



# நடிகவேளின் ராஜபாட்டை



**Radaan**  
mediaworks  
[www.radaan.tv](http://www.radaan.tv)

**17<sup>TH</sup> ANNUAL REPORT  
2015-2016**



## 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

**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.

Canara Bank  
Habibullah Road, Chennai - 600 017.

### 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

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## 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 130 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 was 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. He has also been a member of the Tamil Nadu Legislative Assembly for the term 2011-16.

### Mr. A.Krishnamoorthy



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



Mr.V Selvaraj, after having obtained the degree in Master of Arts in Economics from Loyola College, Chennai, 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 various Organisations.

## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Seventeenth Annual General Meeting of the company will be held on Monday, the 12<sup>th</sup> September 2016 at 10.00 a.m., at Madras Race Club, Guindy Lodge, Guindy, Chennai 600 032, 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 31st March 2016 and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT the Audited Financial Statements of the Company on standalone and consolidated basis, for the financial year ended 31st March 2016, including the Balance Sheet as at 31st March 2016, 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 (DIN: 00238601) 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 an ORDINARY RESOLUTION:

RESOLVED THAT Mr.Ramanathan Sarathkumar (DIN: 00238601), 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 an 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 eighteenth AGM of the Company to be held in the year 2017, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

### SPECIAL BUSINESS:

4. ALTERATION OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 148 with the new set of regulations 1 to 116 as submitted to the meeting, and the same be and is hereby adopted in lieu of, and to the entire exclusion of the existing Regulations."

5. REAPPOINTMENT OF MRS.R RADIKAA SARATHKUMAR AS CHAIRPERSON & MANAGING DIRECTOR

To consider and, if thought fit, to pass, with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to provisions of section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof) read with Schedule V and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such other consents and permission as may be necessary, approval of the shareholders be and is hereby accorded for the reappointment of Mrs.R Radikaa Sarathkumar (DIN: 00238371) as Chairperson & Managing Director of the Company for further period of three years from 1st April 2016 to 31st March 2019 without any remuneration, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed between the Board of Directors and Mrs.R Radikaa Sarathkumar.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to delegate all or any of its powers herein conferred to any committee of directors to give effect to this resolution"

6. REAPPOINTMENT OF MR.R SARATHKUMAR AS WHOLE-TIME DIRECTOR

To consider and, if thought fit, to pass, with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to provisions of section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof) read with Schedule V and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such other consents and permission as may be necessary, approval of the shareholders be and is hereby accorded for the reappointment of Mrs.R Sarathkumar (DIN: 00238601) as Director – Operations to hold the position as Whole-time Director of the Company for further period of three years from 1st April 2016 to 31st March 2019 at an all inclusive monthly remuneration of Rs.3,50,000/- (Rupees three lakh fifty thousand only), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed between the Board of Directors and Mr.R Sarathkumar.

RESOLVED FURTHER THAT in case of loss or inadequacy of profit in any financial year, the above said remuneration shall be paid under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to delegate all or any of its powers herein conferred to any committee of directors to give effect to this resolution.

#### 7. AUTHORISATION TO BORROW FUNDS

To consider and, if thought fit, to pass, with or without modification the following resolution as a Special Resolution:

RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180(1)(c), 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors to borrow monies from time to time, at their discretion, together with the monies already borrowed by the Company (apart from temporary loans to be obtained from the Company's bankers in the ordinary course of business) either from the Company's bankers and /or any one or more persons, entities or Financial Institutions including by issue of debentures or otherwise and whether unsecured or secured by charge, lien or pledge, mortgage and hypothecation of the Company's assets and properties whether tangible / intangible, movable or immovable, or stock-in-trade and work-in-progress / process, of the Company wherever situated, both present and future, on such terms and conditions as may be considered suitable by the Board of Directors up to a limit of Rs.50 crores (Rupees fifty crores only) irrespective of in excess of the aggregate of the paid-up capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to do all acts, deeds, matters and things as deem necessary, proper or desirable to give effect to this resolution"

By Order of the Board  
For Radaan Mediaworks India Limited

Date: 12<sup>th</sup> August 2016

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.
- The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No 3 to 7 as set out in the notice is annexed hereto.
- The Register of Members and the Share Transfer books of the company will remain closed from 06<sup>th</sup> September 2016 to 12<sup>th</sup> September 2016 (both days inclusive).
- 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.
- 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.
- 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 11.00 a.m. and 1.00 p.m. and 3.00 p.m. to 5.00 p.m. (except Saturday) prior to the date of the Meeting.
- The Notice of the AGM along with the Annual Report 2015-16 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.
- 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.
- The route map showing directions to the venue of the meeting is annexed.
- VOTING**
  - In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 also 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 Friday, 09th September 2016 (9.00 a.m. IST) and ends on Sunday, 11th September 2016 (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 05th September 2016 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:
- (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone user can download the app from the App Store and Windows Phone Store respectively. Please follow the instruction as prompted by the mobile app while voting on your mobile.

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>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>* If both 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>

## (xix) 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.

(xx) 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.

11. Details of directors seeking appointment/ re-appointment at the forthcoming annual General Meeting are provided below.

Name of the Director	Mrs.R Radikaa Sarathkumar	Mr.Ramanathan Sarathkumar
DIN	00238371	00238601
Date of Birth	21-08-1962	14-07-1954
Date of appointment on Board	18-10-2002	29-01-2005
Qualification	Degree in Home Science	B.Sc. (Math)
Expertise in specific functional area	Wide experience in media and entertainment industry	Wide experience in media and entertainment industry
List of Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	NIL
Memberships / Chairmanships of committees of other public companies	NIL	NIL
Shareholding in the company	2,78,49,790	NIL
Relationship with other directors	Spouse of Mr. R Sarath kumar	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 12<sup>th</sup> August 2016 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 29th 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 19th 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.

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.

**Item No.4:**

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and it is desirable to modify the same to give effect to the provisions of Companies Act, 2013 ("Act"). Table 'F' of the Act sets out the model articles of association for a Company limited by shares. The proposed new set of regulations 1 to 116 is based on said Table F, and will be replaced for the old set of regulations 1 to 148 and shall be adopted as new AoA of the Company. The proposed draft new AoA forms part of this Notice, and the notice is being circulated without attaching it, however the same is being uploaded on the Company's website [www.radaan.tv](http://www.radaan.tv) for perusal by the shareholders. Copy of the new AoA is available for inspection for members during office hours and members may also request for a copy of the same. The Board recommends the Resolution at Item No.4 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.

**Item No.5:**

Mrs.R.Radikaa Sarathkumar, one of the promoter directors, is an accomplished business personality and a role model in the industry, having the right blend of managerial talent, rich experience in acting and creative ability in conceptualizing, strategizing, directing and implementing successfully various entertainment related projects right from inception. The previous tenure as Chairperson & Managing Director of the company was expired on 31st March 2016. Considering the industry knowledge and vast experience she possesses, the Board of Directors at their meeting held on 13th February 2016, with recommendations of the Nomination and

Remuneration Committee, had approved her reappointment for further period of three years effective from 1st April 2016 subject to approval of shareholders.

Mrs.R.Radikaa Sarathkumar is not being paid any remuneration as Chairperson & Managing Director. However, she receives only professional fees for creative direction and acting in programs produced by the company at agreed prices.

The following may be treated as memorandum of her terms of appointment under section 190 of the Companies Act, 2013:

(a) Remuneration: Nil

(b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company

(c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(d) The Managing Director shall adhere to the Company's internal codes and policies as may be applicable from time to time.

(e) The office of the Managing Director may be terminated by the Company or by the concerned Director by giving the other 3 (three) months' prior notice in writing.

The Board recommends the Resolution at Item No.5 for approval by the Members.

Except the appointee herself and Mr.R.Sarathkumar being her spouse, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution.

**Item No.6:**

Mr.R Sarathkumar is an executive director of the company and designated as Directors – Operation, responsible for entire day to day operations. His previous tenure was ended on 31st March 2016. He was receiving all inclusive monthly gross remuneration of Rs.3,50,000/- (Rupees three lakh fifty thousand only). Considering the industry knowledge and vast experience he possesses, the Board of Directors at their meeting held on 13th February 2016, with recommendations of the Nomination and Remuneration Committee, had approved his reappointment for further period of three years effective from 1st April 2016 without any change in his remuneration, subject to approval of shareholders.

The following may be treated as memorandum of his terms of appointment under section 190 of the Companies Act, 2013:

(a) Remuneration: All inclusive monthly Rs.3,50,000/- (Rupees Three Lakh Fifty Thousand Only)

(b) The office of the Director – Operations shall be held as position of a whole-time director. He shall be responsible for day-to-day operations of the Company in coordination with the Managing Director.

(c) The Director – Operations shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(d) The Director – Operations shall adhere to the Company's internal codes and policies as may be applicable from time to time.

(e) The office of the Director – Operations may be terminated by the Company or by the concerned Director by giving the other 3 (three) months' prior notice in writing.

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 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.3,89,20,327/- (during the financial year ended 31st March 2016)
(5)	Foreign Investment or collaboration	Investment in equities of wholly owned subsidiary in Singapore, Rs.9,35,000/- (as on 31st March 2016)

### 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 130 films. Throughout his career he has remained very popular and leading cine actor. He is one among the highly experienced and standing personalities in the industry. He has remained Honorary President of the South Indian Artistes Association. He was a Member of the Lower House of the Parliament. He was also a Member in Legislative Assembly of Tamil Nadu for the term 2011-16

#### (2) Past Remuneration:

The company was paying Rs.3,50,000/- 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

### 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.

#### (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.6 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

#### Item No.7:

As per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company shall not borrow funds (apart from temporary loans to be obtained from the Company's bankers in the ordinary course of business) exceeding aggregate of paid-up share capital and free reserves unless the same is authorized by the shareholders of the Company by way of Special Resolution. Total borrowings of the Company does not exceed the prescribed limit, however in the light of recent developments in the industry, it may avail further funds to deploy in new initiatives or for growth in scale of current operation. The proposed resolution is for enabling the Board of Directors to exercise their power to borrow funds in the form of, term loans, working capital loans - both short-term and long-term, foreign currency borrowing(s) including external commercial borrowing(s), buyer's credit or such other loan(s), non-convertible debentures etc., in the ordinary course of business.

