

# EDUEXEL INFOTAINMENT LIMITED

2013 - 2014

## TWENTY-THIRD ANNUAL REPORT

Taas Mahal, 2<sup>nd</sup> Floor, No. 10, Montieth Road, Egmore  
Chennai 600 008

## CORPORATE INFORMATION

### **Board of Directors**

Soumo Ganguly  
Mehool Parekh  
C Vasan  
S. Sivakumar  
Prabir K Sarkar  
Shreyas Shah  
Rajendra Jain

### **Auditors**

M/s R. Pugalia & Company  
Chartered Accountants  
Rajeev Kumar Pugalia (Proprietor)  
20E Lake Road  
Kolkata – 700 029  
Ph. 9831142799

### **Bankers**

Bank of Maharashtra, Chowringhee, Kolkata

### **Registered Office**

Taas Mahal, 2<sup>nd</sup> Floor,  
No. 10, Montieth Road, Egmore  
Chennai 600 008  
E-mail : [eduexelinfotainment@yahoo.com](mailto:eduexelinfotainment@yahoo.com)  
Tel : 9940190006  
CIN : L92100TN1900PLC 019605

### **Share Transfer Agents (RTA)**

R & D Infotech Private Limited,  
No. 7A, Beltala Road, 1st Floor  
Kolkata – 700 026  
Ph. 033 2419 2641

# EDUExel Infotainment Limited

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## NOTICE

NOTICE is hereby given that the Twenty-third Annual General Meeting of the members of the Company will be held on Friday, September 26, 2014 at 12.00 Noon at Asha Nivas, 9 Rutland Gate, 5th Street, Nungambakkam, Chennai – 600 006 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2014, the Profit & Loss account for the period ended on 31.03.2014 and to consider the reports of the Directors and Auditors thereon.
2. To appoint director in place of Mr. Rajendra Jain who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provision of Sections 139 and 142 of the Companies Act, 2013, and Rules made thereunder, and the recommendations of Audit Committee of the Board of Directors, M/s R. Pugalia & Co., Chartered Accountants (Membership No. 318188E) be and are hereby appointed as the statutory Auditors of the Company, to hold office from the conclusion of the ensuing Annual General Meeting of the Company to the conclusion of 26<sup>th</sup> Annual General Meeting, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors.

### SPECIAL BUSINESS

#### 4. **Appointment of Mr. Sreyas S Shah as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Sreyas S Shah Independent Director of the company whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31<sup>st</sup> March, 2019, and whose office shall not henceforth, be liable to retire by rotation.

## 5. Appointment of Mr. S. Sivakumar as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. S. Sivakumar Independent Director of the company whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31<sup>st</sup> March, 2019, and whose office shall not henceforth, be liable to retire by rotation.

## 6 Appointment of Sri Prabir Kumar Sarkar as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Sri Prabir Kumar Sarkar (DIN: 01855794), Independent Director of the company whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31<sup>st</sup> March, 2019, and whose office shall not henceforth, be liable to retire by rotation.

### NOTES:

1. Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is attached herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

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3. Corporate Members intending to send their authorised representatives to attend the meetings are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The details of Director seeking appointment/re-appointment in terms of Clause 49 of the Listing Agreement are annexed hereto and forms part of this Notice.
5. Pursuant to the provision of section 91 of the Companies Act, 2013 (corresponding to 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2014 to 26<sup>th</sup> September 2014 (both days inclusive) in connection with the Annual General Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants or send an e-mail to R&D Infotech Private Limited at investors@rdinfotech.in, Registrar and Share Transfer Agent, for receiving all communication including Annual Report, Notices and Circulars of the Company electronically.
7. The Notice of the 23<sup>rd</sup> AGM and instructions for e-voting along with Attendance slip and Proxy Form is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository participants. Members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents.

### **9. Voting through electronic means**

In compliance with the provisions of Sections 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide its members facility to exercise their right to vote at 19<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities depository Limited (NSDL).

#### **The instructions of e-voting are as under:**

- A. In case of Member receives an email from NSDL (**for members whose e-mail IDs are registered with the Registrars and Share Transfer Agent/Depository Participants**).
  - i. Open email and open PDF file viz, "EDU e-voting pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

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- ii. Launch internet browser by typing the following URL”  
<https://www.evoting.nsdl.com>.
- iii. Click on Shareholder- Login.
- iv. Put user ID and Password as initial password noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-voting opens. Click on “e-voting- Active E-voting cycles.”
- vii. Select Electronic Voting Event Number (“EVEN”) of Eduexel Infotainment Ltd.
- viii. Now you are ready for e-voting as ‘Cast Vote’ page opens.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- x. Upon confirmation the message “Vote cast successfully” will be displayed.
- xi. Once you have voted on the resolutions, you will not be allowed to modify your vote.
- xii. Institutional Shareholder (i.e. other than individuals, HUF, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sweetypapoor53@rediffmail.com](mailto:sweetypapoor53@rediffmail.com) with a copy marked to [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in).

**B. In case a Member receives physical copy of the notice of AGM (for members whose e-mail IDs are not registered with the Registrars and Share Transfer Agent/Depository Participants or requesting physical copy):**

- i. Initial password is provided as below/at the bottom of the attendance Slip for AGM.

<b>EVEN 100913</b>	<b>USER ID</b>	<b>PASSWORD</b>
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- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

I. In case of any queries you may refer to Frequently Asked questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

II. The e-voting period commences on Saturday, 20<sup>th</sup> September, 2014 (10.00 am) and ends on Monday 22<sup>nd</sup> September, 2014 (6.00 pm). During this period the shareholder of the

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Company, holding shares either in physical form or in dematerialized form, as on cutoff date of 22<sup>nd</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.

- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 22nd August, 2014.
- IV. E-voting right cannot be exercised by a Proxy.
- V. The Company has appointed Ms. Sweety Kapoor, Practicing Company Secretary (ACS No. 6410, CP No. 5738), as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
- VI. The scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period unblock the votes in presence of at least two witnesses not in the employment of the company and make a Scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman of the company, will submit his final report to Chairman of the company within three working days after the conclusion of e-voting period.
- VII. The results of annual general meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company on or after annual general meeting within the prescribed time limits.
- VIII. The result declared along with the Scrutinizer's Report shall be placed on the website of NSDL within the prescribed time and will also be forwarded to all the Stock exchanges in India where the share of the Company are listed.
- IX. The scrutinizer's decision on the validity of e-voting will be final.

