

DRAFT INFORMATION DOCUMENT

(For Listing on Institutional Trading Platform for SME of BSE Limited)

Dated: 7th April, 2014

(In accordance with SEBI (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013)



VISHAL DIGITAL STUDIO & COLOR LAB LIMITED

*Our Company was incorporated as 'Vishal Digital Studio & Color Lab Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated May 28, 2008 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Vishal Digital Studio & Color Lab Limited' pursuant to a Fresh Certificate of Incorporation dated **2nd January, 2014** issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Our corporate identification number is U22190DL2008PLC178684.*

Registered Office: 90/31B, First Floor, Malviya Nagar, Near Sagar Ratna, Delhi-110017, Delhi.

Tel: +91 11 32223118, **Fax:** +91 11 32223118, **Website:** www.vishaldgt.com

Company Secretary and Compliance Officer: Ms. Ramneet Kaur

PROMOTERS: MURLIDHARGIRIDHAR TRADING PVT. LTD., ANIL AGARWAL and ANIL KUMAR TALWAR

THE DRAFT INFORMATION DOCUMENT IS BEING MADE IN TERMS OF CHAPTER XC OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME.

FOR LISTING OF 14030250 EQUITY SHARES OF ` 10/- EACH FULLY PAID-UP ON INSTITUTIONAL TRADING PLATFORM OF THE BSE SME

ABSOLUTE RESPONSIBILITY OF VISHAL DIGITAL STUDIO & COLOR LAB LIMITED

This Information Document is In terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009, as amended from time to time and we propose to list our Equity Shares on Institution Trading Platform (ITP) of BSE SME.

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Draft Information Document contains all information with regard to the Company which is material in the context of this proposed listing, that the information contained in the Draft Information Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Draft Information Document as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect.

TABLE OF CONTENTS

CONTENTS	PAGE NO.
General	
1. Definitions and Abbreviations	3
2. General Information	6
3. Eligibility Criteria	9
I. Business	
1. Description of our Business and Operations	10
2. Financial Information	16
3. Capital Structure	16
4. Description of Property	20
II. Risk Factors	21
III. Security ownership of certain beneficial owners and Management	24
IV. Our Management	25
V. Promoters	30
VI. Related Party Transactions	32
VII. Outstanding Litigations	33
VIII. Declaration	34

DEFINITIONS AND ABBREVIATIONS

In the Draft Information Document, unless the context otherwise requires, the terms defined and abbreviations stated hereunder shall have the meanings as assigned therewith as stated in this Section.

General Terms

Term	Description
“Vishal Digital Studio & Color Lab Limited”, “Vishal Digital”, “We” or “us” or “our Company” or “the Issuer”	Unless the context otherwise requires, refers to Vishal Digital Studio & Color Lab Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at 90/31B, First Floor, Malviya Nagar, Near Sagar Ratna, Delhi-110017, Delhi.

Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, requires, refers to the Articles of Association of Vishal Digital Studio & Color Lab Limited, as amended from time to time.
Auditors	The Statutory Auditors of our Company, being M/s Amar Pal & Co., Chartered Accountants
Board of Directors / Board	The Board of Directors of Vishal Digital Studio & Color Lab Limited, including all duly constituted Committees thereof.
Companies Act	The Companies Act, 1956, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) of Vishal Digital Studio & Color Lab Limited unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Vishal Digital Studio & Color Lab Limited
Non Residents	A person resident outside India, as defined under FEMA
NRI / Non Resident Indians	A person resident outside India, as defined under FEMA
NRI / Non Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign (Registration and Regulation) Regulations, 2000
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoters/ Core Promoters	Murlidhargiridhar Trading Pvt. Ltd., Anil Agarwal and Anil Kumar Talwar

Registered Office	The Registered Office of our company is located at 90/31B, First Floor, Malviya Nagar, Near Sagar Ratna, Delhi-110017, Delhi
RoC	Registrar of Companies, NCT of Delhi and Haryana, situated at Delhi
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009 as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited

Technical / Industry Related Terms

Term	Description
CSO	Central Statistical Organisation
GDP	Gross Domestic Product
DEPB	Duty entitlement pass book scheme
EPCG	Export Promotion Capital Goods Scheme
FDI	Foreign Direct Investment
F&O	Futures and Options
FMC	Forward Market Commission
GOI	Government of India
FOB	Free on Board
RONW	Return on Net Worth
SSI	Small Scale Industry
VCF	Venture Capital Funds
SENSEX	Bombay Stock Exchange Sensitive Index
NIFTY	National Stock Exchange Sensitive Index

Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited (formerly known as Bombay Stock Exchange Limited)
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share

FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value
NRE Account	Non Resident External Account
NRIIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
` or Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRRI	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Working Days	All days except Saturday, Sunday and any public holiday

GENERAL INFORMATION

Vishal Digital Studio & Color Lab Limited

Our Company was incorporated as 'Vishal Digital Studio & Color Lab Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated May 28, 2008 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Vishal Digital Studio & Color Lab Limited' pursuant to a Fresh Certificate of Incorporation dated 2nd January, 2014 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Our corporate identification number is U22190DL2008PLC178684.

Registered Office of our Company

Vishal Digital Studio & Color Lab Limited

90/31B, First Floor,

Malviya Nagar,

Near Sagar Ratna,

Delhi-110017, Delhi.

Tel: +91 11 32223118

Fax: +91 11 32223118

Website: www.vishaldgt.com

E-mail: vishaldgt@yahoo.com

Company Registration Number: 178684

Company Identification Number: U22190DL2008PLC178684

Address of the RoC: Registrar of Companies, Delhi: 90/31B, First Floor, Malviya Nagar, Near Sagar Ratna, Delhi-110017

Name of the Stock Exchange where proposed to be listed

Our Company proposed to list its Equity Shares on the For Listing on Institutional Trading Platform for SME of BSE Limited.

ISIN NO.: INE966P01012

Details of PAN / TAN of the Company

PAN	TAN
AACCV7792D	DELV12911D

Our Board of Directors

The following table sets out details regarding our Board as on the date of the Draft Information Document:

Sr. No.	Name and Designation	Designation	Age (in years)	DIN	Address
1.	Anil Agrawal	Whole-time Director	45	01373788	F- 814, Iii, Vaishali, Ghaziabad, 201010, Uttar Pradesh, India
2.	Anil Kumar Talwar	Non-Executive & Non-Independent Director	29	05148340	C-31, 2nd Floor, Gali No-1, Hazara Park, Chander Nagar, Delhi, 110051, Delhi, India

Sr. No.	Name and Designation	Designation	Age (in years)	DIN	Address
3.	Anjana Devi	Non-Executive Independent Director	37	06845314	36/226, Block No.36, Trilok Piri, Delhi, 110091, Delhi, India
4.	Kishan Kumar Mahto	Non-Executive Independent Director	25	06776407	H.no. 4/46, Ground Floor, Saket Block, Mandawali,, Fazalpur, Delhi, 110092, Delhi, India, Delhi

Company Secretary and Compliance Officer

Ms. Ramneet Kaur
Vishal Digital Studio & Color Lab Limited
90/31B, First Floor,
Malviya Nagar,
Near Sagar Ratna,
Delhi-110017, Delhi.
Tel: +91 11 32223118
Fax: +91 11 32223118
Website: www.vishaldgt.com
E-mail: vishaldgt@yahoo.com

Registrar to the Company

SKYLINE Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I
New Delhi - 110 020
Tel.: +91 11 30857575 (10 Lines)
Fax: +91 11 30857562|
Web: www.skylinerta.com
Email: info@skylinerta.com
Contact Person: Mr. Virender Rana
SEBI Registration No: INR000003241

Bankers to our Company

Axis Bank Limited
Ground & First Floors,
662/6, Shivpuri Main,
Patparganj Road , Geeta Colony,
Krishna Nagar Extension,
Delhi - 110051
Tel: +91 11 64641378-80
Website: www.axisbank.com

Statutory Auditors of our Company

M/s Amar Pal & Co.

Chartered Accountants

23B, Savarkar Block, 2nd Floor, Shakarpur,
New Delhi-110092

Tel: +91 11 2246 8257

Email: caamarpal@gmail.com

Membership No: 506936

FRN: 020853N

INVESTING VENTURES FUND

NEXT ORBIT VENTURES FUND

Bldg No.52, Room No. 11,
3rd Marine Street,
Dhobi Talao, Mumbai-400002

SEBI Regn. No: IN/VCF/11-12/0232

ELIGIBILITY FOR LISTING ON INSTITUTIONAL TRADING PLATFORM OF BSE SME

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulations; and proposes to list our Equity Shares Institutional Trading Platform of BSE SME in terms of Chapter XC of the SEBI (ICDR) Regulations, 2009 as amended from time to time.

Our Company is eligible for the Issue in accordance with Regulation 106(Y) and other provisions of Chapter XC of the SEBI (ICDR) Regulations.

In terms of the Regulation 106(Y) of the SEBI (ICDR) Regulations, we confirm that:

- a. Our company, our promoters, group company or director does not appear in the wilful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
- b. There is no winding up petition against our company that has been admitted by a competent court;
- c. Our company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction within a period of five years prior to the date of application for listing;
- d. No regulatory action has been taken against our Company, our promoters or our directors, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs within a period of five years prior to the date of application for listing;
- e. Our company has not completed a period of more than ten years after incorporation and our revenues have not exceeded one hundred crore rupees in any of the previous financial years;
- f. The paid up capital of our company has not exceeded twenty five crore rupees in any of the previous financial years;
- g. Our Company has atleast one full year’s audited financial statements, for the immediately preceding financial year at the time of making listing application;
- h. M/s Next Orbit Ventures Fund (A SEBI Registered Mutual Fund) in accordance with Regulation 106 Y (h) (iv) of SEBI (ICDR) Regulations, 2009, as amended has conducted due diligence and invested a sum of Rs. 50 Lacs on dated 14th March, 2014 by applying 5,00,000 Equity Shares that would be under lock in for a period of three years from the date of listing.

