



CINERAD COMMUNICATIONS LIMITED



TWENTY SIXTH
ANNUAL
REPORT
2011-2012

CINERAD COMMUNICATIONS LIMITED

BOARD OF DIRECTORS

<i>PRADEEP KUMAR DAGA</i>	-	<i>DIRECTOR</i>
<i>VINITA DAGA</i>	-	<i>DIRECTOR</i>
<i>MANMOHAN RAGHUNATHPRASAD PRAHLADKA</i>	-	<i>INDEPENDENT DIRECTOR</i>
<i>BISHAMBAR PACHISIA</i>	-	<i>INDEPENDENT DIRECTOR</i>
<i>DILIP KUMAR HELA</i>	-	<i>INDEPENDENT DIRECTOR</i>

AUDITORS

RASTOGI NARAIN & CO.

Chartered Accountants

BANKERS

AXIS BANK LTD.

HDFC BANK LTD.

REGISTERED OFFICE

Premises No.55, Ground Floor

Om Heera Panna Premises Co-op, Society Ltd.

Oshiwara, Andheri (W), Mumbai-400053, Maharashtra

CORPORATE OFFICE

Subol Dutt Building

13, Brabourne Road, Mezzanine Floor

Kolkata-700 001

REGISTRAR AND SHARE TRANSFER AGENTS

System Support Services

209, Shivai Industrial Estate

89, Andheri Kurla Road

Sakinaka, Near L.I.C

Mumbai- 400 072

NOTICE

Notice is hereby given that the Twenty Sixth 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, Churchgate, Mumbai- 400 020 on Saturday, 15th September, 2012 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet as at March 31, 2012 and the Profit and Loss Account for the year ended March 31, 2012 and the Report of the Board of Directors and Auditors thereon.

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

“**RESOLVED THAT** pursuant to the provision of Section 224(2) of the Companies Act 1956, M/s. Maroti & Associates, Chartered Accountants, be and is hereby appointed in place of the retiring auditors, M/s. Rastogi Narain & Co., Chartered Accountants, to hold office of the Auditors till conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Manmohan Raghunathprasad Prahladka, who was appointed as an Additional Director w.e.f 1st January, 2012, and who holds the office up to the conclusion of this Annual General Meeting and in respect of whom the Company has received notice proposing his candidature for the office of the Director under section 257 of the Companies Act, 1956 be and is hereby appointed as Director of the Company, liable to retire by rotation”.

4. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mrs. Vinita Daga, who was appointed as an Additional Director w.e.f 4th February, 2012, and who holds the office up to the conclusion of this Annual General Meeting and in respect of whom the Company has received notice proposing her candidature for the office of the Director under section 257 of the Companies Act, 1956 be and is hereby appointed as Director of the Company, liable to retire by rotation”.

5. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Bishambar Pachisia be and is hereby appointed as Director in place of Mr. Mukesh Pathak, a Director liable to retire by rotation but who does not seek re-election”.

6. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Dilip Kumar Hela be and is hereby appointed as Director in place of Mr. Subhash Chandra Sachdeva, a Director liable to retire by rotation but who does not seek re-election”.

7. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Pradeep Kumar Daga who was appointed as an Additional Director w.e.f 4th February, 2012 and who holds the office up to the conclusion of this Annual General Meeting and in respect of whom the Company has received notice proposing his candidature for the office of the Director under section 257 of the Companies Act, 1956 be and is hereby appointed as Director of the Company”.

8. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provision of section 198, 269, 309 read with Schedule XIII and other applicable provision, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force and/ or any notification which the Central Government may issue from time to time) and in accordance with the provision of the Articles of Association, the consent of members be and is hereby accorded for appointment of Mr. Pradeep Kumar Daga as a Managing Director of the Company for a period of 5 (Five) years, w.e.f. 1st September, 2012 whose period of office will not be liable for determination by retirement by rotation on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Extra Ordinary General Meeting, with liberty to the Board of Directors and Remuneration committee to alter and vary the terms and condition of the said appointment and/or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Pradeep Kumar Daga subject to the same not exceeding the limits specified in Schedule XIII to the Act, including any statutory modification re-enactment by the Central Government in that behalf from time to time, or amendments thereto.”

“RESOLVED FURTHER THAT the above mentioned remuneration shall be paid to Mr. Pradeep Kumar Daga as the minimum remuneration notwithstanding any loss or inadequacy of profit in any financial year during the tenure of his employment as the Managing Director of the Company”.

“RESOLVED FURTHER THAT the Board of Directors and any committee thereof be and are hereby authorized to take all steps as may be necessary, proper and expedient to give effect to the resolution.”

By order of the Board
For **Cinerad Communications Limited**

Pradeep Kumar Daga
Director

Date: 11.08.2012
Place: Kolkata

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.
2. The Explanatory Statement setting out all material facts relating to business contained in Item No. 3 to 7 as required under section 173(2) of the Companies Act, 1956 is annexed hereto.
3. 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.
4. The Register of Members and the Share Transfer Registers of the Company will remain closed from 13th September, 2012 to 15th September, 2012.
5. 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 & 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.
6. 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.
7. Members or their Authorized Representatives/Proxies are requested to bring their copies of Annual Report at the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

ITEM NO. 2:

M/s. Rastogi Narain & Co., Chartered Accountants has expressed their unwillingness to be re-appointed vide their letter dated 7th August, 2012. M/s. Maroti & Associates, Chartered Accountants are proposed to be appointed as Statutory Auditor of the Company at the ensuing Annual General Meeting. They have given their consent that if their appointment made, will be within the limits in accordance with 224(1B) of the Companies Act, 1956.

The Board commends acceptance of the resolution set out in Item No. 2 of the convening Notice.

None of the Directors is concerned or interested in the resolution at Item No. 2 of the Notice.

ITEM NO. 3:

The Board of Directors of the Company appointed Mr. Manmohan Raghunathprasad Prahadka as the Additional Directors of the Company w.e.f. 1st January, 2012, pursuant to the provisions of sec. 260 of the Companies Act, 1956 and Article 147 of the Articles of Association of the Company and will hold office of the Director upto the conclusion of ensuing Annual General Meeting. The Company has received notices under section 257 of the Companies Act, 1956, recommending his candidature for re-appointment, along with necessary deposit amount. Hence the Board recommends his appointment as the Director, at the ensuing Annual General Meeting.