## **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

### **Items 4, 5 & 6**

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. S. Sivakumar, Mr. Sreyas S Shah and Mr. Prabir K Sarkar Independent Directors were appointed by the Members of the Company. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years and shall not be liable to retire by rotation at the AGM.

Accordingly, in compliance of Sections 149, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 Mr. S. Sivakumar, Mr. Sreyas S Shah and Mr. Prabir K Sarkar 13, being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors of the Company who shall hold office from the date of this Annual General Meeting for a term upto 31<sup>st</sup> March 2019. A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from a shareholder signifying his intention to propose their appointment as Directors of the company.

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In the opinion of the Board, Mr. S. Sivakumar, Mr. Sreyas S Shah and Mr. Prabir K Sarkar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Directors of the Company and they are independent of the management.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of Mr. S. Sivakumar, Mr. Sreyas S Shah and Mr. Prabir K Sarkar as Independent Directors for the approval of shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Independent Directors is concerned or interested in these Resolutions. The Board recommends the Ordinary Resolutions as set out at item no. 4,5 & 6 for approval of the Members.

## **Brief resume of the Directors seeking Re-Appointment pursuant to Clause 49 of Listing Agreement.**

### **Mr. Rajendra Jain**

A commerce and law graduate from Calcutta University. He has been associated with various Corporate Houses in their public relations build ups and media planning. He has wide experience in the fields of Advertisements Budgeting and Creative Designing, System structure along with execution of Concept selling, Methodologies and propositions.

### **Mr. S Sivakumar**

A Science graduate from Chennai has worked in many multi-national companies with vast experience in the field Administration and activities of Share Division.

### **Mr. Shreyas S Shah**

A young dynamic personality is having excellent knowledge of capital market operations. His experience and advice will be valuable for development of finance oriented systems.

### **Mr. Prabir K Sarkar.**

A Finance professional having over 40 years of experience in the area of Finance management, statutory compliance requirement. As advisor/consultant he has been associated with acquisition, merger, IPO etc.

**BY ORDER OF THE BOARD**

Rajendra Jain  
Director

Place : Chennai  
Date : 13.08.2014



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## DIRECTORS' REPORT

Your Directors present the 22nd Annual Report together with the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2014.

## FINANCIAL RESULTS

The Financial results of your Company for the year under review are as below:

Particulars	2013-14 ( in Lakhs)	2012-13 ( in Lakhs)
Total Revenue	15.93	380.00
Profit/ (Loss) before Depreciation & Tax	0.24	(105.85)
Less: Depreciation	0.22	0.37
Profit/ (Loss) before Tax	0.02	(106.22)
Less: Provision for Taxation	0	0
Profit/ (Loss) after Tax	0.02	(106.22)

## FINANCIAL PERFORMANCE

During the year under review the company generated revenue of Rs. 15.93 lakhs only and there is a marginal profit of Rs 0.02 lakhs.

## REVIEW OF OPERATIONS

In view of low margin of small budget films the company was very cautious in its approach of procuring Rights of distribution and use of its limited resources. The company's plan to raise resources for business expansion was kept on hold due very tight and volatile financial market. The company continued its Trading activity of marketing and distribution of IPRs procured from the market.

## DIVIDEND

In view of inadequacy of revenue from the operation, your Directors do not recommend payment of dividend.

## DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Article of Association Mr. Rajendra Jain retires by rotation and being eligible offer himself for reappointment, which the Board recommends.

Mr. Soumo Ganguly and Mr. Mehool Parekh resigned from the Board. The Board takes on record their contribution during tenure of their office.

Based on confirmations received, none of the directors are disqualified as per provisions of the Companies Act, 1956.

## **PUBLIC DEPOSITS**

The company has not accepted any deposits during the year under review.

## **LISTING**

The shares of your company are listed on Madras Stock Exchange and Bombay Stock Exchange.

## **AUDITORS' OBSERVATION**

With reference to the observation contained in the Audit Report are self – explanatory. Efforts are on to mitigate the status.

## **CEO/CFO CERTIFICATE**

The CEO/CFO certificate on the financial statements of the Company as required under clause 49 of the Listing Agreement forms part of the Annual Report

## **SECRETARIAL COMPLIANCE CERTIFICATE**

As required under the provisions of Section 383A of the Companies Act, 1956, the Company has obtained a certificate of compliance from Mrs. Sweety Kapoor, a practicing Company Secretary, for the year ended 31<sup>st</sup> March 2014. .

## **CORPORATE GOVERNANCE**

The report on Corporate Governance as stipulated under clause 49 of the Listing Agreement along with the Auditors' certificate for its due compliance forms part of the Annual Report.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors, to the best of their knowledge and belief confirm that:

- In the preparation of the Profit & Loss Account for the financial year ended 31<sup>st</sup> March, 2014 and the Balance Sheet as at that date all applicable accounting standards have been followed.
- Appropriate accounting policies have been selected and applied consistently and such judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state affairs of the Company as at the end of the financial year and of the Profit & Loss of the Company for that period.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The financial statements have been prepared on a going concern basis.

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## **PARTICULARS OF EMPLOYEES**

There were no employees in receipt of remuneration in excess of the limits as stipulated under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 during the financial year.

## **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE**

The Company has no activity relating to consumption of energy and technology absorption. Hence, there are no particulars required to be furnished under Section 217(1)(e) of the Companies Act, 1956.

## **FOREIGN EXCHANGE**

There were no Foreign Exchange earnings or outgo during the year under review.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report forming part of the Annual Report is attached.

## **ACKNOWLEDGEMENT**

Your Directors would like to place on record their sincere gratitude to the shareholders, bankers, regulatory bodies and other business constituents for their continued support and faith in the Company.

Your Directors also place on record their appreciation for whole-hearted co-operation, commitment and contribution made by the employees and look forward to their continued support.

On behalf of the Board

Rajendra Jain  
Director

Place : Chennai  
Date : 14.08.2014

# EDUExel Infotainment Limited

## REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

**Corporate Governance** specifies the principle and manner in which affairs of the Company is directed and the manner in which the company operates under the prevailing law, rules and regulations of the land. It ensures that the corporate affairs are carried out in the best interest of the company and its stakeholders.

