GOVERNANCE REPORT**

(Pursuant to Clause 49 of the Listing Agreement)

### **Company's philosophy on Corporate Governance**

At Cinerad Communications Ltd. it is our belief that our corporate governance standards must be at par with best practices worldwide. The Company endeavors to comply corporate governance by adherence with utmost transparency, disclosures and fairness etc. Good corporate Governance is the ongoing process. The Company is listed on the Bombay Stock Exchange and has complied in all material respects with the features of corporate governance as specified in the Listing Agreement.

### **Board of Directors**

During the year under review, 6 Board Meetings were held on the following dates: June 29, 2009; July 30, 2009; August 25, 2009; October 30, 2009; January 15, 2010; January 30, 2010.

The composition of the Board, attendance of Board Meetings (BM) held during the financial year under review and at the last Annual General Meeting (AGM), numbers of Directorships and memberships / chairmanships in public companies (excluding the Pvt. Ltd. Company) are given below:

Name of Director	Category	F.Y.2009-10 Attendance at		No. of Directorships	As Committee Chairman	Positions as Member
		BM	Last AGM			
Mr. Diwakar Gandhi	Director Non-Executive	06	Yes	02	02	03
Mr. Abhineet Gupta	Director Executive	06	Yes	Nil	00	00
Mr. Mukesh Pathak	Independent Non-Executive	04	No	Nil	01	03
Mr. S. C. Sachdeva	Independent Non-Executive	04	No	Nil	00	03

### **Audit Committee**

The Audit Committee comprises of three members, viz; Mr. Diwakar Gandhi, Mr. Mukesh Pathak, Mr. S.C.Sachdeva and Mr. Ashok Kumar Bansal as Secretary to the committee. Mr. Mukesh Pathak is the chairman of Audit Committee. The scope of the activities of the audit committee is as set out in clause 49 of the listing agreement with the stock exchange read with section 292A of the Companies Act, 1956. The terms of reference of the audit committee broadly are as under:

- To hold periodic discussions with the statutory and internal auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit and observations of the auditors;
- To review compliance with the internal control systems;
- To review the quarterly, half yearly and annual financial results of the company before submission to the board;
- At Present to make recommendations to the board on any matter relating to the financial management of the company, including the audit report of the statutory and internal auditors.

During the period under review the audit committee met on four occasions:

June 29, 2009; July 30, 2009; October 30,2009, January 30,2010

### **Attendance of each Member at the Audit Committee meetings held during the year**

Name of the Committee Member	No. of meetings held	No. of meetings attended
Mr. Mukesh Pathak	4	2
Mr. Diwakar Gandhi	4	4
Mr. S.C.Sachdeva	4	2

### **Remuneration Committee**

The company has set up a Remuneration Committee comprising of 3 members – Mr. Diwakar Gandhi, Mr. S.C.Sachdeva and Mr. Mukesh Pathak to look into the matter related to the payment of remuneration to directors. Mr. Diwakar Gandhi has been elected as Chairman. All the members of Remuneration Committee have good exposure to finance as well as general management.

## 24th Annual Report

### Shareholders / Investor Grievances Committee

Chairman	: Mr. Diwakar Gandhi,
Members	: Mr. Mukesh Pathak, Mr. S. C. Sachdeva
Compliance Officer	: Mr. A.K .Bansal, Company Secretary
No. of Complaints received by	: NIL
Company's Registrar & Share Transfer Agents	
M/s. System Support Services during the financial year ended March 31, 2010	
No. of pending share transfers	: NIL

### General Body Meetings

AGM for The financial Year	Location of Holding AGM	Date and Time of AGM
2008-2009	Killachand Conference Room, Second Floor, India Merchant Chambers Building, IMC Marg, Chrchgate, Mumbai-400020	September – 25, 2009 at 10.00 A.M.
2007-2008	Killachand Conference Room, Second Floor, India Merchant Chambers Building, IMC Marg, Chrchgate, Mumbai-400020	September –27, 2008 at 10.00A.M.
2006-2007	Killachand Conference Room, Second Floor, India Merchant Chambers Building, IMC Marg, Chrchgate, Mumbai-400020	September –28, 2007 at 9.30A.M.

### Special Resolution passed through Postal Ballot:

No special resolution was passed through Postal Ballot during 2009-2010.

### Disclosures

There are no materially significant transactions made by the company with its promoters, directors or management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of the company at large. The Register of Contracts containing transactions in which directors are interested is placed before the board regularly for its approval. During the last three years, there were no strictures or penalties imposed by either SEBI or the stock exchange or any statutory authorities for non-compliance on any matter related to the capital markets.

