
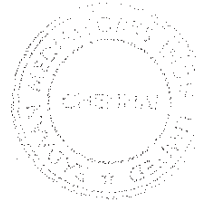
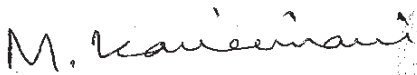
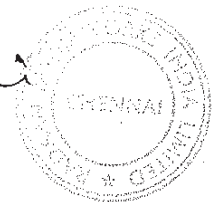
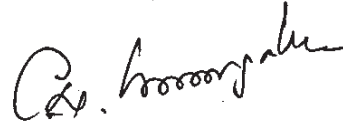
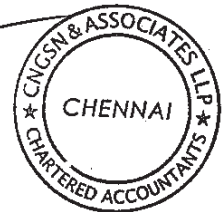
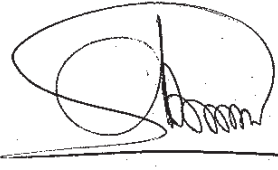
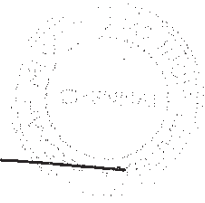


## FORM A

### Covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company:	Radaan Mediaworks India Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	Signed by-	
	CEO/Managing Director	 
	CFO	 
	Auditor of the company	 
	Audit Committee Chairman	 

**వారన్ థాన్**

**శ్రీమతి పగ్గం**  
**విగ్ని పగ్గం SSSS**

Evergreen

**80**

**తూ  
ద  
రా**

**ఆకాశమంత**

**స్టోరీజ్**

16<sup>th</sup> Annual Report  
**2014 - 2015**



## ***Our Board of Directors***



### **Mrs. R.Radikaa Sarathkumar**

Mrs.Radikaa is an accomplished business personality and a role model in Media & entertainment Industry having the right blend of managerial talent, rich experience in Acting, and creative ability in conceptualizing, strategizing, directing and implementing successfully various entertainment contents contributing to the consistent growth of the company right from inception.

She is a degree holder in Home Science. She has remained well reputed actor throughout her career spanning more than three decades. She is one of the select few who have made both film and television careers very successful. She has acted in more than 300 films and a number of prime time television serials. She has won many awards including, National Award, Film Fare Awards, Tamil Nadu State Government Award, Malaysian Film Association Award and several others, for acting and for her contribution to the industry.

As the creative force behind Radaans success, Mrs.Radikaa believes in a hands-on approach to the day-to-day creative direction. Given her wealth of experience, today, Radaan has produced numerous award winning television shows.



### **Mr. R. Sarathkumar**

Mr. Sarathkumar, is a Bachelor of Science in Mathematics. He has selected acting as profession and acted successfully in more than 150 films. Throughout his career, he has remained a very popular and leading cine actor. He has won several awards, notable among them Tamil Nadu State Government Award for Best Actor, M.G.R. Award, Film Fare Awards, Cinema Express Awards, Kalaimamani Awards and several others. He is Honorary President of the South Indian Artistes Association. His extensive relationships in the industry have proved to be extremely beneficial for the organization, and he

continues to open new frontiers for the company.

Mr.Sarathkumar has been hands-on in the operational management of the company, controlling on day-to-day affairs, operational efficiency. He has earlier been a Honourable Member of Parliament. Currently he has been elected to the Tamil Nadu Legislative Assembly.



### **Mr. A.Krishnamoorth**

Mr.Krishnamoorthy is an M.A (Public Administration) and M.B.A with specialization in Finance and Personnel Management. He is also an Associate Member of Indian Institute of Bankers. In his four decades of banking experience, he held several territorial and functional senior posts.

His wide experience and knowledge in Banking enabled him to land his expertise as member of various Advisory Committees of Indian Banks Association, Reserve Bank of India. He has to his credit a lot of innovations like introducing credit card as a payment system and steering the activities of Self-Help

Groups through Micro Finance. He has widely travelled and participated and presented papers at several International and National Seminars.



### **Mr.J.Krishnaprasad**

Mr. Krishnaprasad is a Chartered Accountant by qualification with nearly 30 years of corporate experience. He has held various senior positions in reputed corporate houses. He is well experienced in all facets of business management. He is now into management consulting. Providing advisory services for emerging companies and CEO mentoring are his passion. He was past member in various Expert Committees of the Madras Chamber of Commerce and Industry.



### **Mr. V.Selvaraj**

After having obtained the degree of Master of Arts in Economics from Loyola College, Chennai, Mr.V Selvaraj joined the Indian Administrative Service in 1964. During his career in Government, he held very important positions such as the Chairman of Madras Port Trust and later as the Secretary of the Industries Department in Tamil Nadu. He has been spending his retired life as a Business Consultant rendering Corporate Services and also serving as Director in the Board of Organisations.

## CORPORATE INFORMATION

CIN: L92111TN1999PLC043163

**BOARD OF DIRECTORS**

**R. RADIKAA SARATHKUMAR**  
Chairperson & Managing Director

**R. SARATHKUMAR**  
Director - Operations

**A. KRISHNAMOORTHY**  
Director

**J. KRISHNA PRASAD**  
Director

**V. SELVARAJ**  
Director

**M KAVIRIMANI**  
Chief Financial Officer

**K C SAHU**  
Company Secretary

**SUBHAA VENKAT**  
Chief Operating Officer - Creative

**B SHAKTHIVEL**  
Chief Operating Officer - Production & Marketing

**R RAYANE**  
Head - New Media

**REGISTERED OFFICE :**

No. 10, Paul Appasamy Street  
T. Nagar, Chennai - 600 017  
Ph : + 91 44-28345032 / 28345033 /  
28345037 / 28345038 / 28345040  
Fax : + 91 44-28345031  
Website : www.radaan.tv  
Email : info@radaan.tv

**STATUTORY AUDITORS :**

CNGSN & ASSOCIATES LLP  
Chartered Accountants  
"Agastyar Manor"  
New No. 20, Old No. 13,  
Raja Street,  
T. Nagar, Chennai - 600 017.

**INTERNAL AUDITORS :**

A J Deora & Associates  
Chartered Accountants  
SF-6, IInd Floor, 'Golden Enclave'  
No. 275/184, Poonamallee High Road,  
Chennai - 600 010.

**LEGAL ADVISOR :**

Harishankar Mani  
Advocate  
New No. 115, First Floor,  
Luz Church Road,  
Mylapore, Chennai - 600 004.

**BANKERS :**

Indian Overseas Bank  
Saidapet, Chennai - 600 015.

**REGISTRARS & SHARE TRANSFER AGENT :**

Cameo Corporate Services Limited  
Subramanian Building, V th Floor  
No. 1, Club House Road,  
Chennai - 600 002.  
Ph. : 044-2846 0390(5 lines)  
Fax : 044-28460219 Grams : "CAMEO"  
E-Mail : cameo@cameoindia.com

**CONTENTS**

Notice to the Shareholders	2	Standalone Financial Statement	31
Directors' Report	7	Auditors' Report on Consolidated Financial Statement	46
Management Discussion and Analysis	17	Consolidated Financial Statement	49
Report on Corporate Governance	21	Proxy Form	59
Auditors' Report on Standalone Financial Statement	29	Attendance Slip	61



## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Sixteenth Annual General Meeting of the Company will be held on Friday, the 25<sup>th</sup> September 2015 at 10.00 a.m., at Madras Race Club, Guindy Lodge, Guindy, Chennai – 600032 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated basis, for the financial year ended 31<sup>st</sup> March 2015, including the Balance Sheet as at 31<sup>st</sup> March 2015, Profit & Loss Statement for the financial year ended on that date and Reports of the Auditors and the Board of Directors thereon and in this regard to consider and if thought fit, to pass with or without modification the following resolution as ORDINARY RESOLUTION:

RESOLVED THAT the audited Financial Statements of the Company on standalone and consolidated basis, for the financial year ended 31<sup>st</sup> March 2015, including the Balance Sheet as at 31<sup>st</sup> March 2015, Profit & Loss Statement for the financial year ended on that date and the Auditors Report and the Board of Directors Report thereon be and are hereby received, considered and adopted.

2. To appoint a director in place of Mr.Ramanathan Sarathkumar who retires by rotation and being eligible, offers himself for reappointment and in this regard to consider and if thought fit, to pass with or without modification the following resolution as ORDINARY RESOLUTION:

RESOLVED THAT Mr.Ramanathan Sarathkumar, retiring by rotation be and is hereby reappointed as Director of the company.

3. To ratify appointment of auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s.CNGSN & Associates LLP, Chartered Accountants (Firm Registration No.004915S), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the seventeenth AGM of the Company to be held in the year 2016, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

### SPECIAL BUSINESS:

4. INCREASE IN REMUNERATION OF Mr.RAMANATHAN SARATHKUMAR, WHOLE-TIME DIRECTOR

To consider and if thought fit to pass with or without modification (s) the following as SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 196, read with Section 197, Schedule V of the Companies Act, 2013 and all other applicable provisions thereunder, including any statutory modification or reenactment thereof for the time being in force, the Company hereby approves the enhanced monthly remuneration of Rs.3,50,000/- (Rupees three lakh fifty thousand only), inclusive of all allowances and perquisites, payable to Mr.Ramanathan Sarathkumar, Whole-time Director with effect from 1<sup>st</sup> June 2015 for the remaining period of his current term ending on 31<sup>st</sup> March 2016.

RESOLVED FURTHER THAT the board of directors be and are hereby authorized to decide, vary, alter, increase, modify or otherwise decide the manner of fixing various components of remuneration including perquisites to be paid to Mr.Ramanathan Sarathkumar within the said limit as may be thought fit from time to time.

RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any financial year, the remuneration shall be paid as minimum remuneration under Schedule V of the Companies Act, 2013.

By Order of the Board  
For Radaan Mediaworks India Limited

Date: 14<sup>th</sup> August 2015

Registered office:  
10,Paul Appasamy Street  
T.Nagar  
Chennai-600 017

-Sd-

KANHU CHARAN SAHU  
Company Secretary

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited with the Company not less than FORTY-EIGHT HOURS before commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the

- business under Item No. 4 as set out in the notice is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September 2015 to 25<sup>th</sup> September 2015 (both days inclusive).
  4. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing such representatives to attend and vote at the Annual General Meeting.
  5. In the case of Joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
  6. All documents referred to it in the accompanying Notice are available for inspection by the members at the registered office of the company on all working days between 10.00 a.m. to 1.00 p.m. and 3.00 p.m. to 5.00 p.m. (except Saturday) prior to the date of the Meeting.
  7. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
  8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA, M/s.Cameo Corporate Services Limited/ Depositories.
  9. VOTING
    - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically (remote e-voting), through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
    - b. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
    - c. The facility for voting, either through electronic voting system or ballot or polling paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
    - d. The instructions for e-voting are as under:
      - (i) The voting period begins on Tuesday, 22<sup>nd</sup> September 2015 (9.00 a.m. IST) and ends on Thursday day, 24<sup>th</sup> September 2015 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18<sup>th</sup> September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. [<i>Sequence number has been provided as serial number (SL No) in the Address Label</i>]</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the *Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>* Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However,

members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Radaan Mediaworks India Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would

be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - e. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, or voting at the meeting.
  - f. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the sequence number from the RTA of the Company by sending a request at [investor@cameoindia.com](mailto:investor@cameoindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing log in details for casting your vote.
  - g. Mr.R Kannan, Practicing Company Secretary, (Membership No.F6718), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in fair and transparent manner.
  - h. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by Chairperson in writing who shall countersign the same.
  - i. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.radaan.tv](http://www.radaan.tv) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

10. Details of directors seeking appointment/ re-appointment at the forthcoming annual General Meeting (pursuant to Clause 49 of the Listing Agreement) are provided below.

Name of the Director	Mr.Ramanathan Sarathkumar
DIN	00238601
Date of Birth	14-07-1954
Date of appointment on Board	29-01-2005
Qualification	B.Sc. (Math)
Expertise in specific functional area	Wide experience in media and entertainment industry
List of Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships / Chairmanships of committees of other public companies	NIL
Shareholding in the company	NIL
Relationship with other directors	Spouse of Mrs.R Radikaa Sarathkumar

#### Annexure to Notice:

#### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 ("Act")

The following explanatory statement sets out all the material facts relating to certain Ordinary Business and all the Special Business mentioned in the accompanying notice dated 14<sup>th</sup> August 2015 and shall be taken as forming part of the Notice.

Item No.3:

Though not mandatory, this explanation is provided for reference.

CNGSN & Associates, (ICAI Firm Registration No.004915S), Chartered Accountants, Chennai were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on 29<sup>th</sup> September 2014, till the conclusion of the Eighteenth AGM to be held in the year 2017.

Subsequent to the appointment, the auditors' firm was converted into an LLP and their name was changed as M/s CNGSN & Associates LLP with effect from 19<sup>th</sup> November 2014, without any change in constitution or registration number with the Institute of Chartered Accountants of India.

As per provisions under section 139(1) of the Act, their appointment to the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in Resolution set out at item no.3 of the Notice.

The Board recommends the Resolution at Item No.3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.3 of the accompanying Notice.

Item No.4:

The current tenure of Mr.Ramanathan Sarathkumar as whole-time director is ending on 31<sup>st</sup> March 2016. At the time of appointment, the members had approved payment of Rs.1,75,000/- (Rupees one lakh seventy five thousand only) per month including all allowances and perquisites. Considering overall involvement and performance for betterment of the company, and prevailing salary structure in the industry corresponding with his stature, the Board of Directors, with recommendation of the Nomination and Remuneration Committee has approved to increase his remuneration to Rs.3,50,000/- (Rupees three lakh fifty thousand only) per month inclusive of allowances and perquisites, effective from 1<sup>st</sup> June 2015.

However in case of loss or inadequacy of profit the remuneration shall be restricted to the amount based on effective capital of the company as specified in the Schedule V of the Act.

The details as required under the proviso to Section II of Part II of Schedule V to the Companies Act, 2013 are given here-in-below:

#### I. GENERAL INFORMATION

(1)	Nature of Industry	Media and Entertainment
(2)	Date of commencement of commercial Production	The company is in existence and operation since 1999
(3)	Financial performance based on given indicators	As per financial statements forming part of the Annual Report
(4)	Export performance and net foreign currency earning	Rs.1,62,05,627/-
(5)	Foreign Investment or collaboration	Investment in equities of wholly owned subsidiary in Singapore, Rs. 9,35,000/-

#### II. INFORMATION ABOUT THE DIRECTOR

(1) Background details:

Mr.Ramanathan Sarathkumar, aged about 61 years, is a Bachelor of Science in Mathematics. He has selected Acting as his profession and has acted in about 150 films.



Throughout his carrier he has remained very popular and leading cine actor. He is one among the highly experienced and standing personalities in the industry. He is Honorary President of the South Indian Artistes Association. He has remained Hon'ble Member of Parliament. Presently he is a Member in Legislative Assembly of Tamil Nadu for the term 2011-16.

(2) Past Remuneration:

The company was paying Rs.1,75,000/- per month inclusive of all perquisites and allowances

(3) Recognition or awards:

Mr.Ramanathan Sarathkumar has won several recognitions and awards for acting

(4) Remuneration proposed:

The company proposes to pay remuneration of Rs.3,50,000/- per month inclusive of all perquisites and allowances

(5) Job profile and his suitability:

Mr.Ramanathan Sarathkumar is involved in overall operation of the company. With rich experience in the industry he is felt suitable for the job.

(6) Comparative remuneration profile:

The proposed remuneration is equivalent to the industry standard and size of the company.

(7) Pecuniary relationship:

Mr.Ramanathan Sarathkumar shall receive professional fees separately for acting in projects belonging to the company. However he has not received any professional fees during last three financial years and at present he is not acting in any of projects.

(8) Relationship with managerial Personnel, if any:

Husband of Mrs.R Radikaa Sarathkumar, Chairperson & Managing Director

(3) Expected increase in productivity and profits in measurable terms:

It is difficult to quantify the increase in measurable terms. However the macro level expectations are discussed in Management Discussion and Analysis.

The Board recommends the Resolution at Item No.4 for approval by the Members.

Except the payee and Mrs.R.Radikaa Sarathkumar being his relative, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

By Order of the Board  
For Radaan Mediaworks India Limited

Date: 14<sup>th</sup> August 2015  
Registered office:  
10,Paul Appasamy Street  
T.Nagar  
Chennai-600 017

-Sd-

KANHU CHARAN SAHU  
Company Secretary

### III OTHER INFORMATION

(1) Reasons of loss or inadequate profit:

Insufficient revenues.

(2) Steps taken or proposed to be taken for improvement:

The management is taking steps to improve overall business volume and profitability. Towards this the management focuses on long term business models and emerging opportunities in media sector.

## DIRECTORS' REPORT

### Dear Shareholders,

The directors submit annual report of Radaan Mediaworks India Limited (the "Company" or "Radaan") along with the audited financial statements for the financial year ended 31<sup>st</sup> March 2015. Consolidated performance of the Company has been referred to wherever required.

### Performance:

Summary performance of the Company is provided below and a more detailed report on company performances and the state of it's affairs are included in the Management Discussion and Analysis:

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2013-14	2014-15	2013-14	2014-15
Revenue from Operation	2977.58	3554.33	3167.40	3554.33
Other income	33.12	8.61	33.12	8.61
Operating expenditure	2745.69	3274.05	2956.82	3276.46
Finance cost	112.92	108.60	113.19	109.00
Depreciation and amortization Expenses	62.02	64.44	62.02	64.44
Profit/ (Loss) before Tax	90.07	115.85	68.49	113.04
Tax expenses / provisions	(-)12.51	2.13	(-)12.51	2.13
Net Profit/ (Loss)	102.58	113.72	81.00	110.91

### Dividends:

The earnings are retained for investing in business initiatives, and no dividend is recommended for the financial year ended 31<sup>st</sup> March 2015.

### Public Deposits:

The company has not accepted any deposit from public and as such, there is no default in repayment during the year and no amount on account of public deposits was outstanding as on the date of balance sheet.

### Subsidiary Company:

As on closing of the reporting financial year, the company has only one subsidiary, Radaan Media Venture Pte. Ltd., Singapore. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiary. Pursuant to provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the subsidiary company as required in the prescribed form AOC-1 is provided here below:

(a)	Name of the subsidiary	Radaan Media Ventures Pte. Ltd.	
(b)	Reporting Period	01-04-2014 to 31-03-2015	
(c)	Reporting currency and exchange rate as on the last date of the relevant financial year	Sing \$ / Rs.45.4985	
(d)	Percent of shareholding	100%	
		(in Sing \$)	(in Rs.)
(e)	Share Capital	20,000	9,09,970
(f)	Reserves & Surplus	(-)53,336	(-)24,26,736
(g)	Total Assets	344	15,653
(h)	Total Liabilities	33,680	15,32,419
(i)	Investments	---	-----
(j)	Turnover	----	-----
(k)	Profit before taxation	(-)6,048	(-)2,81,378
(l)	Provision for taxation	---	-----
(m)	Profit after taxation	(-)6,048	(-)2,81,378
(n)	Proposed dividend	----	-----

The audited accounts of the subsidiary are available on company's website and copy shall be provided to shareholders who ask for it. Policy for determining material subsidiaries of the Company is also available on the website of the Company.

### Directors and key managerial personnel:

As per the provisions of the Companies Act, 2013, Mr.Arunachalam Krishnamoorthy (DIN:00386122), Mr.Janardan Krishna Prasad (DIN:03397294), Mr.Vellayan Selvaraj (DIN:00052444) were appointed as independent directors at the annual general meeting of the Company held on 29<sup>th</sup> September 2014. The terms and conditions of appointment of independent directors are as per Schedule IV of the Act, same is available in the website of the company. They have submitted declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

Mr.Ramanathan Sarathkumar (DIN: 00238601), retires by rotation and being eligible has offered himself for reappointment.

During the year, the non executive directors of the company had no pecuniary relationship or transaction with the Company.

Composition of the board of directors and committees thereof, including the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee and the details of meeting of the Board and the Committees are discussed fully in the corporate governance report.



Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act has been discussed along with the Nomination and Remuneration Committee in the corporate governance report.

Pursuant to the provisions of section 203 of the Companies Act, 2013, the appointments of Mr.V Murali Raaman, Chief Executive Officer (*since resigned effective from 31<sup>st</sup> October 2014*), Mr.Muruguvannan Kavirimani, Chief Financial Officer and Mr.Kanhu Charan Sahu, Company Secretary as key managerial personnel of the Company were formalized.

#### Board evaluation:

Pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements, a separate meeting of independent directors was held, whereat performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated. The same was discussed in the board meeting that followed the meeting of the independent directors. The Board and the Nomination and Remuneration Committee also reviewed the performance of the board, committees and individual directors on the basis of composition and structure, information and functioning, effectiveness of meetings, and contribution, participation of the individual director in respect of the meetings, etc.

#### Directors' Responsibility Statement:

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### Transactions with related parties:

During the financial year, Company has entered into contract / arrangement or transaction with related parties, which are not material in nature, and a complete list of the transactions is provided as part of notes to accounts. No such contract / arrangement or transaction is not in the ordinary course of business and / or not at arm's length. Policy on dealing with related party transactions is available on the website of the Company

#### Vigil Mechanism:

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of the policy are in line with the provisions of the section 177(9) of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement with Stock Exchanges. The policy is available in website of the Company.

#### Particular of employees:

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- i The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Ratio to median remuneration
Ramanathan Sarathkumar	10.42

- ii The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Ramanathan Sarathkumar	--
V Murali Raaman*	--
M Kavirimani	40
Kanhu Charan Sahu	40

*\*resigned effective from 31<sup>st</sup> October 2014*

- iii The percent increase in the median remuneration of employees in the financial year – 12.40%
- iv The number of permanent employees on the rolls of the Company – 61
- v The explanation on the relationship between average increase in remuneration and company performance

On an average, employees received an increase of 11%, the increase in remuneration is in line with the market trends. Overall performance of the company during the year is increased at 19% in revenue and 11% in net profits.