Your Company has implemented and continuously strives to improve the Corporate Governance practices which attempt to enhance shareholder's value, maintain transparency, gain credibility and trust, comply with statutory regulations and maintains steady growth.

### I. Board of Directors

#### Composition and Category of Directors

The composition of the Board of Directors is in conformity with the code of Corporate Governance as per Listing Agreement with the Stock Exchanges. The Board has an optimum combination of Executive and Non-executive Directors and Independent Directors. The composition, category of the Board of Directors for the year under review is furnished hereunder:

Name of Directors	Category	No. of other Directorships*	No. of Membership on other Board Committees**
Shri Soumo Ganguly	Managing Director	2	NIL
Shri Mehool Parekh	Whole time Director	3	NIL
Shri C. Vasan	Non- Executive Director	NIL	NIL
Shri S. Sivakumar	Independent Director	NIL	NIL
Shri Shreyas Shah	Independent Director	1	NIL
Shri Prabir K Sarkar	Independent Director	1	3
Shri Rajendra Jain	Whole-time Director	2	3

\*Excludes Private Companies, Foreign Companies and Section 25 Companies.

\*\*Denotes memberships in Audit Committee, Shareholders/ Investors Grievance Committee and Remuneration Committee.

None of the Directors is a Member in more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement) across all the Companies in which he is a Director.

The Independent Directors have confirmed that they satisfy the criteria of independence as stipulated in the amended Clause 49 of the Listing Agreement.

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## Board Meetings held during the period 2013-14

The Board of Directors met 5 times during the financial year ended 31<sup>st</sup> March, 2014 on 13<sup>th</sup> May 2013, 30<sup>th</sup> May 2013, 13<sup>th</sup> August, 2013, 13<sup>th</sup> November, 2013, and 12<sup>th</sup> February, 2014.

The attendance of Directors at the Board Meetings and last AGM is as follows:

NAME OF DIRECTORS	NO.OF BOARD MEETINGS ATTENDED	ATTENDENCE IN LAST AGM HELD ON 28.09.2013
Shri Soumo Ganguly	-	No
Shri Mehool Parekh	2	No
Shri C. Vasan	3	Yes
Shri S. Sivakumar	3	Yes
Shri Sreyas Shah	3	No
Shri Prabir k Sarkar	5	Yes
Shri Rajendra Jain	5	Yes

## II. Remuneration to Directors

The Non Executive Directors of the Company do not receive any remuneration from the Company.

The Executive Directors did not receive any remuneration during the year under review.

## III. Board Committees

### Audit Committee

The terms of reference of the Committee is in accordance with that specified in Clause 49 of the Listing agreement as amended from time to time and also confirms to the requirements of Section 292A of the Companies Act, 1956.

The Composition of the Audit Committee and the attendance of each member at these meetings are given below:-

No	Name	Category	No. of Meetings attended
1.	Shri Prabir K Sarkar	Chairman	5
2.	Shri Shreyas Shah	Member	3
3.	Shri R.K Jain	Member	5

The Committee comprises of two Independent Directors and a Whole-time Director. The committee is headed by an Independent Director. All the members have good financial knowledge. Audit

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Committee Meetings are generally attended by and senior management members. The Statutory Auditors are also invited to attend the meetings.

During the year under review the Committee met 5 times on 13th May 2013, 30th May 2013, 13th August 2013, 13th November 2013, and 12th February 2014.

## Stakeholders Relationship Committee

### Terms of Reference

The Committee oversees the performance of the Share Transfer Agent and recommends measures to improve Company's relationship with shareholders and ensures that the shareholders' grievances are redressed on time.

### Composition & Meetings

No	Name	Category	No. of Meetings attended
1.	Shri S. Sivakumar	Chairman	4
2.	Shri C Vasan	Member	3
3.	Shri Prabir K Sarkar	Member	4

During the year under review the Committee met four times on 29th May 2013, 13th August, 2013, 13th November, 2013, and 12th February, 2014 to review the shareholders' correspondence received by the company and its response.

Mr. C Vasan is the Compliance Officer of the Company.

All requests received for transfer, split and consolidation and also the complaints received from the Shareholders are usually attended to within a period of 30 days provided the documents were properly executed.

## IV. General Body Meetings

The location and time where the last three Annual General Meetings were held are given below:-

Year	Date	Time	Venue
2010 - 11	12.07.2011	09.30 a.m.	Asha Niwas, No.9, Rutland Gate, 5th Street, Chennai – 600 006
2011 - 12	28.12.2012	09.30 a.m	Asha Niwas, No.9, Rutland Gate, 5th Street, Chennai – 600 006
2012 - 13	28.09.2013	12.30 p.m	Asha Niwas, No.9, Rutland Gate, 5th Street, Chennai – 600 006

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No Special resolutions were passed at previous three Annual General Meetings of the Company

No resolutions were passed through postal ballot during the year.

As of now there is no proposal for passing any resolutions through postal ballot.

An EGM was held on 19/11/2012 for appointment of the Statutory Auditors.

## **V. Disclosures**

The Company has followed the Guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

The Company's shares are listed at Bombay Stock Exchange Limited and Madras Stock Exchange Limited.

## **VI. Compliance**

The Board reviews periodically compliance reports of all laws applicable to the Company prepared by the Company as well as the steps taken by the Company to rectify instances of non compliance, if any.

### **Compliance with Corporate Governance Norms**

The Company is regular in complying with the requirements of regulatory authorities on the matters relating to the capital market. The company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the stock exchanges. The Company has submitted the compliance report in the prescribed format to the stock exchanges for the quarters ended 30<sup>th</sup> June, 2013, 30<sup>th</sup> September, 2013, 31<sup>st</sup> December, 2013 and 31<sup>st</sup> March, 2014.

M/s. R. Pugalia & Co. Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreements with the exchanges.

The said certificate is annexed hereto and will be forwarded to the stock exchanges and the Registrar of Companies, Chennai along with the Annual Report.

The Company has not adopted the non-mandatory requirements as stipulated in the Clause 49 of the Listing Report.

## **VII. Means of Communication**

The Quarterly unaudited financial results and the annual audited results are normally published in leading business daily newspapers.

## **VIII. Management Discussion and Analysis.**

The Management Discussion and Analysis Report is attached and forms part of the Annual Report.