Generally, the terms of sanction of such borrowings, require the Company to create a mortgage / charge on the moveable and immovable properties of the Company in favour of the lenders. Creation of such mortgage / charge, as mentioned above, may be construed as "otherwise" disposing of the undertaking of the Company within the meaning of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder.

The Board recommends the Resolution at Item No.7 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.

By Order of the Board  
For Radaan Mediaworks India Limited

Date: 12<sup>th</sup> August 2016  
Registered office:  
10,Paul Appasamy Street  
T.Nagar, Chennai-600 017.

-Sd-  
KANHU CHARAN SAHU  
Company Secretary

## 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 31st March 2016. Consolidated performance of the Company has been referred to wherever required

### Performance:

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

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2015-16	2014-15	2015-16	2014-15
Revenue from Operation	3239.96	3554.33	3239.96	3554.33
Other income	13.32	8.61	13.32	8.61
Operating expenditure	2967.48	3274.05	2969.41	3276.46
Finance cost	128.30	108.60	128.47	109.00
Depreciation and amortization Expenses	62.56	64.44	62.56	64.44
Profit/ (Loss) before Tax	94.94	115.85	92.84	113.04
Tax expenses / provisions	4.92	2.13	4.92	2.13
Net Profit/ (Loss)	90.02	113.72	87.92	110.91

### Dividends:

The earnings are retained for investing in business initiatives, and no dividend is recommended for the financial year ended 31st March 2016.

### 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.

There was no commercial activity in the subsidiary company during the reporting period, however certain establishment cost were incurred resulting into Net Loss. A statement containing salient features of the financial statements of the subsidiary company, highlighting it's performances and financial position during the year is provided below:

(a)	Name of the subsidiary	Radaan Media Ventures Pte. Ltd.	
(b)	Reporting Period	01-04-2015 to 31-03-2016	
(c)	Reporting currency and exchange rate as on the last date of the relevant financial year	Sing \$ / Rs.48.8907	
(d)	Percent of shareholding	100%	
		(in Sing \$)	(in Rs.)
(e)	Share Capital	20,000	9,77,814
(f)	Reserves & Surplus	(-)57,780	(-)28,24,905
(g)	Total Assets	---	---
(h)	Total Liabilities	37,780	18,47,090
(i)	Investments	---	---
(j)	Turnover	---	---
(k)	Profit before taxation	(-)4,444	(-)2,09,520
(l)	Provision for taxation	---	----
(m)	Profit after taxation	(-)4,444	(-)2,09,520
(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 ("Act"), 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 29th September 2014. The tenure of such appointment was for five years. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") 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.

Mrs.R Radikaa Sarathkumar, Chairperson & Managing Director; Mr.Ramanathan Sarathkumar, Director – Operations; Mr.Muruguvannan Kavirmani, Chief Financial Officer and Mr.Kanhu Charan Sahu, Company Secretary were the key managerial personnel of the Company, pursuant to the provisions of section 203 of the Act. The tenures of Mrs.R Radikaa Sarathkumar and Mr.Ramanathan Sarathkumar, were completed on 31st March 2016, and they were reappointed for further period of three years, which is subject to shareholders' approval.

#### **Board evaluation:**

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairperson was also evaluated on the key aspects of her role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairperson was evaluated. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

#### **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.

Based on the work performed by the internal, statutory and secretarial auditors, including audit of internal financial controls over financial reporting by the statutory auditors, the board is of the opinion that the Company's internal financial controls and compliance systems were adequate and effective during the reporting period..

#### **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

#### **Extract of Annual Return:**

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.

#### **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 29th 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 19th 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 2015-16 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.

### 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 Act and Regulation 22 of the SEBI Listing Regulations. 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	23.32

- 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	100
M Kaviramani	---
Kanhu Charan Sahu	---

- iii The percent increase in the median remuneration of employees in the financial year – NIL

- iv The number of permanent employees on the rolls of the company – 82

- v The explanation on the relationship between average increase in remuneration and company performance  
No increment was granted to employees' remuneration during the year.

- 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)	67.06
Revenue (Rs./lacs)	3239.96
Remuneration of KMP (as % of revenue)	2.07
Profit before tax (PBT) (Rs./lacs)	94.94
Remuneration of KMP (as % of PBT)	70.64

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

Particulars	31st March 2015	31st March 2016	% change
Market Capitalisation (Rs./lacs)	270.80	947.83	250.00
Price earnings ratio	2.38	10.29	332.53

- 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)	1.75	40.00	8.00	(-)-78.13
Market Price (Rs.) (BSE)**	1.75	40.00	8.00	(-)-78.13

\* 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:

During the year, no increment was granted to employees' salary other than the managerial personnel and salary of Mr.R Sarathkumar, Whole-time Director was increased by 100 percent at a gap of almost five years.

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

	Mr.R Sarathkumar, Director - Operations	Mr.M Kaviramani, Chief Financial Officer	Mr.Kanhu Charan Sahu, Company Secretary
Remuneration (Rs./lacs)	38.50	18.48	10.08
Revenue (Rs./lacs)	3239.96		
Remuneration (as % of revenue)	1.19	0.57	0.31
Profit before tax (PBT) (Rs./lacs)	94.94		
Remuneration (as % of PBT)	40.55	19.47	10.62

- 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:

None of the employees who are not directors receive remuneration in excess of the highest paid director during the year.

- 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. A statement of top ten employees in terms of remuneration drawn are provided in Annexure III, which forms part of this Report.

#### 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 its 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 its 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 31-03-2016
Foreign Exchange Earnings	US \$ 2,67,632 equivalent to Rs.1,62,05,627	US \$ 5,98,959 equivalent to Rs.3,89,20,327
Expenditure in foreign currency	US \$ 2,000, Sing Dollar 9,500 aggregating equivalent to Rs.5,93,915	Nil

#### Corporate Governance Reports:

Pursuant to Regulation 34 of the SEBI Listing Regulations and other applicable provisions, 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

#### Obligation of your Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

In order to prevent sexual harassment of women at workplace, a new legislation - The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act, every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any woman employee.

Your Company has adopted a policy for prevention of Sexual Harassment of Women at Workplace and has constituted the Internal Complaints Committee (ICC). During the year 2015-16, there were no complaints.

#### 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  
12<sup>th</sup> August 2016

R Radikaa Sarathkumar  
Chairperson & Managing Director

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2016**

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-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% 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) FIIs	-	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	67,64,205	-	67,64,205	12.49%	66,21,589	-	66,21,589	12.23%	-0.26%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,46,21,675	27,684	1,46,49,359	27.05%	1,46,73,396	27,833	1,47,01,229	27.14%	0.09%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	40,33,477	-	40,33,477	7.45%	40,72,757	-	40,72,757	7.52%	0.07%
c) Qualified Foreign Investor	-	-	-	-	-	-	-	-	0.00%
d) Others (specify)									
Non Resident Indians	2,76,395	-	2,76,395	0.51%	3,07,921	-	3,07,921	0.57%	0.06%
Hindu Undivided Families	4,14,784	-	4,14,784	0.77%	4,32,174	-	4,32,174	0.80%	0.03%
Clearing Members	830	-	830	0.00%	3,380	-	3,380	0.00%	0.00%
Trusts	22,700	-	22,700	0.04%	22,700	-	22,700	0.04%	0.00%
Sub-total (B)(2):-	2,61,34,066	27,684	2,61,61,750	48.30%	2,61,33,917	27,833	2,61,61,750	48.30%	0.00%
Total Public (B)	2,61,34,066	1,77,684	2,63,11,750	48.58%	2,61,33,917	1,77,833	2,63,11,750	48.58%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	5,39,83,856	1,77,684	5,41,61,540	100.00%	5,39,83,707	1,77,833	5,41,61,540	100.00%	0.00%

<b>(ii) Shareholding of Promoter</b>								
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 01.04.2015 to 31.03.2016			
	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						

<b>(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):</b>					
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%	7,18,387	1.33%
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	2,44,682	0.45%	2,52,787	0.47%
8	Abhi Ambi Financial Services Limited	1,91,978	0.35%	1,91,978	0.35%
9	Ramsiranjeevi Ponraj	1,68,595	0.31%	1,68,595	0.31%
10	Metalplus Inc.*	1,56,263	0.29%	0	0.00%
11	Moti Lal Daga#	6,199	0.01%	1,90,664	0.35%

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.

<b>(v) Shareholding of Directors and Key Managerial Personnel:</b>					
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*	2,78,49,790	51.42%	2,78,49,790	51.42%
* is also promoter of the company					

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	598.96	-	-	598.96
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	598.96	-	-	598.96
<b>Change in Indebtedness during the financial year</b>				
Addition	201.28	-	-	201.28
Reduction	16.40	-	-	16.40
Net Change	184.88	-	-	184.88
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	783.84	-	-	783.84
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	783.84	-	-	783.84

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL			
<b>A. Remuneration to Managing Director, Whole-time Directors and/or Manager:</b>			
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	38.50	38.50
	(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	38.50	38.50
	Ceiling as per the Act	Remuneration specified under Schedule V of the Companies Act, 2013)	

B. Remuneration to other Directors					
SN.	Particulars of Remuneration	Fee for attending board committee meetings	Commission	Others	Total Amount
		(Rs/Lac)			
1	Independent Directors				
	Arunachalam Krishnamoorthy	1.50	-	-	1.50
	Janardhan Krishnaprasad	1.30	-	-	1.30
	Vellayan Selvaraj	1.60	-	-	1.60
	Total (1)	4.40	-	-	4.40
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (1+2)	4.40	-	-	4.40

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD				
SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
	Name	M Kaviramani	Kanhu Charan Sahu	(Rs/Lac)
	Designation	CFO	CS	-
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18.33	9.93	28.26
	(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 (Medical Expenses)	0.15	0.15	0.30
	Total	18.48	10.08	28.56

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

A Compounding Order dt.18th August 2015 was passed by the Regional Director, Ministry of Corporate Affairs, Chennai in the matter of violation under section 224(8) of the Companies Act, 1956 pertaining to financial years 2005-06, 2006-07 and 2007-08, by imposing compounding fees of Rs.20,000/-  
There were no other penalties, punishment or compounding of offences during the year ended 31st March 2016

## Anexure - II

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[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**

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

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, 2016** 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, 2016** 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'):- (Where ever applicable)
  - (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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable to the Company during the financial year.
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2013- Not applicable to the Company during the financial year.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. - Not applicable to the Company during the financial year.
  - (f) 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- Not applicable to the Company during the financial year.