- vi Comparison of the remuneration of the key managerial personnel against the performance of the company

Aggregate remuneration of key managerial personnel (KMP) in the financial year (Rs./lacs)	60.37
Revenue (Rs./lacs)	3554.33
Remuneration of KMPs (as % of revenue)	1.70
Profit before tax (PBT) (Rs./lacs)	115.85
Remuneration of KMPs (as % of PBT)	52.10

- vii Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year

Particulars	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014	% change
Market Capitalisation (Rs./lacs)	270.80	324.96	(-)16.67
Price earning ratio	2.38	3.17	(-)24.83

- viii Percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:

Particulars	31 <sup>st</sup> March 2015	28 <sup>th</sup> March 2003 (IPO)	28 <sup>th</sup> March 2003 (IPO)*	% change
Market Price (Rs.) (NSE)	0.50	40.00	8.00	(-)93.75
Market Price (Rs.) (BSE)**	0.69	40.00	8.00	(-)91.38

\* adjusted for subdivision of shares in April 2004

\*\* trading under permitted category effective from December 2006

- ix Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in employees salary other than the managerial personnel is 9%, and that in the managerial personnel 17%, however during the course of the year the total salary is reduced by 12% due resignation of certain employees in managerial level and other reasons.

- x Comparison of each remuneration of the key managerial personnel against the performance of the Company

	Mr.V Murali Raaman, Chief Executive Officer*	Mr.R Sarath kumar, Director - Operations	Mr.M Kaviramani, Chief Financial Officer	Mr.Kanhu Charan Sahu, Company Secretary
Remuneration (Rs./lacs)	16.53	21.00	14.72	8.12
Revenue (Rs./lacs)	3554.33			
Remuneration (as % of revenue)	0.47	0.59	0.41	0.23
Profit before tax (PBT) (Rs./lacs)	115.85			
Remuneration (as % of PBT)	14.27	18.13	12.71	7.00

\*resigned effective from 31<sup>st</sup> October 2014

- xi The key parameters for any variable component of remuneration availed by the directors:

The non executive directors are paid only sitting fees for attending meeting of board or committee meeting. No other director is eligible for any variable remuneration.

- xii The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

The Chief Executive Officer, Mr.V Murali Raaman, since resigned effective from 31<sup>st</sup> October 2014, was receiving Rs.2.25 lacs per month, which is 1.3 times of the remuneration paid to the Whole-time Director, Mr.Ramanathan Sarathkumar

- xiii Affirmation that the remuneration is as per the remuneration policy of the company

The remuneration is as per the remuneration policy of the company.

- xiv None of the employees is in receipt of remuneration exceeding the limit as specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### Auditors:

As per the provisions under Companies Act, 2013 and rules framed thereunder, M/s CNGSN & Associates, Chartered Accountants were appointed as statutory auditors of the Company from the conclusion of the fifteenth annual general meeting held on 29<sup>th</sup> September 2014 till the conclusion of the eighteenth annual general meeting to be held in the year 2017, subject to ratification of their appointment at every annual general meeting. Subsequent to the appointment, the auditors' firm was converted into an LLP and their name was changed as M/s CNGSN & Associates LLP with effect from 19<sup>th</sup> November 2014, without any change in constitution or registration number with the Institute of Chartered Accountants of India.



M/s CNGSN & Associates LLP, Statutory Auditors submitted their reports for the Financial Year 2014-15 which, does not contain any qualification, reservations or adverse remarks.

#### Secretarial Auditor:

As per provisions under section 204 of the Companies Act, 2013 and the rules framed there under, Mr.R Kannan, Practicing Company Secretary was appointed to conduct secretarial audit for the financial year. Report of the secretarial auditor is given as Annexure II, which does not contain any qualification, reservation or adverse remarks.

#### Reconciliation of Share Capital Audit:

A qualified practicing Company Secretary carries out secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. The Reconciliation of Share Capital Audit Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

#### Risk Management:

The Company has formed a Risk Management Committee to frame, implement and monitor the risk management plans. The committee is responsible for reviewing the risk management plan and ensuring it's effectiveness. The development and implementation of risk management policy has been covered in the management discussion and analysis.

#### Particulars of loans guarantees and investments:

Particulars of loans guarantees and investments have been discussed in the financial statements.

#### Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo:

##### (A) Conservation of Energy

The company being in media and entertainment industry, it's operations are not energy intensive. However, the company takes adequate measures to save energy by installing energy efficient electrical and electronic equipments.

##### (B) Research and Development

The company has not carried out any specific research activity during the year under review. However, as part of regular ongoing business it explores ideas in creating contents in entertainment.

##### (C) Technology absorption, adaptation and innovation

The company continues to use the latest technologies for improving productivity and quality of it's operations.

##### (D) Foreign exchange earnings and outgo

The company regularly supplies television contents to overseas broadcasting channels. Details of foreign currency earned and used during the year are provided below.

	Year ended 31-03-2015	Year ended 31-03-2014
Foreign Exchange Earnings	US \$ 2,67,632 equivalent to Rs.1,62,05,627	US \$ 1,71,227 equivalent to Rs.1,01,76,228
Expenditure in foreign currency	US \$ 2,000 Sing Dollar 9,500 aggregating equivalent to Rs.5,93,915	US \$ 1,930 Sing Dollar 824 aggregating equivalent to Rs.1,60,638

#### Reports and Annexures forming part of this report:

- (i) Pursuant to clause 49 of the Listing agreement with the Stock exchanges, the following have been made part of this report.
  - Management Discussion and Analysis
  - Corporate Governance Report
  - Certificate from the Auditors regarding compliance of conditions of Corporate Governance.
  - Declaration on compliance with Code of Conduct
  - Certificate of the Managing Director and the Chief Financial Officer on the financial statements
- (ii) As provided under section 92(3) of the Companies Act, 2013, the extract of annual return in the prescribed form MGT-9 is given in Annexure I as part of this report.
- (iii) Secretarial Audit Report for the financial year 2014-15 in the prescribed format MR-3 is given in Annexure II as part of this report.

#### Appreciation

The Directors are thankful to the members, customers, vendors, broadcasting channels, marketing agencies, bankers for their confidence and continued support extended to the company. The directors are grateful to the Central and State Governments, Securities and Exchange Board of India, Reserve Bank of India, Registrar of Companies and other Government/ Regulatory Authorities for their continued cooperation.

The Directors would like to express their sincere thanks to the Film Producers Council, Distributors Associations, Actors, Actresses, Sponsors and various other agencies associated with film and television industry and millions of viewers and place on record the support extended by them.

The Directors also place on record their appreciation to all the employees for their commendable contribution at various levels.

For and on behalf of the Board of Directors

-sd-

Chennai  
14<sup>th</sup> August 2015

R Radikaa Sarathkumar  
Chairperson & Managing Director

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2015**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L92111TN1999PLC043163
2	Registration Date	15 <sup>th</sup> September 1999
3	Name of the Company	Radaan Mediaworks India Limited
4	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
5	Address of the Registered office & contact details	No.10, Paul Appasamy Street, T Nagar, Chennai - 600017 Ph: +91 44-28345032 / 33 / 37 / 38 / 40 ; Fax: +91 44-28345031 email : info@radaan.tv ; website : www.radaan.tv
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited Subramanian Building, No.1, Club House Road, Chennai - 600002 Ph: +91 44-28460390 ; Fax: +91 44-28460219 email: cameo@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Motion picture, video and television programme activities	591	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Radaan Media Ventures Pte. Limited	Not applicable	Subsidiary	100	2(87)

IV. SHARE HOLDING PATTERN									
(i) Category-wise Share Holding (Equity share capital breakup as percentage of total equity)									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	278,49,790	-	278,49,790	51.42%	278,49,790	-	278,49,790	51.42%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	278,49,790	-	278,49,790	51.42%	278,49,790	-	278,49,790	51.42%	0.00%



(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	278,49,790	-	278,49,790	51.42%	278,49,790	-	278,49,790	51.42%	0.00%
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	1,50,000	1,50,000	0.28%	-	1,50,000	1,50,000	0.28%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	1,50,000	1,50,000	0.28%	-	1,50,000	1,50,000	0.28%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	68,55,255	-	68,55,255	12.66%	67,64,205	-	67,64,205	12.49%	-1.33%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-		-	-	-		
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	148,41,151	27,434	148,68,585	27.45%	146,21,675	27,684	146,49,359	27.05%	-1.47%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	37,47,180	-	37,47,180	6.92%	40,33,477	-	40,33,477	7.45%	7.64%
c) Others (specify)									
Non Resident Indians	2,45,601	-	2,45,601	0.45%	2,76,395	-	2,76,395	0.51%	12.54%
Hindu Undivided Families	4,19,587	-	4,19,587	0.77%	4,14,784	-	4,14,784	0.77%	-1.14%
Clearing Members	2,842	-	2,842	0.01%	830	-	830	0.00%	-70.80%
Trusts	22,700	-	22,700	0.04%	22,700	-	22,700	0.04%	0.00%
Sub-total (B)(2):-	261,34,316	27,434	261,61,750	48.30%	261,34,066	27,684	261,61,750	48.30%	0.00%
Total Public (B)	261,34,316	1,77,434	263,11,750	48.58%	261,34,066	1,77,684	263,11,750	48.58%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	539,84,106	1,77,434	541,61,540	100.00%	539,83,856	1,77,684	541,61,540	100.00%	0.00%

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	R Radikaa Sarathkumar*	2,78,49,790	51.42%	23.08%	2,78,49,790	51.42%	23.08%	0.00%

\* shareholding is consolidated based on permanent account number (PAN) of shareholder

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year			There is no change in Promoters' Shareholding between 01.04.2014 to 31.03.2015			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):						
	At the end of the year						

**(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Goldquest International Pvt. Ltd.	16,56,870	3.06%	16,56,870	3.06%
2	Senthil Trade and Business Links P Ltd.	13,73,119	2.54%	13,73,119	2.54%
3	Oak Land Estates Private Limited	13,13,118	2.42%	13,13,118	2.42%
4	Malu Financial Securities Limited	8,92,534	1.65%	8,92,534	1.65%
5	Raju Radha	8,00,000	1.48%	8,00,000	1.48%
6	P K Kumaradevan	3,35,037	0.61%	3,35,037	0.61%
7	Sangeeta Arora/ Manish Kumar Arora	1,91,978	0.35%	1,91,978	0.35%
8	Abhi Ambi Financial Services Limited	1,68,595	0.31%	1,68,595	0.31%
9	Ramsiranjeevi Ponraj	1,56,263	0.29%	1,56,263	0.29%
10	Metalplus Inc.*	1,50,000	0.28%	1,50,000	0.28%
11	Moti Lal Daga#	1,18,477	0.22%	2,44,682	0.45%

Notes:

1. Shares of the company are substantially held in dematerialised form and are traded on a daily basis and hence date wise increase / decrease in shareholding is not indicated.

2. Shareholding is consolidated based on permanent account number (PAN) of shareholder.

\*Was among top 10 shareholders as at beginning of the year.

#Was among top 10 shareholders as at end of the year.

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	R Radikaa Sarathkumar*	278,49,790	51.42%	278,49,790	51.42%

\* is also promoter

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	711.92	-	-	711.92
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.16			0.16
Total (i+ii+iii)	712.08	-	-	712.08
<b>Change in Indebtedness during the financial year</b>				
*Addition	100.00	-	-	100.00
*Reduction	212.57	-	-	212.57
Net Change	(-)112.57	-	-	(-)112.57
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	598.96	-	-	598.96
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.55	-	-	0.55
Total (i+ii+iii)	599.51	-	-	599.51

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name	R Sarathkumar	
	Designation	Director - Operations	
1	Gross salary	(Rs./ lac)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	21.00	21.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total	21.00	21.00
	Ceiling as per the Act	Minimum remuneration specified under Schedule XIII of the Companies Act, 1956 (Currently Schedule V of the Companies Act, 2013)	



**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Fee for attending board committee meetings	Commission	Others, please specify	Total Amount
		(Rs/Lac)			
1	Independent Directors				
	Arunachalam Krishnamoorthy	1.50	-	-	1.50
	Janardhan Krishnaprasad	1.60	-	-	1.60
	Vellayan Selvaraj	1.20	-	-	1.20
	Total (1)	4.30	-	-	4.30
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (1+2)	4.30	-	-	4.30

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTM**

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name	V Murali Raaman*	M Kaviramani	Kanhu Charan Sahu
		Designation	CEO	CFO	CS
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15.75	14.57	7.97	38.59
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.78	-	-	0.78
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, (Medical Expenses)	-	0.15	0.15	-
	Total	16.53	14.72	8.12	39.37

\* Resigned effective from 31<sup>st</sup> October 2014

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties, punishment or compounding of offences during the year ended 31<sup>st</sup> March 2015

**Anexure - II**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013  
and rule No.9 of the Companies (Appointment and  
Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
RADAAN MEDIAWORKS INDIA LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Radaan Mediaworks India Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **M/s Radaan Mediaworks India Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Radaan Mediaworks India Limited** ("the Company") for the financial year ended on **March 31, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) The other laws as may be applicable specifically to the company in my opinion:

- (a) The Indian Copyright Act, 1957
- (b) The Trademarks Act, 1999
- (c) The Indian Contract Act, 1872

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I report that there were no actions / events in pursuance of

- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

requiring Compliance thereof by the Company during the year under review and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

I further report that, based on the information provided by the Company, its officers and authorised representatives during the conduct of audit, and also on review of quarterly compliance reports by respective department heads / company secretary, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with other applicable laws such as The Indian Copyright Act, 1957, The Trademarks Act, 1999 and The Indian Contract Act, 1872.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

Place: Chennai  
Date: 13<sup>th</sup> August 2015

R Kannan  
Practicing Company Secretary  
FCS No: 6718  
C P No: 3363

## MANAGEMENT DISCUSSION AND ANALYSIS

Certain statements made in the management discussion and analysis relating to Company's objectives, projections, estimations and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results, performance or achievements may differ from such expectations whether expressed or implied. The important factors, which could have an impact on the company's operations, include climatic and economic conditions affecting demand and supply, changes in government regulations and taxation, and other incidental factors over which the Company does not have control. The company assumes no responsibility to publicly amend modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

### Industry Overview:

The Indian Media and Entertainment Industry had grown at a flat rate of 11.7 percent in 2014 as against 11.8 percent in 2013, and touched INR 1026 billion in 2014. A segment wise growth in last five years and projection upto 2019 is presented in the table below (Source: FICCI-KPMG Indian Media and Entertainment Industry Report 2015). Television remained in top of the list in terms of revenue, however in terms of growth percentage, digital advertising was in number one position.

Total advertising spend across media was INR 414 billion in 2014 contributing to 40 percent of the industry revenue. The television advertising revenue in 2014 was INR 154.9 billion which has grown at 14.0 percent over 2013 and is projected to reach INR 299.1 billion by 2019 with a compounded annual growth rate (CAGR) of 14.1 percent. The digital advertising for 2014 was INR 43.5 billion with a growth of 44.5 percent over 2013, and is projected to reach INR 162.5 billion by 2019 with CAGR of 30.2 percent. (Source: FICCI-KPMG Indian Media and Entertainment Industry Report 2015)

It was both a challenging and landmark year for the television industry. Telecom Regulatory Authority of India had passed a regulation restricting advertisements to 12 minutes per hour, which had affected the advertising revenue, specifically for smaller channels and producers who operate on sponsorship model. It also saw the formation of the viewership measurement system by Broadcast Audience Research Council (BARC). BARC is expected to deliver superior viewership data on account of more relevant classification parameters, tracking of substantially higher viewership universe including rural households, as well as higher quality of data monitoring.

### Content production:

The size of Indian TV content production industry is ~INR30 billion, excluding news, animation and sports. Hindi language content takes 2/3rd of the market, leaving the rest for all regional languages, says the FICCI-KPMG Indian Media and Entertainment Industry Report 2015.

Broadcasters are experimenting with new content and marketing strategies, one such emerging trend is high-budget finite fiction shows, which is expected to propel revenue growth for producers. Apart from traditional GECs now other channels are also focusing on scripted shows to attract audiences, driving growth for content producers. With the growth of Over-the-top (OTT) video platforms and increase in digital advertising spending, producers are trying to own or co-own IP rights for contents to get benefitted from further monetising. OTT video platforms are also experimenting with original programming, which could be the next big growth driver for content producers.

### Company Overview:

The Company and its subsidiary are primarily into television content production, majorly operating in southern regional languages.

### Overall industry size and projections:

Overall industry size/ (INR Billion)/ (For Calendar Years)	2010	2011	2012	2013	2014	Growth in 2014 over 2013	2015p	2016p	2017p	2018p	2019p	CAGR (2014-19)
TV	297.0	329.0	370.1	417.2	474.9	13.8%	543.2	631.2	739.6	854.6	975.5	15.5%
Print	192.9	208.8	224.1	243.1	263.4	8.3%	284.5	307.1	331.9	358.0	386.8	8.0%
Films	83.3	92.9	112.4	125.3	126.4	0.9%	136.3	155.6	170.7	186.3	204.0	10.0%
Radio	10.0	11.5	12.7	14.6	17.2	17.6%	19.6	22.3	27.0	32.7	39.5	18.1%
Music	8.6	9.0	10.6	9.6	9.8	2.3%	10.4	12.0	14.2	16.9	18.9	14.0%
OOH	16.5	17.8	18.2	19.3	22.0	14.0%	24.4	27.1	29.6	32.2	35.1	9.8%
Animation and VFX	23.7	31.0	35.3	39.7	44.9	13.1%	51.0	58.7	68.5	80.6	95.5	16.3%
Gaming	10.0	13.0	15.3	19.2	23.5	22.4%	27.5	31.8	35.4	40.0	45.8	14.3%
Digital Advertising	10.0	15.4	21.7	30.1	43.5	44.5%	62.5	84.0	115.3	138.2	162.5	30.2%
Total	652	728	821	918	1026	11.7%	1159	1330	1532	1740	1964	13.9%

Courtesy : FICCI-KPMG Indian Media and Entertainment Industry Report for 2015



*TV programs during 2014-15:*

Program name and language	Channel / Client	Category
Vaani Rani, Tamil	SUN TV	Daily series
Elavarasi, Tamil	SUN TV	Daily series
Thamarai, Tamil	SUN TV	Daily series
Shiva Shankari, Tamil	SUN TV	Weekend series
Chinna Pappa Periya PappaSss, Tamil	SUN TV	Weekend series
Ossthi, Tamil	SUN TV	Weekend stage show
Kannamoochi, Tamil	SUN TV	Daily / Short Story
Snehajalakam, Malayalam	Suriya TV	Daily series
Aakasamantha, Telugu	GEMINI TV	Daily series
Evergreen 80's	Sun TV	Event

The most popular Tamil serial 'Vaani Rani' crossed 600 episodes during the year.

The favorite matinee daily 'Elavarasi' was completed with telecast of 1263rd episode in November, 2014 and replaced with new series "Thamarai", which is also among the highest ranked afternoon programs.

The mytho-drama series "Shiva Sankari" was concluded and in its place a comedy series "Chinna Pappa Periya PappaSss" was started from November, 2014, which has gained popularity within a short period.

**Celebrity Cricket League (CCL)**

Radaan is one among the promoters of the "Celebrity Cricket League (CCL)", a non-professional cricketing tournament in T20 format. Fifth season of the league was recently completed between teams from Telugu, Tamil, Kannada, Malayalam, Bhojpuri, Hindi, Marathi and Bengali film industries. The matches were played at different venues across the country and telecasted in multiple channels with national presence.

**New-media and nonfiction:**

With increased internet subscription and availability of low cost smart phones, the digital platforms including mobile apps are gearing up for a landslide change. The future is shaping towards everywhere viewing from home entertainment. Over-the-top players are now more interested to invest for future growth. The Company is also operating on sponsorship model, therefore retaining the IP rights for future exploitation in other platforms. Both on air television contents of and archived contents are being used through these platforms. There are also plans for original programming for digital streaming. This will include both in house and third party platforms and contents.

Stage shows and other non-fiction programs have tremendous growth prospect. The company has conducted an event "Evergreen 80's", in January'2015 which had achieved remarkable viewership on television. The film stars and other

personalities of 80's film fraternity got together to recollect about the Golden Era, renowned film director Sri.K Balachander, who passed away recently, was also given a tribute at the event.

**Financial Overview:**

The discussion and analysis given below relate to the audited financial statements of the Company and should be read in conjunction with them and related notes for the financial year ended 31<sup>st</sup> March 2015.

During the financial year, the only subsidiary of the company, M/s. Radaan Media Ventures Pte. Ltd., Singapore had no business operation. However as per applicable rules and regulations the consolidated financial statements were prepared for the year and same is also included for the discussion and analysis.

**Financial Performance:***Revenues*

The operating revenue for the financial year was increased, at 19 percent on standalone basis from Rs.2977 lakhs to Rs.3554 lakhs and at 12 percent on consolidated basis from Rs.3167 lakhs to Rs.3554 lakhs.

The revenues from nonfiction and new media are the main contributors towards the growth during the year.

*Expenses*

The operating expenses were increased during the year, on standalone basis by 19 percent from Rs.2745 lakhs to Rs.3274 lakhs and on consolidated basis by 11 percent from Rs.2956 lakhs to Rs.3276 lakhs. The subsidiary company had incurred administration expenses of Rs.2.41 lakhs, which is reflected in the consolidated expenses.