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## IX. General Shareholders Information Annual General Meeting

Day & Date	: 26 <sup>th</sup> day of September, 2014
Time	: 12.00 Noon .
Venue	: Asha Niwas, 9, Rutland Gate, 5 <sup>th</sup> Street : Chennai – 600 006
Financial Calendar	: 1 <sup>st</sup> April 2013 to 31 <sup>st</sup> March 2014
Date of Book Closure	: 22nd September 2014 to 26 <sup>th</sup> September, 2014
Listing on Stock Exchanges	: Madras Stock Exchange Limited Bombay Stock Exchange Limited
Scrip Code	: 526483 in BSE
Depository	: NSDL/CDSL
ISIN Code	: INE611F01015

## Market Price Data

The details of monthly highest and lowest prices of Equity shares of the Company at Bombay Stock Exchange during the Financial Year 2013-14 are as under:

Month	Quotations at Bombay Stock Exchange	
	High Price	Low Price
April 2013	5.76	4.86
May 2013	9.50	5.20
June 2013	9.55	8.15
July 2013	11.55	8.50
August 2013	10.00	7.58
September 2013	9.92	7.61
October 2013	10.69	8.58
November 2013	10.45	8.06
December 2013	9.99	7.85
January 2014	11.39	8.29
February 2014	11.99	8.00
March 2014	14.49	8.00

No trading took place at Madras Stock Exchange and hence market price data could not be commented upon.



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## Registrar and Share Transfer/Demat Agents

M/s R & D Infotech Pvt. Ltd is the appointed Registrar & Share Transfer Agent (RTA). All share related activities like transfer, split and consolidation etc were performed by them during the year under review.

## Share Transfer System

Generally the share transfer documents which are received by the Company/RTA are processed within 30 days provided all documents supporting the transfer are in order. In case of demat shares transfers are processed by CDSL/NSDL through their respective depository participants.

## Address for Correspondence

Investors holding shares in Demat form shall address their correspondence to their respective Depository Participants. Shareholders with physical share certificates are requested to contact RTA for transfers / demat etc at :

R & D Infotech Private Limited  
No. 7A Beltala Road, 1<sup>st</sup> Floor  
Kolkata – 700 026  
Tel : 2419 2641

All other queries and clarifications may be addressed to the Registered Office of the Company.

For and on behalf of the Board

Rajendra Jain

Prabir K Sarkar

Director

Director

Place : Chennai

Date : -14/08/2014

# EDUExel Infotainment Limited

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**TO THE MEMBERS OF**

**Auditors Certificate**

**EDUXEL INFOTAINMENT LIMITED**

We have examined the compliance of conditions of Corporate Governance by Eduxel Infotainment Limited for the year ended 31<sup>st</sup> March 2014 stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedure 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.

On the basis of our review and according to the information and explanation given to us the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges have been complied with in all material respect by the Company read with Note No. 8 (1) regarding attendance in annual General Meeting.

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

Place : Camp Office Chennai

Date : 14.08.2014

**For R.Pugalia & Company**

Rajeev Kumar Pugalia

Proprietor

M.No. 053972

Firm No 318188E

# EDUExel Infotainment Limited

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## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INDUSTRY AND STRUCTURE**

The Indian entertainment and media (E&M) industry has out-performed the Indian economy and is one of the fastest growing sectors in India and is poised for a compounded annual growth rate of 20% according to a recent KPMG report. The key factors that are driving the growth of this sector India are the favourable demographics, growing literacy, increasing affluence, development of technology, government support and the growing interest in the Indian way of life.

### **OUTLOOK, OPPORTUNITIES, THREATS, RISK AND CONCERN**

The PWC report prepared for FICCI forecasts an annual CAGR of 18% predicting the industry will touch Rs.145,000 crore on 2015. The KPMG CII study is more optimistic estimating the growth to touch Rs.151,500 crore by 2015. The industry today is the largest in the world in terms of number of movies produced. The Indian film industry produces more than 1,000 films every year in 52 languages and over 3.7 billion tickets are sold annually.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Management has overall responsibility for the Company's internal control system to safeguard the assets, usage of resources, compliance with applicable laws & regulations and to ensure reliability of financial records. The statutory auditors and the audit committee review all financial statements and ensure adequacy of internal control systems.

### **DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The company has not produced any film during the year. It has distributed entertainment and educational content. In the distribution sector margin is squeezed significantly. A drastic reduction in the overhead has been implemented during the year and same effort will continue in future.

### **MATERIAL DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED**

There is no major development other than reduction in manpower and overhead expenses.

### **CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statement" within the meaning of the applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

On behalf of the Board

Place : Chennai  
Date : 14.08.2014

Rajendra Jain  
Director

Prabir K Sarkar  
Director

# EDUExel Infotainment Limited

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## CEO / CFO Certification

Dear Sirs,

In connection with the Audited Financial Results for the Financial Year ended 31<sup>st</sup> March, 2014, we Rajendra Jain and Prabir K. Sarkar directors certify that :

- (a) we have reviewed financial statements and the cash flow statement for the year and that to the of best our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- (d) we have indicated to the auditors and the audit committee
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Rajendra Jain

Prabir K Sarkar

Director

Director

Place : Chennai

Date : 14/08/2014

# EDUExel Infotainment Limited

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M/s R. Pugalia & Company  
Chartered Accountants  
20E Lake Road  
Kolkata – 700 029  
Ph. 9831142799

## AUDITORS' REPORT

To The Members of

**EDUEXEL INFOTAINMENT LIMITED**

### Report on Financial Statements

- 1 We have audited the attached Balance Sheet of the company as at March 31 2014 and the related Statement of Profit and Loss Account for the year ended on that date, Cash Flow statement as on that date and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report. 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.

### Management's Responsibilities for the Financial Statements

- 2 The company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial positions, financial performance in accordance with the Accounting Standards referred to in sub section 3C of Section 211 of the Companies Act 1956 of India (the Act) This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

### Auditors Responsibility

- 3 Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- 4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments the auditor's consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management,

# EDUExel Infotainment Limited

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appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management as well as evaluating the overall presentation of the financial statements.