Mr. Manmohan Raghunathprasad Prahadka has given their consent to act as Director of the Company, if appointed and further declares that he has not been disqualified to be appointed as Director of the Company pursuant to section 274(1)(g) of the Companies Act, 1956.

The Board commends acceptance of the resolution set out in Item No. 3 of the convening Notice.

None of the Directors other than Mr. Manmohan Raghunathprasad Prahadka is concerned or interested in the resolution at Item No. 3 of the Notice.

ITEM NO. 4:

The Board of Directors of the Company appointed Mrs. Vinita Daga as the Additional Director of the Company w.e.f. 4th February, 2012, pursuant to the provisions of sec. 260 of the Companies Act, 1956 and Article 147 of the Articles of Association of the Company and will hold office of the Director upto the conclusion of ensuing Annual General Meeting.

The Company has received notices under section 257 of the Companies Act, 1956, recommending her candidature for re-appointment, along with necessary deposit amount. Hence the Board recommends her appointment as the Director, at the ensuing Annual General Meeting.

Mrs. Vinita Daga has given their consent to act as Director of the Company, if appointed and further declares that she has not been disqualified to be appointed as Director of the Company pursuant to section 274(1)(g) of the Companies Act, 1956.

The Board commends acceptance of the resolution set out in Item No.4 of the convening Notice.

None of the Directors other than Mrs. Vinita Daga is concerned or interested in the resolution at Item No. 4 of the Notice.

ITEM NO. 5:

Mr. Mukesh Pathak, one of the Directors liable to retire by rotation at this meeting, has informed the Company that he does not wish to seek re-appointment. Therefore, it is proposed to appoint Mr. Bishambar Pachisia, as a Director on the Board of Directors of the Company (in place of Mr. Mukesh Pathak) at the forthcoming Annual General Meeting. The Board of Directors of the Company appointed Mr. Bishambar Pachisia as the Additional Director of the Company w.e.f. 11th August, 2012, pursuant to the provisions of sec. 260 of the Companies Act, 1956 and Article 147 of the Articles of Association of the Company and will hold office of the Director upto the conclusion of ensuing Annual General Meeting. The Company has received from a member a Notice in writing in terms of Section 257 of the Companies Act, 1956, signifying their intention to propose the appointment of Mr. Bishambar Pachisia, as a Director on the Board of Directors of the Company at the forthcoming Annual General Meeting, along with necessary deposit amount.

Mr. Bishambar Pachisia has given their consent to act as Director of the Company, if appointed and further declares that he has not been disqualified to be appointed as Director of the Company pursuant to section 274(1)(g) of the Companies Act, 1956.

The Board commends acceptance of the resolution set out in Item No. 5 of the convening Notice.

None of the Directors other than Mr. Bishambar Pachisia is concerned or interested in the resolution at Item No. 5 of the Notice.

ITEM NO. 6:

Mr. Subhash Chandra Sachdeva, one of the Directors liable to retire by rotation at this meeting, has informed the Company that he does not wish to seek re-appointment. Therefore, it is proposed to appoint Mr. Dilip Kumar Hela, as a Director on the Board of Directors of the Company (in place of Mr. Subhash Chandra Sachdeva) at the ensuing Annual General Meeting. The Board of Directors of the Company appointed Mr. Dilip Kumar Hela as the Additional Director of the Company w.e.f. 11th August, 2012, pursuant to the provisions of sec. 260 of the Companies Act, 1956 and Article 147 of the Articles of Association of the Company and will hold office of the Director upto the conclusion of ensuing Annual General Meeting. The Company has received from a member a Notice in writing in terms of Section 257 of the Companies Act, 1956, signifying their intention to propose the appointment of Mr. Dilip Kumar Hela, as a Director on the Board of Directors of the Company at the forthcoming Annual General Meeting, alongwith necessary deposit amount.

Mr. Dilip Kumar Hela has given their consent to act as Director of the Company, if appointed and further declares that he has not been disqualified to be appointed as Director of the Company pursuant to section 274(1)(g) of the Companies Act, 1956.

The Board commends acceptance of the resolution set out in Item No. 6 of the convening Notice.

None of the Directors other than Mr. Subhash Chandra Sachdeva is concerned or interested in the resolution at Item No. 6 of the Notice.

ITEM NO. 7 & 8:

The Board of Directors of the Company appointed Mr. Pradeep Kumar Daga as the Additional Directors of the Company w.e.f. 4th February, 2012, pursuant to the provisions of sec. 260 of the Companies Act, 1956 and Article 147 of the Articles of Association of the Company and will hold office of the Director upto the conclusion of ensuring Annual General

Meeting. The Company has received notices under section 257 of the Companies Act, 1956, recommending their candidature for reappointment, along with necessary deposit amount. Upon the receipt of the same, the Board recommends their appointment as Managing Director of the Company for a further period of five years w.e.f 1st September, 2012 subject to the approval of the shareholders at the ensuing Annual General Meeting on the following terms and conditions:

1. **Tenure:**

The appointment of Mr. Pradeep Kumar Daga as the Managing Director shall be for a period of five years w.e.f 1st September, 2012. Mr. Pradeep Kumar Daga shall be non- rotational director till he is the Managing Director of the Company.

2. **Overall Remuneration:**

Subject to the provision of section 198, 269 & 309 and other applicable provisions, if any, of the Companies Act 1956, the remuneration payable to the Managing Director in any financial year shall not exceed 5% (five percent of the net profit of the company) or such other limits as may be specified under the relevant legislation prevailing from time to time. Within the aforesaid ceiling, the remuneration payable to him shall be as follows:

a. **Salary:**

The basic salary of Mr. Pradeep Kumar Daga shall be Rs. 20,000/- per month which may be increased up to Rs.25,000/- per month by the Board of Directors of the Company depending upon the performance and merit.

b. **Perquisites:**

- i. In addition to above remuneration the Managing Director shall also be entitled to perquisites like furnished accommodation, gas, electricity, water and furnishings, medical reimbursement and leave travel assistance for self and family, club fees, medical insurance etc. in accordance with the rules of the company.
- ii. Valuation of perquisites shall be done as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, the perquisites shall be evaluated at actual cost.

c. **Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund shall be as per rules of the Company.**

d. **Gratuity:**

One half months salary for each completed year of service in accordance with the rules of the company.