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- Not applicable to the Company during the financial year.
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not applicable to the Company during the financial year.
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 1, 2015.
- (v) The other laws as may be applicable specifically to the company in my opinion as the company is engaged in the production of serials relevant to the media entertainment and event management:
  - (a) The Indian Copyright Act, 1957
  - (b) The Trademarks Act, 1999
  - (c) The Indian Contract Act, 1872

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (applicable).
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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;

No specific violations in respect of Tax laws came to the notice of the undersigned from the review of the said check list. However I report that I have not carried out the audit with reference with the applicable financial laws, such as the Direct and Indirect Tax Laws, as same falls under the review of statutory audit and other designed professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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.

Based on a review of the reports by operation departments of the company inculding the studios located in various location in India to Top Management/Board of Directors of the Company, I report that the company has substantially complied with the provision of those Acts that are applicable to it such as Payment of Wages Act 1936, Minimum Wages Act 1948, Employees

Provident Fund Act 1952, Employees State Insurance Act 1948, Environment Protection Act 1986, Tamil Nadu Shops and Establishments Act 1947

-sd-

Place: Chennai  
Date: 12<sup>th</sup> August 2016

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

### Annexure III

#### Particulars of top ten employees in terms of remuneration drawn during the year 2015 - 2016

Sl. No.	Name and designation	Remuneration Received (Rs.)	Nature of employment, whether contractual or otherwise	Qualifications	Experience	Date of commencement of employment	Age	Last employment before joining the company
1	Mr. Ramanathan Sarathkumar, Director - Operations	38,50,000	Contractual	B.Sc. (Mathematics)	30 Years	01-04-2007	61	---
2	Mrs. Subhaa Venkat, COO - Creatives	19,86,881	Otherwise	B. com, M.A. (Journalism and Mass Communication)	26 Years	01-06-2015	50	Creative Director in MD Entertainment, Indonesia
3	Mr.M Kaviramani, Chief Financial Officer	18,48,000	Otherwise	B.A. (CS), F.C.A	17 Years	03-11-2005	44	Computer Age Management Services Private Ltd.,
4	Mr.B Sakthivel, COO – Production & Marketing	12,61,452	Otherwise	Dip. In Leather Tech.	33 Years	14-11-2011	56	D G M in Pyramid Saimira Theatres Limited
5	Mr. Sumi Ratnam, Project Head	12,00,000	Otherwise	M.A. (Tamil) & (Film Tech.)	29 Years	02-05-2012	53	Creative Consultant in Star Vijay Television Private Ltd
6	Mr. Kanhu Charan Sahu, Company Secretary	10,08,000	Otherwise	B.Sc., A.C.S., L.L.B.	10 Years	08-09-2009	40	Pyramid Saimira Theatres Limited
7	Ms. Rayane Sarathkumar, Head – New Media	8,10,000	Otherwise	B.A. (Economics), M.A. in Sports Management from Leeds University, U.K.	2 Years	08-08-2014	23	---
8	Ms. Brinda Das, Project Designer	6,00,000	Otherwise	B.com	15 Years	04-02-2015	43	Worked as executive producer in Nimbus T.V.
9	Mr.M Subramanian, Team Leader - Graphics	5,01,600	Otherwise	H.S.C, Diploma in Graphics	12 Years	07-02-2012	34	Prasad Corporation Ltd.
10	Mr.K Sukumaran, Production Head	4,81,800	Otherwise	B.Com	22 Years	24-02-2010	54	Production and creative co-ordinator in Cine times

## 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:

A host of changes, such as faster internet access, improved gadgets and wider app eco system are taking place in the Media and Entertainment Industry (M & E Industry) all over the world. Indian M & E Industry is also not far behind from all these changes. This new wave of changes is likely to fundamentally alter the manner of content creation, access, consumption and monetization in India.

Despite of the global turmoil during the year 2015 due to drop in oil and other commodity prices, the Indian economy had a growth of 7.3 percent over 2014. This trend is also reflected in the performance of the M & E Industry which grew by 12.8 percent from INR1026 billion in 2014 to INR1157 billion in 2015 (Source: FICCI-KPMG Indian Media and Entertainment Industry Report 2016). The growth had surpassed previous year growth rate of 11.7 percent. A segment wise growth in last five years and projection upto 2020 is presented in the table below. 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 INR475 billion in 2015. The television advertising revenue was INR181.3 billion which has grown at 17.0 percent over 2014 and is projected to reach INR364.5 billion by 2020 with a compounded annual growth rate (CAGR) of 15.0 percent. On the other hand television subscription revenue was grown at 13.0 percent to INR361 billion, at a slower rate due to delays in Phase III digitization and challenge in monetisation benefits from Phase I and Phase II digitisation. The digital advertising for 2015 was INR60.1 billion with a growth of 38.2 percent over 2014, and is projected to reach INR255.2 billion by 2020 with CAGR of 33.5 percent. (Source: FICCI-KPMG Indian Media and Entertainment Industry Report 2016)

One of the most significant development in television in the year was the establishment of the new viewership measurement system by the Broadcast Audience Research Council (BARC) India. Inclusion of rural markets and increase in number of households measured, led to significant changes in the rating of certain genres / timeslots. The twelve-minute ad cap regulation was not implemented strongly due to ongoing legal battle against the Telecom Regulatory Authority of India. Though the deadline for DAS implementation in Phase III was not met, there has been relative success in STB seeding in phase III areas.

There is a lot of excitement and activity in the digital space and many business models, being experimented with. 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

### Overall industry size and projections:

Overall industry size/ (INR Billion)/ (For Calendar Years)	2011	2012	2013	2014	2015	Growth in 2015 over 2014	2016p	2017p	2018p	2019p	2020p	CAGR (2016-20)
TV	329.0	370.1	417.2	474.9	542.2	14.2%	617.0	709.6	823.3	956.8	1097.6	15.1%
Print	208.8	224.1	243.1	263.4	283.4	7.6%	305.2	329.6	355.9	383.6	412.5	7.8%
Films	92.9	112.4	125.3	126.4	138.2	9.3%	158.7	174.1	190.0	207.8	227.3	10.5%
Radio	11.5	12.7	14.6	17.2	19.8	15.3%	23.4	28.4	32.7	37.8	43.3	16.9%
Music	9.0	10.6	9.6	9.8	10.8	10.2%	12.1	14.0	16.1	18.4	20.6	13.8%
OOH	17.8	18.2	19.3	22.0	24.4	10.9%	28.3	31.6	35.4	40.0	45.2	13.1%
Animation and VFX	31.0	35.3	39.7	44.9	51.1	13.8%	58.3	67.1	78.1	91.3	108.0	16.1%
Gaming	13.0	15.3	19.2	23.5	26.5	12.8%	30.8	34.4	39.0	45.4	50.7	13.9%
Digital Advertising	15.4	21.7	30.1	43.5	60.1	38.2%	81.1	113.6	153.3	199.3	255.2	33.5%
Total	728	821	918	1026	1157	12.8%	1315	1502	1724	1980	2260	14.3%

Courtesy : FICCI-KPMG Indian Media and Entertainment Industry Report for 2016

also experimenting with original programming, which could be the next big growth driver for content producers.

All these changes starting to take shape the industry is marching towards a different tomorrow.

### Company Overview:

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

*TV programs during 2015-16:*

Program name and language	Channel / Client	Category
Vaani Rani, 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
Snehajalakam, Malayalam	SURIYA TV	Daily series
Aakasamantha, Telugu	GEMINI TV	Daily series
Idhi Okka Prema Katha	GEMINI TV	Daily series
Nadigavelin Rajapattai	Puthuyugam TV	Stage Contest Series
Sangeetha Urchavam	SUN TV	Devotional Song Series
Yazhini	IBC Tamil TV	Daily Series

The most popular Tamil serial 'Vaani Rani' has crossed 1000 episodes. We have completed 500 episodes of the new matinee daily "Thamarai" which has remained one among the highest ranked programs in Tamil language. The weekly comedy series "Chinna Pappa Periya PappaSss" is also going on successfully.

### Celebrity Cricket League (CCL)

Radaan is one among the promoters of the "Celebrity Cricket League (CCL)", a non-professional cricketing tournament in T20 format. Sixth season of the league was recently completed between teams from Telugu, Tamil, Kannada, Malayalam, Bhojpuri, Hindi, Punjabi 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 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.

The company continued to experiment in non-fiction programs. A Stage Contest Series "Nadigavelin Rajapattai" produced during the year was telecasted in Puthuyugam TV. A Short-film Festival was conducted, in which the winners were awarded and which was streamed in digital platform.

### 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 31st March 2016.

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 both in standalone and consolidated basis was decreased, at 9 percent from Rs.3554.33 lakhs to Rs.3239.96 lakhs.

#### Expenses

The operating expenses both in standalone and consolidated basis were decreased during the year, by 9 percent, from Rs.3274.04 lakhs to Rs.2967.48 lakhs on standalone basis and from Rs.3276.46 lakhs to Rs.2969.41 lakhs on consolidated basis. The administration expenses incurred by the subsidiary company is reflected in the consolidated expenses.