- 5 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

- 6 In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required subject to the following observation:

- i. The company has violated S.58A of the Companies Act 1956 by accepting deposits from the public.
- ii. The company has not paid the Income Tax, Tax deducted at source etc till date.
- iii. Loans & Advances taken/given by the company has not shown any movement during the year and no confirmation has been received by the company.
- iv. Balances shown in Sundry Debtors and Sundry Creditors too have not shown any movements during the year and we doubt the actual recovery/ payment of the same.
- V. Investment made by the company in the film Anwar appears to be a sunk investment although the company is hopeful of selling the rights of the film.

Subject to the above, the accounts give a true and fair view in conformity with the accounting principles generally accepted

- (a) in the case of Balance Sheet of the state of affairs of the Company as at 31st March 2014
  - (b) in the case of Statement of Profit and Loss, of the Loss for the year ended on that date.
  - © in the case of Cash Flow Statement, of the cash flows for the year ended on that date.
- 7 As required by the Companies ( Auditors Report) Order 2003 as amended by the Companies ( Auditors Report ) ( Amendment) Order 2004) issued by the Central Government of India in terms of sub section (4A) of Section 227 of the Companies Act, 1956 of India and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us during the course of our audit, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

## EDUExel Infotainment Limited

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- 8 As required by section 227(3) of the Act, we report that:
- a We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit
  - b In our opinion ,proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c The Balance Sheet and the Statement of Profit and Loss Account dealt with by this report are in agreement with the books of account.
  - d. In our opinion the Balance Sheet and the Statement of Profit and Loss Account, dealt with by this report comply with the accounting standards referred to in sub section (3c) of section 211 of the Act.
  - e On the basis of written representations received from the Directors as on March 31 2014 and taken on record by the Board of Directors none of the directors is disqualified as on March 31 2014 from being appointed as a director in terms of clause (g) of sub section (1) of Section 274 of the Act.

Place : Camp Office Chennai

Dated : 29<sup>th</sup> May, 2014

For R.Pugalia & Company

Rajeev Kumar Pugalia  
M.No:053972

Proprietor  
Firm No:318188E

# EDUExel Infotainment Limited

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## R.Pugalia & Company

### ANNEXURE TO THE AUDITORS REPORT

1. (i) The company is maintaining proper record showing full particulars including quantitative details and situation of its Fixed Assets.  
  
(ii) Physical verification of fixed assets has not been done by the management during the year. We are doubtful about the presence of the Fixed Assets.

In our opinion and according to the information and explanations given to us, a substantial part of fixed assets have not been disposed off by the Company during the year.

- 2 According to the information and explanations given to us, the company has granted loans to a company covered in the register maintained under Section 301 of the Act. The rate of interest and other terms and conditions of such loan is prima facie prejudicial to the interest of the company.
3. According to the information and explanations given to us, we are of the opinion that the particulars of the contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
4. In our opinion and according to the information and explanations given to us the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices except in the case of items stated to be of specialized nature for which as informed there are no alternate of supply to enable a comparison of the prices paid/ charged.
5. The company has taken loans secured or unsecured from companies firms or other parties covered in the register maintained under Section 301 of the said Act on terms and conditions which are not prejudicial to the interest of the company..
6. The company has accepted deposits from the public within the meaning of Sections 58 A and 58 AA of the Act which are not in conformity with the rules framed there under.
- 7 In our opinion and according to the information and explanation given to us there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories and fixed assets and with regard to the sale of goods and services. Further on the basis of our examination and according to the information and explanations given to us we have neither come across nor have been informed of any instance of major weakness in the aforesaid internal control system.
8. In our opinion there is reasonable internal audit system within the company.
9. The company is not regular in paying statutory dues including income tax, service tax etc. It has defaulted in making payment of Income Tax for the Financial Year Ending 31<sup>st</sup> March 2011 aggregating Rs. 3,657,902 plus Interest and making payment of TDS in time for the year ending 31<sup>st</sup> March 2014 aggregating Rs. 159,503 plus Interest.



## EDUExel Infotainment Limited

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10. The company has not made cash losses during the year. (Previous Year Nil).
11. The company has not granted any loans and advances on the basis of security by way of pledge of shares debentures and other securities.
12. According to the information and explanation given to us the company has not borrowed or defaulted in repayment of dues to Financial Institution or Banks.
13. According to the information and explanations given to us and on overall examination of the Balance Sheet of the Company funds raised on short term have not been used for long term investments.
14. The provisions of any special statutes applicable to chit fund nidhi mutual benefit fund societies are not applicable to the company.
15. The company is not a dealer or trader in shares securities debentures and other investments.
16. In our opinion and according to the company has not given any guarantees for loans taken by other from banks or financial institutions during the year.
17. The company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
18. The company has not issued any debentures during the year and accordingly the question of security or charge does not arise.
19. The company has not raised any money by way of public issue during the year.
20. During the course of our examination of the books and records of the company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us we have neither come across and instance of fraud on or by the company, noticed or reported during the year nor have we been informed of such case by the management.

The other clauses of the Companies (Auditors Report) Order 2003 as amended by the Companies (Auditors' Report Amendment Order) 2004 are not applicable in the case of the company for the current year since in our opinion there is no matter which arises to be reported in the aforesaid order.

Place : Camp Office Chennai

Dated : 29<sup>th</sup> May 2014

For R.Pugalia & Company

Rajeev Kumar Pugalia

Member.No. 053972

Firm No 318188E

# EDUExel Infotainment Limited

## Balance Sheet as at 31st March, 2014

Particulars	Note No	31-03-2014 ( Rupees )	31-03-2013 ( Rupees )
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	2	84,610,000	84,610,000
(b) Reserves and Surplus	3	24,373,913	24,372,239
<b>Non-Current Liabilities</b>			
(a) Non-current Liabilities	4	110,061,169	110,066,169
<b>Other Current Liabilities</b>			
(a) Other current liabilities	5	516,558,339	514,983,948
<b>Total</b>		735,603,421	734,032,356
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
(a) Tangible assets	6	67,435	89,435
(b) Non-current investments	7	217,010,652	217,010,652
<b>Current assets</b>			
(a) Other Current Assets	8	488,525,334	486,932,269
(b) Short-term loans and advances	9	30,000,000	30,000,000
<b>Total</b>		735,603,421	734,032,356

The accompanying notes 1 to 13 are an integral part of the Financial Statements

As per my report attached of even date

For & on behalf of the Board

Rajeev K Pugalia  
Chartered Accountant  
Membership No.053972

Rajendra Jain      Prabir k Sarkar  
Director              Director

Date : 29.05.2014

Place: Chennai.