The finance cost for the year was reduced by 4 percent, both on standalone and consolidated basis from Rs.113 lakhs to Rs.109 lakhs. There was a nominal expense of Rs.0.39 lakh towards financial charges in the subsidiary company which is included in consolidated financial cost.

Depreciation and amortizations expenses for the year was increased by 4 percent on standalone basis from Rs.62.02 lakhs to Rs.64.44 lakhs. As the subsidiary company has no fixed assets, the impact on consolidation of depreciation and amortization expenses was nil.

*Profitability*

The profit before tax (PBT) for the year, on standalone basis increased at 29 percent from Rs.90.07 lakhs to Rs.115.85 lakhs and on consolidated basis increased at 65 percent from Rs.68.49 lakhs to Rs.113.04 lakhs. As percentage of revenue, the standalone PBT is increased from 2.99 percent to 3.25 percent, and the consolidated PBT is increased from 2.14 percent to 3.17 percent.

The profit after tax (PAT) for the year, on standalone basis increased at 11 percent from Rs.102.58 lakhs to Rs.113.72 lakhs and on consolidated basis increased at 37 percent from Rs.81.00 lakhs to Rs.110.90 lakhs. The standalone PAT margin is decreased from 3.41 percent to 3.19 percent and the consolidated PAT margin increased from 2.53 percent to 3.11 percent. The decrease in standalone PAT margin is due to increase in tax expenses, of two parts, i.e. increase in current tax from NIL to Rs.2.95 lakh and decrease in reversal of deferred tax from Rs.(-)12.51 lakhs to Rs.(-)0.82 lakhs.

The earnings per share (EPS) for the year were increased, on standalone basis from Re.0.19 to Re.0.21 and on consolidated basis from Re.0.15 to Re.0.20.

### Financial Position -

#### Share Capital

There has been no change in the position of authorized, issued, subscribed and paid up capital during the financial year, both for standalone and consolidated basis.

#### Reserves and Surplus

##### Securities Premium:

The securities premium as on the balance sheet date was remained unchanged at Rs.753.65 lakhs, both in standalone and consolidated statements.

##### Surplus:

The accumulated losses were completely wiped out during the year. As on 31<sup>st</sup> March 2015, after adjustment of Rs.13.89 lakhs towards reduction in value of fixed assets due to change in depreciation rate in compliance with Schedule II of the Companies Act, 2013, the standalone surplus was Rs.64.05 lakhs and on consolidated basis the surplus was Rs.39.65 lakhs.

##### Foreign Currency Translation Reserve:

The foreign currency translation reserve in the consolidated statements was decreased from Rs.0.85 lakhs to Rs.0.65 lakhs.

#### Borrowings

The long term and short term borrowings as on 31<sup>st</sup> March 2015, on standalone basis, was Rs.582.48 lakhs, comprising of long term borrowings of Rs.79.61 lakh and short term borrowings of Rs.502.87 lakhs, which are secured against assets of the company. The long term borrowing was increased from Rs.1.55 lakhs to Rs.79.61 and the short term borrowing was decreased from Rs.689.13 lakhs to Rs.502.87 lakhs. Since the subsidiary company doesn't have any borrowings, the consolidated borrowings were same as of the standalone position.

#### Deferred Tax Liabilities

Net deferred tax liability resulted from timing difference of depreciation on fixed assets and amortisation of tele-serial costs, on standalone basis was Rs.47.00 lakhs as at the current balance sheet date against Rs.47.83 lakhs as at the previous balance sheet date. Since the subsidiary company has not recognized any deferred tax liabilities, the net deferred tax liability in the consolidated statements was same as of the standalone position.

#### Other current and long term liabilities

Other long term liabilities, were increased on standalone basis from Rs.507.91 lakhs to Rs.514.78 lakhs and the consolidated position was same as of standalone, since the subsidiary had no such liabilities.

Other current liabilities, on standalone basis reduced from Rs.98.04 lakhs to Rs.72.72 lakhs and the consolidated position was same as of standalone, since the subsidiary had no such liabilities.

#### Trade payables

The trade payables as at 31<sup>st</sup> March 2015, on standalone basis decreased from Rs.158.57 lakhs to Rs.127.16 lakhs, and on

consolidate basis decreased from Rs.163.10 lakhs to Rs.130.48 lakhs.

#### Fixed Assets

The gross block of fixed assets as at the end of current financial year on standalone basis was increased from Rs.1742.54 lakhs to Rs.1790.72 lakhs. Decrease in value of fixed assets due to change in depreciation rate in compliance with Schedule II of the Companies Act, 2013 was adjusted against opening balance. The subsidiary company doesn't have any fixed assets and the consolidated position of fixed assets was same as of standalone figures.

#### Noncurrent Investments

There was no change in noncurrent investments during the year both on standalone and consolidated basis. The yearend standalone balance was Rs.84.41 lakhs and the consolidated balance was Rs.75.06 lakhs.

#### Long term loans and advances

The long term loans and advances as at the end of current financial year was increased on standalone basis from Rs.703.45 lakhs to Rs.777.45 lakhs, which resulted mainly due to increase in prepaid taxes and tax credits. The consolidated sum of long term loans and advances were same as of the standalone figures.

#### Other noncurrent assets

Other noncurrent assets, on standalone basis were decreased from Rs.965.70 lakhs to Rs.955.03 lakhs, and the consolidated sum of other current assets were same as of the standalone figures.

#### Current Assets

Inventories on standalone basis, representing work in progress were increased from Rs.179.85 lakhs to Rs.190.89 lakhs, and consolidated inventories were same as of the standalone figures.

Trade receivables on standalone basis were increased from Rs.679.40 lakhs to Rs.831.47 lakhs, of which, debts outstanding for more than six months were decreased from Rs.317.78 lakhs to Rs.285.06 lakhs (net of provisions and written-off) and other debts were increased from Rs.361.59 lakhs to Rs.546.41 lakhs. The consolidated balance of trade receivables were same as of the standalone figures.

Cash and cash equivalents were decreased, on standalone basis from Rs.305.14 lakhs to Rs.41.17 lakhs, and on consolidated basis from Rs.306.79 lakhs to Rs.41.32 lakhs.

Short term loans and advances on standalone basis decreased from Rs.75.39 lakhs to Rs.52.83 lakhs and on consolidated basis decreased from Rs.65.32 lakhs to Rs.40.19 lakhs.

#### Cash Flow

##### Cash flows from operating activities

In the current financial year the company generated net cash of Rs.44.60 lakhs, as against Rs.343.69 lakhs in previous financial year, even though operating profits before working capital changes has been increased for the current year to Rs.301.32 lakhs as against Rs.264.08 lakhs in previous year. This is due to utilization of Rs.256.72 lakhs in working capitals, as compared to release of Rs.79.61 lakhs working capital in previous financial year.

**Cash flows from investing activities**

The net cash used in investing activities during the current financial year was Rs.91.78 lakhs against Rs.27.93 lakhs in previous financial year. This is mainly attributable to purchase of fixed assets of Rs.126.79 lakhs against Rs.21.22 lakhs in previous year. Other components are provided in cash flow statement.

**Cash flows from financing activities**

The net cash used in financing activities during the current financial year was Rs.216.80 lakhs against Rs.62.72 in previous year. This is primarily attributable to repayment of (net) bank borrowings of Rs.108.19 lakhs as against Rs.50.20 lakhs availed in previous year. Other components are provided in cash flow statement.

**Internal Control System**

There is a strong internal control culture in the company. Highest standard of internal control is ensured by regular audit by the Internal Auditors. The significant observations made in internal audit reports on internal control deficiencies, if any, and the status on implementation of recommended remedial measures, are presented and reviewed by the Audit Committee of the Board.

**Human Resources**

The company fosters a performance oriented work culture and offers amongst the best opportunities in the industry for professional as well as personal growth of its employees. Over the years the company has built up a strong human resource structure. The company has qualified and experienced team of professionals in Creative, Production, Marketing, Finance, Legal & Secretarial, HR & Administration etc.

**Infrastructure**

Radaan has own post production facilities to serve its projects. These facilities comprise of seven edit suites including one film edit, five voice studios including one RR & FX and one exclusively for Ad posting and Final Mastering. The hardware and software have been sourced from reputed international vendors like Sony, MAC, JVC, Steinberg, Protocols and Nuendo among others. The company's state of the art non linear editing suites from Matrix and Discreet Logic run on powerful SGI and IBM workstations connected by a sophisticated broadband network.

**SCOT Analysis**

<b>Strengths:</b>	<b>Challenges:</b>
a. Good HR, among others highly talented Creative Team	a. Controlling cost of production
b. State of the art infrastructure	b. Augmentation of customer base
c. Successful Track Record in Tele-serials	c. Dependence on limited people for creative content
d. Brand Value	d. Retention of talent
e. Fully integrated operations	e. Changing tastes of the viewers / audience
<b>Challenges:</b>	

**Threats:**

- Non-availability of adequate skilled Technicians
- Non-availability of fully reliable viewership rating system
- Low entry barriers
- Changing government policies
- Piracy

**Opportunities:**

- Growing no of channels
- Increased no of TV households / viewers
- Improved technology thereby increased access
- Increasing Indian Diaspora across the world
- Interest for exchange of culture between countries

**Risks and concerns**

The company depends on relationships with broadcasting channels, mainly the SUN TV Network, marketing agencies and other industry participants to produce and exploit our television content. Any disputes with them could have a material adverse effect on its ability or willingness to produce and telecast the programs.

Company generates revenues from sale of advertising spots during telecast of its program, which by large depend on popularity of the program. Any failure to maintain the viewership could harm business or prevent from growing, which could have a material adverse effect on the business prospects, financial condition and results of operations. The viewership rating may also dependant on measurement methodologies which is an external factor to the company.

The company's business depends in part on the adequacy, enforceability and maintenance of intellectual property rights in the entertainment products and services. Piracy of the Company's content, products and intellectual property could result in a reduction of the revenues that the Company receives from the legitimate sale, licensing and distribution of its content and products. The Company devotes substantial efforts to protecting its content, products and intellectual property, but there can be no assurance that the Company's efforts to enforce its rights and combat piracy will be successful.

The Company derives substantial revenues from the sale of advertising spots, and a decrease in advertising expenditures overall or reduced demand for the Company's offerings could lead to a reduction. Declines in consumer spending due to weak economic conditions could also indirectly negatively impact the Company's advertising revenues by causing downward pricing pressure on advertising because advertisers may not perceive as much value from advertising if consumers are purchasing fewer of their products or services.

The Company's businesses are subject to a variety of laws and regulations. The Company could incur substantial costs to comply with new laws, regulations or policies or substantial penalties or other liabilities if it fails to comply with them. In addition, if there are changes in laws that provide protections that the Company relies on in conducting its business, it would subject the Company to greater risk of liability and could increase its costs of compliance.



# REPORT ON CORPORATE GOVERNANCE

## INTRODUCTION

Corporate Governance sets out the framework and process by which institutions, through their board of directors and senior management, regulate their business activities. These principles balance safe and sound business operations while complying with relevant laws and regulations. Your Board is committed to applying and maintaining high standards of corporate governance to safeguard and promote the interests of the shareholders and to enhance the long term value of the company. To this end, it has been complying with the requirements stipulated under Clause 49 of the Listing Agreements with Stock Exchanges in all material aspects. The company is in the continued pursuit of strengthening its governance practices and the company's compliance with the code is given below:

### 1. Board of Directors

#### a) Composition of the Board of Directors

The Board consists of optimum combination of executive and nonexecutive/ independent directors. Present strength of the board is 5 (five) members. More than 50% of the board members are nonexecutive/ independent directors. All directors including the nonexecutive directors are suitably qualified, experienced and competent.

None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on 31<sup>st</sup> March 2015 have been made by the directors.

Independent directors are non-executive directors as defined under Clause 49(II)(B)(1) of the Listing Agreements entered into with the Stock Exchanges. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the required criteria of independence. The terms and conditions of appointment of the independent directors are disclosed on the website of the company.

#### b) Functioning of the Board and attendance by directors at meetings

The chairperson is responsible for Boards' effectiveness and conduct as well as having overall responsibility of operation, organisational effectiveness, formulation of strategies and implementation of policies and decisions. The non executive independent directors play a pivotal role in corporate accountability and provide unbiased and independent views and judgement to the Board's deliberation and decision making process. They ensure that the matters and issues brought up to the Board are fully discussed and examined, taking into account the interest of all stakeholders.

The Board has full and unrestricted access to all information pertaining to the businesses and affairs of the company as well as services of the Company Secretary to enable them to discharge their duties effectively. The Company Secretary also ensures that the Board is supplied with all necessary information in a reliable and timely manner and acts as communication link between the Board, the Committees and the senior management. The Board may also seek external independent professional advice at the company's expense.

The Board meets at least once in every quarter and on other occasions as and when necessary. Officers in senior management and external advisors are also invited to the board meetings and committee meetings to provide necessary information on relevant agenda. The agenda papers normally get circulated prior to the meeting. The Company Secretary attends all board meetings and committee meetings and ensures that proceedings of the meetings and resolutions passed thereat are properly recorded. Minutes of the meetings are circulated among the directors and committee members to provide an opportunity to review prior to confirmation.

During the financial year four (4) board meetings were held and the dates on which the said meetings were held are, 30<sup>th</sup> May 2014, 8<sup>th</sup> August 2014, 14<sup>th</sup> November 2014 and 14<sup>th</sup> February 2015. The necessary quorum was present for all the meetings.

The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on 31<sup>st</sup> March 2015 are given in table below.

#### c) Code of conduct for Board of Directors and Senior Management Personnel

The company has adopted a code of conduct ("The Code") for Board of Directors and Senior Management Personnel. The code has been communicated to Directors and the members of the Senior Management. The code has also been displayed on the company's website, [www.radaan.tv](http://www.radaan.tv). Board members and senior management staff have confirmed compliance with the code for the year ended 31<sup>st</sup> March 2015. The Annual report contains a declaration to this effect signed by the Chairperson & Managing Director.

#### d) Prohibition of Insider Trading

In terms of SEBI (Prohibition of Insider Trading) Regulations, 2015, the company has framed the following codes:

- (i) Code of practice and procedure for fair disclosure of unpublished price sensitive information (Fair Disclosure Code)
- (ii) Code of conduct to regulate, monitor and report trading by employees and other connected persons (Insider Trading Code)

**Composition of Board of Directors and Attendance**

Name and designation	Category	Number of board meetings held during the year		Attendance at AGM held on 29 <sup>th</sup> September 2014	Number of directorships in other Public Companies		Number of committee positions held in other public companies	
		Held	attended		Chairman	Member	Chairman	Member*
Mrs.Radha.Radikaa Sarathkumar, Chairperson & Managing Director DIN:00238371	Executive Director	4	4	Yes	--	--	--	--
Mr. Ramanathan Sarathkumar, Director –Operations DIN:00238601	Executive Director	4	3	No	--	--	--	--
Mr.Arunachalam Krishnamoorthy, Director DIN:00386122	Non-executive Independent Director	4	4	Yes	--	5	2	4
Mr.Janardhan Krishnaprasad, Director DIN:03397294	Non-executive Independent Director	4	4	Yes	--	2	--	--
Mr.Vellayan Selvaraj, Director DIN:00052444	Non-executive Independent Director	4	3	Yes	--	2	--	--

\* includes the committees in which a director holds position as chairman

Other directorships do not include directorships of private limited companies, Section 8 companies and foreign companies. Chairmanships / memberships of board committees shall include only audit committee and stakeholders' relationship committee. None of the directors are related to any other director, except Mr.R Sarathkumar and Mrs.R Radikaa Sarathkumar being spouse.

**2. Board Committees****a) Audit Committee**

The audit committee is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the Stock Exchanges and Section 177 of the Companies Act, 2013.

Audit Committee provides direction to the audit and risk management function in the Company and monitors the quality of internal audit and it functions as per the terms of reference made to it, which, *inter-alia*, includes: overseeing the financial reporting process to ensure proper disclosure of financial statements; recommending appointment / removal of statutory auditors, fixing their remuneration, review and monitor their independence and performance; reviewing the annual financial statements before submission to the Board; review and monitor of reviewing adequacy of internal control systems, recommending appointment and remuneration of internal auditors, reviewing findings in the internal audit report, discussing the scope of audit with auditors; review and approval of transactions with related parties; review functioning of whistle blower policy, etc. The terms of reference to the audit committee is published in the website of the company.

During the financial year the Audit Committee has met four (4) times, on 30<sup>th</sup> May 2014, 8<sup>th</sup> August 2014, 14<sup>th</sup> November 2014 and 14<sup>th</sup> February 2015. Necessary quorum was present for all meetings. Minutes of each meeting was placed before

the Board and discussed. The Chief Executive Officer, Chief Financial Officer and representatives of Internal Auditors, representative of Statutory Auditors were also invited to the meetings. Company Secretary acts as secretary to the committee.

Composition of the Audit Committee and attendance during the financial year:

Name	Designation	No of meetings during the year	
		Held	Attended
Mr.A Krishnamoorthy	Chairman	4	4
Mr.R Sarathkumar	Member	4	3
Mr.J Krishnaprasad	Member	4	4
Mr.V Selvaraj	Member	4	3

All the members of the Audit committee are financially literate, and the Chairman is equipped with sound knowledge in financial management and accounting.

**b) Stakeholders' Relationship Committee**

The Company had a shareholders / investors grievance committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports, etc. The nomenclature of the said committee was changed to stakeholders' relationship committee in the light of provisions of the Companies Act, 2013 and revised clause 49 of the Listing Agreement.

During the year the committee has met once, on 30<sup>th</sup> May 2014. The requisite quorum was present for the meeting.

Composition of the Stakeholders' Relationship Committee and attendance during the year:

Name	Designation	Number of meetings during the year	
		Held	Attended
Mr.J Krishnaprasad	Chairman	1	1
Mr.R Sarathkumar	Member	1	1
Mr.V Selvaraj	Member	1	1

Chairman of the committee is a nonexecutive independent director. As on closure of the year under report, no complaint was pending.

Name, Designation and address of Compliance Officer:

Mr. Kanhu Charan Sahu  
Company Secretary  
Radaan Mediaworks India Limited  
No.10, Paul Appasamy Street, T Nagar, Chennai –17  
Phone – 04428345032; Fax – 04428345031  
Email for investor grievances – investors@radaan.tv

**c) Nomination and Remuneration Committee:**

The Company had a remuneration committee of directors, and the said committee was renamed and reconstituted as nomination and remuneration committee pursuant to the provisions of the Companies Act, 2013 and revised clause 49 of the Listing Agreement. The committee comprises of three (3) nonexecutive independent directors.

During the year the committee has met once, on 14<sup>th</sup> November 2014. The requisite quorum was present for the meeting.

Composition of the Nomination & Remuneration Committee and attendance during the year:

Name	Designation	Number of meetings during the year	
		Held	Attended
Mr.A Krishnamoorthy	Chairman	1	1
Mr.J Krishnaprasad	Member	1	1
Mr.V Selvaraj	Member	1	0

Roles and responsibilities of the nomination and remuneration committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The nomination and remuneration policy of the Company along with terms of reference to the committee is published on website of the Company. The company follows a performance based remuneration policy, which enables to attract, retain and motivate the employees to create high performance culture. Whole-time executive directors only receive regular remuneration. Mrs.R Radikaa Sarathkumar is not entitled to any remuneration as Managing Director, she receives professional fees alone for rendering services as Actor / Creative Head. The non-executive directors are incentivized by payment of sitting fees for attending board / committee meetings.

Details of payments to the directors for financial year ended 31<sup>st</sup> March 2015:

Name	Professional Fees / Remuneration in (Rs)	Sitting fees in (Rs)
Ms. R. Radikaa Sarathkumar	1,75,50,000	NIL
Mr.R.Sarathkumar	21,00,000	NIL
Mr.A Krishnamoorthy	NIL	1,50,000
Mr.J Krishna Prasad	NIL	1,60,000
Mr.V Selvaraj	NIL	1,20,000

**d) Risk Management Committee**

The board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

During the year, one meetings of the risk management committee was held on 14<sup>th</sup> February 2015. The composition of the risk management committee and details of the meetings attended by its members are given below:

Name	Designation	No of meetings during the year	
		Held	Attended
Mr.A Krishnamoorthy	Chairman	1	1
Mr.V Selvaraj	Member	1	1
Mr.J Krishnaprasad	Member	1	1
Mr.R Sarathkumar	Member	1	1



### 3. General Body Meeting

#### a) Details of last three Annual General Meeting:

Year	Date	Time	Venue
2014	29 <sup>th</sup> September 2014	10.00A.M.	Guindy Lodge Madras Race Club, Guindy, Chennai
2013	27 <sup>th</sup> September 2013	10.00A.M.	Guindy Lodge Madras Race Club, Guindy, Chennai
2012	17 <sup>th</sup> September 2012	10.00A.M.	Guindy Lodge Madras Race Club, Guindy, Chennai

b) No extraordinary general meeting of the members was held during the financial year ended 2014-15

c) Details of the special resolution passed at the above stated annual general meetings:

#### At the Annual General Meeting held on 29<sup>th</sup> September 2014

- Approval for appointment of Ms. Rayane, daughter of Mrs. R Radikaa Sarathkumar, as an Executive Trainee

#### At the Annual General Meeting held on 27<sup>th</sup> September 2013

- Approval for appointment of Mr. M R Mohan Ratha, brother of Mrs. R Radikaa Sarathkumar, as Vice President – Business Development

#### At the Annual General Meeting held on 17<sup>th</sup> September 2012

- Approval for reappointment of Mrs. R Radikaa Sarathkumar as Chairperson & Managing Director for further period from 18<sup>th</sup> September 2012 to 31<sup>st</sup> March 2016
- Approval of overall limit of professional fees to be paid to Mrs. R Radikaa Sarathkumar during financial year 2013-14, 2014-15 and 2015-16
- Approval for reappointment of Mr. R Sarathkumar as Whole-time Director for further period of three years with effect from 1<sup>st</sup> April 2013

d) During the year under review, no special resolution has been passed through the exercise of postal ballot. None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

### 4. Disclosures:

#### a) Related party transactions

In the ordinary course of business, the company enters into transactions with related parties. The transactions are done at arm's length. Please refer "Related Parties Disclosure" under notes to the financial statements for details. None of the transactions was in conflict with interests of company. The board has approved a policy for relate party transactions which has been published on the Company's website.