The finance cost for the year was increased by 18 percent, both on standalone and consolidated basis from Rs.109 lakhs to Rs.128 lakhs. There was a nominal expense of Rs.0.16 lakh towards financial charges in the subsidiary company which is included in consolidated financial cost.

Depreciation and amortizations expenses for the year was decreased by 3 percent on standalone basis from Rs.64.44 lakhs to Rs.62.56 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, both on standalone and consolidated basis decreased at 18 percent, from Rs.115.85 lakhs to Rs.94.94 lakhs on standalone basis and from Rs.113.04 lakhs to Rs.92.84 lakhs on consolidated basis. As percentage of revenue, the standalone PBT is decreased from 3.25 percent to 2.92 percent, and the consolidated PBT is decreased from 3.17 percent to 2.85 percent.

The profit after tax (PAT) for the year, both on standalone and consolidated basis decreased at 21 percent, from Rs.113.72 lakhs to Rs.90.02 lakhs on standalone basis and from Rs.110.90 lakhs to Rs.87.92 lakhs on consolidated basis. The standalone PAT margin is decreased from 3.19 percent to 2.77 percent and the consolidated PAT margin increased from 3.11 percent to 2.70 percent.

The earnings per share (EPS) for the year were decreased, on standalone basis from Re.0.21 to Re.0.17 and on consolidated basis from Re.0.20 to Re.0.16.

**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 standalone surplus was Rs.154.06 lakhs and on consolidated basis the surplus was Rs.127.90 lakhs.

*Foreign Currency Translation Reserve*

The foreign currency translation reserve in the consolidated statements was (-)Rs.1.39 lakhs.

**Borrowings**

The loans outstanding as on 31st March 2016, on standalone basis, was Rs.783.83 lakhs, comprising of long term borrowings of Rs.79.68 lakh and short term borrowings of Rs.704.15 lakhs, which are secured against assets of the company. The long term borrowing was decreased from Rs.96.08 lakhs to Rs.79.68 and the short term borrowing was increased from Rs.502.87 lakhs to Rs.704.15 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.51.92 lakhs as at the current balance sheet date against Rs.47.00 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.514.78 lakhs to Rs.563.99 lakhs and the consolidated position was same as of standalone, since the subsidiary had no such liabilities.

Other current liabilities, on standalone basis increased from Rs.72.72 lakhs to Rs.81.39 lakhs and the consolidated position was same as of standalone, since the subsidiary had no such liabilities.

**Trade payables**

The trade payables as at 31st March 2016, on standalone basis increased from Rs.127.16 lakhs to Rs.231.72 lakhs, and on consolidated basis decreased from Rs.130.48 lakhs to Rs.237.29 lakhs.

**Fixed Assets**

The gross block of fixed assets as at the end of current financial year on standalone basis was increased from Rs.1790.72 lakhs to Rs.1804.30 lakhs. 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.777.45 lakhs to Rs.853.17 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 increased marginally from Rs.955.03 lakhs to Rs.957.48 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.190.89 lakhs to Rs.209.96 lakhs, and consolidated inventories were same as of the standalone figures.

Trade receivables on standalone basis were increased from Rs.831.47 lakhs to Rs.898.05 lakhs, of which, debts outstanding for more than six months were decreased from Rs.285.06 lakhs to Rs.263.37 lakhs (net of provisions and written-off) and other debts were increased from Rs.546.41 lakhs to Rs.634.68 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.41.17 lakhs to Rs.12.10 lakhs, and on consolidated basis from Rs.41.32 lakhs to Rs.12.10 lakhs.

Short term loans and advances on standalone basis increased from Rs.52.83 lakhs to Rs.107.31 lakhs and on consolidated basis decreased from Rs.40.19 lakhs to Rs.94.67 lakhs.

Other current assets both in standalone and consolidated balance sheet stands at Rs.300.00 lakhs which is the increase in the year.

**Cash Flow****Cash flows from operating activities**

In the current financial year the company generated net cash of Rs.63.19 lakhs, as against Rs.44.60 lakhs in previous financial year, even though operating profits before working capital changes has been decreased for the current year to Rs.285.89 lakhs as against Rs.301.32 lakhs in previous year. This is due to utilization of Rs.222.71 lakhs in working capitals, as compared to Rs.256.72 lakhs in previous financial year.

**Cash flows from investing activities**

The net cash used in investing activities during the current financial year was Rs.13.84 lakhs against Rs.91.78 lakhs in previous financial year. This is mainly attributable to purchase of fixed assets of Rs.13.98 lakhs against Rs.126.79 lakhs in previous year. Other components are provided in cash flow statement.

### Cash flows from financing activities

The net cash generated from financing activities during the current financial year was Rs.54.75 lakhs against the net cash used of Rs.216.80 in previous year. This is primarily attributable to availing of (net) bank borrowings of Rs.183.06 lakhs as against Rs.108.19 lakhs repaid in previous year. Other components are provided in cash flow statement.

### 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 it's 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 it's 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> a. Good HR, among others highly talented Creative Team b. State of the art infrastructure c. Successful Track Record in Tele-serials d. Brand Value e. Fully integrated operations	<b>Challenges:</b> a. Controlling cost of production b. Augmentation of customer base c. Dependence on limited people for creative content d. Retention of talent e. Changing tastes of the viewers / audience
<b>Opportunities:</b> a. Growing no of channels b. Increased no of TV households / viewers c. Improved technology thereby increased access d. Increasing Indian Diaspora across the world e. Interest for exchange of culture between countries	<b>Threats:</b> a. Non-availability of adequate skilled Technicians b. Non-availability of fully reliable viewership rating system c. Low entry barriers d. Changing government policies e. Piracy

### Internal Control System

There is a strong internal control culture in the company, commensurating with it's size and the nature of operation which and providing reliable financial and operational information, compliance of applicable statutes, safeguarding of assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies.

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. The statutory auditors of the Company have issued an attestation report on the internal control over financial reporting as stated under section 143 of the Companies Act, 2013.

### 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 television content. Any disputes with them could have a material adverse effect on it's ability or willingness to produce and telecast the programs.

Company generates revenues from sale of advertising spots during telecast of it's 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 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 had been complying with the requirements stipulated under Clause 49 of the Listing Agreements with Stock Exchanges in all material aspects. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges, and is in compliance with the requirements stipulated under SEBI Listing Regulations, substantially, with regard to corporate governance.

#### 1. Board of Directors

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

The Board consists of optimum combination of executive and nonexecutive/ independent directors in conformity with Regulation 7 of the SEBI Listing Regulations. Present strength of the board is 5 (five) members, three are nonexecutive and 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 31st March 2016 have been made by the directors.

Independent directors are non-executive directors as defined under Section 149 of the Companies Act, 2013 ("Companies Act") read with Clause 16 of the SEBI Listing Regulations. The maximum tenure of the independent directors is in compliance with the Companies 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, 26th May 2015, 14th August 2015, 7th November 2015 and 13th February 2016. 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 31st March 2016 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 31st March 2016. The Annual report contains a declaration to this effect signed by the Chairperson & Managing Director.

Composition of Board of Directors and Attendance								
Name and designation	Category	Number of board meetings held during the year		Attendance at AGM held on 25th September 2015	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	Yes	--	--	--	--
Mr.Arunachalam Krishnamoorthy, Director DIN:00386122	Non-executive Independent Director	4	4	Yes	1	2	2	2
Mr.Janardhan Krishnaprasad, Director DIN:03397294	Non-executive Independent Director	4	3	Yes	--	2	--	--
Mr.Vellayan Selvaraj, Director DIN:00052444	Non-executive Independent Director	4	4	Yes	--	2	--	--

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.Ramanathan Sarathkumar and Mrs.Radha Radikaa Sarathkumar being spouse.

#### d) Prohibition of Insider Trading

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

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

#### 2. Board Committees

##### a) Audit Committee

The audit committee is constituted in line with the provisions of Regulation 18 of the SEBI Listing Regulations read with Section 177 of the Companies Act.

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 26th May 2015, 14th August 2015, 7th November 2015 and 13th February 2016. Necessary quorum was present for all meetings. Minutes of each meeting was placed before the board and discussed. The Chief Financial Officer, representatives of Internal Auditors / 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	3
Mr.V Selvaraj	Member	4	4

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 Stakeholders Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI Listing Regulations read with Section 178 of the Companies Act, to look into, inter alia, the investor grievances such as transfer or credit of shares, non-receipt of dividend / notices / annual reports, etc.

During the year the committee has met once, on 26th May 2015. 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 Stakeholders Relationship Committee is constituted in line with the provisions of Regulation 19 of the SEBI Listing Regulations read with Section 178 of the Companies Act. The committee comprises of three (3) nonexecutive independent directors.