# EDUExel Infotainment Limited

## Profit and Loss statement for the year ended 31st March, 2014

Particulars	Note No	31-03-2014	31-03-2013
		( Rupees )	( Rupees )
I. Revenue from operations		1,593,000	38,,000,000
II. Other Income	10	0	0
<b>Total Revenue</b>		<b>1,593,000</b>	<b>38,000,000</b>
<b>IV. Expenses:</b>			
Cost of Goods sold		1,210,000	35,070,000
Employee Cost	11	114,000	94,302
Depreciation and amortization expense	6	22,000	36,544
Other expenses	12	245,326	13,421,110
<b>Total Expenses</b>		<b>1,591,326</b>	<b>48,621,956</b>
Profit/(Loss) before Interest and tax		1,674	(10,621,956)
Profit/(Loss) before tax		1,674	(10,621,956)
Provision For Tax		0	0
Profit/(Loss) after Tax		1,674	(10,621,956)
Earning per equity share:			
(1) Basic		0.0002	(1.26)
(2) Diluted		0.0002	(1.26)

The accompanying notes 1 to 13 are an integral part of the Financial Statements

As per my report attached of even date

For & on behalf of the Board

Rajeev K Pugalia  
Chartered Accountant  
Membership No.053972

Rajendra Jain    Prabir k Sarkar  
Director            Director

Date :.29.05.2014  
Place: Chennai.

# EDUExel Infotainment Limited

## CASH FLOW STATEMENT

Particulars	2013 - 2014 (Rupees)	2012 - 2013 (Rupees)
<b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit/(Loss) before Tax as per Profit &amp; Loss Statement</b>	1,674	(10,621,956)
Adjustment for:		
- Add Depreciation and Amortisation	22,000	36,544
- Less Provision for Tax	0	0
- Other Income	-	-
<b>Operation Profit/(Loss) before Working Capital Changes</b>	<b>23,674</b>	<b>10,585,412</b>
Adjustment for:		
- Trade Receivables & Other Assets	1,593,000	38,000,000
- Trade & Other Payables	1,569,391	36,245,112
<b>Net Cash after Working Capital Changes</b>	<b>(23,609)</b>	<b>(1,754,888)</b>
<b>Net Cash from Operating Activities</b>	<b>65</b>	<b>(12,340,300)</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>		
- Sale of Fixed Assets	-	-
- Sale of Investments	-	-
- Purchase of Shares	-	-
<b>Net Cash used in Investing Activities</b>	<b>-</b>	<b>-</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>		
- Increase In Capital including Share Premium	-	-
- Proceeds from Long/Short term Borrowing	-	1,172,425
- Long Term Loans & Advances	-	11,066,713
<b>Net Cash from Financing activities</b>	<b>-</b>	<b>12,239,138</b>
<b>D. NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>65</b>	<b>(101,162)</b>
<b>E. Cash &amp; Cash equivalents at the beginning of the year</b>	<b>7,269</b>	<b>108,431</b>
<b>F. Cash and Cash Equivalents at the end of the year</b>	<b>7,334</b>	<b>7,269</b>
<b>Balance as per Balance Sheet</b>	<b>7,334</b>	<b>7,269</b>

As per my report attached of even date

For & on behalf of the Board

Rajeev K Pugalia  
Chartered Accountant  
Membership No.053972

Rajendra Jain     Prabir k Sarkar  
Director             Director

Date :.29.05.2014  
Place: Chennai.

## NOTES TO ACCOUNTS

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 Basis of Preparation

The financial statements are prepared on accrual basis of accounting under the historical cost convention and in accordance with Generally Accepted Accounting Principles in India and the relevant provisions of the Companies Act, 1956 including Accounting Standards notified there under.

#### 1.2 Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosures of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

#### 1.3. Fixed Assets, Intangible Assets and Depreciation / Amortisation

Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. Cost includes all cost incurred to bring the assets to their working conditions and location for its intended use, any trade discount and rebates are deducted in arriving at the purchases price, Borrowing costs are capitalized only if capitalization criteria are met.

Depreciation on Fixed Assets is provided on written down value method (WDV) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

#### 1.4. Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed, if there has been a change in the estimate of recoverable amount. Based on the internal and external sources of information available with the company there is no impairment of assets taken place during the year.

#### 1.5. Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Monetary items denominated in foreign currencies at the yearend are restated at the forward exchange rates prevailing as on the year end for the date of its retirement.

In case of items which are covered by forward exchange contracts, the difference between the yearend rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized and amortized over the life of the contract.

Non monetary foreign currency items are carried at cost.

# EDUExel Infotainment Limited

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Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account as Purchase expense.

## **1.6 Investments**

Long Term Investments are stated at cost and provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

## **1.7 Inventories**

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any.

Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing /other overheads incurred in bringing them to their respective present location and condition.

## **1.8 Revenue Recognition**

Revenue is recognized on transfer of significant risk and rewards, it can be reliably measured and it is reasonable to expect ultimate collection and there exists no significant uncertainty in its ultimate realizations.

Claims by or against the company are accounted as and when acknowledged /accepted / settled / received.

## **1.9 Employee Benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit and Loss account of the year in which the related service is rendered.

Contribution to defined contribution scheme such as Provident Fund and ESI are recognized as and when incurred.

Leave encashment is expensed to the revenue as and when the company expects to pay for the compensated absences.

## **1.10 Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

## **1.11 Provision for Current and Deferred Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

# EDUExel Infotainment Limited

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Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

## 1.12 Premium on Redemption of Bonds / Debentures

Premium on redemption of bonds / debentures, net of tax impact, are adjusted against the Securities Premium Account.

## 1.13 Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised when there is a present obligation as a result of a past event and it is possible that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

No provision is made for contingent liabilities, which are contingent in nature, but if material, these are disclosed by way of notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**R. Pugalia & Company**  
Board  
Chartered Accountants

For and on behalf of the

**Rajeev Kumar Pugalia**  
Proprietor

**Prabir K Sarkar**  
Director

**Rajendra Jain**  
Director

Firm Regn. No. 318188E  
Membership. No. 053972

Place : Chennai  
Date : 29.05.2014.