We further confirm that:

In terms of Regulation 106ZB of SEBI (ICDR) Regulations, 2009 our Company has obtained written consents from our Promoters for the lock-in of 28,06,050 Equity Shares representing 20% of the post listing capital, for a period of three years from the date of listing.

In terms of Regulation 106ZC of SEBI (ICDR) Regulations, 2009:

- (1) All Equity Shares of our company shall be in dematerialized form upon listing on institutional trading platform.
- (2) Our Company has entered into tripartite agreements with CDSL and NSDL along with our Registrar for facilitating trading in dematerialized mode. We further confirm that we shall have connectivity with atleast one depository at all times. The ISIN is INE966P01012.
- (3) The minimum trading lot on institutional trading platform shall be ` 10.00 Lacs.

SECTION I

1. OUR BUSINESS

Industry

The Indian Digital Photography and Imaging Industry is one of the fastest growing sectors of the Indian economy riding on the economic growth and rising income levels that India has been experiencing in the past few years. The Industry is expected to grow faster than GDP growth and consequently more spend is expected on digital equipments relating to digital technological.

Convergence is the mantra for Indian Digital Photography and Imaging Industry for the next five years. With the economy poised for a leap in the next five years the Industry is expected to outperform the growth in economy by a significant margin in the coming years.

Technology will drive the World Digital and Imaging Industry into the next decade. In the new converged paradigm, its boundaries will be merged with those of the Telecommunications & Information Technology segments. Digitalisation is the future of education, television and film industry, etc. and will also revolutionize the same by bringing out faster and cheaper modes of capturing and displaying images and films.

Overview

We are one of India's leading integrated end to end post production and visual effects services house. We offer a comprehensive spectrum of services ranging from visual effects, digital film lab (digital intermediate, high-resolution film scanning and film recording), telecine, editing, and motion control to High Definition production. We have adapted in the face of evolving client needs. Our full service capabilities empower educational institutions, production houses of filmmakers, ad film makers and television producers with the newest tools and techniques to refine their work in the post production & production environment. We have provided the industry with a superlative creative experience.

Description of Our Business

Our Company carries on the Business of purchase and sales of photo, video, repro, audio-visual and digital imaging equipment. Brands include Mamiya, Linhof, and Rollet cameras, Kaiser enlargers, jobo and Thermo-Photo Film and paper processors, Elmo slide projectors, LCD and overhead projectors, Leaf Pro digital camera backs, Multiblitz, kalser and Unomat Studio lighting equipment, Slik, Mamiya and Unomat Tripods. The Company deals in branded digital camera accessories, including UV filters, diffuser and soft-tone filters close-up lenses, macro and spacer rings, step-down rings, digital camera adapter tubes, front and rear lens caps, snap-on caps, SLR body caps, metal and rubber lens hoods, M 42 Mounts, digital camera cleaning kits, microscope adapters, in black and titanium finishes, New Products include color correction gray cards for ringlights.

Glimpse of Our Products & Services

HD Video Communications



Plus Electronic Copy boards



Avio Projectors



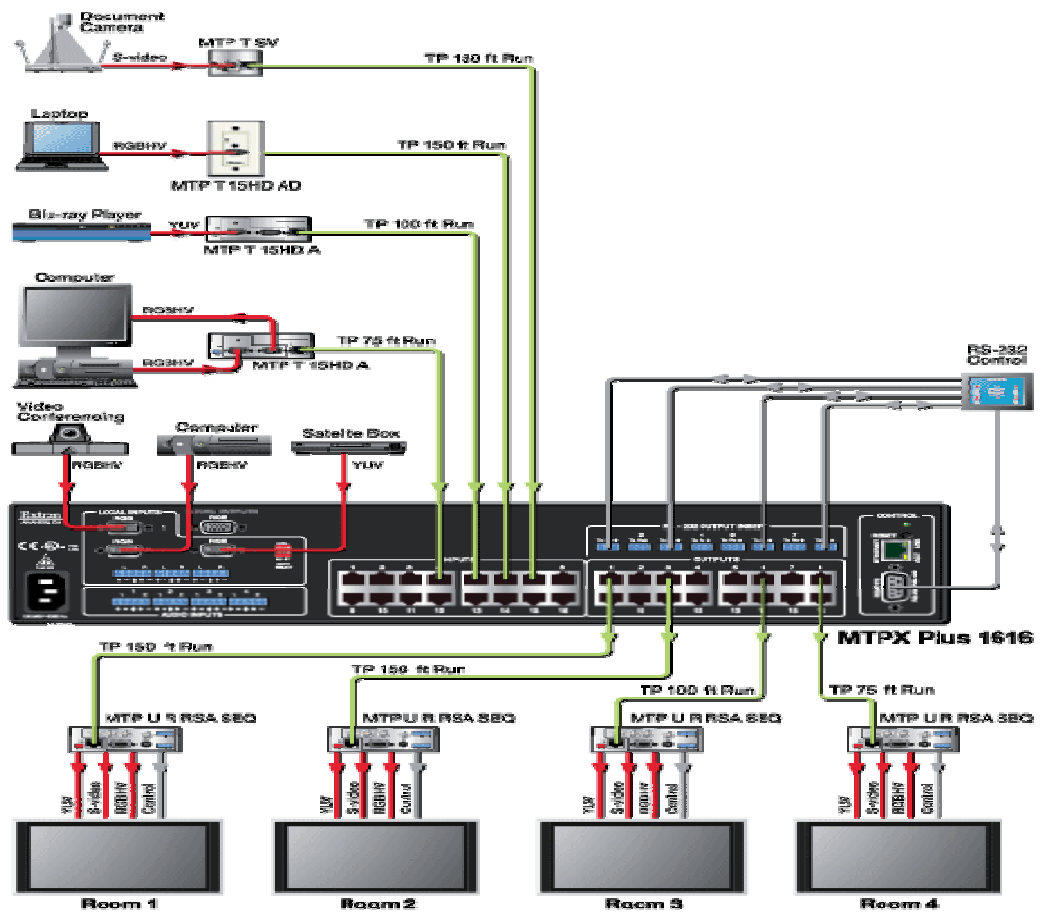
Mimio Interactive Boards



Clear One Audio Conferencing



Extron Switchers



Da-Lite Projection Screens



Elmo Document Camera



Professional LCD TV / Plasma



The above is not an exhaustive list. Our products find use in generally sectors such as advertising, education, film industry, photography and imaging industries.

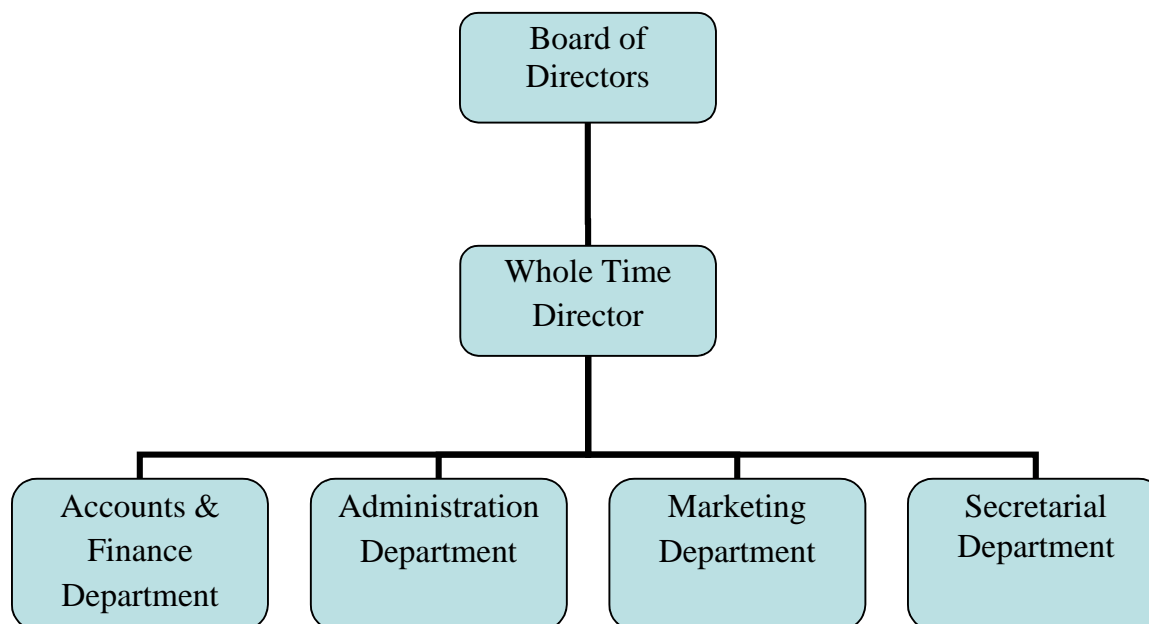
Sourcing of Products

The product requirements by the customers are highly function specific. The requirement changes from customer to customer. Hence, our Company sources its products based on the purchase order received from its clients. It generally does not stock the inventory. Our Company sources its products from the product manufacturers, distribution agents or retailers, as the case may be, whichever is more beneficial to the customers' needs. Such suppliers could be at local level, national level or international level.

Our Major Customers

CUSTOMERS
1. Eli fashion
2. Hariom Media Services Pvt Ltd
3. Uma Shankar Shukal

d) Manpower



The following is a department-wise break-up of our employees as on date:

Particulars	No. of persons
Whole time Director	1
Accounts & Finance Department	2
Administration Department	2
Marketing Department	4
Secretarial Department	1
Total	10

Intellectual Property

Our Company does not own or otherwise possess any registered intellectual property rights.