3. **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule XIII to the Companies Act, 1956 as may be amended from time to time.

4. **Functions:**

Subject to the superintendence, control and direction of the Board of Directors of the Company the Managing Director shall have substantial powers of management including day to day affairs of the Company and shall exercise other duties and functions as may be delegated/ assigned to him by the Board of Directors/ Committee of Directors from time to time.

5. **Sitting Fee:**

He shall not be paid any sitting fee for attending the Meeting of Board or Committee thereof.

6. He shall not, so long as he functions as a Managing Director, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company. This Explanatory Statement together with the accompanying Notice may be regarded as an abstract of terms of contract or variations and memorandum of concern or interest under Section 302 of the Companies Act, 1956. The Board of Directors recommends the resolution for approval of Members. Apart from Mr. Pradeep Kumar Daga no other director be deemed to be considered as interested in the resolution.

Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking appointment at the ensuing Annual General Meeting convened on 15th September, 2012 (pursuant to clause 49 of the Listing Agreement)

1. **Mr. Manmohan Prasad Prahladka**

Mr. Manmohan Prasad Prahladka, aged 51 years, is Under Graduate. He has an overall experience of more than 3 decades in capital & finance market.

Directorship held in other Companies*:

Nil

Membership in committees in other Companies*:

Nil

Shareholding in the Company: *Nil*

2. **Mrs. Vinita Daga**

Mrs. Vinita Daga aged 39 years, is Under Graduate. She has an overall experience of more than four year in Finance and Investment related activities.

Directorship held in other Companies*:

- (a) Responce Commodities Limited
- (b) Jap Merchants Limited

Membership in committees in other Companies*:

Nil

Shareholding in the Company: 11,83,260 equity shares

3. **Mr. Pradeep Kumar Daga**

Mr. Pradeep Kumar Daga, aged 45 years, is a Commerce Graduate. He has an overall experience of more than ten year in Finance, Investment and Capital Market related activities.

Directorship held in other Companies*:

- (a) Responce Investments Limited
- (b) Responce Commodities Limited
- (c) Responce Renewable Energy Limited
- (d) Responce Energy Limited
- (e) Jap Merchants Limited

Membership in committees in other Companies*:

Nil

Shareholding in the Company: 11,77,011 equity shares

4. **Mr. Bishambhar Pachisia**

Mr. Bishambhar Pachisia, aged 53 years, is Under Graduate. He has an overall experience of more 25 years in Finance & Properties.

Directorship held in other Companies*:

Nil

Membership in committees in other Companies*:

Nil

Shareholding in the Company:

Nil

5. Mr. Dilip Kumar Hela

Mr. Dilip Kumar Hela, aged 42 years, is Commerce Graduate. He has an overall experience of more than 20 years in Account & Finance.

Directorship held in other Companies*:

Nil

Membership in committees in other Companies*:

Nil

Shareholding in the Company:

Nil

Note:

(i). * Other Companies means other Indian Limited Companies.

(ii). Mr. Pradeep Kumar Daga and Mrs. Vinita Daga are husband and wife. Except this, there are no inter-relationships amongst the Board Members.

DIRECTOR'S REPORT

Dear Members,

The Board of Directors of Cinerad Communications Limited are pleased to present the 26th Annual Report for the year ended March 31, 2012, together with the Auditors' Report and Audited Accounts for the Financial year 2011-12.

Financial Results

The financial results of the company are as under:

	Year ended 31.03.2012	Year ended 31.03.2011
Profit /Loss before depreciation and taxation	(31.98)	23.72
Less: Depreciation	25.93	20.01
Less: Provision for Taxation	-	-
Profit/(Loss) after depreciation & Tax	(57.91)	3.71
Balance brought forward from previous yr	(701.64)	(705.35)
Balance carried forward	(759.56)	(701.64)

The Year under Review

Your Company has, during the period under review not done much activity on operation side. During the year under review, the Company has incurred an operating loss of Rs. 31.98 lakhs as against operating profit of 23.72 lakhs for the previous year and the total operating loss of Rs. 57.91 lakhs as against operating profit of Rs. 3.71 lakhs in the previous year. The Management is putting sincere efforts to start the operation at the full scale. The Management has decided to keep overhead to bare minimum till a new business plan with identified revenue streams is in place.

Fixed Deposits

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

Open Offer for acquisition of equity shares of the Company

Mr. Pradeep Kumar Daga and Mrs. Vinita Daga (the "Acquirers") have entered into Share Purchase Agreement dated 4th January, 2012 with India Emerging Capital Private Limited (the "Erstwhile Promoter") to acquire in aggregate 23,53,222 (Twenty Three Lacs Fifty Three Thousand Two Hundred and Twenty Two Only) equity shares of Rs. 10/- each representing 45.25% of the total equity and voting share capital of the Company at a price of Rs. 6.05 per fully paid-up equity share, requiring them to make an Open Offer for 26.00% of the equity and voting share capital of the Company in compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011. Pursuant to the aforesaid Agreement and completion of the Open Offer formalities, Mr. Pradeep Kumar Daga and Mrs. Vinita Daga acquired 23,54,122 equity shares representing 45.27% of the equity and voting share capital of the Company and were inducted as the new Promoters of the Company w.e.f 27th April, 2012. Consequently, the management control vested in the favour of the new Promoters.

Subsidiary Companies

Your Company do not have any subsidiary company, hence the compliance of provisions of section 212 of the Companies Act, 1956 are not applicable.

Directors

- ❖ Mr. Manmohan Prasad Prahladka was appointed as the Additional Director of the Company w.e.f. 1st January, 2012. He will hold office of the Director upto the conclusion of ensuring Annual General Meeting.
- ❖ Pursuant to the provisions contained in the Share Purchase Agreement dated 4th January, 2012, Mr. Pradeep Kumar Daga and Mrs. Vinita Daga were inducted as the Additional Directors on the Board of the Company on 4th February, 2012. They will hold office of the Director upto the conclusion of ensuing Annual General Meeting.
- ❖ Mr. Abhineet Gupta, Managing Director of the Company resigned w.e.f 27th April, 2012. The Board places on record its high appreciation of the valuable services rendered by Mr. Abhineet Gupta during his tenure as Managing Director of the Company.
- ❖ Mr. Diwakar Gandhi resigned w.e.f 27th April, 2012. The Board places on record valuable services rendered by him during his tenure as Director of the Company.