During the year the committee has met twice, on 26th May 2015 and 13th February 2016. 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	2	2
Mr.J Krishnaprasad	Member	2	2
Mr.V Selvaraj	Member	2	2

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 2016:

Name	Professional Fees / Remuneration in (Rs)	Sitting fees in (Rs)
Ms. R. Radikaa Sarathkumar	1,71,25,000	NIL
Mr.R.Sarathkumar	38,50,000	NIL
Mr.A Krishnamoorthy	NIL	1,50,000
Mr.J Krishna Prasad	NIL	1,30,000
Mr.V Selvaraj	NIL	1,60,000

**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 26th May 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
2015	25th September 2015	10.00A.M.	Guindy Lodge Madras Race Club, Guindy, Chennai
2014	29th September 2014	10.00A.M.	Guindy Lodge Madras Race Club, Guindy, Chennai
2013	27th September 2013	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 2015-16

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

#### At the Annual General Meeting held on 25th September 2015

- Approval for increasing remuneration of Mr.Ramanathan Sarathkumar, Whole-time Director

#### At the Annual General Meeting held on 29th 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 27th September 2013

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

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 Regulation 17(8) of the SEBI Listing Regulations 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 : Monday, 12<sup>th</sup> September 2016 at 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 2016
- ii. Second quarter (July – September) Result – by second week of November 2016
- iii. Third quarter (October – December) Result – by second week of February 2017
- iv. Fourth quarter (January – March) Result – by fourth week of May 2017

## c) Date of Book Closure

: 06<sup>th</sup> September 2016 to 12<sup>th</sup> September 2016 (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
- ii. BSE Limited (under permitted category)

## f) Stock Code

: BSE – 590070  
NSE – 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

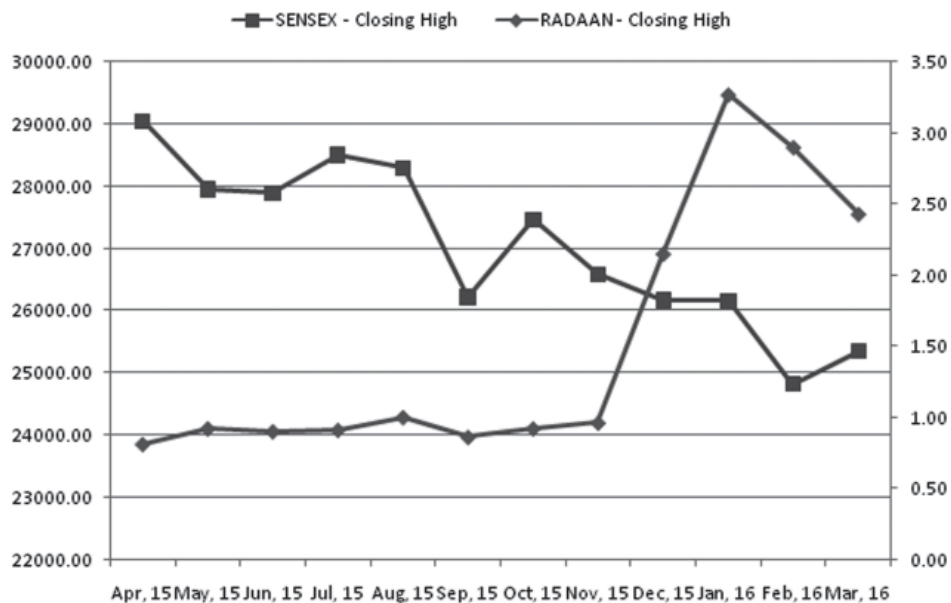
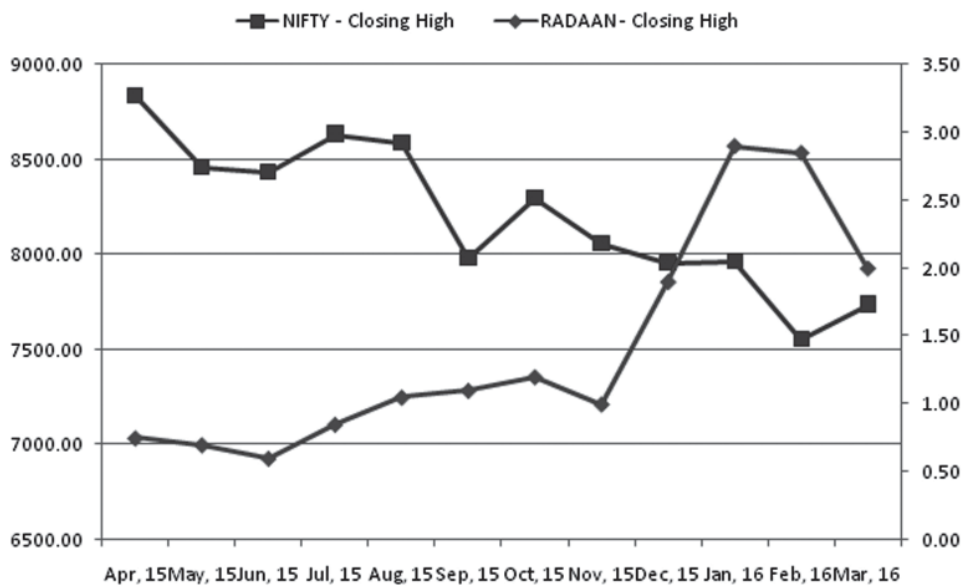
:

Monthly high and low quotations as well as the volume of shares traded during each month from April 2015 to March 2016 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, 2015	0.81	0.64	24,351	0.75	0.45	18,154
May, 2015	0.93	0.74	20,436	0.70	0.60	29,225
June, 2015	0.90	0.77	23,439	0.65	0.50	26,322
July, 2015	0.93	0.77	91,534	0.85	0.60	35,990
August, 2015	1.00	0.86	47,959	1.05	0.80	45,591
September, 2015	0.88	0.76	20,896	1.10	0.95	1,253
October, 2015	0.96	0.83	1,67,901	1.20	0.95	24,896
November, 2015	0.96	0.74	1,17,020	1.00	0.75	1,22,129
December, 2015	2.25	1.00	10,66,604	1.90	0.90	1,40,226
January, 2016	3.40	1.90	16,50,220	3.00	1.90	2,72,798
February, 2016	2.99	2.21	2,36,746	2.90	2.05	1,04,925
March, 2016	2.43	1.71	1,19,292	2.15	1.75	62,528

Sources: [www.bseindia.com](http://www.bseindia.com); [www.nseindia.com](http://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 2016

## i) Distribution of shareholding:

Shareholding	Shareholders		Shares	
	Number	Percentage	Number	Percentage
Upto 2500	10,371	88.54	58,09,977	10.73
2501 – 5000	706	6.03	27,76,612	5.13
5001 – 10000	346	2.96	27,05,700	4.99
10001 – 15000	100	0.85	12,60,879	2.33
15001 – 20000	47	0.40	8,54,658	1.58
20001 – 25000	29	0.25	6,76,462	1.25
25001 – 50000	67	0.57	23,20,873	4.28
50001 and above	47	0.40	3,77,56,379	69.71
Total	11,713	100.00	5,41,61,540	100.00

## 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	66,21,589	12.23
NRIs/ OCBs/ Foreign Nationals	3,07,921	0.57
Clearing Member	3,380	0.00
Trusts	22,700	0.04
Individuals and others general public	1,92,06,160	35.46
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 2016 total no of shares in dematerialized form was 5,39,83,707 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) 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 of Director  
-sd-

Chennai  
12<sup>th</sup> August 2016

R Radikaa Sarathkumar  
Chairperson & Managing Director

**Declaration pursuant to Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 31st March 2016, received from the Senior Management Team of the Company and the Members of the Board of Directors a declaration of compliance with the Code of Conduct as applicable to them.

Chennai -sd-  
12<sup>th</sup> August 2016 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 as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as applicable during the year ended 31st March, 2016.

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 Provisions as stipulated in clause 49 of the Listing Agreement and SEBI Listing Regulations for the respective period of applicability during the year ended 31st March 2016.

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 shareholders / Investor's Grievance 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 / S200036

-sd-

Place : Chennai  
Dated : 12<sup>th</sup> August 2016

C N GANGADARAN  
Partner  
Memb.No.011205

**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:

- We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2016 and that to the best of our knowledge and belief:
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 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.
- 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.
- 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 system of the company pertaining to financial reporting. Internal Auditors report 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 of such internal controls.
- We indicate to the Auditors and the Audit committee:
  - significant changes in internal control over financial reporting during the year;
  - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 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-

R. Radikaa Sarathkumar  
Chairperson & Managing Director

Chennai  
28<sup>th</sup> May 2016

-sd-

M. Kaviramani  
Chief Financial Officer

## 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 standalone financial statements of **RADAAN MEDIAWORKS INDIA LIMITED** ("the Company"), which comprise the Balance sheet as at 31st March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 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 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.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 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 financial statements are free from material misstatement.

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

auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation 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 on the standalone financial statements.

### 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 31st March, 2016, 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 the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure 1" 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 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 purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone 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 as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2";
- (g) With respect to the other matters to be 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 given to us:
- the Company has disclosed the impact of pending litigations on its financial position in its financial statements (Refer Note 2.38 of the standalone financial statements)
  - the Company does not have any material foreseeable losses from long-term contracts including derivative contracts. Hence no provision has been created for the same.
  - there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund.

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

F.R.No:004915S / S200036  
-sd-

**C.N.Gangadaran**  
Partner

Place : Chennai  
Dated : 28<sup>th</sup> May, 2016

Membership No: 011205

**Annexure 1 to the Independent Auditors' Report**

Referred to in Paragraph 1 of Report on Other Legal and Regulatory Requirements of our Report of even date

- The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
  - In our opinion and according to the information and explanation given to us, there are no immovable properties held in the name of the Company. Accordingly, sub clause (c) of clause (i) of paragraph 3 of Companies (Auditor's Report) Order, 2016 is not applicable.

- Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on such verification.
- In our opinion, the company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act.
- In our opinion and according to the information and explanations given to us, the Company has not given loans, guarantee or provide security to Directors or any other person in whom Director is interested. Accordingly, clause iv of paragraph 3 of Companies (Auditor's Report) Order, 2016 is not applicable.
- In our opinion and according to the information and explanations given to us the company has not accepted any deposits. Accordingly clause v of paragraph 3 of Companies (Auditor's Report) Order, 2016 is not applicable.
- 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. Accordingly, clause vi of paragraph 3 of Companies (Auditor's Report) Order, 2016 is not applicable.
- According to the records of the Company and information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no undisputed statutory dues outstanding for more than six months.
  - As at 31st March 2016 according to the records of the Company, the following are the particulars of the disputed dues on account of sales tax, income and service tax, which have not been deposited on account of dispute:

Nature of Dues	Period & Not Paid Amount (Rs.)	Forum where Pending
Service tax	Oct 2004-Sep 2007 - Rs.19,30,27,340 Oct 2007-Sep 2010 - Rs. 4,68,55,299 Oct 2010-Sep 2012 - Rs. 3,60,84,169	CESTAT, Chennai
Sales tax	April 2001- March 2006 - Rs. 48,40,18,098	- 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.
Income Tax	2008-09 - Rs. 5,89,640 2010-11 - Rs. 1,89,570	CIT Appeal

8. Based on our audit procedures and according to the information and explanations given to us by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or debenture holders.
9. In our opinion, term loans have been applied for the purposes for which they were raised. During the year, the company has not raised money by way of initial public offer or further public offer.
10. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
11. In our opinion, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion, the Company is not a Nidhi Company. Accordingly, clause xii of Para 3 of Companies (Auditor's Report) Order, 2016 is not applicable.
13. In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable, and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, clause xiv of Para 3 of Companies (Auditor's Report) Order, 2016 is not applicable.
15. In our opinion and according to the information and explanations given to us, the Company has not entered into any non - cash transactions with directors or persons connected with the Directors. Accordingly, clause xv of Para 3 of Companies (Auditor's Report) Order, 2016 is not applicable.
16. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause xvi of Para 3 of Companies (Auditor's Report) Order, 2016 is not applicable.