Competition

Much of the product market is unorganized and fragmented with many small and medium-sized companies and players. We face substantial competition in the industry from product manufacturing companies, marketing companies and subsidiaries or divisions of large multinational corporations, as well as domestic competitors and traders. We compete with these entities on the basis of availability of product, product range, product traits, and other factors, based on price, reputation, customer service and customer convenience.

FINANCIAL INFORMATION

Refer Annexure I to this Information Document for audited financial statements for the period ended December 31, 2013; and

Refer Annexure II to this Information Document for audited financial statements for the period ended March 31, 2013; and

CAPITAL STRUCTURE

Capital Structure of Our Company

No.	Particulars	Amount (` in Lacs)	
		Aggregate nominal value	Aggregate value at Issue Price
A. Authorised Share Capital			
	1,45,00,000 Equity Shares of ` 10 each	1,450.00	1,450.00
B. Issued, Subscribed and Paid-Up Share Capital before the Issue			
	1,40,30,250 Equity Shares of ` 10 each	1,403.025	1,403.025
C. Securities Premium Account		Nil	Nil

History of Equity Share Capital of our Company

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	FV	IP	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital	Cumulative Securities premium
		(`)	(`)					
28.05.2008	10000	10	10	Cash	Subscription to Memorandum of Association	10000	100000	----
05.10.2013	370000	10	10	Cash	Preferential Allotment	380000	3800000	----
30.10.2013	595000	10	10	Cash	Preferential Allotment	975000	9750000	----
06.11.2013	1000000	10	10	Cash	Preferential Allotment	1975000	19750000	----
11.11.2013	595000	10	10	Cash	Preferential Allotment	2570000	25700000	----
09.12.2013	620000	10	10	Cash	Preferential Allotment	3190000	31900000	----
01.03.2014	828500	10	10	Cash	Preferential Allotment	4018500	40185000	----
03.03.2014	423000	10	10	Cash	Preferential Allotment	4441500	44415000	----
05.03.2014	966000	10	10	Cash	Preferential	5407500	54075000	----

					Allotment			
07.03.2014	947000	10	10	Cash	Preferential Allotment	6354500	63545000	----
08.03.2014	978000	10	10	Cash	Preferential Allotment	7332500	73325000	----
10.03.2014	858000	10	10	Cash	Preferential Allotment	8190500	81905000	----
12.03.2014	801000	10	10	Cash	Preferential Allotment	8991500	89915000	----
14.03.2014	1278750	10	10	Cash	Preferential Allotment	10270250	102702500	----
15.03.2014	870500	10	10	Cash	Preferential Allotment	11140750	111407500	----
18.03.2014	969000	10	10	Cash	Preferential Allotment	12109750	121097500	----
20.03.2014	1162000	10	10	Cash	Preferential Allotment	13271750	132717500	----
22.03.2014	758500	10	10	Cash	Preferential Allotment	14030250	140302500	----

Details of build-up of shareholding of the Promoters and lock-in

Date of Allotment / acquisition / transaction and when made fully paid up	Nature of acquisition (Allotment/ transfer)	Number of Equity Shares	FV per Equity Share (in `)	IP / TP price per Equity Share (in `)	Consideration (cash/other than cash)	% of issued capital
Mr. Anil Kumar Talwar						
19-10-2011	Acquisition	5000	10	10	Cash	0.04%
07-11-2013	Acquisition	5000	10	10	Cash	0.04%
	Sub-total (A)	10000				0.07%
Mr. Anil Agarwal						
15-04-2013	Acquisition	5000	10	10	Cash	0.04%
07-11-2013	Acquisition	15000	10	10	Cash	0.11%
	Sub-total (B)	20000				0.14%
Murlidhargirdhar Trading Private Limited						
30-10-2013	Further Allotment	295000	10	10	Cash	2.10%
09-12-2013	Further Allotment	390000	10	10	Cash	2.78%
07-11-2013	Acquisition	950000	10	10	Cash	6.78%
11-11-2013	Further Allotment	345000	10	10	Cash	2.46%
10-12-2013	Acquisition	1179350	10	10	Cash	8.41%
28-02-2014	Acquisition	650	10	10	Cash	0.004%
	Sub-total (C)	31,60,000				22.52%
Grand Total (A) + (B) + (C)		31,90,000				22.73%

28,06,050 Equity Shares representing 20% of the post listing capital of Murlidhargiridhar Trading Private Limited will be locked in for a period of three years from the date of listing.

Our shareholding pattern

The table below represents the shareholding pattern of our Company in accordance with clause 34 of the Listing Agreement, as on the date of this Draft Information Memorandum:

(I)(a) Statement showing Share Holding Pattern of Vishal Digital Studio & Color Lab Limited as per clause 34 of Listing on Institutional Trading Platform

Category code (I)	Category of shareholder (II)	No. of shareholders (III)	Total No. of shares (IV)	No. of shares held in dematerialized form (V)	Total shareholding as a percentage of total no. of shares	Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	No. of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
(A)	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals / Hindu Undivided Family	2	30000	-	0.21	NA	NA
(b)	Central Government/ State Government(s)	-	-	-	-	NA	NA
(c)	Bodies Corporate	1	3160000	-	22.52	NA	NA
(d)	Financial Institutions/ Banks	-	-	-	-	NA	NA
(e)	Any Other (specify)	-	-	-	-	NA	NA
	Sub-Total (A)(1)	3	3190000	-	22.73	NA	NA
(2)	Foreign						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	NA	NA
(b)	Bodies Corporate	-	-	-	-	NA	NA
(c)	Institutions	-	-	-	-	NA	NA
(d)	Qualified Foreign Investor	-	-	-	-	NA	NA
(e)	Any Other (specify)	-	-	-	-	NA	NA
	Sub-Total (A)(2)	-	-	-	-	NA	NA
	Total Shareholding of Promoter & Promoter Group (A)=(A)(1)+(A)(2)	3	3190000	-	22.73	NA	NA
(B)	Public shareholding						
(1)	Institutions						
(a)	Mutual Funds/UTI	1	500000	-	3.56	NA	NA
(b)	Financial Institutions/ Banks	-	-	-	-	NA	NA
(c)	Central Government/ State Government(s)	-	-	-	-	NA	NA
(d)	Alternate Investment Funds / Venture Capital Funds	-	-	-	-	NA	NA
(e)	Insurance Companies	-	-	-	-	NA	NA
(f)	Foreign Institutional Investors	-	-	-	-	NA	NA
(g)	Foreign Venture Capital Investors	-	-	-	-	NA	NA
(h)	Any Other	-	-	-	-	NA	NA
	Sub-Total (B)(1)	1	500000	-	3.56	NA	NA

Category code (I)	Category of shareholder (II)	No. of shareholders (III)	Total No. of shares (IV)	No. of shares held in dematerialized form (V)	Total shareholding as a percentage of total no. of shares	Shares Pledged or otherwise encumbered		
					As a percentage of (A+B) (VI)	No. of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100	
(2)	Non- institutions							
(a)	Bodies Corporate	4	181000	-	1.29	NA	NA	
(b)	Individuals	555	10159250	2311000	72.41	N.A	N.A	
(c)	Qualified Foreign Investors	-	-	-	-	N.A	N.A	
(d)	Any Other	-	-	-	-	N.A	N.A	
	Sub-Total (B)(2)	559	10340250	2311000	73.70	N.A	N.A	
	Total Public Shareholding (B)= (B)(1)+(B)(2)	560	10840250	2311000	77.26	N.A	N.A	
	TOTAL (A)+(B)	563	14030250	2311000	100.00	N.A	N.A	

(I)(b) Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group”

Sr. No.	Name of Shareholder	Details of Shares Held		Shares pledged or otherwise encumbered			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants & convertible securities) as a % of diluted share capital
		No. of Shares Held	As a % of grand total (A) + (B) + (C)	No.	As a percentage	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	As a % total no. of warrants of the same class	
1	Anil Kumar Talwar	10000	0.07	0	0.00	0.00	0	0.00	0	0.00	-
2	Anil Agarwal	20000	0.14	0	0.00	0.00	0	0.00	0	0.00	-
3	Murlidhargiridhar Trading Private Limited	3160000	22.52	0	0.00	0.00	0	0.00	0	0.00	-
	TOTAL	3190000	22.73	0	0.0	0.00	0	0.00	0	0.00	-

(I)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1% of the total number of shares

Sr. No.	Name of Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Dudaram Genaram Chaudhary	200000	1.43
2.	Next Orbit Venture Fund	500000	3.56
3.	Arjan Bhai	200000	1.43
	TOTAL	900000	6.42

(d) Statement showing details of locked-in shares

Sr. No.	Name of Shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Murlidhargiridhar Trading Private Limited	2806050	20.00
2	Next Orbit Venture Fund	500000	3.56
	TOTAL	3306050	23.56

(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of outstanding DRs	No. of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total no. of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	NIL	NIL	NIL	NIL
2.	NIL	NIL	NIL	NIL

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total no. of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	NIL	NIL	NIL	NIL
2.	NIL	NIL	NIL	NIL

2. PROPERTY

Our Company's registered office is based out of rented premises.

Intellectual Property- Our Company does not own any Intellectual Property.

SECTION II – RISK FACTORS

The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Information Document were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment.

These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

INTERNAL RISKS

1. The expansion plans drawn by us are based on expected business opportunities in this field. Any change in the market conditions could adversely affect our profitability.

We are one of the early entrants in this field and has rich experience in comprehensive production and production facilities. Our business plan has been drawn up based on its past experience and we are confident of adapting to any change in the business environment.

2. Our expansion project has not been appraised by any Banks.

The deployment of funds is entirely at our discretion and is not subject to monitoring by any independent agency. All the figures under the utilization of funds raised are based on our own estimates. There has been no independent appraisal of the project. The project may be subject to various unforeseen variables such as possible cost overrun or delays in implementation.