### Means of Communication

Quarterly, Half yearly and Annual results of the company are published in newspapers such as Financial Express and Mumbai Lakshdeep Mahanagar. These results are properly submitted to the stock exchanges such that the same can be displayed on their website.

Management discussion and analysis form part of the Directors' Report enclosed in this annual report.

### General Shareholder Information

AGM date, time and venue	September 28,2010 at 10.00 A.M. at Kilachand Conference Room, 2 <sup>nd</sup> Floor, India Merchant Chambers Building, IMC Marg, Church gate, Mumbai-400020.
Financial calendar 2010-11 <b>Results for quarter ending :</b> (a) 30 <sup>th</sup> June 2010 (b) 30 <sup>th</sup> September 2010 (c) 31 <sup>st</sup> December 2010 (d) 31 <sup>st</sup> March 2011 <b>Audited yearly results</b>	On or before 14 <sup>th</sup> day of August , 2010 On or before 14 <sup>th</sup> day of November, 2010 On or before 14 <sup>th</sup> day of February, 2011 On or before 15 <sup>th</sup> day of May, 2011 Before end of 31 <sup>st</sup> May, 2011
Date of Book Closure	28 <sup>th</sup> SEPTEMBER 2010
Listing on Stock Exchanges	Bombay Stock Exchange, P.J. Towers, Dalal Street, Mumbai - 23.
Stock Code, Bombay Stock Exchange	530457
Demat ISIN No. for CDSL and NSDL	INE959B01017
Listing Fee	Paid for the year 2009-10





**Market Price Data: High – Low During each month in the last financial year**

(In Rs.)

Month	High	Low
April, 2009	6.27	4.09
May, 2009	5.96	5.15
June, 2009	8.09	5.95
July, 2009	9.63	5.83
August, 2009	6.78	5.10
September, 2009	8.40	6.71
October, 2009	9.15	7.37
November, 2009	8.24	5.55
December, 2009	7.89	5.62
January, 2010	8.00	6.21
February, 2010	8.80	5.87
March, 2010	9.30	5.50

**Distribution of share holding on March 31, 2010**

No. of Equity Shares held From to	Shareholder		Shareholding	
	Nos.	%	Nos.	%
1 – 500	1793	78.50	324156	6.23
501 – 1000	215	9.41	188246	3.62
1001 – 5000	214	9.37	466444	8.97
5001 – 10000	23	1.01	173969	3.35
10001 – 100000	33	1.44	1002879	19.29
100001 & above	6	0.27	3044306	58.54
SHARES IN TRANSIT			0	0.00
<b>TOTALS</b>	<b>2284</b>	<b>100.00</b>	<b>5200000</b>	<b>100.00</b>

**Shareholding Pattern as on March 31, 2010**

Category	No. of equity shares held	Percentage of shareholding
<b>A Promoter's holding</b>		
1 <b>Promoters</b>		
- Indian Promoters	22,78,823	43.82
- Foreign Promoters	-	-
<b>Sub – Total</b>	<b>22,78,823</b>	<b>43.82</b>
<b>B Non – Promoters Holding</b>		
2 Institutional investors	-	-
A Mutual Funds and UTI	5,700	0.11
B Banks, Financial Institutions, Insurance Companies (Central/state Govt. Institutions / Non-government Institutions)	-	-
C FIIS	-	-
<b>Sub –Total</b>	<b>5,700</b>	<b>0.11</b>
3 <b>Others</b>		
A Private Corporate Bodies	10,56,535	20.32
B Indian Public	18,55,094	35.68
C NRIs / OCBs	3,848	0.07
D Any other – In transit (Demat)	-	-
<b>Sub – Total</b>	<b>29,15,477</b>	<b>56.07</b>
<b>Grand Total</b>	<b>52,00,000</b>	<b>100.00</b>

**Registrar and Share Transfer Agents**

SYSTEM SUPPORT SERVICES  
209, Shivali Industrial Estate  
89, Andheri Kurla Road,  
Sakinaka Near L.I.C.  
Mumbai- 400 072  
Telephone Numbers: 2850 0385  
Fax Number: 2850 1438

**Share Transfer System**

Shareholders/Investors grievance committee also approves share transfers and meets at frequent intervals. System Support Services, Company's registrars and share transfer agents process these transfers. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respects.

**Secretarial Audit**

A qualified practicing company secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services India limited (CDSL) and the total issued and listed capital. The audit confirms that the total issue/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**Dematerialization of Shares and Liquidity** Based on SEBI directive, Company's shares are traded in dematerialized form. As on March 31, 2010, 85.92% of the paid up share capital of the Company was in dematerialized form.