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 31st March, 2012 and the profit 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 Statutory Auditor of the Company, i.e., M/s. Rastogi Narain & Co., Chartered Accountants, is due for retirement at the conclusion of 26th Annual General Meeting.

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

	(Amount in Lakhs)	
	31.03.2012	31.03.2011
Total Foreign exchange earned	Nil	Nil
Total Foreign exchange used	Nil	Nil

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.

Place: Kolkata

Date: 29th May, 2012

Pradeep Kumar Daga
Director

Vinita Daga
Director

MANAGEMENT DISCUSSION AND ANALYSIS

Business Overview

As per the latest information (Advance Estimates) of National Income for 2011-2012 (at constant 2004-2005 prices), released by the Central Statistics Office, the growth of Gross Domestic Product (GDP) at factor cost is estimated at 6.9 percent in 2011-2012, with agriculture & allied activities growing at 2.5 per cent, industry at 3.9 per cent and services at 9.4 per cent. The corresponding growth in GDP in 2010-2011 was 8.4 per cent, with agriculture and allied sector, industry and services growing at 7.0, 7.2 and 9.3 per cent, respectively. During 2011-2012 (April-November), as per the Index of Industrial Production (IIP), the industrial sector grew at 3.8 per cent as compared to 8.4 per cent growth during the previous year.

Opportunities

The Media and Entertainment (M& E) industry is one of the forecast going sector in India. The industry primarily involves the creation, aggregation and distribution of the content, products and service, news and information advertising and entertainment through various channels and platforms such as Television, Print, Radio and Films. The business services firm's new Global Entertainment & Media Outlook 2012-2016 forecasts that the sector will rise in value to \$2.1 trillion worldwide in 2016, up from \$1.6 trillion in 2011. This implies annual growth of +5.7% over the five-year period. While television and print continued to dominate the Indian M&E industry, sectors such as gaming, digital advertising, and animation VFX grew at a faster rate and show tremendous potential in the coming years. By media channel, online advertising is expected to record the sharpest increase in expenditure, up +15.9% annually. Television is also set to outperform the all-media average, rising +6.6% per year. But these rapid increases are counterbalanced by print media, which are forecast to grow by around +3.5% annually.

Segment-wise Reporting

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

Future Outlook

The Indian Entertainment and Media Industry have 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. An added boost to the entertainment and media industry in India is from the demographic point of view where consumer spending is rising due to increasing disposable income on account of sustained growth in income levels and reduction of personal income tax over the last decade.

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 safeguarded 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.

Material development in Human Resources/Industrial Relations

The Company believes that the people are the key ingredient to the success of an Organisation. During the year under review, the Company recognized the importance and contribution of its human resources towards its growth and development and is committed to the development of their people.

Financial and Operational Performance

During the year your Company achieved revenue from operations of Rs. 12.66 lakhs as against Rs. 76.93 lakhs in the previous year and recorded total loss of Rs. 57.91 lakhs as against the profit of Rs.3.71 lakhs in the Financial Year 2010-11.

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.

CORPORATE GOVERNANCE REPORT
(Pursuant to Clause 49 of the Listing Agreement)

COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance, which assumes great deal of importance at CINERAD COMMUNICATIONS LIMITED (CCL), is intended to ensure value creation for all its stakeholders. CCL believes that the governance process must ensure adherence and enforcement of the principles of sound Corporate Governance with the objectives of fairness, transparency, professionalism, trusteeship and accountability, while facilitating effective management of the businesses and efficiency in operations. The Company is committed to achieve and maintain highest standards of Corporate Governance on an ongoing basis. The Company is listed on the BSE Limited 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, 8 Board Meetings were held on the following dates: May 30, 2011; July 28, 2011; Nov 11, 2011; December 31, 2011; January 25, 2012; February 04, 2012; February 10, 2012; March 19, 2012

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 Company) are given below:

Name of Director	Category	F.Y. 2011-12 Attendance at		No. of other Directorship	As Committee Chairman	Position as Member
		BM	Last AGM			
Mr. Diwakar Gandhi* (Chairman)	Director Non-Executive	08	Yes	02	02	03
Mr. Abhineet Gupta*	Managing Director	08	Yes	Nil	00	00
Mr. Mukesh Pathak	Independent Non-Executive	08	No	Nil	01	03
Mr. Subhash Chandra Sachdeva	Independent Non-Executive	08	No	Nil	00	03
Mr. Manmohan Prasad Prahladka**	Non-Executive	03	No	Nil	02	03
Mr. Pradeep Kumar Daga***	Executive	01	No	05	00	02
Mrs. Vinita Daga***	Executive	01	No	02	00	00

* Mr. Diwakar Gandhi and Mr. Abhineet Gupta resigned w.e.f 27th April, 2012.

** Mr. Manmohan Prasad Prahladka appointed as the Additional Directors w.e.f 1st January, 2012.

*** Pursuant to Share Purchase Agreement dated 4th January, 2012, Mr. Pradeep Kumar Daga and Mrs. Vinita Daga were appointed as the Additional Directors w.e.f 4th February, 2012.

Audit Committee

The Audit Committee comprises of four members, viz; Mr. Mukesh Pathak, Mr. Subhash Chandra Sachdeva, Mr. Manmohan Prasad Prahladka and Mr. Pradeep kumar Daga 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;

d. 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: May 30, 2011; July 28, 2011; November 11, 2011; February 02, 2012.

Attendance of each Member of the Audit Committee meetings held during the year

Name of the Committee Members	No. of meetings held	No. of meetings attended
Mr. Mukesh Pathak	4	2
Mr. Diwakar Gandhi*	4	4
Mr. Subhash Chandra Sachdeva	4	2
Mr. Manmohan Prasad Prahladka**	4	1
Mr Pradeep Kumar Daga**	4	0

* Mr. Diwakar Gandhi resigned w.e.f 27th April, 2012 and

**Mr. Manmohan Prasad Prahladka and Mr. Pradeep Kumar Daga joined as the Member w.e.f 1st January, 2012 and 4th February, 2012 respectively.

Remuneration Committee

The company has set up a Remuneration Committee comprising of 3 members – Mr. Manmohan Prasad Prahladka, Mr. Subhash Chandra Sachdeva and Mr. Mukesh Pathak to look into the matter related to the payment of remuneration to directors. During the year under review, Mr. Diwakar Gandhi was elected as Chairman for the meeting. All the members of Remuneration Committee have good exposure to finance as well as general management.