3. Our level of receivables is very high

Long collection periods and a certain level of receivables being doubtful is a norm more than an exception, given the risky nature of films industry, from which a major part of the Company's revenues come from. Therefore, a high level of receivables is industry standard.

Though our Company has a proper system of evaluating the receivables, considering the nature of the clientele to whom it caters and also the complicated nature of the jobs performed, the billings concluded are always subject to negotiations at the time of settlement., resulting in high level of rebates, discounts and write offs. Our Company is making efforts to reverse this trend.

4. Decline in prices of our products may reduce our profit margins.

Prices of our products are influenced by several factors, including the inherent strength and productivity of the product, supply of competing product(s) in the market, demand from farmers and dealers, among others. Any adverse changes in terms of sale price, including not being able to revise prices in accordance with cost increases and other relevant factors including those not being in our control, may lead to a material adverse effect on our sales margins, profitability which would have a material adverse effect on our business, results of operations and financial condition.

Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

5. If we are unable to retain the services of our Key Managerial Personnel, our business and our operating

results could be adversely impacted.

We are dependent on our Key Managerial Personnel for setting our strategic direction and managing our businesses. The loss of our key managerial personnel may materially and adversely impact our business, results of operations and financial condition.

6. We have not made an application for registration of our trademark under the Trade Marks Act. Our ability to use the trademark may be impaired.

Our Company's business may be affected due to our inability to protect our existing and future intellectual property rights. We have not made an application for registration of trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such name and logo by anybody by means of statutory protection.

7. We face substantial competition in the industry, our revenues could get affected in case we are not able to obtain customers and orders.

Our Company is operating in real estate and infrastructure sector. We will face significant competition from existing players and potential entrants in the industry. Further, we will face significant competition mainly from large vertically integrated and diversified companies in the industry. Our revenues could get affected adversely in case we are not able to secure new customers and orders.

EXTERNAL RISKS

8. Competition from existing established companies and future entrants into the industry may affect our performance

Company with its experience in the industry will adopt appropriate strategies to meet the competition

9. The industry is prone to high risk of technological obsolescence

We are constantly in touch with suppliers and manufacturers in the industry. We update ourselves with technological upgradations from time to time. In future too we shall seek to overcome technological obsolescence with upgradation of current facilities with the latest technologies.

10. Lack of and timely funding for working capital requirement

We generally place orders with our suppliers against purchase orders received from our customers. We also, take a certain amount of advance from the customers. However, such funds may not suffice the acquisition of products for the customer requirement. Accordingly, such shortage may have to be fulfilled with external sources of finance such as short term funding from banks or other corporate. Lack of and delay in funding may adversely affect the deliverables. Till date we have not faced any adversity on account of funding and we are confident of sourcing of finance as and when required.

11. We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for our existing or future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

12. Tax rates applicable to Our Company may increase and may have an adverse impact on our business.

Any increase in the tax rates including surcharge and education cess applicable to us may have an adverse impact on our business and results of operations and we can provide no assurance as to the extent of the impact of such

changes.

13. Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.

The Government of India has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms. However, there can be no assurance that such policies will be continued in the future. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and adversely affect our business, financial condition and results of operations.

14. Changes in regulatory environment may have an impact on the business of the Company.

Such changes may have an impact on the industry as a whole.

15. Valuation Methodology

There is no standard valuation methodology or accounting practices in the Multimedia/pre-production and related industries. There is no standard valuation methodology or accounting practices in the Multi Media/ post Production and related industries. Our financials may not be comparable with the players in the industry.

16. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

Following the Issue, we will be subject to a daily "circuit breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares.

The BSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

SECTION III – SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information with respect to the shareholding of a beneficial owner

Not Applicable

Shareholders' agreement

Our Company does not have any subsisting shareholders' agreement as on the date of this Draft Information Document.

SECTION IV
OUR MANAGEMENT

DIRECTORS AND EXECUTIVE OFFICERS

As per the Articles of Association of our Company, we are required to have not less than three (3) Directors and not more than twelve (12) Directors on its Board. As on date of the Draft Information Document, our Board consist of 4 (Four) Directors. Mr Anil Agrawal is the Whole-time Director of our Company. Further, in compliance with the requirements of Clause 42 of the SME Equity Listing Agreement, our Board consist of 2 (Two) independent Directors.

The Board of Directors of our Company

The following table sets forth certain details regarding the members of our Company's Board as on the date of the Draft Information Document:

Sr. No.	Name, Designation, Address, Nationality, Age, Occupation and DIN	Date of Appointment as Director and Term of Office
1.	<p>Mr. Anil Agrawal S/o Mr. Jay Prakash Agarwal</p> <p><i>Designation:</i> Whole-time Director (Promoter Executive and Non-Independent)</p> <p><i>Address:</i> F- 814, Iii, Vaishali, Ghaziabad, 201010, Uttar Pradesh, India</p> <p><i>Age:</i> 45 years</p> <p><i>Occupation:</i> Business</p> <p><i>DIN:</i> 01373788</p>	<p><i>Date of appointment:</i></p> <p>Appointed as Whole-time Director with effect from January 18, 2012</p> <p><i>Term:</i> For a period of 5 years</p>
2.	<p>Mr. Anil Kumar Talwar S/o Mr Satpal Talwar</p> <p><i>Designation:</i> Director (Promoter Non- Executive and Non-Independent)</p> <p><i>Address:</i> C-31, 2nd Floor, Gali No-1, Hazara Park, Chander Nagar, Delhi, 110051, Delhi, India</p> <p><i>Age:</i> 29 years</p> <p><i>Occupation:</i> Business</p> <p><i>DIN:</i> 05148340</p>	<p><i>Date of appointment:</i></p> <p>April 18, 2012</p> <p><i>Term:</i> Liable to retire by rotation.</p>
3.	<p>Ms. Anjana Devi D/o Mr Shree Ram Ji Singh</p> <p><i>Designation:</i> Director (Non Executive and Independent)</p>	<p><i>Date of appointment:</i></p> <p>Appointed Additional Director with effect from January 25, 2014</p>

	<p><i>Address:</i> 36/226, Block No.36, Trilok Piri, Delhi, 110091, Delhi, India</p> <p><i>Age:</i> 37 years</p> <p><i>Occupation:</i> Services</p> <p><i>DIN:</i> 06845314</p>	<p><i>Term:</i> Liable to retire by rotation.</p>
4.	<p>Mr. Kishan Kumar Mahto S/o Mr. Ram Bahadur Mahto</p> <p><i>Designation:</i> Director (Non Executive and Independent)</p> <p><i>Address:</i> H.no. 4/46, Ground Floor, Saket Block,Mandawali,, Fazalpur, Delhi, 110092, Delhi, India, Delhi</p> <p><i>Age:</i> 25 years</p> <p><i>Occupation:</i> Services</p> <p><i>DIN:</i> 06776407</p>	<p><i>Date of appointment:</i></p> <p>Appointed Additional Director with effect from October 10, 2014</p> <p><i>Term:</i> Liable to retire by rotation.</p>

Note:

- 1) None of the above mentioned Directors are on the RBI List of willful defaulters as on the date of the Draft Information Document.
- 2) None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.
- 3) None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- 4) There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the directors was selected as a director or member of senior management.

Brief Profile of the Directors of our Company

1. **Anil Agrawal** – Aged 45, is a Whole Time Director of the Company. He has done his Bachelor in Graphic Designing. He has more than 15 years of experience in leadership positions in the Graphic Designing. He is responsible for overall planning & management of our Company. He assesses the principal risks of the Company and ensures that these risks are being monitored and managed.
2. **Anil Kumar Talwar** - Aged 29 years, is a Non Executive Director of our Company. He is Bachelor in arts. He has 8 years of experience in administration and commercial operations of the industry. He predominantly responsible for implementation decisions with the development teams including scheduling of tasks guaranteeing quality of deliveries.
3. **Anjana Devi** –Aged 37 years, is an Independent Director of our Company. He is a commerce graduate.He has more than 1 years of experience in the field of research & marketing sector. She is responsible for the successful creation and delivery of the company's product to the marketplace by managing technical risks and

opportunities.

4. **Kishan Kumar Mahto**—Aged 25 is an Independent Director of our Company. He has more than 5 years of experience in the field of accounting and finance. As an Independent Director of our Company with corporate acumen & experience, he brings value addition to our Company.

Family relationship between Directors

None of our Directors are related to each other within the meaning of Section 6 of the Companies Act, 1956.

Terms and Conditions of Employment of the Directors

i. Whole Time Director - Mr. Anil Agrawal

Mr. Anil Agrawal is the Whole-time Director of our Company. He was designated as the Whole Time Director for a term of 5 years commencing w.e.f. January 20th, 2014. The remuneration payable to him towards salary (inclusive of perquisites, performance bonus and allowances) shall not exceed ₹ 20,000 per month.

ii. No remuneration is payable to Mr. Kishan Kumar Mahto, Anil Kumar Talwar and Ms. Anjana Devi being Non Executive Director of our Company.

iii. Independent Directors

Our independent Directors are not entitled to any sitting fees for attending meetings of the Board, or of any committee of the Board.

Corporate Governance

Our Company has complied with the corporate governance code in accordance with Clause 42 of the Listing Agreement, particularly those relating to composition of Board of Directors, constitution of committees such as Audit Committee and Shareholder / Investors Grievance Committee. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. Further, our Company undertakes to take all necessary steps to comply with all the requirements of Clause 42 of the Listing Agreement to be entered into with the Stock Exchanges.

Composition of Board of Directors

The Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in Clause 42 of the Listing Agreement. Our Board has 4 Directors out of which two are independent directors in accordance with the requirement of Clause 42 of the Listing Agreement.