**Address for Correspondence** Shareholders should address their correspondence to the company's Registrar and Share Transfer Agents at the address mentioned above, contact person: Mr. Mahendra Mehta. Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

**Auditors' Certificate on compliance of conditions of Corporate Governance to the Members of Cinerad Communications Limited**

We have examined the compliance of corporate governance by **CINERAD COMMUNICATIONS LIMITED** for the year ended 31<sup>st</sup> March, 2010 as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above-mentioned clause of listing Agreement.

On the basis of our verification of the records maintained by the Company and presented to the investors, Grievance Committee, we have to state that no investor grievances were remaining unattended/pending for more than thirty days.

We further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency/ effectiveness with which the management has conducted the affairs of the Company.

For Rastogi **Narain & Co.**  
Chartered Accountants

**Shanti Narain**  
Partner,  
Membership No. 87370,

Place: New Delhi,  
Date: 29.05.2010



## AUDITORS' REPORT

**To**  
**THE MEMBERS OF**  
**CINERAD COMMUNICATIONS LIMITED**

1. We have audited the attached Balance Sheet of Cinerad Communications Ltd. as at 31st March 2010 and also the Profit and Loss Account and 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.
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 from any material misstatement. An audit 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 (Auditor's Report) Order, 2003 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 specified in paragraphs 4 & 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph (3) above, we report that:
  - (i) 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;
  - (ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (iii) The Balance Sheet and Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of account;
  - (iv) In our opinion the Balance Sheet and Profit and Loss Account and Cash Flow Statement comply with the accounting standards as referred to in Section 211(3C) of the Companies Act, 1956.
  - (v) On the basis of written representations received from the directors, as on 31st March, 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet, the Profit and Loss Account and Cash Flow Statement read together with the notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India
    - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010; and
    - (b) in the case of the Profit and Loss Account, of the Loss for the year ended on that date.
    - (c) in the case of the Cash Flow Statement, of the Cash Flow Statement for the year ended on that date.

**For Rastogi Narain & Co.**  
**Chartered Accountants**

**SHANTI NARAIN**  
**Partner**

M. No. 87370  
Firm Registration No.: 08775N

Place: New Delhi  
Date: 29.05.2010

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date to the members of **CINERAD COMMUNICATIONS LIMITED** for the year ended 31<sup>st</sup> March 2010)

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

1. a) The Company has maintained proper records, showing full particulars including quantitative details and situation of fixed assets.  
b) As explained to us, the fixed assets have been physically verified by the management in accordance with a phased programme of verification which in our opinion is reasonable considering the size and nature of its business. No discrepancies were noticed on the assets physically verified by the Management.  
c) In our opinion, a substantial part of fixed assets have not been disposed off by the company during the year.
2. The company has no inventory at the end of the year.
3. The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 and accordingly, paragraph (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable.
4. In our opinion and 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 regards to purchases of fixed assets and stores/spare part inventory. The nature of business of the Company do not involve any sale of goods. Further, on the basis of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control procedures.
5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register maintained under that section.  
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered into the register maintained under Section 301 in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The company has not accepted any deposits from the Public within the meaning of section 58A & 58AA or any other relevant provisions of the Act, 1956 and rules framed thereunder.
7. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
8. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of Cost Records under Clause (d) of subsection 1 of section 209 of the Companies Act, 1956 in respect of services carried out by the Company.
9. a) The Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employee's state insurance, Income tax, Wealth Tax, and other material statutory Dues applicable to it. There were no arrears as at 31<sup>st</sup> March 2010 for a period of more than six months from the date they become payable.  
b) According to the information and explanation given to us there are no disputed dues in respect of income tax and other statutory dues applicable to the company.
10. In our opinion, the accumulated losses of the company at the end of the financial year are more than fifty percent of its net worth. The company has incurred cash losses in the current year and in the financial year immediately preceding current financial year.
11. According to the information and explanations given to us, the Company has not borrowed any loans from Banks and financial institutions and there are no debentures issued by the Company. Therefore Clause 4 (xi) of Companies (Auditor's Report) Order, 2003 is not applicable.
12. Based on our examination of the records and the information & explanations given to us, the company has not granted any loans and / or advances on the security by way of pledge of shares, debentures and other securities.
13. Clause (xiii) of the order is not applicable to the company, as the company is not a chit fund company or nidhi / mutual benefit fund / society.
14. In our opinion, the company is not a dealer or trader in shares, securities, debentures and other investments.



15. According to the information and explanations given to us, the company has not given guarantee for loans taken by others from banks and financial institutions.
- 16 The company has not obtained any term loan during the current year.
- 17 According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that during the year as there were no funds raised on short-term / long term basis, Clause 4(xvii) of the Companies (Auditor's Report) Order, 2003 is not applicable.
- 18 The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
- 19 The company has not issued any debentures during the year
- 20 The Company has not raised any money by public issues during the year.
- 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, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such cases by the management.