Mr. Diwakar Gandhi resigned w.e.f 27th April, 2012 and in his place Mr. Manmohan Prasad Prahladka joined as the Chairman.

Shareholders / Investors Grievances Committee:

Chairman : Mr. Manmohan Prasad Prahladka
 Members : Mr. Mukesh Pathak and Mr. Subhash Chandra Sachdeva
 Compliance Officer : Mr. Pradeep Kumar Daga
 No. of Complaints received by Company Registrar & Share Transfer Agents during the Financial Year ended March 31, 2012 : Nil
 No. of pending share transfers : Nil

During the year, Mr. Diwakar Gandhi has been elected as the Chairman and Mr. Ashok Kumar Bansal act as a Company Secretary to the Committee. Mr. Diwakar Gandhi resigned w.e.f 27th April, 2012 and in his place Mr. Manmohan Prasad Prahladka joined as the Chairman. Mr. Ashok Kumar Bansal resigned w.e.f 27th April, 2012 and in his place Mr. Pradeep Kumar Daga was appointed as the Compliance Officer of the Company.

General Body Meetings

AGM for The financial year	Location of Holding AGM	Date and Time of AGM
2010-2011	Killachand Conference Room, September – 25, 2009 at 10.00 A.M. Second Floor, India Merchant Chambers Building, IMC Marg, Chrchugate, Mumbai-400020	27 th September, 2011 at 10.00 A.M.
2009-2010	Killachand Conference Room, September – 25, 2009 at 10.00 A.M. Second Floor, India Merchant Chambers Building, IMC Marg, Chrchugate, Mumbai-400020	28 th September, 2010 at 10.00 A.M.
2008-2009	Killachand Conference Room, September – 25, 2009 at 10.00 A.M. Second Floor, India Merchant Chambers Building, IMC Marg, Chrchugate, Mumbai-400020	25 th September, 2009 at 10.00 A.M.

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 Lakshadweep Mahanagar. These results are properly submitted to the stock exchanges so 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	15 th September, 2012 at 11.00 A.M. at Kilachand Conference Room, 2nd Floor, India Merchant Chambers Building, IMC Marg, Church Gate, Mumbai -400 020
Financial Calendar	1 st April To 31 st March
Date of Book Closure	13 th September, 2012 to 15 th September, 2012
Listing on Stock Exchanges	BSE Limited
Stock Code	530457
Demat ISIN No. for CDSL and NSDL	INE959B01017
Listing Fee	Paid for the year 2011-2012

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

(In Rs.)		
Month	High	Low
April, 2011	6.09	5.27
May, 2011	7.57	5.80
June, 2011	8.70	6.30
July, 2011	8.09	6.19
August, 2011	6.47	5.30
September, 2011	7.00	5.81
October, 2011	5.76	4.00
November, 2011	5.61	3.65
December, 2011	5.10	3.62
January, 2012	9.84	4.70
February, 2012	14.53	10.00
March, 2012	16.41	10.95

Distribution of share holding on March 31, 2012

No. of Equity Shares held from to	Shareholders		Shareholding	
	Nos.	%	Nos.	%
1 - 500	1701	78.86	3,00,200	5.77
501 - 1000	205	9.50	1,81,602	3.49
1001 - 5000	189	8.76	4,14,222	7.97
5001 - 10000	24	1.11	1,69,912	3.27
10001 & above	38	1.76	41,34,064	79.50
Total	2157	100.00	52,00,000	100.00

Shareholding Pattern as on March 31, 2012:

Category	No. of equity shares held	Percentage of shareholding
A Promoter's holding		
1. Promoters*		
- Indian Promoters	Nil	0.00
- Foreign Promoters	Nil	0.00
Sub - Total	Nil	0.00
B Non - Promoters Holding		
2. Institutional investors		
- Mutual Funds and UTI	5700	0.11
- Banks, Financial Institution, Insurance Companies	Nil	0.00
- FIIS	Nil	0.00
Sub - Total	5,700	0.11
3. Others		
- Private Corporate Bodies	10,30,119	19.81
- Indian Public	41,59,994	80.00
- NRI / OCBs	4,187	0.08
- Any other - In transit (De-materialized)	Nil	0.00
Sub - Total	51,94,300	99.89
Grand Total	52,00,000	100.00

* Pursuant to the Share Purchase Agreement dated 4th January, 2012 the shares were transferred in favour of the Acquirers viz, Mr. Pradeep Kumar Daga and Mrs. Vinita Daga on 14th February, 2012 in compliance with the SEBI (Substantial acquisition of Shares and takeover) Regulations, 2011. Since the change in Promoters of the Company can be effected only after the successful completion of the Open offer formalities by the Acquirers, the Erstwhile Promoter has been shown as Promoter of the Company as on 31st march 2012.

Registrar and Share Transfer Agents

SYSTEM SUPPORT SERVICES

209, Shivali industrial Estate

89, Andheri Kurla Road

Sakinaka Near L.I.C.

Mumbai- 400 072

Phone: 2850 0385

Fax : 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, 2012, 86.01% 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.

DECLARATION OF CODE OF CONDUCT

To
The Members of Cinerad Communications Limited,

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management of the Company.

It is further confirmed that all the directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2012 as envisaged in Clause 49 of the listing agreement with Stock Exchange.

Place: Kolkata
Date: 29th May, 2012

Pradeep Kumar Daga
Director

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 COMMUNIATIONS LIMITED for the year ended 31st March, 2012 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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 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 as 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

Place: New Delhi,
Date: 29th May, 2012

Shanti Narain
Partner,
Membership No. 87370,

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 2012 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, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 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, 2012; and
 - (b) in the case of the Profit and Loss Account, of the Profit 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,

Membership No. 87370,

Place: New Delhi,
Date: 29th May, 2012

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 31st March 2012)

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. However updating of the fixed assets register is under process.
 - 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 been disposed off by the company during the year. According to the information & explanations given to us, we are of opinion that the sale of said premises has not affected the going concern status of the company.
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 needs to be strengthened with the size of the company and the nature of its business with regard to purchase of fixed assets. The nature of business of the Company does not involve any purchase of inventory and 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 there under.
7. We have been informed that though the paid up capital exceeds Rs. 50 lakhs, the company has carried out only limited activities and therefore internal audit has not been carried out during the year.
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 Income tax and other material statutory dues applicable with the appropriate authorities in India.**

In our opinion there are no undisputed statutory dues as at the last day of the financial year that remains outstanding for more than six months from the date they become payable.