In terms of Clause 42 of the Listing Agreement, our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Shareholders/Investors Grievance Committee

To enable efficient functioning with regards to the activities relating to this Issue we have constituted an Initial Public Offer (IPO) Committee.

1. Audit Committee

As on the date of the Draft Information Document the Audit Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Anjana Devi	Chairman	Non-executive and Independent
Mr. Kishan Kumar Mahto	Member	Non-Executive and Independent
Mr. Anil Agrawal	Member	Executive and Non Independent

Our Company Secretary, Ms. Ramneet Kaur is the secretary of the Audit Committee.

The terms of reference of our Audit Committee are given below:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
4. Appointment, removal and terms of remuneration of internal auditor.
5. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
 - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Clause (2AA) of Section 217 of the Companies Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to the financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the board of directors for their approval, including such review as may be required for compliance with provisions of the listing agreement entered into with the Stock Exchanges;
7. Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
10. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
11. Discussing with internal auditors on any significant findings and follow up thereon.
12. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
13. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
15. To review the functioning of the 'whistle blower' mechanism, when the same is adopted by our Company and is existing.
16. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
18. The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial information and results of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

19. Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per Clause 42 of Listing Agreement

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Audit Committee, reasons for disagreement shall have to be minute in the Board Meeting and the same has to be communicated to the shareholders. The chairman of the committee has to attend the Annual General Meetings of our Company to provide clarifications on matters relating to the audit.

The Audit Committee is required to meet at least four times in a year and not more than four months will elapse between two meetings. The quorum will be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two independent members present.

2. Shareholders/ Investors Grievance Committee

As on the date of the Draft Information Document the Shareholders/ Investors Grievance Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Kishan Kumar Mahto	Chairman	Non-executive and Independent
Ms. Anjana Devi	Member	Non-executive and Independent
Mr. Anil kumar Talwar	Member	Non-executive and Non -Independent

Our Company Secretary, Avinash Kumar Singh is the secretary of the Shareholders/ Investors Grievance Committee.

This Committee will address all grievances of Shareholders and Investors in compliance of the provisions of Clause 42 of the Listing Agreements with the Stock Exchanges and its terms of reference include the following:

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares
4. Issue of duplicate / split / consolidated share certificates;
5. Allotment and listing of shares;
6. Review of cases for refusal of transfer / transmission of shares and debentures;
7. Reference to statutory and regulatory authorities regarding investor grievances;
8. Ensure proper and timely attendance and redressal of investor queries and grievances.
9. To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

SECTION V

OUR PROMOTERS

PROMOTERS OF OUR COMPANY

A. INDIVIDUAL PROMOTER

1. Mr. Anil Agarwal
2. Mr. Anil Kumar Talwar

Corporate Promoter:

Murlidhargiridhar Trading Pvt. Ltd

Brief profile of our Promoters is as under:

1. Anil Agrawal



Aged 45, is a Whole Time Director of the Company. He has done his Bachelor in Graphic Designing. He has more than 15 years of experience in leadership positions in the Graphic Designing. He is responsible for overall planning & management of our Company. He assesses the principal risks of the Company and ensures that these risks are being monitored and managed.

PAN: ACYPA3690E

Address: F- 814, Iii, Vaishali, Ghaziabad, 201010, Uttar Pradesh, India.

2. Anil Kumar Talwar



Aged 29 years, is a Non- Executive Director of our Company. He is Bachelor in arts. He has 8 years of experience in administration and commercial operations of the industry. He predominantly responsible of for implementation decisions with the development teams including scheduling of tasks guaranteeing quality of deliveries.

PAN: ANRPT9705F

Address: C-31, 2nd Floor, Gali No-1, Hazara Park, Chander Nagar, Delhi, 110051, Delhi, India.

B. CORPORATE PROMOTER

1. Murlidhargiridhar Trading Pvt. Ltd.

Corporate Information

Company was incorporated on December 12, 2012 under the Companies Act, 1956 with the Registrar of Companies, N.C.T. of Delhi & Haryana, Delhi. The Corporate Identification Number of **Murlidhargiridhar Trading Pvt. Ltd** is U51909DL2012PTC246044.

The registered office of **Murlidhargiridhar Trading Pvt. Ltd** is situated at 2F, Elegance, Jasola District, Centre Old Mathura Road, New Delhi – 110025.

Mr. Anil Agrawal and Mr. Anil Kumar Talwar are the Promoter of the Company.

Current Nature of Activities

The objects of **Murlidhargiridhar Trading Pvt. Ltd** is mainly to carry on the business as manufacture, produce, build, design, develop, display, sharp, shape, carve, cut, grind, fabricate, finish handle, prepare, polish, renovate, remodel, repair, turn to account and to act as agents, broker, distributor or otherwise to deal in all types, varieties, fashions, shapes & sizes of handicrafts made of metal and all other related materials or with any combination thereof such as handicrafts with copper & Brass

Board of Directors

The board of directors of **Murlidhargiridhar Trading Pvt. Ltd** as on date of this Draft Information Document is as follows:

Sr. No.	Name	Designation
1.	Mr. Bablu	Director
2.	Mr. Yogeshachand	Director

Shareholding Pattern

The shareholding pattern of **Murlidhargiridhar Trading Pvt. Ltd** as on date of this Draft Information Document is as follows:

Sr. No.	Name of Shareholders	Number of Shares	Percentage of share capital (%)
1	Mr. Anil Agrawal	5000	50%
2	Mr. Anil Kumar Talwar	5000	50%
	Total	10000	100.00

Other disclosures:

Murlidhargiridhar Trading Pvt. Ltd has not made any public issues or rights issue in the preceding three years prior to the date of this Draft Information Document.

Murlidhargiridhar Trading Pvt. Ltd is not a 'sick company' as defined in SICA nor have winding up proceedings been initiated against **Murlidhargiridhar Trading Pvt. Ltd**.

Our Promoters and the members of our Promoter Group have not been debarred from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. None of our Promoters was or also is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI.

Further, neither our Promoters, the relatives of our Promoters (as defined under the Companies Act) nor our Group Companies have been declared as a willful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against him.

Other Ventures of Promoter

Our Promoters do not have any other ventures.

SECTION VI – RELATED PARTY TRANSACTIONS

Related party disclosure in accordance with AS – 18

The promoters of the Company subscribed to the equity share capital of the Company as follows:

Sr. No.	Name of the Promoters	No. of Shares held	Value of Share (in Rupees)
1	Anil Kumar Talwar	10,000	1,00,000
2	Anil Agarwal	20,000	2,00,000
3	Murlidhargiridhar Trading Private Limited	31,60,000	3,16,00,000
	Total	31,90,000	3,19,00,000

Other than the above, there are no related party transactions.

SECTION VI – LEGAL PROCEEDINGS

I. Litigations involving our Company

- A. Against our Company - NIL
- B. By our Company – NIL
- C. Income Tax related matters - NIL

II. Litigations involving our Directors / Promoters

- A. Against our Directors / Promoters - NIL
- B. By our Directors / Promoters - NIL

III. Litigations involving our Group Entities

- A. Against our Group Entities - NIL
- B. By our Group Entities - NIL

IV. Other litigations involving any other entities which may have a material adverse effect on our Company

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of Schedule XIII of the Companies Act, 1956, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

V. Potential Litigations

There are no potential litigations against our Company, our Promoters, our Directors, our Subsidiary or our Group Entities that we are currently aware of or in connection with which, we have received notice.

VI. Details of the past penalties imposed on our Company / Directors

As on the date of the Draft Information Document, no penalties have been imposed on our Company or any of our Directors.

SECTION VIII

DECLARATION

We, the undersigned, hereby certify that, all the relevant provisions of the Companies Act, 1956/ Companies Act, 2013 (to the extent notified), and the guidelines issued by the Government of India or the guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Information Document is contrary to the provisions of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations or guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Information Document are true, fair, accurate and correct.

Signed by all the Directors of Vishal Digital Studio & Color Lab Limited.

Name and designation	Signature
Mr. Anil Agrawal <i>Whole Time Director</i>	
Mr Anil Kumar Talwar <i>Director</i>	
Ms. Anjana Devi <i>Independent Director</i>	
Ms. Kishan Kumar Mahto <i>Independent Director</i>	

Signed by the Manager - Finance

Mr. N K Mishra

Signed by the Company Secretary & Compliance Officer

Ms. Ramneet Kaur

Place: **New Delhi**
Date: 7th April, 2014

Annexure I

Financial Information

M/s AMARPAL & CO.
Chartered Accountants



23 VEER SAVARKAR BLOCK,
IIND FLOOR, SHAKARPUR, Delhi-110092

LIMITED REVIEW REPORT

We have reviewed the accompanying balance sheet of **VISHAL DIGITAL STUDIO & COLOUR LAB LIMITED** as at December 31, 2013, and related statement of profit and loss, for the period from 1st April 2013 to 31st December 2013 then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Revised Standard on Review Engagements (SRE) 2400, "Engagements to Review Financial Statements", issued by the Institute of Chartered Accountants of India (ICAI). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying financial statements do not give a true and fair view in accordance with the Financial Reporting Standards 5.