For **Rastogi Narain & Co.**  
Chartered Accountants

**(SHANTI NARAIN)**  
**Partner**

M. No. 87370  
Firm Registration No.: 08775N

Place: New Delhi  
Date: 29.05.2010

**BALANCE SHEET AS AT 31ST MARCH, 2010**

	SCHEDULE NO.	AS AT 31/3/2010 Rs.	AS AT 31/3/2009 Rs.
<b>SHAREHOLDERS FUND</b>			
Share Capital	1	52,000,000	59,500,000
Reserves & Surplus	2	51,794,109	44,434,148
		<u>103,794,109</u>	<u>103,934,148</u>
<b>FIXED ASSETS</b>			
Gross Block	3	47,090,398	46,898,198
Less : Depreciation		<u>29,419,012</u>	<u>27,341,353</u>
Net Block		<u>17,671,386</u>	<u>19,556,845</u>
<b>INVESTMENTS (at cost)</b>	4	4,512,417	20,038,256
<b>NET CURRENT ASSETS</b>			
Current Assets, Loans & Advances	5	11,639,293	2,615,974
Current Liabilities & Provisions	6	<u>(564,472)</u>	<u>(1,234,656)</u>
Net Current Assets		<u>11,074,821</u>	<u>1,381,318</u>
<b>PROFIT &amp; LOSS ACCOUNT</b>		<b>70,535,485</b>	<b>62,957,729</b>
(As per annexed Profit & Loss Account)		<u>103,794,109</u>	<u>103,934,148</u>
<b>Accounting Policies and Notes to Accounts</b>	9		

As per our audit report of even date

For Rastogi Narain &amp; Co.

Chartered Accountants

For Cinerad Communications Ltd.

Shanti Narain

Partner

M.No.: 87370

Ashok Kumar Bansal

Company Secretary

Abhineet Gupta

Managing Director

Diwakar Gandhi

Director

Place : New Delhi

Dated : 29-5-2010



## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

	SCHEDULE NO.	AS AT 31.03.2010 Rs.	AS AT 31.03.09 Rs.
<b>INCOME</b>			
Job Income		235,000	200,250
Other Income	7	790,619	2,716,973
		<u>1,025,619</u>	<u>2,917,223</u>
<b>EXPENDITURE</b>			
Job Work		2,711,100	1,825,000
Administrative & General Expenses	8	3,954,655	5,476,476
Depreciation		2,077,660	
Less: Transferred to Revaluation Reserve		<u>140,040</u>	1,874,756
		<u>8,603,375</u>	<u>9,176,232</u>
<b>LOSS BEFORE TAX</b>		(7,577,756)	(6,259,009)
Tax Expense			
Fringe Benefit Tax		-	(117,015)
<b>LOSS AFTER TAX</b>		(7,577,756)	(6,376,024)
Balance brought forward		(62,957,729)	(56,581,705)
Balance Transferred to Balance Sheet		<u>(70,535,485)</u>	<u>(62,957,729)</u>
<b>Basic and Diluted Earnings Per Share</b>		(1.46)	(1.23)
(Equity Shares of Face value of Rs.10/- each)			
Number of shares used in computing earning per share		5,200,000	5,200,000
<b>Accounting Policies and Notes to Accounts</b>	9		

As per our audit report of even date

For Rastogi Narain & Co.

Chartered Accountants

For Cinerad Communications Ltd.

Shanti Narain

Partner

M.No.: 87370

Ashok Kumar Bansal

Company Secretary

Abhineet Gupta

Managing Director

Diwakar Gandhi

Director

Place : New Delhi

Dated : 29-5-2010

**SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2010**

	<b>AS AT 31/3/2010</b>	AS AT 31/3/2009
<b>SCHEDULE - 1 : SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
15,000,000 Equity shares of Rs. 10/- each	<b>150,000,000</b>	150,000,000
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
5,200,000 Equity Shares of Rs. 10/- each	<b>52,000,000</b>	52,000,000
7,500,000 Convertible Warrants of Rs. 10/- each at a premium of Rs. 4 per share issued to M/s India Emerging Capital Private Limited ( Promoter Shareholder ) Convertible into 7,500,000 Equity Shares of Rs. 10/- each at the option of allottee within 18 months from the date of allotment after making balance payment		
Called up & paid up Rs.1.4 per warrant (including premium of Rs.0.4 per warrant) ( Refer Note No. 4 of schedule 9)	-	7,500,000
<b>TOTAL</b>	<b>52,000,000</b>	59,500,000
<b>SCHEDULE - 2 : RESERVES AND SURPLUS</b>		
<u>Share Premium</u>	<b>39,788,290</b>	39,788,290
Add: Received during previous year on Share Warrants issued	-	3,000,000
	<b>39,788,290</b>	42,788,290
<u>Revaluation Reserve</u>	<b>2,372,323</b>	2,512,362
Less: Depreciation	<b>140,040</b>	140,040
	<b>2,232,283</b>	2,372,322
<u>General Reserve</u>		
Opening Balance	<b>(726,464)</b>	(726,464)
<u>Capital Reserve</u>	<b>10,500,000</b>	-
( Refer Note No. 4 of schedule 9)		
<b>TOTAL</b>	<b>51,794,109</b>	44,434,148



**SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2010**

**SCHEDULE 3  
FIXED ASSETS**

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 1.4.2009	During the year Additions	As on 31.3.2010	As on 1.4.2009	For the Year	As on 31.3.2010	As on 31.3.2010	As on 31.3.2009
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Premises	12,871,101	-	12,871,101	5,908,644	429,895	6,338,539	6,532,562	6,962,457
Office Equipment	375,833	192,200	568,033	115,548	22,729	138,277	429,756	260,285
Computers	1,877,846	-	1,877,846	1,762,309	115,537	1,877,846	-	115,537
Plant & Machinery	30,061,895	-	30,061,895	18,289,427	1,427,940	19,717,367	10,344,528	11,772,468
Air conditioner	621,400	-	621,400	360,237	29,516	389,753	231,647	261,164
Furniture & fixtures	822,173	-	822,173	637,239	52,043	689,282	132,891	184,934
Copyrights	267,950	-	267,950	267,950	-	267,950	-	-
<b>Total</b>	46,898,198	192,200	47,090,398	27,341,352	2,077,660	29,419,014	17,671,384	19,556,845
Previous Year	46,594,298	303,900	46,898,198	25,326,556	2,014,796	27,341,352	19,556,846	21,267,742

Note : Depreciation for the year ended 31.3.2010 is Rs. 2,077,660  
 Depreciation on account of Revaluation Reserve adjusted Rs. 140,040  
 1,937,620



## SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2010

	<u>AS AT</u> <u>31/3/2010</u>	<u>AS AT</u> <u>31/3/2009</u>
<b>SCHEDULE - 4 : INVESTMENTS (at cost)</b>		
263,947 units of Reliance Medium Term Fund		
( Previous year 1172136 units)		
Market Value Rs. 4,512,417		
( Previous year Rs. 20,038,256)	<b>4,512,417</b>	20,038,256
	<b>4,512,417</b>	20,038,256
<b>SCHEDULE - 5 : CURRENT ASSETS, LOANS &amp; ADVANCES</b>		
<b>CURRENT ASSETS</b>		
<u>Cash &amp; Bank Balances</u>		
Cash in hand	<b>54,157</b>	191,546
Balance With Scheduled Banks		
In Current Accounts	<b>238,477</b>	38,261
In Fixed Deposits including interest accrued thereon	<b>10,132,750</b>	
	<b>10,425,384</b>	229,807
<b>LOANS AND ADVANCES</b>		
( Unsecured considered good )		
Rent Receivable	-	1,011,240
Advance for Expenses	<b>156,816</b>	1,667
Advance Tax/Service Tax	<b>907,059</b>	1,223,226
Telephone Deposit/ Electricity Deposit	<b>150,034</b>	150,034
	<b>1,213,909</b>	2,386,167
<b>TOTAL</b>	<b>11,639,293</b>	2,615,974
<b>SCHEDULE - 6 : CURRENT LIABILITIES &amp; PROVISIONS</b>		
<b>CURRENT LIABILITIES</b>		
Advance rent received	-	450,000
Security Deposit Refundable	-	450,000
Outstanding Expenses	<b>558,160</b>	238,341
Duties & Taxes	<b>6,312</b>	96,315
<b>TOTAL</b>	<b>564,472</b>	1,234,656



**SCHEDULES FORMING PART OF PROFIT & LOSS ACCOUNT  
FOR THE YEAR ENDED 31ST MARCH 2010**

	AS AT <u>31/3/2010</u>	AS AT <u>31/3/2009</u>
<b>SCHEDULE - 7 : OTHER INCOME</b>		
Interest on FDR's with Banks	216,457	104,551
Dividend	574,162	1,051,356
Rent Received	-	1,866,002
Loss on Sale of Shares	-	(304,936)
	<u>790,619</u>	<u>2,716,973</u>
<b>SCHEDULE - 8 : ADMINISTRATION &amp; GENERAL EXPENSES</b>		
Advertisement Expenses	15,858	15,932
Audit Fees	22,060	22,600
Bank Charges	1,891	2,725
Books & Periodicals	-	26,524
Business Promotion	96,539	578,790
Electricity & Society Charges	184,931	-
Filing Fee	3,750	-
Membership & Subscription	19,217	27,235
Miscellaneous Expenses	267,534	117,222
Postage & Telephone	6,746	29,291
Printing & Stationery	45,414	85,440
Professional Charges	194,378	618,595
Rent, Rates & Taxes	-	447
Repairs & Maintenance	74,815	83,850
Salaries	1,820,555	1,714,584
Staff Welfare	-	19,215
Security Expenses	-	358,548
Travelling & Conveyance Expenses	1,200,967	1,775,478
	<u>3,954,655</u>	<u>5,476,476</u>