**For M/s.CNGSN & ASSOCIATES LLP**  
**Chartered Accountants**  
F.R.No:004915S / S200036  
-sd-

**C.N.Gangadaran**  
Partner

Place : Chennai  
Dated : 28<sup>th</sup> May, 2016

Membership No: 011205

## Annexure 2 to the Independent Auditor's report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **RADAAN MEDIAWORKS INDIA LIMITED** ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

## Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and

evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

F.R.No:004915S / S200036

-sd-

**C.N.Gangadaran**

Partner

Place : Chennai

Dated : 28<sup>th</sup> May, 2016

Membership No: 011205

## STANDALONE BALANCE SHEET

PARTICULARS	NOTE	AS AT 31/03/2016 (Amt in Rs.)	AS AT 31/03/2015 (Amt in Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2.01	10,83,23,080	10,83,23,080
(b) Reserves and Surplus	2.02	9,07,72,105	8,17,70,144
<b>(2) Non-Current Liabilities</b>			
(a) Long term Borrowings	2.03	61,39,171	79,60,774
(b) Deferred Tax Liabilities	2.04	51,91,816	47,00,212
(c) Other Long term Liabilities	2.05	5,63,99,482	5,14,78,313
<b>(3) Current Liabilities</b>			
(a) Short term Borrowings	2.06	7,04,15,005	5,02,87,367
(b) Trade Payables	2.07	2,31,71,831	1,27,15,972
(c) Other Current Liabilities	2.08	81,38,967	72,72,326
<b>Total</b>		<b>36,85,51,457</b>	<b>32,45,08,188</b>
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	2.09	2,63,03,141	3,08,84,213
(ii) Intangible Assets	2.09	-	3,00,000
(iii) Capital Work-in-progress	2.09	-	-
(b) Non-Current Investments	2.10	84,41,000	84,41,000
(c) Long-term Loans and Advances	2.11	8,53,16,851	7,77,45,092
(d) Other non-current Assets	2.12	9,57,48,244	9,55,02,599
<b>(2) Current Assets</b>			
(a) Inventories	2.13	2,09,95,652	1,90,88,574
(b) Trade Receivables	2.14	8,98,05,334	8,31,47,222
(c) Cash and Cash equivalents	2.15	12,10,177	41,16,661
(d) Short-term loans and advances	2.16	1,07,31,058	52,82,827
(e) Other Current Assets	2.17	3,00,00,000	-
<b>Total</b>		<b>36,85,51,457</b>	<b>32,45,08,188</b>

Significant accounting policies and notes on accounts 1 &amp; 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 SecretaryAs per our report attached  
For **M/s.CNGSN & ASSOCIATES LLP**  
Chartered Accountants  
F.R.No:004915S / S200036

-sd-

**C.N.Gangadaran**  
Partner  
Membership No: 011205Place: Chennai  
Date : 28<sup>th</sup> May 2016

## STANDALONE PROFIT AND LOSS STATEMENT

PARTICULARS	NOTE	YEAR ENDED 31/03/2016 (Amt in Rs.)	YEAR ENDED 31/03/2015 (Amt in Rs.)
<b>INCOME</b>			
Revenue from Teleserial / Films / Events & Shows / Digital Income	2.18	32,39,96,242	35,54,33,274
Other Income	2.19	13,32,349	8,60,711
<b>Total Income - A</b>		<b>32,53,28,591</b>	<b>35,62,93,985</b>
<b>EXPENDITURE</b>			
Expenses on Tele-serials, Events etc.,	2.20	26,06,63,809	29,19,20,786
Changes in Inventories & Work-in-progress	2.21	(19,07,078)	(11,03,305)
Employee Benefit Expenses	2.22	2,28,90,116	2,15,93,454
Other expenses	2.23	1,51,01,325	1,49,93,540
Finance Cost	2.24	1,28,30,777	1,08,60,268
Depreciation and amortization Expenses	2.09	62,56,077	64,44,019
<b>Total Expenditure - B</b>		<b>31,58,35,026</b>	<b>34,47,08,762</b>
Profit Before Exceptional Items & Tax (A - B)		94,93,565	1,15,85,223
Exceptional Items		-	-
Profit Before Extraordinary Items		94,93,565	1,15,85,223
Extraordinary Items		-	-
Profit Before Tax		94,93,565	1,15,85,223
Tax Expenses : (1) Current Tax			2,95,541
(2) Deferred Tax		4,91,603	(82,303)
Profit After Tax		90,01,962	1,13,71,985
Extraordinary item (net of tax expense)		-	-
Net Profit / (Loss)		90,01,962	1,13,71,985
Earnings per Equity Share:	2.25		
(1) Basic		0.17	0.21
(2) Diluted		0.17	0.21
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-

**C.N.Gangadaran**

Partner

Membership No: 011205

-sd-

**M.Kaviramani**

Chief Financial Officer

-sd-

**Kanhu Charan Sahu**

Company Secretary

Place: Chennai

Date : 28<sup>th</sup> May 2016

## STANDALONE CASH FLOW STATEMENT

PARTICULARS	YEAR ENDED 31/03/2016 (Amount in Rs.)		YEAR ENDED 31/03/2015 (Amount in Rs.)	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Profit before Tax		94,93,565		1,15,85,223
Add: Finance Charges	1,28,30,777		1,08,60,268	
Depreciation	62,56,077		64,44,020	
Loss on sale of fixed assets - motor cycle / car	10,220	1,90,97,074	12,43,080	1,85,47,368
		2,85,90,639		3,01,32,591
Less: Interest Received	-		526	
Dividend Received	1,200	1,200	-	526
Operating Profit before Working Capital Changes		2,85,89,439		3,01,32,065
(Increase) / Decrease in Inventories & Work In Progress	(19,07,078)		(11,03,305)	
(Increase) / Decrease in Trade Receivables	(66,58,112)		(1,52,10,613)	
(Increase) / Decrease in Value of FCTS/Teleserial rights and staff benefit plans	(2,45,645)		10,67,192	
Increase / (Decrease) in marketing advance & staff plan obligations in long term liabilities	49,21,169		6,87,568	
(Increase) / Decrease in Loans & Advances	(75,71,758)		(76,95,372)	
(Increase) / Decrease in Short term Loans & Advances	(54,48,231)		22,55,740	
(Increase) / Decrease in Other Current Assets	(3,00,00,000)		-	
Increase / (Decrease) in Trade Payables	1,04,55,859		(31,41,034)	
Increase / (Decrease) in Current Liabilities	6,85,075	(3,57,68,721)	(20,55,923)	(2,51,95,747)
<b>Cash Generated from Operating Activities (A)</b>		<b>(71,79,282)</b>		<b>49,36,318</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
<b>Cash Outflow</b>				
Purchase of Fixed Assets	(13,98,226)		(1,26,78,708)	
<b>Cash Inflow</b>				
Sales proceeds of Fixed Assets	13,000		35,00,000	
Interest Received	-		526	
Dividend Received	1,200	(13,84,026)	-	(91,78,182)
<b>Net Cash from Investing Activities (B)</b>		(13,84,026)		(91,78,182)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase / (Decrease) in Bank Borrowings - Term Loan	(16,40,037)		73,30,089	
Increase / (Decrease) in Bank Borrowings - Working Capital	2,01,27,638		(1,86,25,673)	
Finance Charges	(1,28,30,777)	56,56,824	(1,08,60,268)	(2,21,55,852)
<b>Net Cash from Financing Activities (C)</b>		56,56,824		(2,21,55,852)
Net Increase in Cash & Cash Equivalents (A+B+C)		<b>(29,06,484)</b>		<b>(2,63,97,716)</b>
Cash & Cash Equivalents at the beginning of the year		41,16,661		3,05,14,377
Cash & Cash Equivalents at the end of the year		12,10,177		41,16,661
Net Increase / (Decrease) in Cash & Cash equivalents		<b>(29,06,484)</b>		<b>(2,63,97,716)</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 &amp; Managing Director

-sd-

A.Krishnamoorthy

Director

-sd-

M.Kavirmani

Chief Financial Officer

-sd-

Kanhua Charan Sahu

Company Secretary

Place: Chennai

Date : 28<sup>th</sup> May 2016As per our report attached  
For M/s.CNGSN & ASSOCIATES LLP  
Chartered Accountants