## EDUExel Infotainment Limited

Notes To Accounts	31-03-2014	31-03-2013
	( Rupees )	( Rupees )
<b>Note 2 Share Capital</b>		
Authorized:- 10,000,000 Equity Shares of Rs.10/- each	100,000,000	100,000,000
Issued and Subscribed & Paid Up:- 8,461,000 Equity Shares of Rs.10/- each Fully paid up	84,610,000	84,610,000
<b>TOTAL</b>	<b>84,610,000</b>	<b>84,610,000</b>
<b>Reconciliation of Shares</b>		
<b>Opening Share Capital</b>	8,461,000	8,461,000
Add: Shares issued During the year		
Add: Rights/ Bonus Shares Issued		
Total	8,461,000	8,461,000
Less: Buy back of Shares		-
Less: Reduction in Capital		-
<b>Closing Share Capital</b>	8,461,000	8,461,000
<b>List of Shareholders holding more than 5% of the Shares of the Company</b>		
Name of Shareholders	No of Shares/ % to Total	No of Shares/ % to Total
Discovery Infoways Limited	333,746 3.95%	2,575,527 30.44%
R. P. Patel	900,000 10.64%	900,000 10.64%
S. G..Patel	800,000 9.46%	800,000 9.46%
V. R. Patel	800,000 9.46%	800,000 9.46%
Vinod Dugar	650,000 7.68%	650,000 7.68%
<b>TOTAL</b>	<b>3,483,746</b> <b>41.19%</b>	<b>5,725,527</b> <b>67.67%</b>



## EDUExel Infotainment Limited

Notes to Accounts	31-03-2014	31-03-2013
	(Rupees)	(Rupees)
<b>Note 3 Reserves &amp; Surplus</b>		
Share {Premium Account	30,000,000	30,000,000
Profit & Loss Account		
Opening Balance	(5,627,761)	4,994,195
Profit/(Loss) for the year	1,674	(10,621,956)
Closing Balance	(5,626,087)	(5,627,761)
<b>TOTAL</b>	<b>24,373,913</b>	<b>24,372,239</b>
<b>Note 4 Non-Current Liabilities</b>		
a) Long Term Borrowing – Unsecured Loan		
- VAB Capital Services Limited	400,000	400,000
- Discovery Infoways Limited	900,000	900,000
- Mehool Parekh	1,450,000	1,450,000
- Soumo Ganguly	1,271,896	1,271,896
- Navakar Diamonds	1,650,000	1,650,000
- Sudhakar Gande	1,200,000	1,200,000
- Moxie Media Pvt. Ltd	350,000	350,000
b) Other Liabilities	102,839,273	102,844,273
<b>TOTAL</b>	<b>110,061,169</b>	<b>110,066,169</b>
<b>Note 5 Current Liabilities</b>		
Short term Borrowing	245,850	156,600
Trade Payable	510,780,000	509,570,000
Tax Provision	3,817,405	3,810,664
Expenses Payables	1,715,084	1,446,684
<b>TOTAL</b>	<b>516,558,339</b>	<b>514,983,948</b>

# EDUExel Infotainment Limited

## Note 6 Fixed Assets

Rupees

Descriptio	Gross Block			Depreciation			Net Block	
	As at 01.04..20	Additi Deleti	As at 31.03.20	Upto 01.04.20	Additi Deleti	Upto 31.03.20	As at 31.03.20	As at 31.03.20
Plant & M/C	1,424,967		1,424,967	1,335,532	22,000	1,357,532	67,435	89,435
Computers	695,840	-	695,840	695,840	-	695,840	-	-
Vehicles	584,111	-	584,111	584,111	-	584,111	-	-
Office Equip	315,077	-	315,077	315,077	-	315,077	-	-
Furniture	235,991	-	235,991	235,991	-	235,991	-	-
<b>Total</b>	<b>3,255,986</b>		<b>3,255,986</b>	<b>3,166,551</b>	<b>22,000</b>	<b>3,188,551</b>	<b>67,435</b>	<b>89,435</b>
<b>Prev. Year</b>	<b>3,255,986</b>		<b>3,255,986</b>	<b>3,130,007</b>	<b>36,544</b>	<b>3,166,551</b>	<b>89,435</b>	<b>125,979</b>

	(Rupees)	(Rupees)
<b>Note 7 Other Non-Current Assets</b>		
Loans & Advances		
- Distribution Rights Advance	8,987,362	8,987,362
- Percept Picture Company	1,000,000	1,000,000
- Recoverable in Cash or Kind	4,083,710	4,083,710
Taxes paid & TDS	312,278	312,278
Investment in Film “Anwar”	1,573,423	1,573,423
Other Receivable	201,053,874	201,053,874
<b>Total</b>	<b>217,010,652</b>	<b>217,010,652</b>
<b>Note 8 Other Current Assets</b>		
Trade Receivable ( Unsecured and considered good)	488,518,000	486,925,000
Cash In Hand	45	1,783
Balance in Bank	7,289	5,486
<b>TOTAL</b>	<b>488,525,334</b>	<b>486,932,269</b>
<b>Note 9 Short Term Loans &amp; Advances</b>		
Digivive Ventures Pvt. Ltd.	30,000,000	30,000,000
	30,000,000	30,000,000
<b>Note 11 Employee Cost</b>		
Salary & Bonus	114,000	90,670
Staff Welfare Expenses	-	3,632
<b>TOTAL</b>	<b>114,000</b>	<b>94,302</b>

## EDUExel Infotainment Limited

Notes to Accounts	31-03-2014	31-03-2013
	(Rupees)	(Rupees)
Note 12 Other Expenses		
Rent Rates & Fees	159,910	234,018
Professional Fees	-	896,133
Travelling	18,984	106,787
Conveyance	-	443,218
Business Development Expenses	-	199,127
Legal Expenses	-	30,000
Communication Expenses	7,474	60,003
Office Maintenance	-	24,304
Printing & Stationary	16,382	10,343
Electricity Charges	-	1,390
Audit Fees	39,326	39,326
Provision for Doubtful recovery	-	11,364,713
All Others	3,250	11748
<b>TOTAL</b>	<b>245,326</b>	<b>13,421,110</b>

### Note 13 Other Disclosures

#### 13.1

- a) Balances in Loans and advances, TDS certificates Receivables / Recoverable, Advance from customers, Sundry Creditors, Advances from Customers and Sundry Debtors are subject to reconciliation, confirmation and consequential adjustments, if any. However it is to be noted that no movement in Sundry Debtors or Sundry Creditors has been observed during the year as such we doubt the recoverability or the payments of the same. However the management is confident that they would be able to recover the same.
- b) It is also observed that there has not been any discernible movement visible in the movement of Non Current Assets, Current Assets and Non Current Liabilities and Current Liabilities.