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 not incurred cash losses during the financial year covered under the audit, however the company has incurred cash losses 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,
Membership No. 87370,

Place: New Delhi,
Date: 29th May, 2012

CINERAD COMMUNICATION LIMITED

Balance Sheet as at 31st March, 2012

(In `)

Particulars	Note No.	As at 31.03.2012	As at 31.03.2011
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	52,000,000	52,000,000
(b) Reserves and Surplus	2	(26,394,042)	(20,602,898)
(2) Current Liabilities			
(a) Other Current Liabilities	3	180,190	153,647
TOTAL		25,786,148	31,550,749
II. Assets			
(1) Non-Current Assets			
(a) Fixed Assets	4		
(i) Tangible Assets		8,000,392	9,379,984
(ii) Intangible Assets		1,379,419	2,511,619
(b) Long Term Loans and Advances	5	1,297,361	1,297,359
(2) Current Assets			
(a) Current Investments	6	15,010,962	14,906,715
(b) Cash and Bank Balances	7	98,014	3,305,072
(c) Short Term Loan and Advances	8	-	150,000
TOTAL		25,786,148	31,550,749
Significant Accounting Policies Notes on Financial Statements As per our report of even date	1 to 24		

For Rastogi Narain & Co.
Chartered Accountants

Shanti Narain
Partner
Membership No. 87370
New Delhi
29th day of May 2012

For on Behalf of the Board

Pradeep Kumar Daga
Director

Vinita Daga
Director

CINERAD COMMUNICATION LIMITED

Profit and Loss statement for the year ended 31st March, 2012

(In `)

Particulars	Note No.	As at 31.03.2012	As at 31.03.2011
I. Revenue from operations			
Job Income		-	145,000
II. Other Income	9	1,265,701	7,547,802
Total Revenue		1,265,701	7,692,802
III. Expenses:			
Job Work & Shooting Expenses		1,600,000	1,846,000
Employee benefit Expense	10	1,760,680	1,897,471
Depreciation		2,593,488	2,000,998
Other Expenses	11	1,102,677	1,577,572
Total Expenses		7,056,845	7,322,041
IV.(Loss)/Profit before exceptional and extraordinary items and tax		(5,791,144)	370,761
V. Profit before tax		(5,791,144)	370,761
VI. Tax expense:			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
VII. (Loss)/Profit for the period from continuing operations		(5,791,144)	370,761
VIII. (Loss)/Profit for the period		(5,791,144)	370,761
IX. Earning per equity share:			
(1) Basic		(1.11)	0.07
(2) Diluted		(1.11)	0.07

**Significant Accounting Policies
Notes on Financial Statements
As per our report of even date**

1 to 24

For on Behalf of the Board

Pradeep Kumar Daga
Director

Vinita Daga
Director

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

Shanti Narain
Partner,
Membership No. 87370,

Place: New Delhi,
Date: 29th May, 2012

CINERAD COMMUNICATION LIMITED

CASH FLOW STATEMENT FORMAT AS PER CLAUSE 32 OF THE LISTING AGREEMENT		
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012		
	For the Year ended 31.03.2012	For the Year ended 31.03.2011
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	(5,791,144)	370,761
Adjustment for : Depreciation	2,593,488	2,000,998
Assets Written off	-	314,709
	(3,197,656)	2,686,468
Deduct: Other Income	1,265,701	(7,547,802)
Operating Profit before working capital changes	(4,463,356)	(4,861,334)
Adjustment for :		
(Increase)/Decrease in Trade and other receivables	149,998	(233,450)
Increase/(Decrease) in Trade Payables	26,543	(410,824)
Cash generated from operations	(4,286,815)	(5,505,608)
Cash flow before extraordinary items	(4,286,815)	(5,505,608)
Net Cash Inflow/ (Outflow) from Operating Activities (A)	(4,286,815)	(5,505,608)
CASH FLOW FROM INVESTING ACTIVITIES:		
Outflow:		
Investment in Shares & Mutual fund	104,247	14,906,713
Purchase of Fixed Asset		2,891,400
Inflow:		
(a) Sale of Fixed Assets/Investment	(81,696)	15,512,417
(b) Other income Received	1,265,701	670,992
Net Cash Inflow/ (Outflow) from Investing Activities (B)	1,079,758	(1,614,704)
CASH FLOW FROM FINANCING ACTIVITIES :		
Inflow	-	-
Preferential Convertible Warrant		
Outflow	-	-
Net Cash Inflow/ (Outflow) from Financing Activities (C)	-	-
Net increase in cash and cash equivalents (A+B+C)	(3,207,058)	(7,120,312)
Add : Cash and Cash Equivalents (Opening Balance)	3,305,072	10,425,384
Cash and Cash Equivalents (Closing Balance)	98,014	3,305,072
# Previous year's figure have been restated, wherever necessary, to conform to this year's classification.		

For Rastogi Narain & Co.

Chartered Accountants

Shanti Narain
Partner

New Delhi

29th day of May 2012

For on behalf of the board

Pradeep Kumar Daga
Director

Vinita Daga
Director

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 than not 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 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) 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 recognized 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) 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 amortization, if no impairment loss has been recognized.

g) 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.

h) 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.

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 are 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.

CINERAD COMMUNICATION LIMITED

Notes on Financial Statement for the year ended 31st March, 2012

The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to current year presentation.