For AMARPAL & CO.
Chartered Accountants
Sd/-
(CA. AMARPAL SINGH)
(Partner)
FRN: 020853N
M.No: 506936

Place: New Delhi
Date: 3rd April, 2014

Balance Sheet As at December 31, 2013

(Rupees in)

PARTICULARS	Note No.	As at 31.12.2013	As at 31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
a. Share Capital	2.1	31,900,000.00	100,000.00
b. Reserves & Surplus	2.2	496,095.28	168,421.28
(2) Share application pending allotment		-	4,500,000.00
(3) Non-Current Liabilities			
a. Deferred tax liabilities (Net)	2.3	20,106.00	-
(4) Current Liabilities			
a. Trade payables	2.4	21,897,965.52	30,659,411.00
b. Other current Liabilities	2.5	250,000.00	96,000.00
c. Short-Term Provisions	2.6	178,034.00	51,611.00
Total		54,742,200.80	35,575,443.28
II. ASSETS			
(1) Non- Current Assets			
<u>(a) Fixed assets</u>	2.7		
(i) Tangible assets		1,060,582.42	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	2.8	3,200,000.00	3,200,000.00
(2) Current Assets			
a. Trade receivables	2.9	34,608,278.50	31,716,755.50
b. Cash and cash equivalents	2.10	2,148,300.38	48,648.28
c. Short-term loans & advances	2.11	13,115,000.00	-
c. Other current assets	2.12	610,039.50	610,039.50
Total		54,742,200.80	35,575,443.28

1&2

See accompanying notes forming part of the financial statements

In terms of our report attached

For AMARPAL & CO.
Chartered Accountants
(Firm Reg. No. 020853N)

Sd/-

CA. . AMARPAL SINGH
(Partner)
M.No.506936

For VISHAL DIGITAL STUDIO & COLOUR LAB PRIVATE LIMITED

Sd/-

Sd/-

Place : New Delhi

Director

Director

Date : 03.04.2014

Statement of Profit and Loss For The Year Period Ended 31 December, 2013

(Rupees in)

PARTICULARS	Note No.	As at 31.12.2013	As at 31.03.2013
I.Revenue from Operations	2.13	21,205,802.00	30,526,795.00
II.Total Revenue		21,205,802.00	30,526,795.00
III. Expenses			
Cost of material consumed		-	28,650,000.00
Purchase of Stock-in-Trade		16,024,559.00	1,550,000.00
Employee benefits expense	2.14	908,127.00	96,000.00
Depreciation and amortisation expense	2.15	168,600.58	-
Other Expenses	2.16	3,630,312.42	79,951.72
IV. Total Expenses		20,731,599.00	30,375,951.72
V. Profit before tax		474,203.00	150,843.28
VI. Tax expense:			
(1) Current tax		126,423.00	46,611.00
(2) Deferred tax		20,106.00	-
VII. Profit for the period		327,674.00	104,232.28
VIII. Earnings per equity share:	2.17		
(1) Basic		1.03	10.42
(2) Diluted		1.03	10.42

In terms of our report attached

In terms of our report attached

For AMARPAL & CO.
Chartered Accountants
(Firm Reg. No. 020853N)

Sd/-

CA. . AMARPAL SINGH
(Partner)
M.No.506936

For VISHAL DIGITAL STUDIO & COLOUR LAB PRIVATE LIMITED

Sd/-

Sd/-

Place : Delhi

Director

Director

Date : 03.04.2014

The Previous period figures have been regrouped/reclassified, wherever necessary to confirm to the current period presentation.

PARTICULARS	As at 31.12.2013	As at 31.03.2013
2.1 SHARE CAPITAL		
Authorised Capital		
1,25,00,000 Equity Share (10,000 Equity Share) of Rs. 10 each	125,000,000.00	100,000.00
Issued, Subscribed and Paid-up Capital		
31,90,000 Equity Share (10000 Equity Shares) of Rs. 10 each	31,900,000.00	100,000.00
TOTAL	31,900,000.00	100,000.00

The Company has only one class of share referred to as equity shares having a par value of Rs. 10/- . Each holder of equity share is entitled to one vote per share.

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2013 and Dec 31,2013 is set out below.

PARTICULARS	As at 31.12.2013		As at 31.03.2013	
	No.	Amt	No.	Amt
Number of shares at the beginning	10000	100000	10000	100000
Add: Shares issued during the year	31,80,000	3,18,00,000		
Less: Shares bought back during the year		-		-
Shares outstanding at the end of the year	31,90,000	3,19,00,000	10000	100000

Details of shares held by each shareholder holding more than 5% shares:

PARTICULARS	As at 31.12.2013		As at 31.03.2013	
	No. of Shares	% Hold	No. of Shares	% Hold
<u>Name of Shareholder</u>				
Anil kumar talwar	0.00	0.00	5000	50
Bablu	0.00	0.00	5000	50
Murlidhargiridhar trading private limited	31,59,350	99.04	0	0

2.2 RESERVES & SURPLUS

PARTICULARS	As at 31.12.2013	As at 31.03.2013
Opening balance	168,421.28	64,189.00
Add: Surplus for the year as per statement of Profit and Loss	327,674.00	104,232.28
Less: Miscallaneous expenditure	-	-
Closing Balance	496,095.28	168,421.28

2.3 Deffered Tax Liabilities (Net)

Particulars	As at 31.12.2013	As at 31.03.2013
Deffered Tax Liability	20,106.00	-
Total	20,106.00	-

2.4 Trade Payables

PARTICULARS	As at 31.12.2013	As at 31.03.2013
PD ENTERPRISES	4,025,400.00	5,765,890.00
KABIR TRADING Co.	6,014,880.00	7,325,368.00
TRENDZ INFORMATICS	4,011,554.00	5,031,893.00
RAM RAHIM ENTERPRISES	4,500,000.00	12,536,260.00
Other Trade Payable	3,346,131.52	-
TOTAL	21,897,965.52	30,659,411.00

2.5 OTHER CURRENT LIABILITIES

PARTICULARS	As at 31.12.2013	As at 31.03.2013
Expenses Payable	100,000.00	96,000.00
Other Payable	150,000.00	-
TOTAL	250,000.00	96,000.00

2.6 Short Term Provision

PARTICULARS	As at 31.12.2013	As at 31.03.2013
Audit fees	5,000.00	5,000.00
Provision for Tax	173,034.00	46,611.00
TOTAL	178,034.00	51,611.00

PARTICULARS	As at 31.12.2013	As at 31.03.2013
2.8 Non-Current Investments		
Domain Enterprises Pvt Ltd	1,700,000.00	1,700,000.00
Massive infrasol Pvt Ltd	1,500,000.00	1,500,000.00
TOTAL	3,200,000.00	3,200,000.00

2.9 Trade Receivables

PARTICULARS	As at 31.12.2013	As at 31.03.2013
Secured ,Considered good-		
Agile Buildev Private Limited	600,000.00	600,000.00
Hariom Media Services Pvt Ltd	5,022,440.00	2,455,200.00
Eli Fashion	25,690,638.50	26,143,925.50
Uma Shankar Shukal	1,745,200.00	1,317,630.00
Other	1,550,000.00	1,200,000.00

TOTAL	34,608,278.50	31,716,755.50
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2.10 Cash and cash equivalents

PARTICULARS	As at 31.12.2013	As at 31.03.2013
Balances with Banks		
Axis Bank	26,581.38	9,775.28
Cash in hand	2,121,719.00	38,873.00
TOTAL	2,148,300.38	48,648.28

2.11 Short-term loans & advances

PARTICULARS	As at 31.12.2013	As at 31.03.2013
Channel Nine Entertainment Limited	6,000,000.00	-
Bharat Trading Company	4,000,000.00	-
Mould Trading Private Limited	3,115,000.00	-
TOTAL	13,115,000.00	-

2.12 OTHER CURRENT ASSETS

PARTICULARS	As at 31.12.2013	As at 31.03.2013
Tds Receivable 12-13	610,039.50	610,039.50
TOTAL	610,039.50	610,039.50

2.13 Revenue

PARTICULARS	As at 31.12.2013	As at 31.03.2013
Sale of Prodcuts / Services	21,205,802.00	30,526,795.00
TOTAL	21,205,802.00	30,526,795.00

2.14 Employee benefits expense

PARTICULARS	As at 31.12.2013	As at 31.03.2013
Salary & Wages	840,000.00	96,000.00
Staff Welfare expenses	68,127.00	-
TOTAL	908,127.00	96,000.00

2.15 Other expenses

PARTICULARS	As at 31.12.2013	As at 31.03.2013
Technical service expenses	865,411.00	-

Advertisement Expenses	401,470.00	-
Administration Expenses	50,145.00	-
Freight and forwarding	1,045,877.00	-
Commission Expenses	102,540.00	-
Travelling and conveyance	52,365.00	5,562.00
Telephone Expenses	22,441.00	-
Internet Expenses	12,547.00	-
Accounting Charges	108,000.00	5,600.00
Repair & Maintenance	25,144.00	-
Rent	80,000.00	36,000.00
Postage & Telegram Expenses	20,199.00	-
Gift Expenses	102,547.00	-
Printing & Stationery	30,544.00	4,453.00
Electricity Exps	28,355.00	2,312.00
Business Promotion Expenses	352,477.00	-
Review Fees	4,000.00	-
Audit Fees	-	5,000.00
Festival Expenses	30,216.00	-
Bank Charges	1,475.42	224.72
Office Expenses	60,120.00	-
Filling Fee	20,115.00	8,800.00
Misc Expenses	105,214.00	-
Professional charges	109,110.00	12,000.00
TOTAL	3,630,312.42	79,951.72

2.17 EARNING PER SHARE (EPS)

i.) Net Surplus as per Statement of Profit and Loss Account attributable to Equity Shareholders. (Rs.)	327,674.00	104,232.28
Net Surplus after Extra Ordinary Items		
ii.) Weighted Average Number of Equity Shares used as denominator for calculating EPS	319,000	10,000
iii.) Basic and Diluted Earning Per Share (Rs.)	1.03	10.42
iv) Face Value per Equity Share (Rs.)	10	10

As per our report of even date attached.

For AMARPAL & CO.