F.R.No:004915S / S200036

-sd-

C.N.Gangadaran

Partner

Membership No: 011205

## 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:**
  - (i) 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.
  - (ii) 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 31/03/2016 (Amount in Rs.)	As At 31/03/2015 (Amount in Rs.)
<b>2.01 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 2016 and 31 <sup>st</sup> March 2015 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>2.02 Reserves &amp; Surplus</b>		
Securities Premium Reserve - on Equity Shares	7,53,65,634	7,53,65,634
Surplus		
Opening Balance	64,04,510	(35,78,237)
Less : Value of useful life of various assets adjusted in compliance with Schedule II of the Companies Act, 2013	-	(13,89,237)
	64,04,510	(49,67,474)
Add : Net profit after tax transferred from statement of Profit & Loss	90,01,962	1,13,71,984
Closing Balance	1,54,06,473	64,04,510
Total (a + b)	<b>9,07,72,105</b>	<b>8,17,70,144</b>
<b>2.03 Long Term Borrowings</b>		
Term Loans - Secured - From Banks		
- Vehicle	61,39,171	79,60,774
Secured by hypothecation of respective assets together with personal guarantee of Chairperson & Managing Director to be repaid over 60 equated monthly instalments.	<b>61,39,171</b>	<b>79,60,774</b>
<b>2.04 Deferred Tax Liability</b>		
The Net Deferred Tax Liability comprise of the following :		
Depreciation on Fixed Assets	51,39,046	53,40,458
Amortisation of Teleserial cost	52,769	(6,40,246)
Closing Deferred Tax Liability	<b>51,91,815</b>	<b>47,00,212</b>
Less: Opening Deferred Tax Liability	47,00,212	47,82,515
Net Deferred Tax Liability Charged / (Reversed)	4,91,603	(82,303)
The details of deferred tax liability charged / (reversal) for the year are as follows:	As At 31.03.2016	As At 31.03.2015
	Depreciation on Fixed Assets	Depreciation on Fixed Assets
A. As per Books of account	62,56,077	64,44,019
B. As per Income tax Act	56,63,513	53,94,923
Total ( B - A )	(5,92,564)	(10,49,096)
Deferred Tax Liability for the year	(2,01,413)	(3,56,588)
Net Deferred Tax Liability Charged / (Reversed)	<b>4,91,603</b>	<b>(82,303)</b>

PARTICULARS	As At 31/03/2016 (Amount in Rs.)	As At 31/03/2015 (Amount in Rs.)
<b>2.05 Other Long Term Liabilities</b>		
a) Advances received for line production of film	2,18,24,640	2,18,24,640
b) Gratuity & Leave encashment Obligation (Refer Note 2.29 & 2.30)	32,01,594	28,23,951
The advances received from customers (1) on assignment of rights for sale of FCT's for various tele-serials (2) other programs	3,13,73,248	2,68,29,722
	<b>5,63,99,482</b>	<b>5,14,78,313</b>
<b>2.06 Short Term Borrowings</b>		
Secured		
Credit Limits from Bank	7,04,15,005	5,02,87,367
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>7,04,15,005</b>	<b>5,02,87,367</b>
<b>2.07 Trade Payables</b>		
Sundry creditors for expenses	2,31,71,831	1,27,15,972
	<b>2,31,71,831</b>	<b>1,27,15,972</b>
<b>2.08 Other Current Liabilities</b>		
Salaries & other employee's Benefits	15,63,199	14,20,297
Current Maturities of long-term debts		
From Banks		
- Vehicle	18,29,122	16,47,556
Provision for Expenses	13,18,153	12,48,906
Retention Money	50,000	50,000
Withholding & other taxes Payable	14,22,901	15,32,416
Advances received from distributors / suppliers	2,50,000	2,50,000
Telecast fee payable	17,05,592	11,23,151
	<b>81,38,967</b>	<b>72,72,326</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 31.03.2016 is Rs.31,350/- (Previous Year Rs.47,400/-)		
	<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	7,03,938	7,02,438
Rental Deposits	16,12,000	16,00,000
Telecast fee Security Deposit with Channel	58,99,680	54,19,680
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)	5,20,90,832	4,50,12,573
Deposits with sales tax authorities	50,10,401	50,10,401
	<b>8,53,16,851</b>	<b>7,77,45,092</b>

2.09. 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 01.04.2015	Additions	** Deletions / Withdrawals	As at 31.03.2016	As at 01.04.2015	For the Period	Deletions / Withdrawals	As at 31.03.2016	As at 01.04.2015	As at 31.03.2016
I. Tangible Assets												
1	Leasehold Rights & Improvements	-	1,49,80,180	-	-	1,49,80,180	1,09,22,440	7,60,826		1,16,83,264	40,57,739	32,96,916
2	Camera Equipments	13	33,00,050	-	-	33,00,050	28,24,913	35,958		28,60,871	4,75,138	4,39,179
3	Computer	3	61,40,524	11,55,200	-	72,95,724	47,15,737	10,71,853		57,87,590	14,24,786	15,08,134
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	5,17,769	-		5,17,769	-	-
6	Vehicles	8 & 10	1,69,63,830	54,885	40,660	1,69,78,055	29,94,799	20,58,438	17,440	50,35,797	1,39,69,033	1,19,42,258
7	Studio Equipments	13	2,89,11,623	1,54,989	-	2,90,66,612	2,08,98,407	12,55,009		2,21,53,416	80,13,216	69,13,196
8	Furniture & Fittings	10	35,85,564	13,300	-	35,98,864	22,89,017	1,84,660		24,73,677	12,96,546	11,25,186
9	Office Equipments	5	21,24,386	19,850	-	21,44,236	13,21,651	3,51,988		16,73,639	8,02,736	4,70,597
10	Airconditioner	5	7,75,291	-	-	7,75,291	5,93,915	58,222		6,52,137	1,81,375	1,23,154
11	Generator	10	11,29,103	-	-	11,29,103	5,44,003	1,63,164		7,07,167	5,85,100	4,21,936
12	Stabilizer & UPS	10	4,24,290	-	-	4,24,290	3,45,745	15,961		3,61,706	78,545	62,584
		Total I	16,25,72,609	13,98,224	40,660	16,39,30,173	13,16,88,397	59,56,077	17,440	13,76,27,032	3,08,84,213	2,63,03,141
II. Intangible Assets												
1	Brand Equity	-	75,00,000	-	-	75,00,000	75,00,000	-		75,00,000	-	-
2	Non-compete Rights	-	75,00,000	-	-	75,00,000	75,00,000	-		75,00,000	-	-
3	IPR / Remake Rights	5	15,00,000	-	-	15,00,000	12,00,000	3,00,000		15,00,000	3,00,000	-
		Total II	1,65,00,000	-	-	1,65,00,000	1,62,00,000	3,00,000		1,65,00,000	3,00,000	-
	GRAND TOTAL	Total (I + II)	17,90,72,609	13,98,224	40,660	18,04,30,173	14,78,88,397	62,56,077	17,440	15,41,27,032	3,11,84,213	2,63,03,141

PARTICULARS	As At 31/03/2016 (Amount in Rs.)	As At 31/03/2015 (Amount in Rs.)
<b>2.12 Other Non Current Assets</b>		
a) Value of unsold FCT's (Refer significant accounting policy 1 d)		
Opening Balance	2,74,36,772	3,02,69,572
Less: Written off during the year (Refer note 2.32 a)	27,08,580	28,32,800
Closing Balance	<b>2,47,28,192</b>	<b>2,74,36,772</b>
b) Tele-serial Rights (Refer significant accounting policy c 6)		
Opening Balance	4,22,74,029	4,14,67,071
Add : 20% to be written off equally over next two years	2,99,16,006	2,87,93,794
Less : Proportionate amount to be written off relating earlier years	(2,78,77,128)	(2,79,86,836)
Closing Balance	<b>4,43,12,907</b>	<b>4,22,74,029</b>
c) Gratuity & Leave encashment plan assets (Refer Note 2.29 & 2.30)	<b>40,53,541</b>	<b>31,13,194</b>
d) Advances for line Production of film	<b>2,17,36,362</b>	<b>2,17,36,362</b>
e) other assets	<b>58,45,052</b>	<b>58,70,052</b>
Less : Provisions made	<b>49,27,810</b>	<b>49,27,810</b>
Total e	<b>9,17,242</b>	<b>9,42,242</b>
(Total a+b+c+d+e)	<b>9,57,48,244</b>	<b>9,55,02,599</b>
<b>2.13 Inventories</b>		
Work in progress - teleserials (Refer significant accounting policy d)	2,09,95,652	1,90,88,574
	<b>2,09,95,652</b>	<b>1,90,88,574</b>
<b>2.14 Trade Receivables</b>		
Debts outstanding for a period exceeding six months		
Unsecured		
Considered Good	2,63,37,439	2,85,05,789
Considered Doubtful	2,41,42,215	3,41,76,449
	<b>5,04,79,654</b>	<b>6,26,82,238</b>
Less : Provision for Doubtful debts	1,41,07,975	2,41,42,215
Written off during the period (Refer Note 2.32 b)	1,00,34,240	1,00,34,234
Total a	<b>2,63,37,439</b>	<b>2,85,05,789</b>
Other debts		
Unsecured Considered Good	6,34,67,894	5,46,41,433
Unsecured Considered Doubtful	-	-
Total b	<b>6,34,67,894</b>	<b>5,46,41,433</b>
(Total a+b)	<b>8,98,05,334</b>	<b>8,31,47,222</b>
<b>2.15 Cash and Cash Equivalents</b>		
Cash on Hand	75,053	3,13,387
Balance with Banks in current Accounts	11,35,124	38,03,274
	<b>12,10,177</b>	<b>41,16,661</b>
<b>2.16 Short - Term Loans and Advances</b>		
Unsecured, Considered Good		
Loans and advances to Employees	5,53,875	5,98,075
Advances to Artists	-	11,020
Advances to Technicians	1,43,700	20,000
Advance for teleserials production	76,77,648	28,98,376
Radaan Media Ventures Pte. Ltd #	12,63,889	12,63,889
Prepaid expenses	2,05,908	1,13,020
Advance - others	7,99,471	3,70,980
Other taxes credits	86,567	7,467
Total a	<b>1,07,31,058</b>	<b>52,82,827</b>
Unsecured, Considered doubtful		
Loans and advances to employees & Technicians	6,65,003	6,65,003
Less: Provision made	6,65,003	6,65,003
# wholly owned subsidiary	-	-
Total b	<b>-</b>	<b>-</b>
(Total a+b)	<b>1,07,31,058</b>	<b>52,82,827</b>
<b>2.17 Other Current Assets</b>		
Line Production - Pictures	1,04,01,906	1,04,01,906
Advance for Film Acquisition rights	3,00,00,000	-
Less : Provisions made	1,04,01,906	1,04,01,906
	<b>3,00,00,000</b>	<b>-</b>
<b>2.18 Revenue from Teleserials / Films / Events &amp; Shows</b>	<b>Y.E.31/03/2016 (Amount in Rs.)</b>	<b>Y.E.31/03/2015 (Amount in Rs.)</b>
Income from teleserials / Events & shows etc.,	30,02,22,627	34,01,51,633
Digital Income	2,15,23,615	1,29,11,641
Re run rights	22,50,000	23,70,000
	<b>32,39,96,242</b>	<b>35,54,33,274</b>