#### b) Compliances by the company

The company has taken enough care to comply with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities. No penalties were imposed on any matter related to capital market during last three financial years.

#### c) Whistle Blower Policy

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior, same has been published in the company's website. As per the policy the Chairman of the Audit Committee is the nodal point for receiving, assessing and placing complaints before the Audit Committee, and the Audit Committee disposes the complaint on a best suitable manner either by referring to a concerned department head or any member of the Audit Committee to investigate the matter. No person has been denied access to the chairman of the audit committee. During the reporting period no complaint had been received under the policy.

#### d) Management Discussion and Analysis

A detailed Management Discussion and Analysis is published as a part of the Annual Report.

#### e) CEO/ CFO Certification

Copy of the certificate submitted to the Board by the Chairperson & Managing Director and the Chief Financial Officer under Clause 49 of the Listing Agreement is included in this Annual Report.

### 5. Means of Communication

The financial results of the Company were published in English and Tamil Newspapers, posted on the Company's website [www.radaan.tv](http://www.radaan.tv) and also disbursed through NSE and BSE.

## 6. General Shareholders Information

### a) Date, time and venue of Annual

General Meeting : Friday, 25<sup>th</sup> September 2015, 10.00 a.m., at Madras Race Club, Guindy Lodge, Guindy, Chennai - 600032

### b) Financial Calendar 2015-16

- i. First quarter (April – June) Result – by second week of August 2015
- ii. Second quarter (July – September) Result – by second week of November 2015
- iii. Third quarter (October – December) Result – by second week of February 2016
- iv. Fourth quarter (January – March) Result – by fourth week of May 2016

### c) Date of Book Closure

: 19<sup>th</sup> September 2015 to 25<sup>th</sup> September 2015 (both days inclusive)

### d) Dividend payment date

: No dividend is recommended

### e) Listing on Stock Exchanges

: Shares of the company are listed in –

- i. The National Stock Exchange of India Limited (NSE)
- ii. Madras Stock Exchange Limited

Shares of the company are also traded in the Bombay Stock Exchange Limited (BSE) under permitted category

### f) Stock Code

BSE – 590070  
NSE – RADAAN  
MSE - RADAAN

### g) Listing Fees

: Listing fees as applicable have been paid.

### h) Registered Office/Address for communication

: No.10, Paul Appasamy Street, T.Nagar, Chennai - 600 017. India.  
Phone – 04428345032; Fax – 04428345031

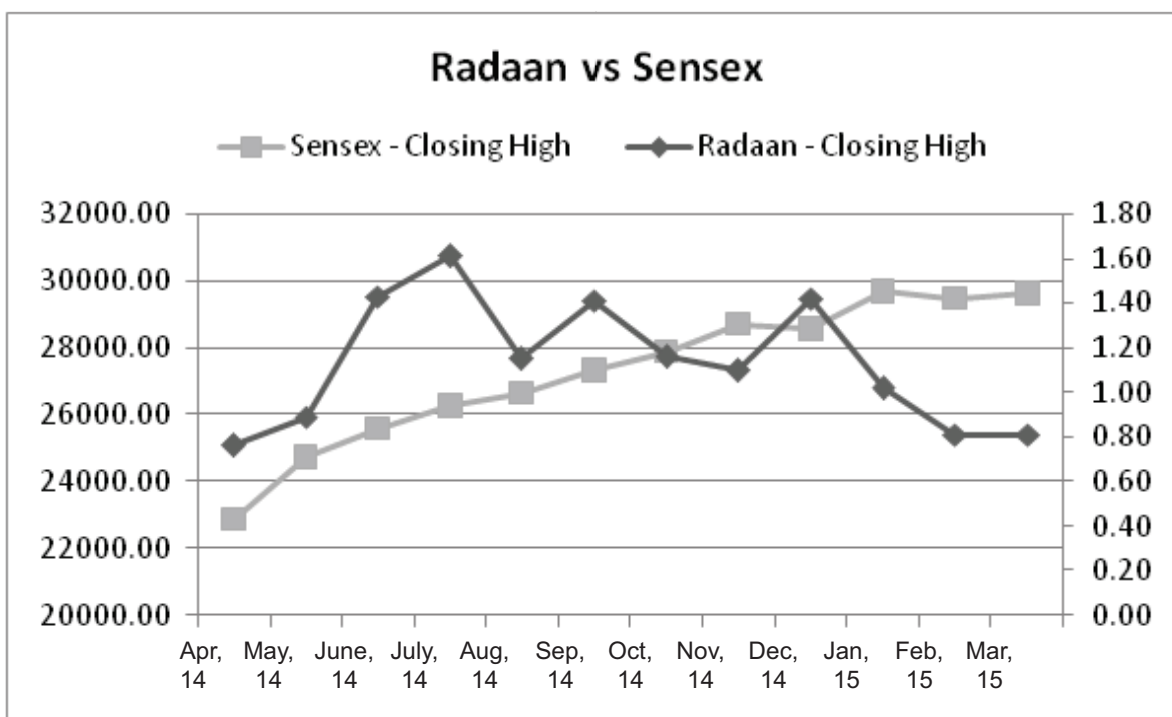
### i) Stock Market Data

Monthly high and low quotations as well as the volume of shares traded during each month from April 2014 to March 2015 on NSE and BSE :

PERIOD	BSE			NSE		
	High Price (Rs.)	Low Price (Rs.)	Total number of Shares traded	High Price (Rs.)	Low Price (Rs.)	Total number of Shares traded
April, 2014	0.77	0.60	89,586	0.70	0.55	67,590
May, 2014	0.89	0.76	1,88,808	1.10	0.65	2,85,583
June, 2014	1.43	1.07	2,76,165	1.50	1.05	4,04,950
July, 2014	1.68	1.10	2,07,658	1.65	1.30	3,13,311
August, 2014	1.20	0.93	71,296	1.35	1.10	73,305
September, 2014	1.48	0.96	1,18,890	1.50	1.10	4,03,334
October, 2014	1.21	0.96	95,012	1.30	1.00	20,425
November, 2014	1.15	0.92	42,278	1.10	0.90	1,17,734
December, 2014	1.42	1.00	9,551	1.20	0.90	16,360
January, 2015	1.02	0.78	87,244	1.10	0.90	24,082
February, 2015	0.81	0.68	36,253	0.90	0.70	25,944
March, 2015	0.81	0.63	88,448	0.85	0.50	28,614

Sources: www.bseindia.com; www.nseindia.com

j) Performance in comparison to Stock Exchange Indexes (closing high)



k) Registrar & Share Transfer Agent : M/s. Cameo Corporate Services Limited,  
Subramanian Building,  
No.1, Club House Road,  
Chennai – 600002  
Phone No.+91-44-28460390/91/92/93/94  
Fax No. +91-44-2846 0129  
e-mail – cameo@cameoindia.com

l) Share Transfer System

Transfer of shares held in electronic form is done through depositories without involvement of the company. In case of transfer of share held in physical form, the transfer documents can be lodged with the company's Registrar and Share Transfers Agents at the given address. If the documents lodged are complete in all respects, transfer of shares held in physical form, are normally effected within 15 days from the date of lodgment.

m) Shareholdings as on 31<sup>st</sup> March 2015

i) Distribution of shareholding:

Shareholding	Shareholders		Shares	
	Number	Percentage	Number	Percentage
Upto 2500	10234	88.445	5802002	10.712
2501 – 5000	700	6.050	2745990	5.070
5001 – 10000	336	2.904	2593502	4.789
10001 – 15000	110	0.951	1379562	2.547
15001 – 20000	53	0.458	961915	1.776
20001 – 25000	30	0.259	694187	1.282
25001 – 50000	58	0.501	1991143	3.676
50001 and above	50	0.432	37993239	70.148
Total	11571	100.000	54161540	100.000

## ii) Category-wise Shareholding Pattern:

Category	No of shares	Voting Strength (%)
Promoters & Promoters Group	2,78,49,790	51.42
Foreign Institutional Investors	1,50,000	0.28
Bodies Corporate	67,64,205	12.49
NRIs/ OCBs/ Foreign Nationals	2,76,395	0.51
Individuals and others general public	1,91,21,150	35.30
TOTAL	5,41,61,540	100.00

## iii) Shareholding by directors/ promoters :

Name	Number of shares	Percentage
Mrs. R Radikaa Sarathkumar	2,78,49,790	51.42
Mr.R Sarathkumar	Nil	0
Mr.A Krishnamoorthy	Nil	0
Mr.J Krishna Prasad	Nil	0
Mr. V Selvaraj	Nil	0
Total	2,78,49,790	51.42

## n) Dematerialization of Shares and Liquidity

Equity shares of the company are regularly traded on NSE and BSE in electronic form. As on 31<sup>st</sup> March 2015 total no of shares in dematerialized form was 5,39,83,856 representing 99.67% of the total share capital. These shares are available for trading on both the depositories in India viz. National Securities Depository Limited and Central Depositories Services (India) Limited. The International Securities Identification Number (ISIN) allotted to equity shares of the company is INE874F01027.

## o) Green Initiative in Corporate Governance

Ministry of Corporate Affairs ("MCA") vide its circulars dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 has taken a "Green Initiative in the Corporate Governance", thereby allowing companies to serve documents to its shareholders through electronic mode. Your Company supports the initiative for environment conservation. Accordingly, henceforth, documents such as notices of general meeting(s), annual report and other communications to the shareholders shall be sent through e-mail. Please note that all such documents shall be available on the Company's website [www.radaan.tv](http://www.radaan.tv) and shall also be kept open for inspection at the registered office of the Company during office hours.

## p) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The company has not issued any Global depository receipt / American Depository Receipt / warrant or any convertible instrument which is likely to have impact on the company's equity.

## q) Plant Locations

The Company is into Media and Entertainment Industry and operates from its Registered office at No.10, Paul Appasamy Street, T. Nagar, Chennai – 600017

For and on behalf of the Board

For and on behalf of the Board of Director  
-sd-

Chennai  
14<sup>th</sup> August 2015

R Radikaa Sarathkumar  
Chairperson & Managing Director



**Declaration pursuant to Clause 49 of the Listing Agreement regarding adherence to the Code of Conduct by the Board Members and Senior Management Personnel**

This is to confirm that the company had adopted a Code of Conduct for its board members and senior employees including the Managing Director and Executive Directors. The Code is available on the Company's website.

I confirm that the Company has in respect of the financial year ended 31<sup>st</sup> March 2015, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Chennai  
14<sup>th</sup> August 2015

-sd-  
R.Radikaa Sarathkumar  
Chairperson & Managing Director

## AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

We have examined compliance of conditions of Corporate Governance by M/s.Radaan Mediaworks India Limited for the year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievances were pending for a period exceeding one month against the company as per the records maintained by the Stakeholders' Relationship Committee.

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

For CNGSN & ASSOCIATES LLP  
Chartered Accountants  
F.R.No.004915S

Place : Chennai  
Dated : 26<sup>th</sup> May 2015

**Certification by the Chairperson & Managing Director  
and the Chief Financial Officer**

To,

The Board of Directors,  
Radaan Mediaworks India Limited

We, R Radikaa Sarathkumar, Chairperson & Managing Director and M. Kaviramani, Chief Financial Officer of M/s. Radaan Mediaworks India Limited, certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2015 and that to the best of our knowledge and belief:
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements together present a true and fair view of the company's affairs and are in compliance with applicable accounting standards, laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting. This is monitored by Internal Audit, which encompasses the examination and evaluation of the adequacy and effectiveness of internal control systems of the company pertaining to financial reporting. Internal Audit reports significant issues to the Audit Committee. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weaknesses.
4. We indicate to the Auditors and the Audit committee:
  - a) significant changes in internal control over financial reporting during the year;
  - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

-sd-	-sd-
R. Radikaa Sarathkumar	M. Kavirimani
Chairperson & Managing Director	Chief Financial Officer
Chennai	
26 <sup>th</sup> May 2015	

# INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS

## To the Members of RADAAN MEDIAWORKS INDIA LIMITED Report on the Financial Statements

We have audited the accompanying financial statements of **RADAAN MEDIAWORKS INDIA LIMITED** ("the Company"), which comprise the Balance sheet as at 31<sup>st</sup> March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statement

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act 2013 ("the Act") with respect to 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 principles generally accepted in India, including Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing under section 143(10) of the Act. 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 judgement, including the assessment of the risks of material misstatements 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 of the financial statements that give a true and fair view 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 Company's Directors, as well as evaluating the overall presentation of 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 aforesaid 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, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:

- a. We have sought and 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 specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014; and
- e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
- f. With respect to other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations provided to us :
  - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements—Refer Note 2.38 to the financial statements;
  - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For CNGSN & ASSOCIATES LLP  
Chartered Accountants  
F.R.No.004915S

-sd-

Place : Chennai  
Dated : 26<sup>th</sup> May, 2015

C N GANGADARAN  
Partner  
Memb.No.11205

**Annexure to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March 2015, we report that:

## 1. In respect of its Fixed Assets:

- The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- All the assets have been physically verified by the management during the year and according to the information and explanations given to us, there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

## 2. In respect of its inventories:

- The inventories have been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
- In our opinion and according to the information and explanations given to us, the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.

## 3. In our opinion, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

## 4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets, inventory and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the internal control system.

## 5. The Company has not accepted deposits from the public, and hence the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed there under are not applicable.

## 6. Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company.

## 7. In respect of statutory dues:

- According to the information and explanations given to us, and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues, including Provident Fund, Employees State Insurance Scheme, Income Tax, Service Tax and other material statutory dues as applicable,

have during the year been regularly deposited by the Company with the appropriate authorities. There are no undisputed amounts in excess of 6 months that remain unpaid.

## b. Unpaid disputed taxes are as follows:-

Nature of Dues	Amount Rs.	Period to which the amount relates (Fin. year)	Forum where dispute is pending
Service tax	19,30,27,340	Oct 2004 - Sep 2007	CESTAT, Chennai
	4,68,55,299	Oct 2007 - Sep 2010	-do-
	3,60,84,169	Oct 2010 - Sep 2012	-do-
Sales tax	48,40,18,098	April 2001 to March 2006	Rs.2,28,60,665 before Appellate Deputy Commissioner (CT) Rs.46,11,57,433 - interim stay granted earlier by Hon'ble High Court of Madras is made absolute vide order dated 19.11.2014.

- According to the information and explanations given to us, there are no amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

8. The company does not have accumulated losses as at 31<sup>st</sup> March, 2015; it has not incurred any cash losses during the financial year ended on that date or in the immediately preceding financial year.

## 9. Based on our audit procedures and on the information and explanations given by management, we are of opinion that the company has not defaulted in repayment of dues to Financial Institutions or bank or debenture holders.

## 10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

## 11. According to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.

## 12. According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

For CNGSN & ASSOCIATES LLP  
Chartered Accountants  
F.R.No.004915S

-sd-

C N GANGADARAN  
Partner  
Memb.No.11205

Place : Chennai  
Dated : 26<sup>th</sup> May 2015

# STANDALONE BALANCE SHEET

PARTICULARS	NOTE	AS AT 31.03.2015 (Amt in Rs.)	AS AT 31.03.2014 (Amt in Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2.1	10,83,23,080	10,83,23,080
(b) Reserves and Surplus	2.2	8,17,70,144	7,17,87,396
<b>(2) Non-Current Liabilities</b>			
(a) Long term Borrowings	2.3	79,60,774	1,54,582
(b) Deferred Tax Liabilities	2.4	47,00,212	47,82,515
(c) Other Long term Liabilities	2.5	5,14,78,313	5,07,90,745
<b>(3) Current Liabilities</b>			
(a) Short term Borrowings	2.6	5,02,87,367	6,89,13,040
(b) Trade Payables	2.7	1,27,15,972	1,58,57,006
(c) Other Current Liabilities	2.8	72,72,326	98,04,352
<b>Total</b>		<b>32,45,08,188</b>	<b>33,04,12,716</b>
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	2.9	3,08,84,213	3,04,81,842
(ii) Intangible Assets	2.9	3,00,000	6,00,000
(iii) Capital Work-in-progress	2.9	-	-
(b) Non-Current Investments	2.10	84,41,000	84,41,000
(c) Long-term Loans and Advances	2.11	7,77,45,092	7,03,45,261
(d) Other non-current Assets	2.12	9,55,02,599	9,65,69,791
<b>(2) Current Assets</b>			
(a) Inventories	2.13	1,90,88,574	1,79,85,269
(b) Trade Receivables	2.14	8,31,47,222	6,79,36,609
(c) Cash and Cash equivalents	2.15	41,16,661	3,05,14,377
(d) Short-term loans and advances	2.16	52,82,827	75,38,567
(e) Other Current Assets	2.17	-	-
<b>Total</b>		<b>32,45,08,188</b>	<b>33,04,12,716</b>

Significant accounting policies and notes on accounts 1 & 2

On behalf of the Board of Directors

-sd-  
**R.Radikaa Sarathkumar**  
Chairperson & Managing Director

-sd-  
**A.Krishnamoorthy**  
Director

-sd-  
**M.Kaviramani**  
Chief Financial Officer

-sd-  
**Kanhu Charan Sahu**  
Company Secretary

As per our report attached  
For M/s.CNGSN & ASSOCIATES LLP  
Chartered Accountants  
F.R.No:004915S

-sd-  
**C.N.Gangadaran**  
Partner  
Membership No: 11205

Place: Chennai  
Date : 26<sup>th</sup> May 2015



## STANDALONE PROFIT AND LOSS STATEMENT

PARTICULARS	NOTE	YEAR ENDED 31/03/2015 (Amt in Rs.)	YEAR ENDED 31/03/2014 (Amt in Rs.)
<b>INCOME</b>			
Revenue from Teleserial / Films / Events & Shows / Digital Income	2.18	35,54,33,274	29,77,58,147
Other Income	2.19	8,60,711	33,12,402
<b>Total Income - A</b>		<b>35,62,93,985</b>	<b>30,10,70,549</b>
<b>EXPENDITURE</b>			
Expenses on Tele-serials, events etc.,	2.20	29,83,49,813	23,82,16,300
Changes in Inventories & Work-in-progress	2.21	(11,03,305)	9,27,502
Employee Benefit Expenses	2.22	1,45,69,067	1,64,83,445
Other expenses	2.23	1,55,88,900	1,89,41,625
Finance Cost	2.24	1,08,60,268	1,12,92,654
Depreciation and amortization Expenses	2.09	64,44,019	62,01,930
<b>Total Expenditure - B</b>		<b>34,47,08,762</b>	<b>29,20,63,456</b>
Profit Before Exceptional Items & Tax (A - B)		1,15,85,223	90,07,093
Exceptional Items		-	-
Profit Before Extraordinary Items		1,15,85,223	90,07,093
Extraordinary Items		-	-
Profit Before Tax		1,15,85,223	90,07,093
Tax Expenses : (1) Current Tax		2,95,541	-
(2) Deferred Tax		(82,303)	(12,51,142)
Profit After Tax		1,13,71,985	1,02,58,235
Extraordinary item (net of tax expense)		-	-
Net Profit / (Loss)		1,13,71,985	1,02,58,235
Earnings per Equity Share:	2.25		
(1) Basic		0.21	0.19
(2) Diluted		0.21	0.19
Significant accounting policies and notes on accounts 1 & 2			

On behalf of the Board of Directors

-sd-  
**R.Radikaa Sarathkumar**  
Chairperson & Managing Director

-sd-  
**A.Krishnamoorthy**  
Director

-sd-  
**M.Kaviramani**  
Chief Financial Officer

-sd-  
**Kanhu Charan Sahu**  
Company Secretary

As per our report attached  
For M/s.CNGSN & ASSOCIATES LLP  
Chartered Accountants  
F.R.No:004915S

-sd-  
**C.N.Gangadaran**  
Partner  
Membership No: 11205

Place: Chennai  
Date : 26<sup>th</sup> May 2015

# STANDALONE CASH FLOW STATEMENT

PARTICULARS	YEAR ENDED 31-03-2015 (Amount in Rs.)		YEAR ENDED 31-03-2014 (Amount in Rs.)	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Profit before Tax		1,15,85,223		90,07,093
Add: Finance Charges	1,08,60,268		1,12,92,654	
Depreciation	64,44,019		62,01,930	
Loss on sale of fixed assets	12,43,080	1,85,47,367	-	1,74,94,584
		3,01,32,590		2,65,01,677
Less: Interest Received	526		541	
Dividend Received	-		3,660	
Profit on sale of fixed assets	-	526	89,522	93,723
Operating Profit before Working Capital Changes		3,01,32,064		2,64,07,954
(Increase) / Decrease in Inventories & Work In Progress	(11,03,305)		86,25,159	
(Increase) / Decrease in Trade Receivables	(1,52,10,613)		2,70,52,032	
(Increase) / Decrease in Value of FCTS/Teleserial rights and staff benefit plans	10,67,192		(15,35,114)	
Increase / (Decrease) in marketing advance & staff plan obligations in long term liabilities	6,87,568		(1,96,83,896)	
(Increase) / Decrease in Loans & Advances	(76,95,372)		(69,45,234)	
(Increase) / Decrease in Short term Loans & Advances & Other Current Assets	22,55,740		(50,93,508)	
Increase / (Decrease) in Trade Payables	(31,41,034)		72,63,984	
Increase / (Decrease) in Current Liabilities	(25,32,026)	(2,56,71,850)	(17,22,365)	79,61,059
<b>Cash Generated from Operating Activities (A)</b>		<b>44,60,214</b>		<b>3,43,69,013</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
<b>Cash Outflow</b>				
Purchase of Fixed Assets	(1,26,78,708)		(21,22,372)	
Investment in equity capital of subsidiary company	-		(9,35,000)	
<b>Cash Inflow</b>				
Sales proceeds of Fixed Assets	35,00,000		2,60,000	
Interest Received	526		541	
Dividend Received	-		3,660	
<b>Net Cash from Investing Activities (B)</b>		<b>(91,78,182)</b>		<b>(27,93,171)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase / (Decrease) in Bank Borrowings - Term Loan	78,06,192		(17,71,442)	
Increase / (Decrease) in Other Secured Loans - Working Capital	(1,86,25,673)		67,91,820	
Finance Charges	(1,08,60,268)		(1,12,92,654)	
<b>Net Cash from Financing Activities (C)</b>		<b>(2,16,79,749)</b>		<b>(62,72,276)</b>
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>(2,63,97,717)</b>		<b>2,53,03,566</b>
Cash & Cash Equivalents at the beginning of the year		3,05,14,377		52,10,811
Cash & Cash Equivalents at the end of the year		41,16,661		3,05,14,377
<b>Net Increase / (Decrease) in Cash &amp; Cash equivalents</b>		<b>(2,63,97,717)</b>		<b>2,53,03,566</b>
Note: The above cash flow statement has been prepared under the indirect method as set out in the Accounting Standard 3 issued by the Institute of Chartered Accountants of India on Cash Flow Statements.				