Chartered Accountants

(Firm Reg. No. 020853N)

VISHAL DIGITAL STUDIO & COLOUR LAB LIMITED

Sd/-

CA. . AMARPAL SINGH

(Partner)

M.No.506936

Place : Delhi

Date : 03.04.2014

Sd/-

Director

Sd/-

Director

Notes Forming Part of the Balance Sheet

Note : 2.7 Fixed Assets

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value as on 01.04.2013	Addition during the year	Deduction during the year	Value as on 31.12.2013	Value as on 01.04.2013	Addition during the year	Deduction during the year	Value as on 31.12.2013	WDV as on 31.12.2013	WDV as on 31.03.2013
I	<u>Tangible Assets</u>	-										
	-											
	Furnitures & Fixtures	18.10%	-	625,114.00	-	625,114.00	-	66,001.62	-	66,001.62	559,112.38	-
	Computer	40.00%	-	352,081.00	-	352,081.00	-	82,152.23	-	82,152.23	269,928.77	-
	Office Equipment	13.91%	-	251,988.00	-	251,988.00	-	20,446.73	-	20,446.73	231,541.27	-
	SUB TOTAL (A)		-	1,229,183.00	-	1,229,183.00	-	168,600.58	-	168,600.58	1,060,582.42	-
II	<u>Intangible Assets</u>	-										
	-											
	SUB TOTAL (B)		-	-	-	-	-	-	-	-	-	-
III	<u>Capital Work-in-progress</u>	-										
	-											
	SUB TOTAL (C)		-	-	-	-	-	-	-	-	-	-
IV	<u>Intangible Assets Under Development</u>	-										
	-											
	SUB TOTAL (D)		-	-	-	-	-	-	-	-	-	-
	Total [A + B + C + D] (Current Year)		-	1,229,183.00	-	1,229,183.00	-	168,600.58	-	168,600.58	1,060,582.42	-
	(Previous Year)		-	-	-	-	-	-	-	-	-	-

Cash Flow Statement For the Year Ending 31-December-2013

	Amounts Rs.	Amounts Rs.
	As on 31.12.2013	As on 31.3.2013
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1. Net profit before tax	474,203.00	150,843.28
2. Adjustment for:		
<u>Add:</u> Depreciation & Amortisation Expenses	168,600.58	-
Operating Profit before Working capital changes	642,803.58	150,843.28
<u>3. Working Capital Changes:</u>		
Decrease (Increase) in Trade & Other Receivables	(2,891,523.00)	(31,716,755.50)
Decrease (Increase) in Inventories	-	-
Decrease (Increase) in Short Term Provision	-	(23,002.00)
Decrease (Increase) in Other Current Assets	-	(610,039.50)
Increase (Decrease) in Trade & Other Payables	(8,761,445.48)	30,649,411.00
Increase (Decrease) in Other Current Liabilities	154,000.00	87,176.00
Increase (Decrease) in Other Liabilities	-	-
Net Changes in Working Capital	(11,498,968.48)	(1,613,210.00)
<u>Cash Generated from Operations</u>	(10,856,164.90)	(1,462,366.72)
Adjustment of Taxes	-	-
Net Cash Flow from Operating Activities (A)	(10,856,164.90)	(1,462,366.72)
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
Purchase of Fixed Assets	(1,229,183.00)	-
(Increase) Decrease in Other Non Current Assets	-	-
(Increase) Decrease in Long Term Loans & Advances	-	-
(Increase) Decrease in Short Terms Loans & Advances	(13,115,000.00)	150,589.00
Decrease (Increase) in Current Investments	-	-
Decrease (Increase) in Non Current Investments	-	(3,200,000.00)
Net Cash Flow from Investing Activities (B)	(14,344,183.00)	(3,049,411.00)
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of share capital	27,300,000.00	-
Increase in Other Long Terms Borrowings	-	-
Increase in Short Terms Borrowings	-	-
Increase in Long Terms Borrowings	-	-
Preliminary Expenses incurred	-	-
Proceeds from/(Refund) Share Application Money	-	4,500,000.00
Net Cash Flow from Financing Activities (C)	27,300,000.00	4,500,000.00
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	2,099,652.10	(11,777.72)
Cash and cash equivalents at the beginning of the year / Period	48,648.28	60,426.00
Cash and cash equivalents at the end of the year/ Period	2,148,300.38	48,648.28

<p>* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements issued by the Institute of Chartered of Accountants of India.</p>		
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As per our report of even date

VISHAL DIGITAL STUDIO & COLOR LAB LIMITED

For AMAR PAL & CO.

Sd/-

Sd/-

Chartered Accountants

(Director)

(Director)

Sd/-

(CA AMAR PAL SINGH)

Partner

Firm Reg.No.: 020853N

M.No.: 506936

Place : New Delhi

Date:- 03.04.2014

Note : 1 & 2 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

1- SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under the Companies (Accounting Standards) Rules, 2006 and as per the provisions and presentational requirements of the Companies Act, 1956.

1.2 Changes in Accounting policies

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

1.3 Recognition of Income

Export Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.

1.4 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

1.5 Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.

1.6 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

1.7 Events occurring after the balance sheet date

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

1.8 Earnings Per Share

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

1.9 Use of estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

1.10 Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end are translated at the rate ruling at the year end rate.

2- NOTES TO THE ACCOUNTS

- 2.1 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.
- 2.3 All the investments made by the company are valued at Cost .
- 2.4 Managerial Remuneration: Nil
- 2.5 The inventories of the company are valued as per cost price and market price which ever is less.
- 2.6 Deffered tax arising on account of timing differeance and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deffered tax assests are recognised unless there is virtual certainty with respect to the reversal of the same in future years.
- 2.7 The revised Schedule VI as notified under the companies Act,1956, has become applicable to the company for the presentation of its financial statements for the year ending March 31,2013. The adoption of the revised Schedule VI requirements has significantly modified the presentation and disclosurs which have been complied with in these financial statements Previous year figures have been reclassified in accordance with current year requirements.
- 2.8 All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.
- 2.9 Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is conving evidence that the company will pay normal income tax during the specefied period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer conving evidence to the effect that company will pay normal Income Tax during the specified period.
- 3 Value of Import on CIF Basis Nil
- 11) Earnings in Foreign Exchange (FOB Value) Nil
- 12) Expenditure in Foreign Currency Nil
- 13) The Company has no employee to whom the provisions of section 217 (2A) of the Companies Act, 1956 are applicable.

As per our report of even date attached.

VISHAL DIGITAL STUDIO
& COLOR LAB LIMITED

For AMAR PAL & CO.
Chartered Accountants
Sd/-
(CA AMAR PAL SINGH)
Partner
Firm Reg.No.: 020853N
M.No.: 506936
Place : New Delhi
Date:- 03.04.2014

Sd/-
(Director) Sd/-
(Director)

Annexure II

Financials As on 31st March, 2013

Independent Auditor's Report

To the Members of Vishal Digital Studio & Color Lab Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Vishal Digital Studio & Color Lab Private Limited** which comprise the balance sheet as at 31 March 2013 and the statement of profit and loss for the year ended on that date annexed thereto.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.

Auditor's Responsibility

We conducted our audit in accordance with the auditing standards generally acceptable in India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers 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, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2013;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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 purpose 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; and
 - e. On the basis of written representations received from the directors as on 31 March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Amarpal & Co.
Chartered Accountants
Firm's registration number: 020853N
Sd/-

Amarpal singh
Proprietor
Membership number: 506936

Place: New Delhi
Date: 19/09/2013

Balance Sheet As at March 31, 2013

(Rupees in)

PARTICULARS	Note No.	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
a. Share Capital	2.1	100,000.00	100,000.00
b. Reserves & Surplus	2.2	168,421.28	64,189.00
(2) Share application pending allotment		4,500,000.00	
(3) Current Liabilities			
a. Trade payables	2.3	30,659,411.00	-
b. Other current Liabilities	2.4	96,000.00	8,824.00
c. Short-Term Provisions	2.5	51,611.00	28,002.00
Total		35,575,443.28	201,015.00
II. ASSETS			
(1) Non- Current Assets			
a. Non-current investments	2.6	3,200,000.00	-
(2) Current Assets			
a. Trade receivables	2.7	31,716,755.50	-
b. Cash and cash equivalents	2.8	48,648.28	60,426.00
c. short-term loans & advances	2.9		150,589.00
c. Other current assets	2.10	610,039.50	-
Total		35,575,443.28	211,015.00

1&2

See accompanying notes forming part of the financial statements

In terms of our report attached
For **AMARPAL & CO.**
Chartered Accountants
(Firm Reg. No. 020853N)

For **VISHAL DIGITAL STUDIO & COLOUR LAB PRIVATE LIMITED**

Sd/-

Sd/-

Sd/-

CA. . AMARPAL SINGH
(Partner)
M.No.506936

Director

Director

Place : New Delhi
Date : 19/09/2013

Statement of Profit and Loss For The Year Ended 31 March, 2013

In Rupees

PARTICULARS	Note No.	Figures for the current reporting period	Figures for the previous reporting period
I. Revenue from Operations	2.11	30,526,795.00	1,277,600.00
II. Total Revenue		30,526,795.00	1,277,600.00
III. Expenses			
Cost of material consumed		28,650,000.00	
Purchase of Stock-in-Trade	2.12	1,550,000.00	1,120,450.00
Employee benefits expense		96,000.00	90,000.00
Depreciation and amortisation expense	2.13		
Other Expenses		79,951.72	64,865.33
IV. Total Expenses		30,375,951.72	1,275,315.33
V. Profit before tax		150,843.28	2,284.67
VI. Tax expense:			
(1) Current tax		46,611.00	706.00
(2) Deferred tax			
VII. Profit for the period		104,232.28	1,578.67
VIII. Earnings per equity share:	2.14		
(1) Basic		10.42	0.16
(2) Diluted		10.42	0.16

In terms of our report attached
For AMARPAL & CO.
Chartered Accountants
(Firm Reg. No. 020853N)

For VISHAL DIGITAL STUDIO & COLOUR LAB PRIVATE
LIMITED

Sd/-
CA. . AMARPAL SINGH
(Partner)
M.No.506936

Sd/-
Director

Sd/-
Director

Place : New Delhi
Date : 19/09/2013

PARTICULARS	As at March 31, 2013	As at March 31, 2012
2.1 SHARE CAPITAL		
Authorised Capital		
10000 Equity Share of Rs. 10 each	100,000.00	100,000.00
Issued, Subscribed and Paid-up Capital		
10000 Equity Shares of Rs. 10 each	100,000.00	100,000.00
TOTAL	100,000.00	100,000.00

The Company has only one class of share referred to as equity shares having a par value of Rs. 10/- . Each holder of equity share is entitled to one vote per share.