#### 13.2 The company has failed to deduct and deposit tax deducted at source..

13.3 Auditors Remuneration	<u>31.03.2014</u>	<u>31.03.2013</u>
As Audit Fees (Rs)	35,000.00	35,000.00

## EDUExel Infotainment Limited

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13.4 The company has not made any deposits at the Balance Sheet date to the Investors Education and Protection Fund.

13.5 There are no delays in payments to Micro and Small Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006. The above information and that given in Schedule 11 "Current Liabilities" regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors

### 13.6 Earnings per Share (EPS)

Particulars	2013-2014 (Rs)	2012-2013 (Rs)
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	1,674	(10,621,956)
Weighted Average number of Equity Shares used as denominator for calculating EPS	8,461,000	8,461,000
Basic and Diluted Earnings per share	0.0002	(1.26)
Face Value per Equity Share	10/-	10/-

### 13.7 Deferred Tax

In compliance with the AS 22 on "Accounting for taxes on Income" issued by the Institute of Chartered Accountants of India, the company has provided necessary Income Tax as applicable in accordance with provisions of the Income Tax, 1961. The Company has not recognized Deferred Tax Asset /Liability during the year.

13.8 Additional information pursuant to paragraphs 5 (viii) of Part II of Schedule VI to the Companies Act, 1956 are follows:

#### **Expenditure in Foreign Currency during the Year:**

	<u>2012-13 (Rs)</u>	<u>2013-14 (Rs)</u>
Travelling & Tour	Nil	NIL
<b>Related Party Transaction</b>	Nil	Nil

# EDUExel Infotainment Limited

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## Comparatives:

Comparative Financial information, presented in accordance with the Corresponding Figure Financial Reporting Framework set out in Auditing and accounting Standards AS 25 on “Comparatives Figures of the Previous Year” issued by the Institute of Chartered Accountants of India, have been regrouped and reclassified wherever necessary to correspond to Figures to the Current Year as per New Schedule VI.

As per our report of even date annexed hereto.

R. Pugalia & Company  
Chartered Accountants

For and on behalf of the Board

Rajeev Kumar Pugalia  
Proprietor

Rajendra Jain  
Director

Prabir K Sarkar  
Director

Firm Regn. No. 318188E  
Membership. No. 053972

Place : Chennai  
Date : 29.05.2014

# EDUExel Infotainment Limited

## Balance Sheet Abstract and Company's General Business Profile as per Part IV of Schedule VI of Companies Act 1956 (as amended)

	31.03.2014	31.03.2013
<b>I. Registration Details</b>		
Registration No.	019605	019605
State Code	18	18
Balance Sheet Date	31.03.2013	31.03.2013
<b>II Capital raised during the Year</b>	Nil	Nil
<b>III Position of Mobilisation and Deployment of Funds</b>	<b>Rupees</b>	<b>Rupees</b>
Total Liabilities	735,603,421	734,032,356
Total Assets	735,603,421	734,032,356
<b>Sources of Funds</b>		
Paid up Capital	84,610,000	84,610,000
Profit and Loss Account	24,373,913	24,372,239
<b>Non Current Liabilities</b>	110,061,169	110,066,169
<b>Current Liabilities</b>		
Other Current Liabilities	516,558,339	514,983,948
<b>Application of Funds</b>		
Net Fixed Assets	67,435	89,435
<b>Non Current Assets</b>	217,010,652	217,010,652
<b>Current Assets</b>		
Other Current Assets	488,525,334	486,932,269
Short Term Loans and Advances	30,000,000	30,000,000
<b>IV Performance of company</b>		
Turnover	1,593,000	38,000,000
Total Expenditure	1,591,326	48,621,956
Profit for the year	1,674	(10,621,956)
Earning Per share	0.0002	(1.26)
Dividend	-	-
<b>V Products / Services Code No.</b>	Film and Educational Content N/A	

Place : Chennai  
Date ; 29.05.2014

Rajendra Jain

Prabir K Sarkar

Director

Director

# EDUExel Infotainment Limited

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## ATTENDENCE SLIP

### EDUExel Infotainment Limited

**Regd. office: Taas Mahal, 2<sup>nd</sup> Floor, 10, Montieth Road, Egmore, Chennai- 600008.**

**PLEASE FILL ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE**

Regd. Folio No.	
DP/Client ID	
No. of Shares Held	

I/ We hereby record my/ our presence at the Twenty-third Annual General Meeting of M/s EDUExel Infotainment Limited being held on Friday 26<sup>th</sup> day of September, 2014 at 12.00 noon at Asha Niwas, No.9, Rutland Gate, 5<sup>th</sup> Street, Chennai – 600 006

Signature of Shareholder(s) or Proxy .....

## PROXY FORM

### EDUExel Infotainment Limited

**Regd. office: Taas Mahal, 2<sup>nd</sup> Floor, 10, Montieth Road, Egmore, Chennai- 600008.**

Regd. Folio No.	
DP/Client ID	
No. of Shares Held	

I/We ..... of.....  
being member/s of the Company hereby appoint ..... of  
.....failin him/her .....of.....  
.....as my/ our Proxy to attend and vote for me/ us and on my/ our behalf at the  
Twenty-third Annual General Meeting of the Company to be held on Friday 26<sup>th</sup> day of September,  
2014 at 12.00 noon at Asha Niwas, No.9, Rutland Gate, 5<sup>th</sup> Street, Chennai – 600 006 and at any  
adjournment thereof.

As witness my hand / our hands this ..... day of ....., 2012

Signature..... Affix Revenue Stamp

Signed by the said Proxy

**NOTE:** The proxy must be returned so as to reach the Company's Registrar and Share Transfer Agent M/s. R & D Infotech Private Limited not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company

**PLEASE RETURN TO**

**R & D Infotech Pvt. Ltd  
Registrar & Share Transfer Agent  
7A, Beltola Road, 1<sup>st</sup> Floor  
Kolkata – 700 026**