On behalf of the Board of Directors

-sd-  
**R.Radikaa Sarathkumar**  
Chairperson & Managing Director

-sd-  
**A.Krishnamoorthy**  
Director

-sd-  
**M.Kaviramani**  
Chief Financial Officer

-sd-  
**Kanhu Charan Sahu**  
Company Secretary

As per our report attached  
For M/s.CNGSN & ASSOCIATES LLP  
Chartered Accountants  
F.R.No:004915S

-sd-  
**C.N.Gangadaran**  
Partner  
Membership No: 11205

Place: Chennai  
Date : 26<sup>th</sup> May 2015

## SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:

### 1. Significant Accounting Policies:

#### **a. Basis of Accounting and Preparation of Financial Statements:**

The Financial Statements have been prepared on historical cost convention and in accordance with the normally accepted accounting principles on a going concern basis.

#### **b. Fixed Assets:**

Fixed Assets are stated at cost less depreciation.

#### **c. Depreciation / Amortization:**

1. Depreciation on Fixed Assets is provided based on useful life of the assets in accordance with requirement of Part C of Schedule II of Companies Act, 2013.
2. Brand Equity, Goodwill and Software Library are depreciated over a period of their effective life as determined by the management not exceeding ten years from the date of acquisition.
3. Intangible assets in the nature of copyrights etc., are amortized over a period of 5 years.
4. Improvements effected on premises taken on lease are amortized over remaining period of lease.
5. Cost of Tele-Serials / Tele-Films not having any repeat telecast value and other future exploitation benefits are written off in full in the year of telecast.
6. Cost of Tele-Serials / Tele-Films / Events / Game shows having repeat telecast value and other future exploitation benefits and in respect of which the company holds right of exploitation – 80% of the cost is written off in the year of telecast and balance 20% is written off equally over the next two years calculated based on absorption method.
7. **Cost of film production:**  
In the case of exploitation rights assigned on an Outright / Minimum Guarantee basis:-
  - Entire expenditure incurred for production of the film is charged to the profit & loss account.In the case of exploitation rights held for own release or assigned on distribution basis or with a combination of outright, minimum guarantee and distribution basis:-
  - Expenditure incurred for the production of the film is charged to profit & loss account equally over the period of 3 financial years commencing from the date of release of the film(s).

#### **d. Inventories / Value of Unsold FCTs and Work-in-progress:**

Stock of unused cassettes, unsold free commercial times banked on programs telecasted are valued at cost. Work-in-progress is calculated based on absorption method valued at cost or market price whichever is less.

#### **e. Revenue Recognition:**

##### **Television content:**

Income from Tele-Serials / Tele-Films / Game shows / Events is recognized on accrual basis as per the terms of the Agreement entered into for telecasting / exploitation.

- In case of Domestic telecast, Revenue is recognized on the telecast of the concerned program.
- In case of overseas telecast, Revenue is recognized at the point, when the tapes are delivered.

##### **Film – own production:**

- **In the case of outright / minimum guarantee assignment:**  
- Income is recognized on accrual basis as per terms of agreement entered into for release / exploitation.
- **In the case of own exploitation / Distribution assignment:** - Income is recognized on receipt basis during the period of receipt.

##### **Film – Distribution:**

Distribution margin income is recognized on accrual basis as per terms of agreement entered into for release / exploitation.

#### **f. Foreign Currency Transactions:**

Transactions pertaining to income and expenditure are accounted at the rate prevailing on the date of transaction. Outstanding balances of Current Assets and Current Liabilities

relating to Foreign Currency transactions are restated in rupees by adopting the rate of exchange prevailing on the date of Balance Sheet and the resultant exchange gain / loss is recognized / written off in the Profit & Loss Account accordingly.

#### **g. Investments**

The long term investments are shown at cost in accordance with AS-13 –Accounting for Investments.

#### **h. Leave Encashment:**

Company has formalized the existing rules for leave encashment under a scheme administered by Life Insurance Corporation of India. The contributions will be made annually based on leave credit available to the employees at the end of each financial year and the Company will report its status in accordance with AS – 15 Employees Benefits issued by the Institute of Chartered Accountants of India.

#### **i. Retirement Benefits:**

Company formed a trust named 'Radaan Mediaworks India Limited Employees Group Gratuity Assurance Scheme' for the benefit of the employees and to administer the funds in respect of gratuity of employees with intent to enter into a approved scheme of group gratuity with Life Insurance Corporation of India. The contributions will be made through trust and the Company will report its status in accordance with AS – 15 – Employee Benefits issued by the Institute of Chartered Accountants of India.

#### **j. Earnings Per Share:**

The Company reports Basic and Diluted Earnings per Share (EPS) in accordance with Accounting Standard 20 - Earnings per Share - issued by the Institute of Chartered Accountants of India. The Basic / Diluted EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares (including Bonus Shares, if any) during the accounting period.

#### **k. Accounting for Taxes on Income:**

Current tax is determined on the basis of the amount of tax payable on taxable income for the year. In accordance with the Accounting Standard-22 Accounting for Taxes on Income issued by the Institute of Chartered Accountants of India, Deferred Tax is calculated at current statutory income tax rates and is recognized on timing differences between taxable income and accounting income that originated in one period and are capable of reversal in one or more subsequent periods.

#### **l. Impairment of Assets**

The Company has a policy of comparing the recoverable value with the carrying cost and charging impairment when required.

#### **m. Accounting for media receivables**

The Company has formulated a system of evaluating receivables and advances lying with marketing agencies and other significant vendors and assessing the recoverability. The recoverability thereof shall be reviewed periodically for suitable provision considered necessary. Provisions so made shall be written off from the books of account equally over a period of six years.

#### **n. Provisioning for unsold FCTs**

The Company has decided to provide as a conservative measure, a minimum of 1% on total value of sales related to Free Commercial Time (FCT) with a view to accommodate the risk involved in the value on liquidation of unsold FCTs held.

#### **o. Contingent Liabilities & Provisions**

All known liabilities & Provisions of material nature, if any, have been provided for in the accounts in accordance with AS 29 - Provisions, Contingent Liabilities & Contingent Assets.

## 2. Notes on standalone accounts

PARTICULARS	As At 31.03.2015 (Amount in Rs.)	As At 31.03.2014 (Amount in Rs.)
<b>2.1 Share Capital</b>		
<u>Authorised Capital</u>		
5,57,50,000 Equity Shares of Rs.2/- each	11,15,00,000	11,15,00,000
<u>Issued Capital</u>		
5,42,29,040 Equity Shares of Rs.2/- each	10,84,58,080	10,84,58,080
<u>Subscribed &amp; Paid-up Capital</u>		
5,41,61,540 Equity Shares of Rs. 2/- each	<b>10,83,23,080</b>	<b>10,83,23,080</b>
Of the Above:		
- 58,73,890 Shares of Rs.10 each (since subdivided) allotted for consideration other than cash as fully Paid-up		
- 6,19,898 equity shares of Rs.10 each (since subdivided) allotted as fully Paid-up Bonus Shares by way of capitalisation of profits.		
- The Company has only one class of shares referred to as equity shares having a par value of Rs.2/-. Each holder of equity shares is entitled to one vote per share.		
- The Reconciliation of the number of shares outstanding and the amount of share capital as at 31 <sup>st</sup> March 2015 and 31 <sup>st</sup> March 2014 is set below:		
Shares outstanding at the beginning & end of the year		
Number of shares	5,41,61,540	5,41,61,540
Amount	10,83,23,080	10,83,23,080
- Shares held by each shareholder holding more than 5 % shares is as follows:		
Mrs.R.Radikaa Sarathkumar	2,78,49,790 shares	2,78,49,790 shares
<b>2.2 Reserves &amp; Surplus</b>		
Securities Premium Reserve - on Equity Shares	7,53,65,634	7,53,65,634
Surplus		
Opening Balance	(35,78,238)	(1,38,36,473)
Less : Value of useful life of various assets adjusted in compliance with Schedule II of the Companies Act, 2013	(13,89,237)	-
	(49,67,475)	(1,38,36,473)
Add : Net profit after tax transferred from statement of Profit & Loss	1,13,71,985	1,02,58,235
Closing Balance	64,04,510	(35,78,238)
Total ( a + b )	<b>8,17,70,144</b>	<b>7,17,87,396</b>
<b>2.3 Long Term Borrowings</b>		
Term Loans - Secured - From Banks		
- Vehicle	79,60,774	1,54,582
Secured by hypothecation of respective assets together with personal guarantee of Chairperson & Managing Director to be repaid over 60 equated monthly instalments. (Previous year 36 equated monthly instalments)	<b>79,60,774</b>	<b>1,54,582</b>
<b>2.4 Deferred Tax Liability</b>		
The Net Deferred Tax Liability comprise of the following :		
Depreciation on Fixed Assets	53,40,458	56,97,046
Amortisation of Teleserial cost	(6,40,246)	(9,14,531)
Closing Deferred Tax Liability	<b>47,00,212</b>	<b>47,82,515</b>
Less: Opening Deferred Tax Liability	47,82,515	60,33,657
Net Deferred Tax Liability Reversed	82,303	12,51,142

The details of deferred tax liability reversal for the year are as follows:	As At 31.03.2015		As At 31.03.2014	
	Depreciation on Fixed Assets	Amortisation of Teleserial cost	Depreciation on Fixed Assets	Amortisation of Teleserial cost
As per Books of account	64,44,019	2,79,86,836	62,01,930	3,06,69,680
As per Income tax Act	53,94,923	2,87,93,794	62,30,236	2,69,60,461
Total ( A - B )	10,49,096	(8,06,958)	(28,306)	37,09,219
Reversal of Deferred Tax Liability for the year	3,56,588	(2,74,285)	(9,622)	12,60,764
Net Deferred Tax Liability Reversed	<b>82,303</b>		<b>12,51,142</b>	



PARTICULARS	As At 31.03.2015 (Amount in Rs.)	As At 31.03.2014 (Amount in Rs.)
<b>2.5 Other Long Term Liabilities</b>		
a) Advances received for Film Line production	2,18,24,640	2,18,24,640
b) Gratuity & Leave encashment Obligation (Refer Note 2.29 & 2.30)	28,23,951	25,61,382
The advances received from customers (1) on assignment of rights for sale of FCT's for various tele-serials (2) other programs are set out hereunder:		
i) Advances received from Customers	2,68,29,722	2,64,04,723
	<b>5,14,78,313</b>	<b>5,07,90,745</b>
<b>2.6 Short Term Borrowings</b>		
Secured		
Credit Limits from Bank	5,02,87,367	6,89,13,040
Secured by way of first charge on the Book Debts, Stock in trade including movable properties of the company and additionally secured by mortgage of immovable properties & Pledge of equity shares held by Chairperson & Managing Director together with personal guarantee.		
	<b>5,02,87,367</b>	<b>6,89,13,040</b>
<b>2.7 Trade Payables</b>		
Sundry creditors for expenses	1,27,15,972	1,58,57,006
	<b>1,27,15,972</b>	<b>1,58,57,006</b>
<b>2.8 Other Current Liabilities</b>		
Salaries & other employee's Benefits	14,20,297	15,93,890
Current Maturities of long-term debts		
From Banks		
- Vehicle	16,47,556	21,23,659
Provision for Expenses	12,48,906	7,85,156
Retention Money	50,000	50,000
Withholding & other taxes Payable	15,32,416	23,40,754
Advances received from distributors / suppliers	2,50,000	20,29,992
Telecast fee payable	11,23,151	8,80,901
	<b>72,72,326</b>	<b>98,04,352</b>
<b>2.10 Non Current Investments</b>		
Long Term Investment - at cost		
Trade - Unquoted		
Investments in equity instruments		
- 7,50,000 equity shares of Rs.10/- each in Celebrity Cricket League Private Limited (Refer Note 2.27)	75,00,000	75,00,000
- 20,000 equity shares of singapore dollar 1/- each in Radaan Media Ventures Pte. Ltd. (Refer Note 2.26)	9,35,000	9,35,000
Others - Quoted		
Investments in equity instruments		
600 equity shares of Rs.10/- each in Andhra Bank	6,000	6,000
Market value as on 31.03.2015 is Rs.47,400/- (Previous Year Rs.38,370/-)		
	<b>84,41,000</b>	<b>84,41,000</b>
<b>2.11 Long Term Loans &amp; Advances</b>		
Unsecured, Considered Good		
Electricity & other Deposits	7,02,438	7,00,438
Rental Deposits	16,00,000	36,14,184
Telecast fee Security Deposit with Channel	54,19,680	51,96,650
Lease Advance (Refer Note 2.28)	2,00,00,000	2,00,00,000
Other Loans & Advances		
Prepaid taxes incl. tax credits (net of provisions)	4,50,12,573	3,58,23,588
Deposits with sales tax authorities	50,10,401	50,10,401
	<b>7,77,45,092</b>	<b>7,03,45,261</b>
<b>2.12 Other Non Current Assets</b>		
a) Value of unsold FCT's (Refer significant accounting policy 1 d)		
Opening Balance	4,50,56,473	3,73,58,816
Add / (Less) : Additions / (utilisation) during the year	-	76,97,657
	4,50,56,473	4,50,56,473
Less: Provided & Written off (Refer note 2.32 a)	1,76,19,701	1,47,86,901
Closing Balance	2,74,36,772	3,02,69,572
Total a		

2.9. FIXED ASSETS SCHEDULE UNDER THE COMPANIES ACT, 2013											(Amount in Rs.)		
Sl. NO	Particulars	Useful Life in years	GROSS BLOCK			DEPRECIATION				NET BLOCK			
			As at 01.04.2014	Additions	** Deletions / Withdrawals	As at 31.03.2015	As at 01.04.2014	For the Period	Deletions / Withdrawals	As at 31.03.2015	As at 01.04.2014	As at 31.03.2015	
I. Tangible Assets													
1	Leasehold Rights & Improvements		1,49,80,180	-	-	1,49,80,180	1,01,61,617	7,60,824	-	1,09,22,441	48,18,563	40,57,739	
2	Camera Equipments	13	33,00,050	-	-	33,00,050	27,89,357	35,554	-	28,24,911	5,10,693	4,75,139	
3	Computer	3	59,27,275	2,51,925	38,676	61,40,524	43,02,654	4,13,084	-	47,15,738	16,24,621	14,24,786	
4	Software / Content Library	-	8,37,20,000	-	-	8,37,20,000	8,37,20,000	-	-	8,37,20,000	-	-	
5	Studio Bulbs	-	5,17,769	-	-	5,17,769	1,86,580	3,31,189	-	5,17,769	3,31,189	-	
6	Vehicles	8 & 10	1,20,12,661	1,18,80,880	69,29,712	1,69,63,829	30,92,830	16,29,821	17,27,855	29,94,796	89,19,831	1,39,69,033	
7	Studio Equipments	13	2,84,36,623	4,75,000	-	2,89,11,623	1,93,58,139	15,40,268	-	2,08,98,407	90,78,484	80,13,216	
8	Furniture & Fittings	10	35,80,626	47,403	42,466	35,85,563	17,55,979	5,33,039	-	22,89,018	18,24,647	12,96,545	
9	Office Equipments	5	25,05,469	12,000	3,93,082	21,24,387	9,50,333	3,71,318	-	13,21,651	15,55,136	8,02,736	
10	Airconditioner	5	10,90,335	11,500	3,26,544	7,75,291	3,56,403	2,37,513	-	5,93,916	7,33,932	1,81,375	
11	Generator	10	11,29,103	-	-	11,29,103	2,69,254	2,74,750	-	5,44,004	8,59,849	5,85,099	
12	Stabilizer & UPS	10	5,53,983	-	1,29,693	4,24,290	3,29,086	16,659	-	3,45,745	2,24,897	78,545	
		Total I	15,77,54,074	1,26,78,708	78,60,173	16,25,72,609	12,72,72,232	61,44,019	17,27,855	13,16,88,396	3,04,81,842	3,08,84,213	
II. Intangible Assets													
1	Brand Equity	-	75,00,000	-	-	75,00,000	75,00,000	-	-	75,00,000	-	-	
2	Goodwill	5	75,00,000	-	-	75,00,000	75,00,000	-	-	75,00,000	-	-	
3	IPR / Remake Rights	5	15,00,000	-	-	15,00,000	9,00,000	3,00,000	-	12,00,000	6,00,000	3,00,000	
		Total II	1,65,00,000	-	-	1,65,00,000	1,59,00,000	3,00,000	-	1,62,00,000	6,00,000	3,00,000	
	GRAND TOTAL	Total (I + II)	17,42,54,074	1,26,78,708	78,60,173	17,90,72,609	14,31,72,232	64,44,019	17,27,855	14,78,88,396	3,10,81,842	3,11,84,213	
*** Includes Rs.64,70,935 relating to vehicle sold during the year and the balance of Rs.13,89,238 adjusted against retained earnings based on the useful life of the asset in compliance with requirement of Part C of Schedule II of Companies Act, 2013.													

\*\* Includes Rs.64,70,935 relating to vehicle sold during the year and the balance of Rs.13,89,238 adjusted against retained earnings based on the useful life of the asset in compliance with requirement of

Part C of Schedule II of Companies Act, 2013.