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2013 and March 31,2012 is set out below.

PARTICULARS	As at March 31, 2013		As at March 31, 2012	
	No.	Amt	No.	Amt
Number of shares at the beginning	10000	100000	10000	100000
Add: Shares issued during the year		-		-
Less: Shares bought back during the year		-		-
Shares outstanding at the end of the year	10000	100000	10000	100000

Details of shares held by each shareholder holding more than 5% shares:

PARTICULARS	As at March 31, 2013		As at March 31, 2012	
	No. of Shares	% Hold	No. of Shares	% Hold
<u>Name of Shareholder</u>				
Anil kumar talwar	5000	50	5000	50
Bablu	5000	50	5000	50

2.2 RESERVES & SURPLUS

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Opening balance	64,189.00	66,810.33
Add: Surplus for the year as per statement of Profit and Loss	104,232.28	1,578.67
Less: Miscallaneous expenditure	-	4,200.00
Closing Balance	168,421.28	64,189.00

2.3 Trade Payables

PARTICULARS	As at March 31, 2013	As at March 31, 2012

PD ENTERPRISES	5,765,890	-
KABIR TRADING Co.	7,325,368	-
TRENDZ INFORMATICS	5,031,893	-
RAM RAHIM ENTERPRISES	12,536,260	-
TOTAL	30,659,411.00	-

2.4 OTHER CURRENT LIABILITIES

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Expenses Payable	96,000.00	8,824.00
TOTAL	96,000.00	8,824.00

2.5 Short Term Provision

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Audit fees	5,000.00	-
Provision for Tax 2011-12	-	28,002.00
Provision for Tax 2012-13	46,611.00	-
TOTAL	51,611.00	28,002.00

PARTICULARS	As at March 31, 2013	As at March 31, 2012
2.6 Non-Current Investments		
Domain Enterprises Pvt Ltd	1,700,000.00	-
Massive infrasol Pvt Ltd	1,500,000.00	-
TOTAL	3,200,000.00	-

2.7 Trade Receivables

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Secured ,Considered good-		
Agile Buildev Private Limited	600,000.00	
Hariom Media Services Pvt Ltd	2,455,200.00	
Eli Fashion	26,143,925.50	
Uma Shankar Shukal	1,317,630.00	-
Other	1,200,000.00	
TOTAL	31,716,755.50	-

2.8 Cash and cash equivalents

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Balances with Banks		
Axis Bank	9,775.28	-
Cash in hand	38,873.00	60,426.00
TOTAL	48,648.28	60,426.00

2.9 Short-term loans & advances

PARTICULARS	As at March 31, 2013	As at March 31, 2012
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loans & Advances	-	150,589.00
TOTAL	-	150,589.00

2.10 OTHER CURRENT ASSETS

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Tds Receivable 12-13	610,039.50	-
TOTAL	610,039.50	-

2.11 Revenue

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Sale of Services	30,526,795.00	1,277,600.00
TOTAL	30,526,795.00	1,277,600.00

2.12 Employee benefits expense

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Salary & Wages	96,000.00	87,500.00
Staff Welfare expenses	-	2,500.00
TOTAL	96,000.00	90,000.00

2.13 Other expenses

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Conveyance	5,562.00	-
Telephone Expenses	-	5,670.00
Accounting Charges	5,600.00	7,200.00
Rent	36,000.00	24,000.00
Printing & Stationery	4,453.00	-
Electricity Exps	2,312.00	9,230.00
Audit Fees	5,000.00	8,824.00
Bank Charges	224.72	5,741.33
Filling Fee	8,800.00	-
Professional charges	12,000.00	-
Preliminary expenses Written off	-	4,200.00
TOTAL	79,951.72	64,865.33

2.14 EARNING PER SHARE (EPS)

i.) Net Surplus as per Statement of Profit and Loss Account attributable to Equity Shareholders. (Rs.)	104,232.28	1,578.67
Net Surplus after Extra Ordinary Items		
ii.) Weighted Average Number of Equity Shares used as denominator for calculating EPS	10,000	10,000
iii.) Basic and Diluted Earning Per Share (Rs.)	10.42	0.16
iv) Face Value per Equity Share (Rs.)	10	10

As per our report of even date attached.
 For AMARPAL & CO.
 Chartered Accountants
 (Firm Reg. No. 020853N)

Sd/-
 CA. . AMARPAL SINGH
 (Partner)
 M.No.506936

Place : New Delhi
 Date : 19/09/2013

For VISHAL DIGITAL STUDIO & COLOUR LAB PRIVATE LIMITED

Sd/-
 Director

Sd/-
 Director

Cash Flow Statement For the Year Ending 31-Mar-2013

	Amounts Rs.	Amounts Rs.
	2012-13	2011-12
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1.Net profit before tax	150,843.28	2,284.67
2.Adjustment for:		
<u>Add:</u> Depreciation & Amortisation Expenses	-	4,200.00
Operating Profit before Working capital changes	150,843.28	6,484.67
3.Working Capital Changes:		
Decrease (Increase) in Trade & Other Receivables	(31,716,755.50)	1,873,983.00
Decrease (Increase) in Inventories	-	-
Decrease (Increase) in Short Term Provision	(23,002.00)	-
Decrease (Increase) in Other Current Assets	(610,039.50)	-
Increase (Decrease) in Trade & Other Payables	30,649,411.00	-
Increase (Decrease) in Other Current Liabilities	87,176.00	-
Increase (Decrease) in Other Liabilities	-	-
Net Changes in Working Capital	(1,613,210.00)	1,873,983.00
<u>Cash Generated from Operations</u>	(1,462,366.72)	1,880,467.67
Adjustment of Taxes	-	-
Net Cash Flow from Operating Activities (A)	(1,462,366.72)	1,880,467.67
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
Purchase of Fixed Assets	-	-
(Increase) Decrease in Other Non Current Assets		

(Increase) Decrease in Long Term Loans & Advances	-	-
(Increase) Decrease in Short Terms Loans & Advances	150,589.00	24,834.00
Decrease (Increase) in Current Investments	-	-
Decrease (Increase) in Non Current Investments	(3,200,000.00)	647,700.00
Net Cash Flow from Investing Activities (B)	(3,049,411.00)	672,534.00
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of share capital	-	-
Increase in Other Long Terms Borrowings	-	-
Increase in Short Terms Borrowings	-	-
Increase in Long Terms Borrowings	-	-
Preliminary Expenses incurred	-	-
Proceeds from/(Refund) Share Application Money	4,500,000.00	(3,000,000.00)
Net Cash Flow from Financing Activities (C)	4,500,000.00	(3,000,000.00)
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	(11,777.72)	(446,998.33)
Cash and cash equivalents at the beginning of the year / Period	60,426.00	507,424.33
Cash and cash equivalents at the end of the year/ Period	48,648.28	60,426.00
* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements issued by the Institute of Chartered of Accountants of India.		

As per our report of even date

For AMAR PAL & CO.
Chartered Accountants
Sd/-
(CA AMAR PAL SINGH)
Partner
Firm Reg.No.: 020853N
M.No.: 506936
Place : New Delhi
Date:- 19/09/2013

VISHAL DIGITAL STUDIO & COLOR LAB PRIVATE LIMITED

Sd/- Sd/-
(Director) (Director)

Notes Forming Part of the Balance Sheet

Note : 1 & 2 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

1- SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under the Companies (Accounting Standards) Rules, 2006 and as per the provisions and presentational requirements of the Companies Act, 1956.

1.2 Changes in Accounting policies

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

1.3 Recognition of Income

Export Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.

1.4 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

1.5 Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.

1.6 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

1.7 Events occurring after the balance sheet date

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

1.8 Earnings Per Share

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

1.9 Use of estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

1.10 Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end are translated at the rate ruling at the year end rate.

2- NOTES TO THE ACCOUNTS

2.1 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

2.3 All the investments made by the company are valued at Cost .

2.4 Managerial Remuneration: Nil

2.5 The inventories of the company are valued as per cost price and market price which ever is less.

2.6 Deffered tax arising on account of timing differeance and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deffered tax assets are recognised unless there is virtual certainty with respect to the reversal of the same in future years.

2.7 The revised Schedule VI as notified under the companies Act, 1956, has become applicable to the company for the presentation of its financial statements for the year ending March 31, 2013. The adoption of the revised Schedule VI requirements has significantly modified the presentation and disclosures which have been complied with in these financial statements Previous year figures have been reclassified in accordance with current year requirements.

2.8 All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.

2.9 Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

3 Value of Import on CIF Basis Nil

11) Earnings in Foreign Exchange (FOB Value) Nil

12) Expenditure in Foreign Currency Nil

13) The Company has no employee to whom the provisions of section 217 (2A) of the Companies Act, 1956 are applicable.

As per our report of even date attached.

For AMAR PAL & CO.

Chartered Accountants

sd/-

(CA AMAR PAL SINGH)

Partner

Firm Reg.No.: 020853N

M.No.: 506936

**VISHAL DIGITAL STUDIO & COLOR LAB PRIVATE
LIMITED**

sd/-
(Director)

sd/-
(Director)

Place : New Delhi

Date:- 19/09/2013