**SCHEDULE 9****NOTES TO ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2010****1. A) Significant Accounting Policies:****a) System of Accounting**

The Company follows the mercantile basis of accounting both as to income and expenditure except in case of items with significant uncertainties. Financial statements are based on historical costs, convention and in accordance with applicable Accounting Standards referred in section 211 (3C) of the Companies act 1956 and generally accepted accounting principles.

**b) Use of estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and reported amounts of revenues and costs during the reporting period. Examples of such estimates include estimated costs to be incurred on contracts, provision for doubtful debt, future obligations under employee retirement benefit plan and estimated useful life of assets. Actual results could differ from those estimates. Any revision to accounting estimates shall be recognized prospectively in current and future periods.

**c) Provisions and contingencies**

The Company recognises a provision when there is present obligation as a result of past event and it is more likely that there will be an outflow of resources to settle such obligation and the amount of such obligation can be reliably estimated. Provisions are not discounted to their present value and are determined based on the management's best estimate of the amount of obligation at the year-end. These are reviewed at each balance sheet date and adjusted to reflect current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. Contingent liabilities are also disclosed for present obligations in respect of which it is not probable that there will be an outflow of resources or a reliable estimate of the amount of obligation cannot be made.

**When there is a possible obligation or a present obligation where the likelihood of an outflow of resources is remote, no disclosure or provision is made.**

**d) Fixed Assets**

(i) All fixed assets except referred to in 1(d) (ii) (b) below are valued at cost of acquisition less accumulated depreciation thereon.

(ii) Depreciation: -

(a) The Company has provided for depreciation on all assets under Straight-line method at the rates prescribed in Schedule XIV of the Companies Act, 1956.

(b) Revaluation of Company's Premises at Tardeo, Mumbai has been made on 1<sup>st</sup> March 1994, on the basis of Valuation Report submitted by M/s. N.B. Dharmadhikari, valuers appointed for the purpose. The resultant increase on such revaluation over the written down value of this asset has been credited to Revaluation Reserve. Depreciation of this resultant increase has been reduced from Revaluation Reserve.

(c) Depreciation on additions to assets or sale or disposal of assets is calculated on pro-rata basis from/ to the date of addition/ deduction.

**e) Intangible Assets**

Intangible assets are recognised if:

It is probable that the future economic benefits that are attributable to the assets will flow to the company, and the cost /fair value of the assets can be measured reliably.

**f) Foreign Currency Transactions**

Foreign exchange transactions are recorded at the exchange rates prevailing at the date of the transaction. Realised gains and losses on foreign exchange transactions during the year are recognised in the profit and loss account. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resultant exchange differences are recognised in the profit and loss account.

**g) Income Taxes**

Tax expense for the year, comprising current tax and deferred tax is included in determining the net profit for the year.

Deferred tax assets are recognized, subject to the consideration of prudence, for all deductible timing differences and carried forward to the extent it is probable that future taxable profit will be available against with such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date.



#### h) **Impairment of assets**

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of the future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the assets net selling price and present value as determined above. An impairment loss is reversed if there has been a change in the estimate used to determine the recoverable amount. An impairment loss is recorded only to the extent that assets carrying cost does not exceed the carrying amount that would have been determined net of depreciation and amortisation, if no impairment loss has been recognised.

#### i) **Post employment and other benefits**

Short- term employee benefits:

All employee benefits payable wholly within twelve months of rendering service are classified as short-term employee benefits. Benefits such as salaries, allowances, short-term compensated absences and the expected cost of other benefits is recognised in the period in which the employee renders the related serviced