PARTICULARS	As At 31.03.2015 (Amount in Rs.)	As At 31.03.2014 (Amount in Rs.)
b) Tele-serial Rights (Refer significant accounting policy c 6)		
Opening	4,14,67,071	4,51,76,290
Add : 20% to be written off equally over next two years	2,87,93,794	2,69,60,461
Less : Proportionate amount to be written off relating earlier years	(2,79,86,836)	(3,06,69,680)
Closing	4,22,74,029	4,14,67,071
c) Gratuity & Leave encashment plan assets (Refer Note 2.29 & 2.30)	31,13,194	20,98,796
d) Film Line Production - Advances	2,17,36,362	2,17,36,362
e) other assets	58,70,052	59,25,800
Less : Provisions made	49,27,810	49,27,810
Total e	9,42,242	9,97,990
(Total a+b+c+d+e)	<b>9,55,02,599</b>	<b>9,65,69,791</b>
<b>2.13 Inventories</b>		
(Refer significant accounting policy d)		
Work in progress - teleserials	1,90,88,574	1,79,85,269
	<b>1,90,88,574</b>	<b>1,79,85,269</b>
<b>2.14 Trade Receivables</b>		
Debts outstanding for a period exceeding six months		
Unsecured		
Considered Good	2,85,05,789	3,17,77,901
Considered Doubtful	3,41,76,449	4,42,10,682
	6,26,82,238	7,59,88,583
Less : Provision for Doubtful debts	2,41,42,215	3,41,76,448
Written off during the period (Refer Note 2.32 b)	1,00,34,234	1,00,34,234
Total a	2,85,05,789	3,17,77,901
Other debts		
Unsecured Considered Good	5,46,41,433	3,61,58,708
Unsecured Considered Doubtful	-	-
Total b	5,46,41,433	3,61,58,708
(Total a+b)	<b>8,31,47,222</b>	<b>6,79,36,609</b>
<b>2.15 Cash and Cash Equivalents</b>		
Cash on Hand	3,13,387	3,74,278
Balance with Banks in current Accounts	38,03,274	3,01,40,099
	<b>41,16,661</b>	<b>3,05,14,377</b>
<b>2.16 Short - Term Loans and Advances</b>		
Unsecured, Considered Good		
Loans and advances to employees	5,98,075	8,39,011
Advances to Artists	11,020	35,645
Advances to Technicians	20,000	1,50,500
Advance for teleserials production	28,98,376	-
Radaan Media Ventures Pte. Ltd #	12,63,889	10,06,713
Prepaid Insurance	-	28,056
Prepaid expenses	1,13,020	1,37,513
Advance - others	3,70,980	53,40,635
Other taxes credits	7,467	494
Total a	52,82,827	75,38,567
Unsecured, Considered doubtful		
Loans and advances to employees	6,65,003	6,65,003
Less: Provision made	6,65,003	6,65,003
# wholly owned subsidiary	-	-
Total b	-	-
(Total a+b)	<b>52,82,827</b>	<b>75,38,567</b>
<b>2.17 Other Current Assets</b>		
Line Production - Pictures	1,04,01,906	1,04,01,906
Less : Provisions made	1,04,01,906	1,04,01,906
	-	-
<b>2.18 Revenue from Teleserials / Films / Events &amp; Shows</b>	<b>Y.E.31-03-2015</b>	<b>Y.E.31-03-2014</b>
Income from teleserials / Events & shows etc.,	34,01,51,633	27,87,46,595
Digital Income	1,29,11,641	78,61,552
Re run rights	23,70,000	11,50,000
Film Revenue / Profit on sale of Film Remake rights	-	1,00,00,000
	<b>35,54,33,274</b>	<b>29,77,58,147</b>
<b>2.19 Other Income</b>		
Gain on foreign currency reinstatement	51,451	3,68,502
Profit on sale of assets	-	89,522
Dividend income from Andhra Bank	-	3,660
Training Course Income	-	18,77,380
Production Services	-	2,00,000
Other misc. Income	8,09,260	7,73,338
	<b>8,60,711</b>	<b>33,12,402</b>

PARTICULARS	As At 31.03.2015 (Amount in Rs.)	As At 31.03.2014 (Amount in Rs.)
<b>2.20 Expenses on television shows etc.,</b>		
Payments to Artists	4,61,20,244	2,78,83,636
Dubbing Charges & Artists Expenses etc.,	14,30,400	42,19,150
Telecast Charges	13,59,95,000	12,48,75,500
Art & Set Properites	35,01,501	10,20,506
Payments to Technicians	2,97,59,720	2,36,53,946
Other Production Expenses	1,10,49,778	99,44,463
Titling & Effect Charges	4,25,200	3,23,250
Batta Expenses	1,41,47,785	1,06,50,990
Costumes & Makeup	13,44,627	6,88,568
Lighting & Generator Hire Charges	40,80,009	58,37,404
Equipment Hire & Maintenance Charges	18,77,350	5,36,306
Music Composing Expenses	1,86,667	72,600
Travel, Stay & other expenses - Production	1,14,92,034	37,40,891
Vehicles Maintenance & Hire Charges	36,95,772	35,94,655
Storage devices	1,14,640	2,17,381
Unsold FCT Written off (Refer Note 2.32 a)	28,32,800	26,27,894
Production Expenses - Teleserials / Events	1,83,60,700	40,60,875
Location Rent	71,66,719	61,18,743
Catering Expenses	55,75,825	44,40,323
Amorisation of Tele Serial rights	2,79,86,836	3,06,69,680
	32,71,43,607	26,51,76,761
Less: Teleserial Expenses deferred	2,87,93,794	2,69,60,461
	<b>29,83,49,813</b>	<b>23,82,16,300</b>
<b>2.21 Changes in Inventories &amp; Work-in-progress</b>		
Opening Balance:		
Stock of cassettes	-	8,550
Work in progress - television shows	1,79,85,269	1,89,04,221
Total a	1,79,85,269	1,89,12,771
Closing Balance:		
Stock of cassettes	-	-
Work in progress - television shows	1,90,88,574	1,79,85,269
Total b	1,90,88,574	1,79,85,269
<b>(Total a - b)</b>	<b>(11,03,305)</b>	<b>9,27,502</b>
<b>2.22 Employee Benefit Expenses</b>		
Salaries	1,28,92,036	1,47,35,081
Contribution to PF & ESI and other funds	12,54,954	11,20,997
Staff Welfare	4,22,077	6,27,367
	<b>1,45,69,067</b>	<b>1,64,83,445</b>
<b>2.23 Other expenses</b>		
Salary to whole time director (Refer Note 2.33)	21,00,000	21,00,000
Insurance Charges	5,40,268	5,36,468
Loss on exchange variation	1,23,746	1,82,609
Loss on sale of Car	12,43,080	-
Other Administrative Charges	18,00,001	17,26,250
Sitting Fees	4,30,000	4,10,000
Pooja Exp	2,73,441	2,39,928
Postage, Telephone charges	10,89,063	10,50,318
Printing & Stationery	3,10,543	3,17,181
Professional & Consultancy Charges	12,43,231	11,19,156
Auditor's fees (Refer Note 2.34)	5,00,000	5,00,000
Listing fees	2,20,466	1,52,276
Rent, Rates & Taxes	18,01,418	45,05,864
Repairs & Maintenance	13,80,702	16,05,211
Traveling & Conveyance	18,66,968	14,53,765
Vehicle Maintenance	3,14,157	3,51,038
Advertisement Expenses	3,51,816	2,38,832
Training Course Expenses	-	24,52,729
	<b>1,55,88,900</b>	<b>1,89,41,625</b>
<b>2.24 Finance Cost</b>		
Interest & Finance Charges	1,07,38,458	1,10,17,221
Bank Charges	1,21,810	2,75,433
	<b>1,08,60,268</b>	<b>1,12,92,654</b>



**2.25 Earnings per Equity Share:**

Sl. No	Particulars	2014-15 (in Rs)	2013-14 (in Rs)
1	Profit / (Loss) before Extraordinary items	1,13,71,985	1,02,58,235
2	Profit / (Loss) after Extraordinary items	1,13,71,985	1,02,58,235
3	Weighted Average No. of equity shares (including bonus) for Basic/Diluted Earnings per share	5,41,61,540	5,41,61,540
4	Basic & Diluted E.P.S before extraordinary items	0.21	0.19
5	Basic & Diluted E.P.S after extraordinary items	0.21	0.19

**2.26 Subsidiary Company in Singapore**

Company had incorporated a wholly owned subsidiary company – Radaan Media Ventures Pte Limited in Singapore to engage in media & entertainment activities. During the year, company had not entered into any business transaction. As on 31-03-2015, reimbursement due payable by subsidiary was Rs.12,63,889. Pursuant to provisions of section 129(3) of the Companies Act, a statement containing salient features of the financial statements of the subsidiary company as required in the prescribed form AOC-1 is provided here below:

(a)	Name of the subsidiary	Radaan Media Ventures Pte. Ltd.	
(b)	Reporting Period	01-04-2014 to 31-03-2015	
(c)	Reporting currency and exchange rate as on the last date of the relevant financial year	Sing \$ / Rs.45.4985	
(d)	Percent of shareholding	100%	
		(in Sing \$)	(in Rs.)
(e)	Share Capital	20,000	9,09,970
(f)	Reserves & Surplus	(53,336)	(24,26,736)
(g)	Total Assets	344	15,653
(h)	Total Liabilities	33,680	15,32,419
(i)	Investments	---	----
(j)	Turnover	----	----
(k)	Profit before taxation	(6,048)	(2,81,378)
(l)	Provision for taxation	---	----
(m)	Profit after taxation	(6,048)	(2,81,378)
(n)	Proposed dividend	----	----

**2.27 Investments:**

During the year 2010 – 11, Company had entered into a share subscription agreement with Celebrity Cricket League Private Limited ('CCL') and had invested Rs.75 Lacs consists of 7,50,000 equity shares of Rs.10/- each and the same is shown at cost under the 'Non Current Investment'.

**2.28** The Company had entered into leasehold agreements with Mrs.R.Radikaa Sarathkumar, Managing Director for acquiring leasehold rights for a period of 20 years in respect of properties at No.8 & 10, Paul Appasamy Street, Chennai - 17.

The consideration for lease deposit was Rs. 200 Lakhs out of which a sum of Rs. 75 Lakhs was discharged by way of allotment of 7,50,000 equity shares of Rs. 10/- each as fully paid (since sub-divided) and out of the remaining deposit the sum of Rs.125 lacs was discharged in the form of cash. The registration formalities in respect of lease agreements are yet to be completed.

As per Accounting Standard 19 - Leases, issued by Institute of Chartered Accountants of India, the Operating Lease entered into by the Company is given below:

- a. The total of future minimum lease payments under non-cancellable operating leases for each of the following periods;
  - (i) Not later than one year – Rs.18,00,000
  - (ii) Later than one year and not later than five years – Rs.72,00,000
  - (iii) Later than five years – Rs.6,00,000 (upto july 2020)

- b. The total of future minimum sublease payments expected to be received under non-cancellable subleases at the balance sheet date – NIL
- c. Lease payments recognized in the statement of profit and loss for the period, with separate amounts for minimum lease payments and contingent rents – Rs. 18,00,000/-
- d. Sub-lease payments received (or receivable) recognized in the statement of profit and loss for the period – NIL
- e. A general description of the lessee's significant leasing arrangements including, but not limited to, the following:
  - (i) The basis on which contingent rent payments are determined – NIL
  - (ii) The existence and terms of renewal or purchase options and escalation clauses  
– Lease for period of 20 years renewable on the basis of completion of 11 months.
  - (iii) Restrictions imposed by lease arrangements, such as those concerning dividends, additional debt, and further leasing –
    - (a) Improvement to be made with the written consent of the Lessor,
    - (b) In case of vacation by lessee on its own before the expiry of the lease period, the cost of improvement made to leasehold property to be borne by the lessee.
    - (c) In the case of vacation at instance of the lessor before the expiry of the lease period, the written down value as on date of vacation to be borne by the lessor.

**2.29** The company formed a trust named 'Radaan Mediaworks India Limited Employees Group Gratuity Assurance Scheme' with intent to enter into an approved scheme of group gratuity with Life Insurance Corporation of India and to administer for the benefit of the employees. The gratuity report provided by LIC of India as at 31<sup>st</sup> March 2015 under AS-15 in respect of gratuity of employees of the Company is given below:

1. Assumption:
 

Discount Rate	-	8%
Salary Escalation	-	6%
2. Table showing changes in present value of obligation:

Particulars	(In Rupees )
Present Value of obligations as at beginning of year	18,52,152
Interest Cost	1,48,172
Current Service Cost	4,23,134
Benefits Paid (Benefits that fell due in case of resignations, death & retirements) (Enter as a negative value)	(99,147)
Actuarial (Gain) / Loss - (Balancing item)	(2,72,277)
Present Value of the Defined Benefit Obligations at March 31, 2015	20,52,034

3. Table showing changes in the fair value of plan assets:

Fair value of plan assets at beginning of year	16,94,745
Expected Return on Plan Assets	1,91,539
Contributions	5,89,115
Benefits Paid	(99,147)
Actuarial gain / (loss) on plan assets	----
Fair Value of Plan Assets at the end of year	23,76,252

4. Table showing fair value of plan assets:

Fair value of plan assets at beginning of year	16,94,745
Actual return on plan assets	1,91,539
Contributions	5,89,115
Benefits Paid	(99,147)
Fair Value of plan assets at the end of year	23,76,252
Fund status	3,24,218
Excess of actual over estimated return on plan assets	-----

## 5. Actuarial Gain / Loss recognized

Actuarial (gain) / loss on obligations	(2,72,277)
Actuarial (gain) / loss for the year – plan assets	-----
Actuarial (gain) / loss on obligations	(2,72,277)
Actuarial (gain) / loss recognized in the year	(2,72,277)

## 6. The amounts to be recognized in the balance sheet and statement of profit and loss:

Present value of obligations as at the end of year	20,52,034
Fair value of plan assets as at end of the year	23,76,252
Funded status	3,24,218
Net asset / (liability) recognized in balance sheet	3,24,218

## 7. Expenses recognized in statement of profit and loss:

Current Service cost	4,23,134
Interest Cost	1,48,172
Expected return on plan assets	(1,91,539)
Net Actuarial (gain) / loss recognized in the year	(2,72,277)
Expenses recognized in statement of profit and loss	1,07,490

**2.30 Leave Encashment:**

Company has taken an insurance policy with LIC of India for Group Leave Encashment Assurance Scheme for the benefit of employees. The report provided by LIC of India as at 31<sup>st</sup> March 2015 under AS 15 in respect of Group Leave Encashment of employees of the Company is given below:

## 1. Assumption:

Discount Rate	-	8%
Salary Escalation	-	5%

## 2. Table showing changes in present value of obligation:

Particulars	(In Rupees)
Present Value of obligations as at beginning of year	5,12,368
Interest Cost	40,989
Current Service Cost	3,26,404
Benefits Paid (Benefits that fell due in case of resignations, death & retirements) (Enter as a negative value)	(1,81,854)
Actuarial (Gain) / Loss - (Balancing item)	74,010
Present Value of the Defined Benefit Obligations at March 31, 2015	7,71,917

## 3. Table showing changes in the fair value of plan assets:

Fair value of plan assets at beginning of year	4,04,051
Expected Return on Plan Assets	63,877
Contributions	4,50,867
Benefits Paid	(1,81,854)
Actuarial gain / (loss) on plan assets	NIL
Fair Value of Plan Assets at the end of year	7,36,942

## 4. Table showing fair value of plan assets:

Fair value of plan assets at beginning of year	4,04,051
Actual return on plan assets	63,878
Contributions	4,50,867
Benefits Paid	(1,81,854)
Fair Value of plan assets at the end of year	7,36,942
Fund status	(34,975)
Excess of actual over estimated return on plan assets	NIL

## 5. Actuarial Gain / Loss recognized

Actuarial (gain) / loss on obligations	(74,010)
Actuarial (gain) / loss for the year – plan assets	NIL
Actuarial (gain) / loss on obligations	(74,010)
Actuarial (gain) / loss recognized in the year	(74,010)

## 6. The amounts to be recognized in the balance sheet and statement of profit and loss:

Present value of obligations as at the end of year	7,71,917
Fair value of plan assets as at end of the year	7,36,942
Funded status	(34,975)
Net asset / (liability) recognized in balance sheet	34,975

## 7. Expenses recognized in statement of profit and loss:

Current Service cost	3,26,404
Interest Cost	40,989
Expected return on plan assets	(63,878)
Net Actuarial (gain) / loss recognized in the year	74,010
Expenses recognized in statement of profit and loss	3,77,525

**2.31** The cost of episodes of tele-serial(s) / tele-film(s) / feature film(s) in progress or completed and pending telecast / release as on date of Balance Sheet has been considered as Work-in-progress and calculated based on absorption method and the same is valued at cost or market price, whichever is less.

**2.32** a. As per accounting policy d., the value of unsold FCT accumulated and held for more than 12 months has been classified under 2.12 Non Current Assets. As per accounting policy n. Company has so far written off a sum of Rs.1,76,19,701 which includes write off of Rs.28,32,800 for the F.Y.2014 – 15 held under Non Current Assets.

b. As per accounting policy m. Accounting for media receivables, the company has written off a sum of Rs.1,00,34,234 for the financial year 2014-15 for which provision had already been made in earlier periods. This however, has not affected the financial results for the current year.

**2.33 Managerial Remuneration:**

Particulars of salary to Whole Time Directors:

Sl. No	Name	Designation	2014-15 (in Rs.)	2013-14 (in Rs.)
1	Mr.R. Sarathkumar	Director – Operations	21,00,000	21,00,000

The overall managerial remuneration is within maximum ceiling limit laid down pursuant to section 197 read with schedule V of the Companies Act, 2013.

**2.34 Auditor's Remuneration:** (excluding Service Tax)

Sl.No.	Particulars	31.03.2015 (in Rs.)	31.03.2014 (in Rs.)
1	Audit Fee	4,00,000	4,00,000
2	Tax Audit	1,00,000	1,00,000
3	Certification fees	37,500	62,500
4	Out of pocket expenses	11,730	11,080

**2.35 Related Parties Disclosure:**

As per the Accounting Standard 18 – Related Party Disclosures issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are listed below:

a. Party(ies) having control:

Ms. R.Radikaa - Chairperson & Managing Director - Holding more than 50% of paid-up Capital

Sl. No	Name of the Person	Nature of Relationship	Amount (in Rs.)	Particulars	O/s amount payable as at 31.3.2015 (in Rs.)
1	Ms.R.Radikaa Sarathkumar	Chairperson & Managing Director	1,03,50,000 72,00,000 18,00,000	Artist Payment Creative Head payment Both in her professional capacity.  Lease Rent	39,478



b. Other related parties / key managerial personnel with whom transactions have taken place during the year.

Sl. No	Name of the Person	Nature of Relationship	Amount (in Rs.)	Particulars	O/s amount payable as at 31.3.2015 (in Rs.)
1	Mr.R.Sarathkumar	KMP Director – Operations	21,00,000	Directors' Remuneration	29,86,516
2	Mr. M.R.Mohan Ratha	Brother of Mrs.R.Radikaa Sarathkumar, Chairperson & Managing Director	9,60,000	Salary – Vice President Business Development	NIL
3	Ms.Rayane	Daughter of Mrs.Radikaa Sarathkumar, Chairperson & Managing Director	2,33,226	Salary- Executive Trainee	30,000
4	Ms.Nirosha	Sister of Mrs.Radikaa Sarathkumar, Chairperson & Managing Director	8,00,008	Artist Remuneration	1,95,002
5	Ms.Varalaxmi Sarathkumar	Daughter of Mr.R.Sarathkumar	5,55,555	Artist Remuneration	NIL
6	Mr.V.Muraliraaman	KMP – CEO	16,72,885	Salary & other benefits	77,885
7	Mr.M.Kavirmani	KMP – CFO	14,72,000	Salary & other benefits	45,978
8	Mr.Kanhu Charan Sahu	KMP – Company Secretary	8,12,000	Salary & other benefits	79,465

c. Transactions with Wholly owned subsidiary company – Radaan Media Ventures Pte Ltd, Singapore :

Particulars	Transaction during the 2014 -15		Outstanding as at 31.03.2015	
	In Rupees	In Singapore Dollar	In Rupees	In Singapore Dollar
Investment in Share Capital	NIL	NIL	9,35,000	20,000
Interest Free Loan granted	NIL	NIL	NIL	NIL
Interest Free Reimbursable Expenses	2,57,176	5,173.35	12,63,889	26,391.35

### 2.36 Segment Reporting

The company operates in the area of producing content for tele-serials, events, game shows, etc., apart from producing films, undertaking distribution activities, theatrical plays and setting up of training course comprise of acting, dance, martial arts, yoga etc., Management believes that it is not practical to provide segment disclosures relating to those costs and expenses as operational activities are intertwined and therefore, it has been decided by the management to report its functional operations under one segment - 'Media & Entertainment' with effect from April 1, 2011 and continue to report accordingly.

2.37 There are no dues to small and micro enterprises during the year ended March 2015 & March 2014.

### 2.38 Contingent Liabilities:

Sl. No.	Particulars	31.03.2015 (in Rs.)	31.03.2014 (in Rs.)
1	Claims against the company not acknowledged as debts		
	<b>Service Tax</b>		
	- October 2004 to September 2007 (inclusive of penalty of Rs.10 crore)	19,30,27,340	19,30,27,340
	- October 2007 to September 2010 (excluding penalty)	4,68,55,299	4,68,55,299
	- October 2010 to September 2012 (including of penalty of Rs.10 lacs)	3,60,84,169	3,60,84,169
	<b>Sales Tax</b>		
	- April 2001 to March 2006 (including of penalty of Rs.29,04,10,859)	48,40,18,098	48,40,18,098

#### Service Tax:

Service tax demand was contested before CESTAT, Chennai and a stay was granted without any pre-deposit condition for the period October 2004 to September 2010. In respect of service tax demand of similar nature for the period October 2010 to September 2012, an appeal has been filed before CESTAT.

**Sales Tax:**

Hon'ble High Court of Madras granted interim stay order against sales tax demand for the period 2001 – 02 to 2004 – 05 and partially for the year 2005 – 06 as prayed by the Company. Company has filed an appeal before Appellate Deputy Commissioner (CT) III, Chennai for the part of the disputed demand for the year 2005 – 06 amounting to Rs.2,28,60,665/- not covered under the stay order of Hon'ble High Court and as a condition have deposited a sum of Rs.50,10,401/-and also furnished personal bond by Chairperson & Managing Director for Rs. 1,78,50,265/- for stay of collection of tax.

Hon'ble High Court of Madras has made interim stay granted earlier as absolute stay; vide order dated 19-11-2014.

In the above referred cases, Management firmly believes that its stand is likely to be upheld in the appellate process.

**2.39** Licensed and Installed capacity - Not Applicable

**2.40 Tax Expense:**

- ♦ Minimum Alternate Tax (MAT) has been provided during the year on the resultant 'Book Profit' of the company.
- ♦ No provision is required for income tax on account of carried forward losses from the earlier years and hence not provided for.

		<u><b>31.03.2015</b></u>	<u><b>31.03.2014</b></u>
<b>2.41</b>	Earnings in Foreign Currency -	US \$ 2,67,632 Equivalent to Rs.1,62,05,627	US \$ 1,71,227 Equivalent to Rs. 1,01,76,228
	Expenditure in Foreign Currency -	US \$ 2,000 Sing Dollar 9,500 Equivalent to Rs.5,93,915	US \$ 1,930 Sing Dollar 824 Equivalent to Rs. 1,60,638

**2.42** Figures of Previous year have been re-grouped and re-classified, wherever necessary to conform to those of the current year.

**2.43** Figures have been rounded off to the nearest rupee.

**On behalf of the Board of Directors**

-sd-  
**R.Radikaa Sarathkumar**  
Chairperson & Managing Director

-sd-  
**A.Krishnamoorthy**  
Director

-sd-  
**M.Kaviramani**  
Chief Financial Officer

-sd-  
**Kanhu Charan Sahu**  
Company Secretary

**For M/s.CNGSN & ASSOCIATES LLP**  
**Chartered Accountants**  
F.R.No:004915S

-sd-  
**C.N.Gangadaran**  
Partner  
Membership No: 11205

Place: Chennai  
Date : 26<sup>th</sup> May 2015.

## INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

### To the Members of RADAAN MEDIAWORKS INDIA LIMITED

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **RADAAN MEDIAWORKS INDIA LIMITED** ("the Company") and its subsidiary (collectively referred to as 'the Group') which comprise the consolidated balance sheet as at March 31, 2015, the consolidated statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected

depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### Other Matters

We did not audit the financial statements of the subsidiary company **Radaan Media Ventures Pte. Limited** for the year ended 31<sup>st</sup> March, 2015 whose financial statements reflect total assets of Rs.15,653 as at 31<sup>st</sup> March, 2015, total revenues of Rs. Nil, as considered in the consolidated financial statements. The financial statements and other information of **Radaan Media Ventures Pte. Limited** have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of

the Act, based on the comments in the auditors' reports of the Holding company, and subsidiary company give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, none of the directors of the Group company is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group has disclosed the impact of pending litigations on its financial position in its financial statements Refer Note 2.38 and 4.25 to the financial statements
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary.

For CNGSN & ASSOCIATES LLP  
Chartered Accountants  
F.R.No.004915S

Place: Chennai  
Dated: 26<sup>th</sup> May 2015

-sd-  
C N GANGADARAN  
Partner  
Memb.No.11205

## Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the Consolidated Financial Statements of the Company and its subsidiary (collectively referred to as 'the Group') for the year ended 31<sup>st</sup> March 2015, we report that:

1. In respect of its Fixed Assets:
  - a. The Group has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b. All the assets have not been physically verified by the management during the year but, according to the information and explanations given to us, there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Group and the nature of its assets. No material discrepancies were noticed on such verification.
2. In respect of its inventories :
  - a. The inventories have been physically verified during the year by the management of the Group. In our opinion the frequency of verification is reasonable.
  - b. In our opinion and according to the information and explanations given to us, the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Group and the nature of its business.
  - c. The Group has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. In our opinion, the Group has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company, its subsidiary and the nature of its business for the purchase of fixed assets, inventory and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Group, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the internal control system.
5. The Group has not accepted deposits from the public, and hence the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of the Companies Act., 2013 and the rules framed there under are not applicable.



## 6. In respect of Cost Records:

The group has not been prescribed the maintenance of cost records by the Company under section 148 (1) of the Companies Act 2013 by the central government.

## 7. In respect of statutory dues:

- a. According to the information and explanations given to us, and on the basis of our examination of the records of the Group, amounts deducted/accrued in the books of account in respect of undisputed statutory dues, including Provident Fund, Employees State Insurance Scheme, Income Tax, Service Tax, Customs Duty and other material statutory dues as applicable, have during the year been regularly deposited by the Company with the appropriate authorities. There are no undisputed amounts in excess of 6 months that remain unpaid.

- b. (1) Unpaid disputed taxes are as follows:-

Nature of Dues	Amount Rs.	Period to which the amount relates (Fin. year)	Forum where dispute is pending
Service tax	19,30,27,340	Oct 2004 - Sep 2007	CESTAT, Chennai
	4,68,55,299	Oct 2007 - Sep 2010	-do-
	3,60,84,169	Oct 2010 - Sep 2012	-do-
Sales tax	48,40,18,098	April 2001 to March 2006	Rs.2,28,60,665 before Appellate Deputy Commissioner (CT) Rs.46,11,57,433 - interim stay granted earlier by Hon'ble High Court of Madras is made absolute vide order dated 19.11.2014.

- (2) As at 31<sup>st</sup> March, 2015 according to the records of the subsidiary company **Radaan Media Ventures Pte. Limited** there were no disputed amounts payable in Sales tax, custom duty and wealth-tax matters.

- c. According to the information and explanations given to us, there are no amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

8. The holding company does not have accumulated losses as at 31<sup>st</sup> March, 2015; it has not incurred any cash losses during the financial year ended on that date or in the immediately preceding financial year.

The subsidiary company has accumulated losses of Rs.24,39,096 as at 31<sup>st</sup> March, 2015; and it has incurred cash losses of Rs.2,81,378 during the financial year ended on that date and in the immediately preceding financial year.

9. Based on our audit procedures and on the information and explanations given by management, we are of opinion that the group has not defaulted in repayment of dues to Financial Institutions or bank or debenture holders.

10. According to the information and explanations given to us, the group has not given any guarantee for loans taken by others from banks or financial institutions.

11. In respect of term loans:

According to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained by the company.

12. According to the information and explanation given to us, no fraud on or by the Group has been noticed or reported during the year.

For CNGSN & ASSOCIATES LLP  
Chartered Accountants  
F.R.No.004915S

-sd-

C N GANGADARAN  
Partner  
Memb.No.11205

Place: Chennai  
Dated: 26<sup>th</sup> May 2015

# CONSOLIDATED BALANCE SHEET

PARTICULARS	NOTE	AS AT 31.03.2015 (Amount in Rs.)	AS AT 31.03.2014 (Amount in Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	4.1	10,83,23,080	10,83,23,080
(b) Reserves and Surplus	4.2	7,92,66,363	6,95,57,685
<b>(2) Non-Current Liabilities</b>			
(a) Long term Borrowings	4.3	79,60,774	1,54,582
(b) Deferred Tax Liabilities	4.4	47,00,212	47,82,515
(c ) Other Long term Liabilities	4.5	5,14,78,313	5,07,90,745
<b>(3) Current Liabilities</b>			
(a) Short term Borrowings	4.6	5,02,87,367	6,89,13,040
(b) Trade Payables	4.7	1,30,47,624	1,63,09,595
(c ) Other Current Liabilities	4.8	72,72,326	98,04,352
<b>Total</b>		<b>32,23,36,059</b>	<b>32,86,35,594</b>
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	4.9	3,08,84,213	3,04,81,842
(ii) Intangible Assets	4.9	3,00,000	6,00,000
(iii) Capital Work-in-progress	4.9	-	-
(b) Non-Current Investments	4.10	75,06,000	75,06,000
(c) Long-term Loans and Advances	4.11	7,77,45,092	7,03,45,261
(d) Other non-current Assets	4.12	9,55,02,599	9,65,69,791
<b>(2) Current Assets</b>			
(a) Inventories	4.13	1,90,88,574	1,79,85,269
(b) Trade Receivables	4.14	8,31,47,222	6,79,36,609
(c) Cash and Cash equivalents	4.15	41,32,314	3,06,78,968
(d) Short-term loans and advances	4.16	40,18,938	65,31,854
(e) Other Current Assets	4.17	-	-
(f) Goodwill on consolidation		11,107	-
<b>Total</b>		<b>32,23,36,059</b>	<b>32,86,35,594</b>

Significant accounting policies and notes on accounts 3 & 4

On behalf of the Board of Directors

-sd-  
**R.Radikaa Sarathkumar**  
Chairperson & Managing Director

-sd-  
**A.Krishnamoorthy**  
Director

-sd-  
**M.Kaviramani**  
Chief Financial Officer

-sd-  
**Kanhu Charan Sahu**  
Company Secretary

As per our report attached  
For M/s.CNGSN & ASSOCIATES LLP  
Chartered Accountants  
F.R.No:004915S

-sd-  
**C.N.Gangadaran**  
Partner  
Membership No: 11205

Place: Chennai  
Date : 26<sup>th</sup> May 2015

## CONSOLIDATED PROFIT AND LOSS STATEMENT

PARTICULARS	NOTE	YEAR ENDED 31/03/2015 (Amount in Rs.)	YEAR ENDED 31/03/2014 (Amount in Rs.)
Revenue from Teleserial / Films / Events & Shows /Digital Income	4.18	35,54,33,274	31,67,39,936
Other Income	4.19	8,60,711	33,12,402
<b>Total Revenue - A</b>		<b>35,62,93,985</b>	<b>32,00,52,338</b>
Expenses on Tele-serials, events etc.,	4.20	29,83,49,813	25,84,49,382
Changes in Inventories & Work-in-progress	4.21	(11,03,305)	9,27,502
Employee Benefit Expenses	4.22	1,45,69,067	1,64,83,445
Other expenses	4.23	1,58,30,735	1,98,21,950
Finance Cost	4.24	1,08,99,811	1,13,18,754
Depreciation and amortization Expenses	4.09	64,44,019	62,01,930
<b>Total Expenses - B</b>		<b>34,49,90,140</b>	<b>31,32,02,963</b>
Profit Before Exceptional Items & Tax (A - B)		1,13,03,845	68,49,375
Exceptional Items		-	-
Profit Before Tax		1,13,03,845	68,49,375
Tax Expenses : (1) Current Tax		2,95,541	-
(2) Deferred Tax		(82,303)	(12,51,142)
Profit After Tax		1,10,90,607	81,00,517
Extraordinary item (net of tax expense)		-	-
Net Profit / (Loss)		1,10,90,607	81,00,517
Earnings per Equity Share:	4.26		
(1) Basic		0.20	0.15
(2) Diluted		0.20	0.15
Significant accounting policies and notes on accounts 3 & 4			

On behalf of the Board of Directors

-sd-  
**R.Radikaa Sarathkumar**  
Chairperson & Managing Director

-sd-  
**A.Krishnamoorthy**  
Director

-sd-  
**M.Kavirmani**  
Chief Financial Officer

-sd-  
**Kanhu Charan Sahu**  
Company Secretary

**As per our report attached**  
**For M/s.CNGSN & ASSOCIATES LLP**  
**Chartered Accountants**  
F.R.No:004915S

-sd-  
**C.N.Gangadaran**  
Partner  
Membership No: 11205

Place: Chennai  
Date : 26<sup>th</sup> May 2015

# CONSOLIDATED CASH FLOW STATEMENT

PARTICULARS	YEAR ENDED 31-03-2015 (Amount in Rs.)		YEAR ENDED 31-03-2014 (Amount in Rs.)	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Profit before Tax		1,13,03,845		68,49,375
Add: Finance Charges	1,08,99,811		1,13,18,754	
Depreciation	64,44,019		62,01,930	
Loss on sale of fixed assets	12,43,080		-	
Capital reserve on investment in Subsidiary	-		13,924	
Foreign Currency Translation Reserve	21,231	1,86,08,141	-	1,75,34,608
		2,99,11,986		2,43,83,983
Less: Interest Received	526		541	
Dividend Received	-		3,660	
Profit on sale of fixed assets	-		89,522	
Profit on Sale of IPR rights	-		85,917	
Capital reserve on investment in Subsidiary	13,924		-	
Goodwill on consolidation	11,107	25,557	-	1,79,640
Operating Profit before Working Capital Changes		2,98,86,429		2,42,04,343
(Increase) / Decrease in Inventories & Work In Progress	(11,03,305)		86,25,159	
(Increase) / Decrease in Trade Receivables	(1,52,10,613)		2,70,52,032	
(Increase) / Decrease in Value of FCTS/Teleserial rights and staff benefit plans	10,67,192		(15,35,114)	
Increase / (Decrease) in marketing advance & staff plan obligations in long term liabilities	6,87,568		(1,96,83,896)	
(Increase) / Decrease in Loans & Advances	(76,95,372)		(69,45,234)	
(Increase) / Decrease in Short term Loans & Advances & Other Current Assets	25,12,916		(40,86,795)	
Increase / (Decrease) in trade payables	(32,61,970)		77,16,574	
Increase / (Decrease) in Current Liabilities	(25,32,025)	(2,55,35,609)	(17,22,365)	94,20,361
<b>Cash Generated from Operating Activities (A)</b>		<b>43,50,820</b>		<b>3,36,24,704</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
<b>Cash Outflow</b>				
Purchase of Fixed Assets	(1,26,78,708)		(21,22,372)	
Investment in equity capital of subsidiary company	-			
<b>Cash Inflow</b>				
Sales proceeds of Fixed Assets	35,00,000		2,60,000	
Interest Received	526		541	
Dividend Received	-		3,660	
<b>Net Cash from Investing Activities ( B )</b>		<b>(91,78,182)</b>		<b>(18,58,171)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase / (Decrease) in Bank Borrowings - Term Loan	78,06,192		(17,71,442)	
Increase / (Decrease) in Other Secured Loans - Working Capital	(1,86,25,673)		67,91,820	
Finance Charges	(1,08,99,811)		(1,13,18,754)	
<b>Net Cash from Financing Activities ( C )</b>		<b>(2,17,19,292)</b>		<b>(62,98,376)</b>
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>(2,65,46,654)</b>		<b>2,54,68,157</b>
Cash & Cash Equivalents at the beginning of the year		3,06,78,968		52,10,811
Cash & Cash Equivalents at the end of the year		41,32,314		3,06,78,968
<b>Net Increase / (Decrease) in Cash &amp; Cash equivalents</b>		<b>(2,65,46,654)</b>		<b>2,54,68,157</b>

Note: The above cash flow statement has been prepared under the indirect method as set out in the Accounting Standard 3 issued by the Institute of Chartered Accountants of India on Cash Flow Statements.

On behalf of the Board of Directors

-sd-

**R.Radikaa Sarathkumar**

Chairperson & Managing Director

-sd-

**A.Krishnamoorthy**

Director

-sd-

**M.Kaviramani**

Chief Financial Officer

-sd-

**Kanhu Charan Sahu**

Company Secretary

As per our report attached  
For M/s.CNGSN & ASSOCIATES LLP  
Chartered Accountants

F.R.No:004915S

-sd-

**C.N.Gangadaran**

Partner

Membership No: 11205

Place: Chennai

Date : 26<sup>th</sup> May 2015



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### I BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

##### A Basis of Preparation:

The Financial statements are prepared under historical cost convention on accrual basis in accordance with the Generally Accepted Accounting Principles (GAAP) and comply with Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

##### B Use of Estimates:

The preparation of financial statements in accordance with the generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates in the future periods.

#### II PRINCIPLES OF CONSOLIDATION:

The consolidated financial statements have been prepared in compliance with Schedule III and section 129 of the Companies Act, 2013 and 'AS 21 – Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India applying principles and procedures on the following basis:

The financial statements of subsidiaries have been combined on a line by line basis by adding together the book values of like item of assets, liabilities, income and expenditure after eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses. The cost of investments by Parent / Holding Company in a subsidiary company is less than its share of the equity of the subsidiary company is recognized as 'Capital Reserve (on Consolidation)'. Likewise, any excess cost of investments by Parent / Holding Company in a subsidiary company over the Parent's / Holding's share of equity in the subsidiary company is recognized as 'Goodwill' (on Consolidation). The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions or other events in similar circumstances and are presented to the extent possible, in the same manner as the Parent Company's financial statements.

#### III TRANSLATION TO INDIAN RUPEES:

The functional currency of the Parent Company is Indian Rupee. The functional currency of the subsidiary is Singapore Dollar. Subsidiary accounts are converted from Singapore Dollar to Indian Rupees in the following manner: All income and expense items are translated at the average rate of

exchange applicable for the year. All monetary and non-monetary assets and liabilities are translated at the closing rate as on Balance Sheet date. The equity share capital is stated at the exchange rate at the date of investment. The exchange difference arising out of the year end translation is debited or credited to Foreign Currency Translation Reserve Account and is being classified under Reserves and Surplus Account.

#### IV OTHER SIGNIFICANT ACCOUNTING POLICIES:

These are set out in the note no. 1 under notes of the standalone financial statement of Radaan Mediaworks India Limited

#### V GENERAL INFORMATION

Radaan Media Ventures Pte Ltd ('subsidiary') has been incorporated as wholly owned subsidiary of Radaan Mediaworks India Limited (Parent / Holding Company) on 21-09-2012. During the year, subsidiary has not entered into any business transaction. However, the book of accounts of the subsidiary was closed for the year ended 31.03.2015.

#### 4. Notes on consolidated accounts

PARTICULARS	As At 31.03.2015 (Amount in Rs.)	As At 31.03.2014 (Amount in Rs.)
<b>4.1 Share Capital</b>		
<u>Authorised Capital</u>		
5,57,50,000 Equity Shares of Rs.2/- each	11,15,00,000	11,15,00,000
<u>Issued Capital</u>		
5,42,29,040 Equity Shares of Rs.2/- each	10,84,58,080	10,84,58,080
<u>Subscribed &amp; Paid-up Capital</u>		
5,41,61,540 Equity Shares of Rs. 2/- each	<b>10,83,23,080</b>	<b>10,83,23,080</b>
Of the Above:		
- 58,73,890 Shares of Rs.10 each (since subdivided) allotted for consideration other than cash as fully Paid-up		
- 6,19,898 equity shares of Rs.10 each (since subdivided) allotted as fully Paid-up Bonus Shares by way of capitalisation of profits.		
- The Company has only one class of shares referred to as equity shares having a par value of Rs.2/-. Each holder of equity shares is entitled to one vote per share.		
- The Reconciliation of the number of shares outstanding and the amount of share capital as at 31 <sup>st</sup> March 2015 and 31 <sup>st</sup> March 2014 is set below:		
Shares outstanding at the beginning & end of the year		
Number of shares	5,41,61,540	5,41,61,540
Amount	10,83,23,080	10,83,23,080
- Shares held by each shareholder holding more than 5 % shares is as follows:		
Mrs.R.Radikaa Sarathkumar	2,78,49,790 shares	2,78,49,790 shares
<b>4.2 Reserves &amp; Surplus</b>		
Securities Premium Reserve - on Equity Shares	7,53,65,634	7,53,65,634
Surplus		
Opening Balance	(57,22,031)	(1,38,36,473)
Less : Value of useful life of various assets adjusted in compliance with Schedule II of the Companies Act, 2013	(13,89,237)	
	(71,11,268)	(1,38,36,473)
Add : Net profit after tax transferred from statement of Profit & Loss	1,10,90,607	81,00,517
Add : Capital reserve on account of investment in subsidiary	(13,924)	13,924
Closing Balance	<b>39,65,415</b>	<b>(57,22,031)</b>
Foreign Currency Translation Reserve		
Opening Balance	(85,917)	-
Add: Translation difference during the period	21,231	(85,917)
Closing Balance	(64,686)	(85,917)
Total (a + b + c)	<b>7,92,66,363</b>	<b>6,95,57,685</b>
<b>4.3 Long Term Borrowings</b>		
Term Loans - Secured - From Banks		
- Vehicle	79,60,774	1,54,582
Secured by hypothecation of respective assets together with personal guarantee of Chairperson & Managing Director to be repaid over 60 equated monthly instalments. (Previous year 36 equated monthly instalments)	<b>79,60,774</b>	<b>1,54,582</b>
<b>4.4 Deferred Tax Liability</b>		
The Net Deferred Tax Liability comprise of the following :		
Depreciation on Fixed Assets	53,40,458	56,97,046
Amortisation of Teleserial cost	(6,40,246)	(9,14,531)
Closing Deferred Tax Liability	<b>47,00,212</b>	<b>47,82,515</b>
Less: Opening Deferred Tax Liability	47,82,515	60,33,657
Net Deferred Tax Liability Reversed	82,303	12,51,142

4.9. FIXED ASSETS SCHEDULE UNDER THE COMPANIES ACT, 2013													(Amount in Rs.)		
Sl. NO	Particulars	Useful Life in years	GROSS BLOCK			DEPRECIATION				NET BLOCK					
			As at 01.04.2014	Additions	** Deletions / Withdrawals	As at 31.03.2015	As at 01.04.2014	For the Period	Deletions / Withdrawals	As at 31.03.2015	As at 01.04.2014	As at 31.03.2015			
I. Tangible Assets															
1	Leasehold Rights & Improvements		1,49,80,180	-	-	1,49,80,180	1,01,61,617	7,60,824	-	1,09,22,441	48,18,563	40,57,739			
2	Camera Equipments	13	33,00,050	-	-	33,00,050	27,89,357	35,554	-	28,24,911	5,10,693	4,75,139			
3	Computer	3	59,27,275	2,51,925	38,676	61,40,524	43,02,654	4,13,084	-	47,15,738	16,24,621	14,24,786			
4	Software / Content Library	-	8,37,20,000	-	-	8,37,20,000	8,37,20,000	-	-	8,37,20,000	-	-			
5	Studio Bulbs	-	5,17,769	-	-	5,17,769	1,86,580	3,31,189	-	5,17,769	3,31,189	-			
6	Vehicles	8 & 10	1,20,12,661	1,18,80,880	69,29,712	1,69,63,829	30,92,830	16,29,821	17,27,855	29,94,796	89,19,831	1,39,69,033			
7	Studio Equipments	13	2,84,36,623	4,75,000	-	2,89,11,623	1,93,58,139	15,40,268	-	2,08,98,407	90,78,484	80,13,216			
8	Furniture & Fittings	10	35,80,626	47,403	42,466	35,85,563	17,55,979	5,33,039	-	22,89,018	18,24,647	12,96,545			
9	Office Equipments	5	25,05,469	12,000	3,93,082	21,24,387	9,50,333	3,71,318	-	13,21,651	15,55,136	8,02,736			
10	Airconditioner	5	10,90,335	11,500	3,26,544	7,75,291	3,56,403	2,37,513	-	5,93,916	7,33,932	1,81,375			
11	Generator	10	11,29,103	-	-	11,29,103	2,69,254	2,74,750	-	5,44,004	8,59,849	5,85,099			
12	Stabilizer & UPS	10	5,53,983	-	1,29,693	4,24,290	3,29,086	16,659	-	3,45,745	2,24,897	78,545			
		Total I	15,77,54,074	1,26,78,708	78,60,173	16,25,72,609	12,72,72,232	61,44,019	17,27,855	13,16,88,396	3,04,81,842	3,08,84,213			
II. Intangible Assets															
1	Brand Equity	-	75,00,000	-	-	75,00,000	75,00,000	-	-	75,00,000	-	-			
2	Goodwill	5	75,00,000	-	-	75,00,000	75,00,000	-	-	75,00,000	-	-			
3	IPR / Remake Rights	5	15,00,000	-	-	15,00,000	9,00,000	3,00,000	-	12,00,000	6,00,000	3,00,000			
		Total II	1,65,00,000	-	-	1,65,00,000	1,59,00,000	3,00,000	-	1,62,00,000	6,00,000	3,00,000			
	GRAND TOTAL	Total (I + II)	17,42,54,074	1,26,78,708	78,60,173	17,90,72,609	14,31,72,232	64,44,019	17,27,855	14,78,88,396	3,10,81,842	3,11,84,213			
*** Includes Rs.64,70,935 relating to vehicle sold during the year and the balance of Rs.13,89,238 adjusted against retained earnings based on the useful life of the asset in compliance with requirement of Part C of Schedule II of Companies Act, 2013.															