Note : 1 Share Capital

(In `)

Sr. No	Particulars	As at 31.03.2012	As at 31.03.2011
1.	Authorized Capital: 15,000,000 Equity Shares of Rs. 10/- each, (15,000,000)	150,000,000	150,000,000
		150,000,000	150,000,000
2.	Issued, Subscribed & Paid Up: 5,200,000 Equity Shares of Rs. 10/- each, Fully Paid Up (5,200,000)	52,000,000	52,000,000
	Total	52,000,000	52,000,000

a) Details of shareholders holding more than 5% share in the Company

(In `)

Sr. No	Particulars	As at 31.03.2012		As at 31.03.2011	
		No. of shares	% of holding	No. of shares	% of holding
1.	Pradeep Kumar Daga	1,176,611	22.63%	-	-
2.	Vinita Daga	1,176,611	22.63%	-	-
3.	India Emerging Capital Pvt. Ltd	-	-	2,315,361	44.53%

Note : 2 Reserve & Surplus

(In `)

Sr. No.	Particulars	As at 31.03.2012	As at 31.03.2011
1.	Capital reserve As per last Balance Sheet	10,500,000	10,500,000
2.	General Reserve As per last Balance Sheet	(726,464)	(726,464)
3.	Share Premium As per last Balance Sheet	39,788,290	39,788,290
4.	Profit & Loss Account As per last Balance Sheet Add: (Loss)/Profit during the year	(70,164,724) <u>(5,791,144)</u> (75,955,868)	(70,535,485) <u>370,761</u> (70,164,724)
	Total	(26,394,042)	(20,602,898)

a) In earlier 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 10th January 2010 has forfeited the entire share application money and the money received earlier has been transferred to Capital Reserve Account

Note : 3 Others Current Liabilities

Sr. No	Particulars	As at 31.03.2012	As at 31.03.2011
	Creditors for Expenses	180,190	149,235
	Statutory Dues Payable	-	4,412
	Total	180,190	153,647

CINERAD COMMUNICATIONS LIMITED

Notes on Financial Statements for the year ended 31st March, 2012

Note : 4 Fixed Assets

Sr. No	Particulars	Gross Block			Depreciation				Net Block		
		As at 01.04.2011	Additions	Deductions/ Adjustments	As at 31.3.2012	As at 01.4.2011	For the year	Deductions/ Adjustments	As at 31.3.2012	As at 31.3.2012	As at 1.4.2011
I	<u>Tangible Assets</u>										
1	- Office Equipment	620,133	54,055	-	674,188	165,260	31,827	-	197,087	477,101	454,873
2	- Plant & Machinery	30,061,895	-	-	30,061,895	21,145,308	1,427,940	-	22,573,248	7,488,647	8,916,587
3	- Furniture & Fixtures	8,800	27,641	-	36,441	276	1,521	-	1,797	34,644	8,524
	SUB TOTAL (A)	30,690,828	81,696	-	30,772,524	21,310,844	1,461,288	-	22,772,132	8,000,392	9,379,984
II	<u>Intangible Assets</u>										
	Software's	2,830,500	-	-	2,830,500	318,881	1,132,200	-	1,451,081	1,379,419	2,511,619
	SUB TOTAL (B)	2,830,500	-	-	2,830,500	318,881	1,132,200	-	1,451,081	1,379,419	2,511,619
	Total	33,521,328	81,696	-	33,603,024	21,629,725	2,593,488	-	24,223,213	9,379,811	11,891,603
	Previous Year	47,090,398	2,891,400	16,460,470	33,521,328	29,419,015	2,086,557	9,875,847	21,629,725	11,891,603	17,671,383

1 During the previous year the company has written off assets amounting to `35,89,369/- and consequently depreciated value of `3,14,709/- has been debited to Profit & Loss account.

CINERAD COMMUNICATIONS LIMITED
Notes on Financial Statements for the year ended 31st March, 2012

Note : 5 Long Term Loans and Advances

(In `)

Sr. No	Particulars	As at 31.03.2012	As at 31.03.2011
1	Security Deposit Unsecured, Considered Good	200,034	200,034
2	Other Advances Unsecured, Considered Good Unsecured, Considered Doubtful	915,511 181,816	915,509 181,816
	Total	1,297,361	1,297,359

1 Other Advances (Unsecured, Considered Doubtful) includes loan to Staff amounting to Rs. 181,816.

2 Other Advances (Unsecured, Considered Good) includes Rs. 915,511, recoverable from revenue authorities.

Note : 6 Current Investments

(In `)

Sr. No	Particulars	As at 31.03.2012	As at 31.03.2011
1	Equity Shares- Quoted, Fully paid up -(Previous Year: 2117 Equity Shares of Coal India Ltd (M.V Rs. 731,424/-) -(Previous Year: 8461 Equity Shares of Power Grid Ltd.(M.V Rs. 854,561/-)	- - -	518,665 761,490 1,280,155
2	Investment in Mutual Funds - Quoted, Fully paid up -648,643 units of HDFC Mutual Fund (M.V Rs 15,010,962) -(Previous Year: 1,172,136 units of Reliance Medium Term Fund (M.V Rs 13,626,560)	15,010,962	13,626,560
	Total	15,010,962	14,906,715

Note : 7 Cash & Bank Balances

(In `)

Sr. No	Particulars	As at 31.03.2012	As at 31.03.2011
1	Balance with Bank	89,470	27,315
2	Cash on hand	8,544	227,552
3	Fixed Deposit with Bank*	-	3,050,205
	Total	98,014	3,305,072

* Fixed Deposits with Bank includes interest accrued thereon amounting to Rs. 50,205/-

Note : 8 Short Term Loans and Advances

(In `)

Sr. No	Particulars	As at 31.03.2012	As at 31.03.2011
1	Loan & Advances to Related Parties Unsecured, Considered Good (Refer Note No. 20)	-	150,000
	Total	-	150,000

CINERAD COMMUNICATIONS LIMITED

Notes on Financial Statements for the year ended 31st March, 2012

(In

Note : 9 Other Income

)

Sr. No	Particulars	As at 31.03.2012	As at 31.03.2011
	Interest on FDR's With Bank	-	45,880
	Dividend on Mutual Funds/shares	1,015,183	625,112
	Profit on sale of Building	-	6,876,810
	Profit on sale of Shares	250,518	-
	Total	1,265,701	7,547,802

Note : 10 Employment Benefit Expenses

(In `)

Sr. No	Particulars	As at 31.03.2012	As at 31.03.2011
	Salaries and Allowances	1,375,805	1,544,096
	Director Remuneration	289,000	276,000
	Bonus	95,875	77,375
	Total	1760680	1,897,471

Note : 11 Other Expenses

(In `)