#### j) **Earnings per share**

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

### **B. NOTES FORMING PART OF ACCOUNTS**

1. Contingent Liabilities: Claims against the company not acknowledged as debts: Nil.
2. Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs. Nil
3. In the opinion of the Board, Current Assets, Loans and Advances have a value of at least equal to the amounts shown in the Balance sheet, if realized in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
4. In previous year the company had issued 7,500,000 Convertible Warrants of Rs. 10/- each at a premium of Rs. 4/- per share to M/s India Emerging Capital Private Limited ( Promoter Shareholder) which as per the terms & conditions were to be converted into 7,500,000 Equity Shares of 10/- each within 18 months from the date of allotment after making balance payment due, however, the company did not receive the balance payment before the due date and therefore the Board of Directors in their meeting held on 10<sup>th</sup> January 2010 has forfeited the entire share application money and the money received earlier has been transferred to Capital Reserve Account.
5. The Company has no long term or post employment benefit as the company did not have the minimum employees as required under the provisions of Employees Provident Fund Act and Employee State Insurance Act (defined contribution plans), hence it is not liable to make contributions under the above mentioned acts. Further, the Payment of Gratuity Act, 1972 (defined benefit plan) is not applicable to the Company due to the reasons mentioned above.
6. Additional information pursuant to the Provisions of Schedule VI of the Companies Act, 1956 to the extent applicable is given :-

i) Salaries & Allowances in Schedule 7 includes Managerial Remuneration as under:

	Current Year (Rs.)	Previous Year (Rs.)
Salary	2,38,000	2,16,000

ii) **Earnings in Foreign Exchange**

	Current Year	Previous Year
Job Income	NIL	NIL

iii) **Expenditure in Foreign Currency**

	Current Year	Previous Year
Traveling and other Expenses	NIL	4,52,213

iv) **Amount paid to Auditors:**

	Current year (Rs.)	Previous Year (Rs.)
Audit Fees*	22,060	22,600
Certification Fees	10,000	20,000
Income Tax & Company Law matters*	23,090	20,000
Total	55,150	62,600

\*Inclusive of Service Tax

- 7 The Company is in the process of identifying suppliers who have registered themselves under "The Micro, Small and Medium Enterprises Development Act 2006". As of date the Company has not received confirmation in this regard from any of its registered suppliers. Therefore, the information in this regard has not been disclosed.

8 Related Party Disclosures

**a. List of related parties**

**Parties where control exists:**

Promoter Shareholder : M/s India Emerging Capital Pvt Ltd.  
**Key managerial personnel** : Abhineet Gupta (Managing Director)  
 Diwakar Gandhi (Director)

**b. Transactions with related parties**

Name of related party	Nature of relationship	Nature of transactions	Volume of transactions during the year
Abhineet Gupta (Managing Director)	Key Management Personnel	Remuneration	Rs.2.38 lacs (Rs. 2.16 lacs)
Indiaemerging Capital Pvt Ltd	Promoter Shareholder	Preference Convertible Warrants	— (Rs. 105.00 lacs)
Indiaemerging Capital Pvt Ltd	Promoter Shareholder	Forfeiture of Preference Convertible Warrants	( Rs. 105.00 lacs) —

Notes:-

- Related party relationship is as identified by the Company and relied upon by the auditors.
  - Previous year figures are given in bracket.
- Since the company has not carried activities consisting of production of advertising and promotional Films and documentaries for television and video post production services. There has been no segment reporting in accordance with the Accounting standard 17 of the ICAI.
  - In the absence of Taxable Income during the year and in view of brought forward losses, no provision for Income Tax has been made. Further the Deferred Tax Assets has also not been recognized as there is no virtual certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.
  - According to Accounting standard- AS 20 issued by the Institute of Chartered Accountants of India on Earning per share the details are: -

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Calculation of Weighted Average number of Equity shares of Rs. 10 each	52,00,000	52,00,000
Number of shares at the beginning of the year	52,00,000	52,00,000
Total number of equity shares Outstanding at the end the year		
Weighted Average number of equity shares Outstanding during the year	52,00,000	52,00,000
Net Profit/ (Loss) after tax available for equity shareholder	(7,577,756)	(6,376,024)
Basic and Diluted Earning per share	(1.46)	(1.23)
Nominal Value per share	10	10

- The figures for the previous year have been regrouped/recast as far as practicable to make them comparable with those of the current year.

For Rastogi **Narain & Co.**  
Chartered Accountants

For **Cinerad Communications Ltd.**

**Shanti Narain**  
Partner  
Membership No.87370

**Ashok Kumar Bansal**  
Company Secretary

**Abhineet Gupta**  
Managing Director

**Diwakar Gandhi**  
Director

Place: New Delhi  
Dated: 29.05.2010



**CASH FLOW STATEMENT FORMAT AS PER CLAUSE 32  
OF THE LISTING AGREEMENT**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010**