\*\* Includes Rs.64,70,935 relating to vehicle sold during the year and the balance of Rs.13,89,238 adjusted against retained earnings based on the useful life of the asset in compliance with requirement of Part C of Schedule II of Companies Act, 2013.

The details of deferred tax liability reversal for the year are as follows:	As At 31.03.2015		As At 31.03.2014	
	Depreciation on Fixed Assets	Amortisation of Teleserial cost	Depreciation on Fixed Assets	Amortisation of Teleserial cost
As per Books of account	64,44,019	2,79,86,836	62,01,930	3,06,69,680
As per Income tax Act	53,94,923	2,87,93,794	62,30,236	2,69,60,461
Total ( A - B )	10,49,096	(8,06,958)	(28,306)	37,09,219
Reversal of Deferred Tax Liability for the year	3,56,588	(2,74,285)	(9,622)	12,60,764
Net Deferred Tax Liability Reversed	82,303		12,51,142	

PARTICULARS	As At 31.03.2015 (Amount in Rs.)	As At 31.03.2014 (Amount in Rs.)
<b>4.5 Other Long Term Liabilities</b>		
a) Advances received for Film Line production	2,18,24,640	2,18,24,640
b) Gratuity & Leave encashment Obligation (Refer Note 2.29 & 2.30)	28,23,951	25,61,382
The advances received from customers (1) on assignment of rights for sale of FCT's for various tele-serials (2) other programs are set out hereunder:		
i) Advances received from Customers	2,68,29,722	2,64,04,723
	<b>5,14,78,313</b>	<b>5,07,90,745</b>
<b>4.6 Short Term Borrowings</b>		
Secured		
Credit Limits from Bank	5,02,87,367	6,89,13,040
Secured by way of first charge on the Book Debts, Stock in trade including movable properties of the company and additionally secured by mortgage of immovable properties & Pledge of equity shares held by Chairperson & Managing Director together with personal guarantee.		
	<b>5,02,87,367</b>	<b>6,89,13,040</b>
<b>4.7 Trade Payables</b>		
Sundry creditors for expenses	1,30,47,624	1,63,09,595
	<b>1,30,47,624</b>	<b>1,63,09,595</b>
<b>4.8 Other Current Liabilities</b>		
Salaries & other employee's Benefits	14,20,297	15,93,890
Current Maturities of long-term debts		
From Banks		
- Vehicle	16,47,556	21,23,659
Provision for Expenses	12,48,906	7,85,156
Retention Money	50,000	50,000
Withholding & other taxes Payable	15,32,416	23,40,754
Advances received from distributors / suppliers	2,50,000	20,29,992
Telecast fee payable	11,23,151	8,80,901
	<b>72,72,326</b>	<b>98,04,352</b>
<b>4.10 Non Current Investments</b>		
Long Term Investment - at cost		
Trade - Unquoted		
Investments in equity instruments		
7,50,000 equity shares of Rs.10/- each in Celebrity Cricket League Private Limited (Refer Note 2.27)	75,00,000	75,00,000
Others - Quoted		
Investments in equity instruments		
600 equity shares of Rs.10/- each in Andhra Bank	6,000	6,000
Market value as on 31.03.2015 is Rs.47,400/- (Previous Year Rs.38,370/-)		
	<b>75,06,000</b>	<b>75,06,000</b>
<b>4.11 Long Term Loans &amp; Advances</b>		
Unsecured, Considered Good		
Electricity & other Deposits	7,02,438	7,00,438
Rental Deposits	16,00,000	36,14,184
Telecast fee Security Deposit with Channel	54,19,680	51,96,650
Lease Advance (Refer Note 2.28)	2,00,00,000	2,00,00,000
Other Loans & Advances		
Prepaid taxes incl. tax credits (net of provisions)	4,50,12,573	3,58,23,588
Deposits with sales tax authorities	50,10,401	50,10,401
	<b>7,77,45,092</b>	<b>7,03,45,261</b>



PARTICULARS	YEAR ENDED 31-03-2015 (Amount in Rs.)		YEAR ENDED 31-03-2014 (Amount in Rs.)	
<b>4.12 Other Non Current Assets</b>				
a) Value of unsold FCT's (Refer significant accounting policy 1 d)				
Opening Balance		4,50,56,473		3,73,58,816
Add / (Less) : Additions / (utilisation) during the year		-		76,97,657
		4,50,56,473		4,50,56,473
Less: Provided & Written off (Refer Note 2.32 a)		1,76,19,701		1,47,86,901
Closing Balance <b>Total a</b>		2,74,36,772		3,02,69,572
b) Tele-serial Rights (Refer significant accounting policy c 6)				
Opening Balance	4,14,67,071		4,51,76,290	
Add : 20% to be written off equally over next two years	2,87,93,794		2,69,60,461	
Less : Proportionate amount to be written off relating earlier years	(2,79,86,836)		(3,06,69,680)	
<b>Total b</b>		4,22,74,029		4,14,67,071
c) Gratuity & Leave encashment plan assets (Refer Note 2.29 & 2.30) <b>Total c</b>		31,13,194		20,98,796
d) Film Line Production - Advances <b>Total d</b>		2,17,36,362		2,17,36,362
e) other assets	58,70,052		59,25,800	
Less : Provisions made	49,27,810		49,27,810	
<b>Total e</b>		9,42,242		9,97,990
<b>(Total a+b+c+d+e)</b>		<b>9,55,02,599</b>		<b>9,65,69,791</b>
<b>4.13 Inventories</b> (Refer significant accounting policy d)				
Work in progress - teleserials		1,90,88,574		1,79,85,269
		<b>1,90,88,574</b>		<b>1,79,85,269</b>
<b>4.14 Trade Receivables</b>				
Debts outstanding for a period exceeding six months				
Unsecured				
Considered Good	2,85,05,789		3,17,77,901	
Considered Doubtful	3,41,76,449		4,42,10,682	
	6,26,82,238		7,59,88,583	
Less : Provision for Doubtful debts	2,41,42,215		3,41,76,448	
Written off during the period (Refer Note 2.32 b)	1,00,34,234	2,85,05,789	1,00,34,234	3,17,77,901
Other debts				
Unsecured Considered Good	5,46,41,433		3,61,58,708	
Unsecured Considered Doubtful	-		-	
	5,46,41,433		3,61,58,708	
Less : Written off during the period	-	5,46,41,433	-	3,61,58,708
		<b>8,31,47,222</b>		<b>6,79,36,609</b>
<b>4.15 Cash and Cash Equivalents</b>				
Cash on Hand		3,13,387		3,78,928
Balance with Banks in Current Accounts		38,18,927		3,03,00,040
		<b>41,32,314</b>		<b>3,06,78,968</b>
<b>4.16 Short - Term Loans and Advances</b>				
Unsecured, Considered Good				
Loans and advances to employees	5,98,075		8,39,011	
Advances to Artists	11,020		35,645	
Advances to Technicians	20,000		1,50,500	
Advance for teleserials production	28,98,376		-	
Prepaid Insurance	-		28,056	
Prepaid expenses	1,13,020		1,37,513	
Advance - others	3,70,980		53,40,635	
Other taxes credits	7,467	40,18,938	494	65,31,854
Unsecured, Considered doubtful				
Loans and advances to employees	6,65,003		6,65,003	
Less: Provision made	6,65,003	-	6,65,003	-
		<b>40,18,938</b>		<b>65,31,854</b>
<b>4.17 Other Current Assets</b>				
Line Production - Pictures		1,04,01,906		1,04,01,906
Less : Provisions made		1,04,01,906		1,04,01,906
		-		-

PARTICULARS	As At 31.03.2015 (Amount in Rs.)	As At 31.03.2014 (Amount in Rs.)
<b>4.18 Revenue from Teleserials / Films / Events &amp; Shows</b>		
Income from teleserials / Events & shows etc.,	34,01,51,633	29,88,78,384
Digital Income	1,29,11,641	78,61,552
Re run rights	23,70,000	-
Film Revenue	-	1,00,00,000
	<b>35,54,33,274</b>	<b>31,67,39,936</b>
<b>4.19 Other Income</b>		
Gain on foreign currency reinstatement	51,451	3,68,502
Profit on sale of assets	-	89,522
Dividend income from Andhra Bank	-	3,660
Training Course Income	-	18,77,380
Production Services	-	2,00,000
Other misc. Income	8,09,260	7,73,338
	<b>8,60,711</b>	<b>33,12,402</b>
<b>4.20 Expenses on television shows etc.,</b>		
Payments to Artists	4,61,20,244	3,10,42,096
Dubbing Charges & Artists Expenses etc.,	14,30,400	42,19,150
Telecast Charges	13,59,95,000	12,48,75,500
Art & Set Properites	35,01,501	10,43,458
Payments to Technicians	2,97,59,720	2,54,97,370
Other Production Expenses	1,10,49,778	1,12,46,358
Titling & Effect Charges	4,25,200	6,74,596
Batta Expenses	1,41,47,785	1,45,10,590
Costumes & Makeup	13,44,627	8,37,639
Lighting & Generator Hire Charges	40,80,009	66,61,195
Equipment Hire & Maintenance Charges	18,77,350	30,18,540
Music Composing Expenses	1,86,667	72,600
Travel, Stay & other expenses - Production	1,14,92,034	63,03,615
Vehicles Maintenance & Hire Charges	36,95,772	49,37,708
Storage devices	1,14,640	2,17,381
Unsold FCT Written off (Refer Note 2.32 a)	28,32,800	26,27,894
Production Expenses - Teleserials / Events	1,83,60,700	40,60,875
Location Rent	71,66,719	74,39,711
Catering Expenses	55,75,825	54,53,887
Amorisation of Tele Serial rights	2,79,86,836	3,06,69,680
	32,71,43,607	28,54,09,843
Less: Teleserial Expenses deferred	2,87,93,794	2,69,60,461
	<b>29,83,49,813</b>	<b>25,84,49,382</b>
<b>4.21 Changes in Inventories &amp; Work-in-progress</b>		
Opening Balance:		
Stock of cassettes	-	8,550
Work in progress - television shows	1,79,85,269	1,89,04,221
	<b>Total a</b>	<b>1,89,12,771</b>
Closing Balance:		
Work in progress - television shows	1,90,88,574	1,79,85,269
	<b>Total b</b>	<b>1,79,85,269</b>
	<b>Total a - b</b>	<b>9,27,502</b>
<b>4.22 Employee Benefit Expenses</b>		
Salaries	1,28,92,036	1,47,35,081
Contribution to PF & ESI and other funds	10,08,147	7,57,289
Staff Welfare	6,68,884	9,91,075
	<b>1,45,69,067</b>	<b>1,64,83,445</b>
<b>4.23 Other expenses</b>		
Salary to whole time director (Refer Note 2.33)	21,00,000	21,00,000
Insurance Charges	5,40,268	5,36,468
Loss on exchange variation	1,23,746	1,82,609
Loss on sale of Car	12,43,080	-
Other Administrative Charges	18,04,579	17,50,981
Sitting Fees	4,30,000	4,10,000
Pooja Exp	2,73,441	2,39,928
Postage, Telephone charges	10,89,063	10,86,228
Printing & Stationery	3,10,543	4,51,742

Professional & Consultancy Charges	13,26,969	14,15,746
Auditor's fees (Refer Note 2.34)	6,39,563	7,96,590
Listing fees	2,20,466	1,52,276
Rent, Rates & Taxes	18,15,374	45,97,123
Repairs & Maintenance	13,80,702	16,05,895
Traveling & Conveyance	18,66,968	14,53,765
Vehicle Maintenance	3,14,157	3,51,038
Advertisement Expenses	3,51,816	2,38,832
Training Course Expenses	-	24,52,729
	<b>1,58,30,735</b>	<b>1,98,21,950</b>
<b>4.24 Finance Cost</b>		
Interest & Finance Charges	1,07,38,458	1,10,17,221
Bank Charges	1,61,353	3,01,533
	<b>1,08,99,811</b>	<b>1,13,18,754</b>

**4.25** The note no.2.27 to 2.39 under notes on accounts of the stand-alone financial statement of Radaan Mediaworks India Limited is to be read along with consolidated financial statement.

**4.26** Earnings per Equity Share:

Sl. No	Particulars	2014-15 (in Rs)	2013-14 (in Rs)
1	Profit / (Loss) before Extraordinary items	1,10,90,607	81,00,517
2	Profit / (Loss) after Extraordinary items	1,10,90,607	81,00,517
3	Weighted Average No. of equity shares (including bonus) for Basic/ Diluted Earnings per share	5,41,61,540	5,41,61,540
4	Basic & Diluted E.P.S before extraordinary items	0.20	0.15
5	Basic & Diluted E.P.S after extraordinary items	0.20	0.15

**4.27** ADDITIONAL INFORMATION WITH REGARD TO SUBSIDIARY COMPANY:

a. With reference to the general instructions for the preparation of Consolidated Financial Statement of Schedule III read with Section 129 of the Companies Act, 2013, the following information is disclosed as additional information.

Name of the Parent company	Radaan Mediaworks India Limited, India.			
Name of the Subsidiary company	Radaan Media Ventures Pte. Ltd, Singapore.			
Subsidiary – Foreign	Net Assets i.e., total assets – total liabilities as at 31.03.2015		Share in Profit or Loss for the year ended 31.03.2015	
	As % of consolidated net assets	Amount (in Rs)	As % of consolidated net assets	Amount (in Rs)
1	2	3	4	5
Radaan Media Ventures Pte. Ltd, Singapore.	100%	(15,16,766)	100%	(2,81,378)

b. Exchange Rate used (Rs. Per unit of Singapore Dollar):

For Balance sheet - 45.4985

For Profit & Loss - 46.5211

**4.28** Figures have been rounded off to the nearest rupee.

**On behalf of the Board of Directors**

-sd-

**R.Radikaa Sarathkumar**

Chairperson & Managing Director

-sd-

**A.Krishnamoorthy**

Director

-sd-

**M.Kaviramani**

Chief Financial Officer

-sd-

**Kanhu Charan Sahu**

Company Secretary

**For M/s.CNGSN & ASSOCIATES LLP**

**Chartered Accountants**

F.R.No:004915S

-sd-

**C.N.Gangadaran**

Partner

Membership No: 11205

Place: Chennai

Date : 26<sup>th</sup> May 2015.

**RADAAN MEDIAWORKS INDIA LIMITED**

CIN : L92111TN1999PLC043163

Registered Office: No.10, Paul Appasamy Street, T Nagar, Chennai - 600017

Tel: 91-44-2834 5032 | Fax: 91-44-2834 5031 | Email: info@radaan.tv | Website: www.radaan.tv

**FORM OF PROXY**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**16<sup>th</sup> Annual General Meeting – 25<sup>th</sup> September 2015**

Name of the member(s)					
Registered Address					
Email ID					
Folio No / Client ID*		DP ID*		No of shares held	

*\*Applicable for investors holding shares in Electronic form.*

I/We, being a member / members of the above company hereby appoint:

Name			(signature of the Proxy)
Address			
Email ID			

*or failing him/her*

Name			(signature of the Proxy)
Address			
Email ID			

*or failing him/her*

Name			(signature of the Proxy)
Address			
Email ID			

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16<sup>th</sup> Annual General Meeting of the Company to be held on 25<sup>th</sup> September 2015 at 10.00 am, at Madras Race Club, Guindy Lodge, Guindy, Chennai - 600032 and at any adjournment thereof in respect of such resolutions as are indicated below;



Resolution No.	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1	Adoption of audited financial statements of the company on standalone and consolidated basis for the financial year ended 31st March 2015, including the balance sheet, statement of profit and loss and the reports of the auditors and directors thereon			
2	Appointment of a director in place of Mr.Ramanathan Sarathkumar (DIN: 00238601) who retires by rotation and being eligible, offers himself for reappointment			
3	Ratification of auditors appointment			
Special Business				
4	Approval of increase in remuneration of Mr.Ramanathan Sarathkumar, Whole-time Director			

Signed this ..... day of ..... 2015.

Signature (s) of Member(s)

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

Revenue  
Stamp

Notes:

1. *The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.*
2. *It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.*

**RADAAN MEDIAWORKS INDIA LIMITED**

CIN : L92111TN1999PLC043163

Registered Office: No.10, Paul Appasamy Street, T Nagar, Chennai - 600017

Tel: 91-44-2834 5032 | Fax: 91-44-2834 5031 | Email: info@radaan.tv | Website: www.radaan.tv

**ATTENDANCE SLIP**

**16<sup>th</sup> Annual General Meeting – 25<sup>th</sup> September 2015**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER  
AT THE ENTRANCE OF THE MEETING HALL

Name and Address of the attending member/proxy \_\_\_\_\_

\_\_\_\_\_

DP Id.\* \_\_\_\_\_ Client Id\* \_\_\_\_\_

\_\_\_\_\_ Folio No.\*\* \_\_\_\_\_ No. of Share(s) held \_\_\_\_\_

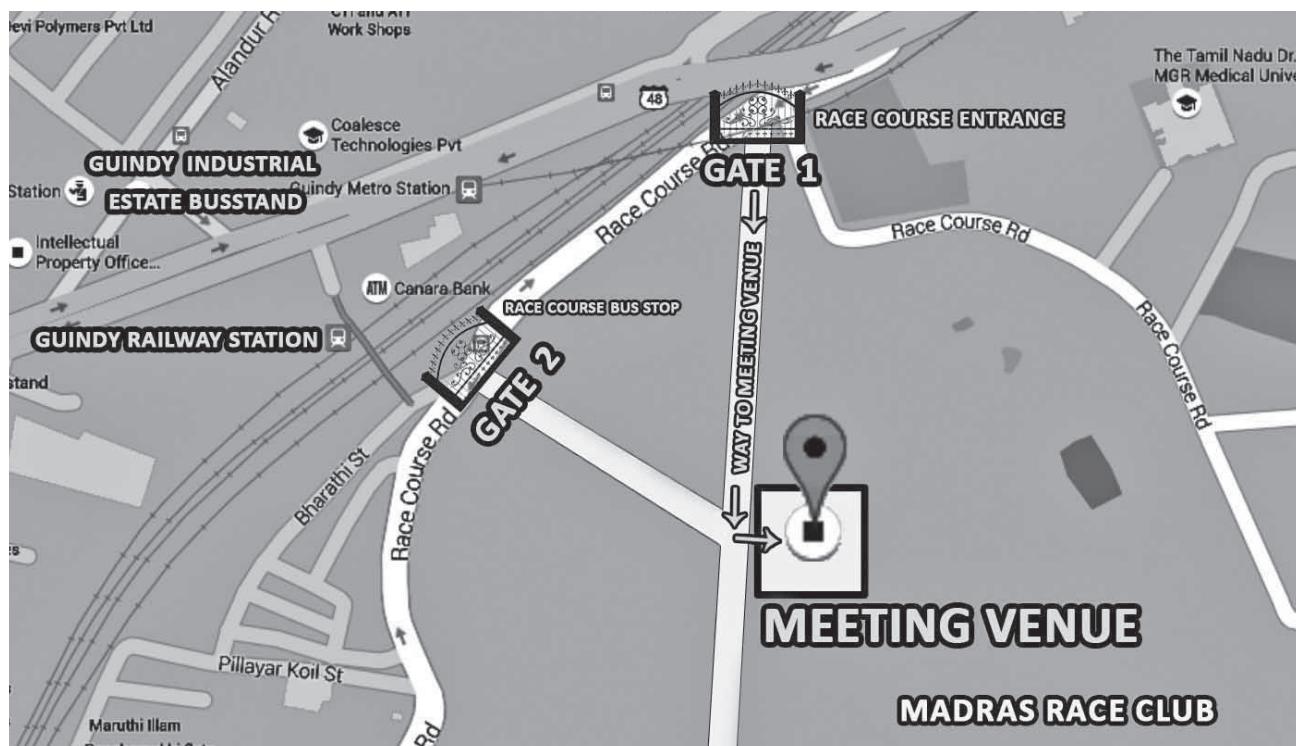
I/we hereby register my/our presence at the Sixteenth Annual General Meeting of the Company held on Friday, the 25<sup>th</sup> September 2015 at 10.00 AM at the Madras Race Club, Guindy Lodge, Guindy, Chennai 600 032.

\_\_\_\_\_  
Signature of Member/ Proxy

\*Applicable for members holding shares in electronic form.

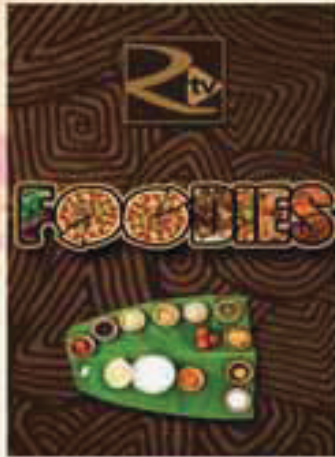
\*\* Applicable for members holding shares in physical form.

**ROUTEMAP**





## RADAAN YOUTUBE CHANNELS







**REGISTERED BOOK - POST**

If Undelivered, Please return to:  
**RADAAN MEDIAWORKS INDIA LIMITED**  
 No.10, Paul Appasamy Street, T.Nagar,  
 Chennai - 600 017, Tamil Nadu, India.  
 (P) +91 44 2834 5032 / 33 / 40  
 www.radaan.tv | E-mail: info@radaan.tv