Sr. No	Particulars	As at 31.03.2012	As at 31.03.2011
	Advertisement Expenses	22,581	44,890
	Audit Fee	28,090	22,060
	Advances/Balances Written off	-	12,393
	Bank Charges	552	971
	Business Promotion	43,490	12,953
	Electricity & Society Charges	-	167,305
	Filing Fee	11,000	3,500
	Fixed Asset written off	-	314,709
	Membership & Subscription Expenses	26,500	60,484
	Miscellaneous Expenses	136,534	123,868
	Office Shifting Expenses	-	22,500
	Postage & Telephone	39,752	40,378
	Printing & Stationary	32,021	50,164
	Professional Charges	165,663	156,100
	Rent, Rates & Taxes	136,000	75,000
	Repair & maintenance	49,667	37,750
	Travelling & Conveyance	410,828	432,547
	Total	1,102,677	1,577,572

CINERAD COMMUNICATIONS LIMITED

Notes on Financial Statements for the year ended 31st March, 2012

12. Contingent Liabilities:
Claims against the company not acknowledged as debts: Nil.
13. Estimated amount of contracts remaining to be executed on Capital Account and not provided for ` Nil
14. In the opinion of the Board of Directors, Current Assets, Non-Current Assets, Long Term Loans and Advances & Short Term Loan & 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.
15. During the previous year the company has disposed off substantially the whole of the immovable property situated at Mumbai and consequently the remaining revaluation reserve created on 1st March, 1994 amounting to ` .21,46,724 has been credited to premises in Fixed Assets Note No.:4. The resultant profit amounting to ` 68,76,810 /- on sale of such asset has been credited to Profit on Sale of Asset.
16. 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.
17. In few cases advances/creditors remained unconfirmed.
18. Additional information pursuant to the Provisions of Schedule VI of the Companies Act, 1956 to the extent applicable is given :-

- i) Salaries & Allowances in Note 10 includes Managerial Remuneration as under:

	Current Year (')	Previous Year (')
Salary	Rs. 2,89,000	2,76,000

- ii) Amount paid to Auditors:

	Current year (')	Previous Year (')
Audit Fees*	28,090	22,060
Certification Fees	Nil	Nil
Income Tax & Company Law matters*	Nil	22,060
Total	28,090	44,120

*Inclusive of Service Tax

19. 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.

20. Related Party Disclosures

- a. List of related parties

Parties where control exists:

Promoter Shareholder:

	2010-11	2011-12
M/s India Emerging Capital Pvt Ltd.		-

Key managerial personnel:

2010-11	2011-12
Mr. Abhineet Gupta (Managing Director)	Mr. Pradeep kumar Daga (Additional Director)
Mr. Diwakar Gandhi (Chairperson)	Mrs. Vinita Daga (Additional Director)
Mr. Mukesh Pathak (Director)	Mr. Mukesh Pathak (Director)
Mr. S.C. Sachdeva (Director)	Mr. S.C. Sachdeva (Director)
	Mr. Manmohan Raghunath Prasad Prahadka (Additional Director)

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. 2.89 lacs (Previous Year Rs. 2.76 lacs)
Abhineet Gupta (Managing Director)	Key Management Personnel	Loan	Nil (Previous Year Rs. 1.5 lacs)

Notes:-

- a. Related party relationship is as identified by the Company and relied upon by the auditors.
 - b. Previous year figures are given in bracket.
21. 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.
22. 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.
23. 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	52,00,000	52,00,000
Weighted Average number of equity shares Outstanding during the year		
Net (Loss)/ Profit after tax available for equity shareholder	(57,91,144)	370,761
Basic and Diluted Earning per share	(1.11)	0.07
Nominal Value per share	10	10

24. 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 on Behalf of the Board

Shanti Narain
Partner
New Delhi
29th day of May 2012

Pradeep Kumar Daga
Director

Vinita Daga
Director

E-MAIL ADDRESS REGISTRATION FORM

(In term of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011
respectively Issued by Ministry of Corporate Affairs, Government of India)

(For shares held in physical form)

System Support Services
209, Shivai Industrial Estate
89, Andheri Kurla Road,
Sakinaka, Near L.I.C,
Mumbai- 400 072

I/We, Member(s) of **CINERAD COMMUNICATIONS LIMITED**, hereby give my/our consent to receive electronically Annual Report(s) of General Meeting(s) and other document(s) that the Ministry of Corporate Affairs may allow to be sent in electronic mode

I/We request you to note my/our e-mail address as mention below. If there is any change in the e-mail address, I/We will promptly communicate to you.

Folio No.	
Name of the first/sole Member	
E-mail address (to be registered)	

Place :

Date:

(Signature of first/sole Member)

CINERAD COMMUNICATIONS LIMITED

Premises No.55, Ground Floor, Om Heera Panna Premises Co-op, Society Ltd.
Oshiwara, Andheri (W), Mumbai-400053, Maharashtra

Proxy Form

Member's Folio No. /DPID & CLID No. _____ No. of Shares _____

I/We _____ of _____ in the district of _____ being a member/members of the above named Company hereby appoint _____ of _____ or failing him / her _____ of _____ as my / our proxy to attend and vote for me/us, on my/our behalf at the Annual General Meeting of the Company to be held on Saturday, 15th day of September, 2012 at 11.00 a.m. and any adjournment thereof.

Signed this _____ day of _____ 2012

Signature _____

Affix 1/-
Rupee
Revenue
Stamp

NOTE:

- 1) The Proxy form duly completed must reach at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- 2) The form should be signed across the stamp as per the specimen signature registered with the Company.
- 3) A proxy need not be a Member of the Company.

CINERAD COMMUNICATIONS LIMITED

Premises No.55, Ground Floor, Om Heera Panna Premises Co-op, Society Ltd.
Oshiwara, Andheri (W), Mumbai-400053, Maharashtra

Attendance Slip

Member's Folio No. /DPID & CLID No. _____ No. of Shares _____

Mr. / Ms. / M/s. : _____
(Member's/Proxy's Name in **BLOCK LETTERS**)

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General meeting of the Company at : Kilachand Conference Room, 2nd Floor, India Merchant Chambers Building, IMC Marg, Churchgate, Mumbai- 400 020, Maharashtra on Saturday, 15th day of September, 2012 at 11.00 a.m.

Member's/Proxy's Name in BLOCK Letters

Member's/Proxy's signature

- NOTE:**
- 1) Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.
 - 2) Members/Proxy holders are requested to bring their copy of the Annual Report with them for the Meeting.

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CINERAD COMMUNICATIONS LIMITED
Premises No.55, Ground Floor,
Om Heera Panna Premises Co-op, Society Ltd.
Oshiwara, Andheri (W), Mumbai-400053, Maharashtra