	<b>For the Year ended 31.03.2010</b>	<b>For the Year ended 31.03.2009</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and extraordinary items	(7,577,756)	(6,259,009)
Adjustment for : Depreciation	<u>1,937,620</u>	<u>1,874,756</u>
	<b>(5,640,136)</b>	<b>(4,384,253)</b>
Deduct: Other Income	(790,619)	(2,716,973)
Operating Profit before working capital changes	<b>(6,430,755)</b>	<b>(7,101,226)</b>
Adjustment for :		
(Increase)/Decrease in Trade and other receivables	<b>1,172,258</b>	(1,369,262)
Increase/(Decrease) in Trade Payables	<b>(670,184)</b>	<u>321,657</u>
Cash generated from operations	<b>(5,928,681)</b>	<b>(8,148,831)</b>
Cash flow before extraordinary items	<b>(5,928,681)</b>	<b>(8,148,831)</b>
Fringe Benefit Tax	-	(117,015)
<b>Net Cash Inflow/ (Outflow) from Operating Activities (A)</b>	<b>(5,928,681)</b>	<b>(8,265,846)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Outflow:		
Investment in Shares & Mutual fund	<b>4,512,417</b>	20,038,256
Purchase of Fixed Asset	<b>192,200</b>	303,898
Inflow:		
(a) Sale of Fixed Assets/Investment	<b>20,038,256</b>	695,310
(b) Other income Received	<b>790,619</b>	2,716,973
<b>Net Cash Inflow/ (Outflow) from Investing Activities (B)</b>	<b>16,124,258</b>	<b>(16,929,870)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Inflow	-	-
<b>Preferential Convertible Warrant</b>	-	10,500,000
Outflow	-	-
<b>Net Cash Inflow/ (Outflow) from Financing Activities (C)</b>	<b>-</b>	<b>10,500,000</b>
Net increase in cash and cash equivalents (A+B+C)	<b>10,195,577</b>	<b>(14,695,716)</b>
Add : Cash and Cash Equivalents (Opening Balance)	<b>229,807</b>	<u>14,925,523</u>
Cash and Cash Equivalents (Closing Balance)	<b>10,425,384</b>	<u>229,807</u>

# Previous year's figures have been restated, wherever necessary, to conform to this year's classification.

For **Rastogi Narain & Co.**  
Chartered Accountants

For **Cinerad Communications Ltd.**

**Shanti Narain**  
Partner  
M.No.: 87370

**Ashok Kumar Bansal**  
Company Secretary

**Abhineet Gupta**  
Managing Director

**Diwakar Gandhi**  
Director

PLACE : New Delhi  
DATED : 29.05.2010

PLACE : New Delhi  
DATED : 29.05.2010

PLACE : New Delhi  
DATED : 29.05.2010

PLACE : New Delhi  
DATED : 29.05.2010







# CINERAD COMMUNICATIONS LIMITED

Regd. Office : G-3, Bombay Market Apartments, 78, Tardeo Road, Tardeo, Mumbai-400 034.

## FORM OF PROXY

I/We \_\_\_\_\_

of \_\_\_\_\_ being a member/members of **Cinerad Communications Limited**

hereby appoint \_\_\_\_\_

of \_\_\_\_\_ or failing him/her \_\_\_\_\_

of \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our

behalf at the 24th Annual General Meeting of the Company to be held on Tuesday , 28<sup>th</sup> September, 2010 at 10.00

A.M. at Kilachand Conference Room, 2nd Floor, India Merchant Chambers Building, IMC Marg, Chrchugate,

Mumbai-400 020.

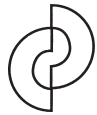
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010.

Reference Folio \_\_\_\_\_ D. P. ID No. \_\_\_\_\_

No. of Shares \_\_\_\_\_ Client ID No. \_\_\_\_\_

Affix  
Revenue  
Stamp  
here

**NOTE : This form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.**



# CINERAD COMMUNICATIONS LIMITED

Regd. Office : G-3, Bombay Market Apartments, 78, Tardeo Road, Tardeo, Mumbai-400 034.

## ATTENDANCE CARD

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 24th Annual General Meeting of the Company on Tuesday , 28<sup>th</sup> September, 2010 at 10.00 A.M. at Kilachand Conference Room, 2nd Floor, India Merchant Chambers Building, IMC Marg, Chrchugate, Mumbai-400 020.

Name of Member (IN BLOCK LETTERS) \_\_\_\_\_

Name of proxy (IN BLOCK LETTERS) \_\_\_\_\_

(To be filled in if the proxy attends instead of the Member)

Regd. Folio No. \_\_\_\_\_ D. P. ID No. \_\_\_\_\_

No. of Shares \_\_\_\_\_ Client ID No. \_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder / Proxy

Note : Please complete this attendance card and handover it at the entrance of the meeting hall.

BOOK-POST

*If Undelivered, please return to :*



**Cinerad Communications Limited**  
B-19, First Floor,  
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