PARTICULARS	Y.E.31/03/2016 (Amount in Rs.)	Y.E.31/03/2015 (Amount in Rs.)
<b>2.19 Other Income</b>		
Gain on foreign currency reinstatement	1,13,611	51,451
Dividend income from Andhra Bank	1,200	-
Other misc. Income	12,17,538	8,09,260
	<b>13,32,349</b>	<b>8,60,711</b>
<b>2.20 Expenses on television shows etc.,</b>		
Payments to Artists	3,91,75,537	4,61,20,244
Dubbing Charges & Artists Expenses etc.,	18,22,526	14,30,400
Telecast Charges	12,98,23,950	13,59,95,000
Art & Set Properites	23,05,154	35,01,501
Payments to Technicians	3,50,52,330	2,99,46,387
Other Production Expenses	43,17,695	46,20,751
Titling & Effect Charges	5,02,850	4,25,200
Batta Expense	1,49,39,228	1,41,47,785
Costumes & Makeup	14,49,241	13,44,627
Lighting & Generator Hire Charges	27,03,597	40,80,009
Equipment Hire & Maintenance Charges	9,03,889	18,77,350
Travel, Stay & other expenses - Production	54,20,351	1,14,92,034
Vehicles Maintenance & Hire Charges	45,32,058	36,95,772
Storage devices	6,725	1,14,640
Unsold FCT Written off (Refer Note 2.32 a)	27,08,580	28,32,800
Production Expenses - Teleserials / Events	21,13,049	1,83,60,700
Location Rent	83,69,397	71,66,719
Catering Expenses	65,56,530	55,75,825
Amorisation of Tele Serial rights	2,78,77,128	2,79,86,836
	29,05,79,815	32,07,14,580
Less: Teleserial Expenses deferred	2,99,16,006	2,87,93,794
	<b>26,06,63,809</b>	<b>29,19,20,786</b>
<b>2.21 Changes in Inventories &amp; Work-in-progress</b>		
Opening Balance: Work in progress - television shows	1,90,88,574	1,79,85,269
Total a	1,90,88,574	1,79,85,269
Closing Balance: Work in progress - television shows	2,09,95,652	1,90,88,574
Total b	2,09,95,652	1,90,88,574
<b>(Total a - b)</b>	<b>(19,07,078)</b>	<b>(11,03,305)</b>
<b>2.22 Employee Benefit Expenses</b>		
Salaries	2,10,16,922	1,99,16,423
Contribution to PF & ESI and other funds	8,71,279	12,54,954
Staff Welfare	10,01,915	4,22,077
	<b>2,28,90,116</b>	<b>2,15,93,454</b>
<b>2.23 Other expenses</b>		
Salary to whole time director (Refer Note 2.33)	38,50,000	21,00,000
Insurance Charges	3,58,075	5,40,268
Loss on exchange variation	205,345	1,23,746
Loss on sale of Motor Cycle / Car	10,220	12,43,080
Other Administrative Charges	14,46,801	12,04,641
Sitting Fees	4,40,000	4,30,000
Pooja Exp	3,32,979	2,73,441
Postage, Telephone charges	9,06,869	10,89,063
Printing & Stationery	2,88,200	3,10,543
Professional & Consultancy Charges	12,16,457	12,43,231
Auditor's fees (Refer Note 2.34)	5,00,000	5,00,000
Listing fees	2,17,952	2,20,466
Rent, Rates & Taxes	18,00,000	18,01,418
Repairs & Maintenance	18,92,102	13,80,702
Traveling & Conveyance	11,41,699	18,66,968
Vehicle Maintenance	3,37,855	3,14,157
Advertisement Expenses / Business Promotion	1,56,771	3,51,816
	<b>1,51,01,325</b>	<b>1,49,93,540</b>
<b>2.24 Finance Cost</b>		
Interest & Finance Charges	1,22,72,462	1,07,38,458
Bank Charges	5,58,315	1,21,810
	<b>1,28,30,777</b>	<b>1,08,60,268</b>

## 2.25 Earnings per Equity Share:

Sl. No	Particulars	2015-16 (in Rs)	2014-15 (in Rs)
1	Profit / (Loss) before Extraordinary items	90,01,962	1,13,71,985
2	Profit / (Loss) after Extraordinary items	90,01,962	1,13,71,985
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	0.17	0.21
5	Basic & Diluted E.P.S after extraordinary items	0.17	0.21

## 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 31-03-2016, 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	01-04-2015 to 31-03-2016	
(c)	Reporting currency and exchange rate as on the last date of the relevant financial year	Sing \$ / Rs.48.8907	
(d)	Percent of shareholding	100%	
		(in Sing \$)	(in Rs.)
(e)	Share Capital	20,000	9,77,814
(f)	Reserves & Surplus	(57,780)	(28,24,905)
(g)	Total Assets	-	-
(h)	Total Liabilities	37,780	18,47,090
(i)	Investments	-	-
(j)	Turnover	-	-
(k)	Profit before taxation	(4,444)	(2,09,520)
(l)	Provision for taxation	-	-
(m)	Profit after taxation	(4,444)	(2,09,520)
(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:

- The total of future minimum lease payments under non-cancellable operating leases for each of the following periods;
  - Not later than one year – Rs.18,00,000
  - Later than one year and not later than five years – Rs.60,00,000
  - Later than five years – NIL
- 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 2016 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	20,52,034
Interest Cost	1,64,163
Current Service Cost	3,20,330
Benefits Paid (Benefits that fell due in case of resignations, death & retirements) (Enter as a negative value)	--
Actuarial (Gain) / Loss - (Balancing item)	(1,37,893)
Present Value of the Defined Benefit Obligations at March 31, 2016	23,98,634

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

Fair value of plan assets at beginning of year	23,76,251
Expected Return on Plan Assets	2,14,602
Contributions	2,59,591
Benefits Paid	--
Actuarial Gain / (Loss) on plan assets	NIL
Fair Value of Plan Assets at the end of year	28,50,445

4. Table showing fair value of plan assets:

Fair value of plan assets at beginning of year	23,76,251
Actual return on plan assets	2,14,602
Contributions	2,59,591
Benefits Paid	--
Fair Value of plan assets at the end of year	28,50,445
Fund status	4,51,811
Excess of actual over estimated return on plan assets	NIL

5. Actuarial Gain / Loss recognized

Actuarial (Gain) / Loss on obligations	(1,37,893)
Actuarial (Gain) / Loss for the year – plan assets	--
Actuarial (Gain) / Loss on obligations	--
Actuarial (Gain) / Loss recognized in the year	(1,37,893)

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	23,98,634
Fair value of plan assets as at end of the year	28,50,444
Funded status	4,51,811
Net asset / (liability) recognized in balance sheet	4,51,811

7. Expenses recognized in statement of profit and loss:

Current Service cost	3,20,330
Interest Cost	1,64,163
Expected return on plan assets	(2,14,602)
Net Actuarial (Gain) / Loss recognized in the year	(1,37,893)
Expenses recognized in statement of profit and loss	1,31,998

### 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 2016 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	7,71,917
Interest Cost	61,753
Current Service Cost	4,04,874
Benefits Paid (Benefits that fell due in case of resignations, death & retirements) (Enter as a negative value)	(88,594)
Actuarial (Gain) / Loss - (Balancing item)	(3,46,990)
Present Value of the Defined Benefit Obligations at March 31, 2016	8,02,960

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

Fair value of plan assets at beginning of year	7,36,942
Expected Return on Plan Assets	1,02,849
Contributions	4,51,899
Benefits Paid	(88,594)
Actuarial Gain / (Loss) on plan assets	NIL
Fair Value of Plan Assets at the end of year	12,03,096

4. Table showing fair value of plan assets:

Fair value of plan assets at beginning of year	7,36,942
Actual return on plan assets	1,02,849
Contributions	4,51,899
Benefits Paid	(88,594)
Fair Value of plan assets at the end of year	12,03,096
Fund status	4,00,136
Excess of actual over estimated return on plan assets	NIL

5. Actuarial Gain / Loss recognized

Actuarial (Gain) / Loss on obligations	(3,46,990)
Actuarial (Gain) / Loss for the year – plan assets	NIL
Total Actuarial (Gain) / Loss on obligations	(3,46,990)
Actuarial (Gain) / Loss recognized in the year	(3,46,990)

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	8,02,960
Fair value of plan assets as at end of the year	12,03,096
Funded status	4,00,136
Net asset / (liability) recognized in balance sheet	(4,00,136)

7. Expenses recognized in statement of profit and loss:

Current Service cost	4,04,874
Interest Cost	61,753
Expected return on plan assets	(1,02,849)
Net Actuarial (Gain) /Loss recognized in the year	(3,46,990)
Expenses recognized in statement of profit and loss	16,788

**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 written off a sum of Rs. 27,08,580 for the F.Y.2015 -16 (Previous Year 2014 - 15 - Rs.28,32,800).

b. As per accounting policy m.Accounting for media receivables, the company has written off a sum of Rs.1,00,34,240 for the financial year 2015-16 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	2015-16 (in Rs.)	2014-15 (in Rs.)
1	Mr.R. Sarathkumar	Director – Operations	38,50,000	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	31/03/2016 (in Rs.)	31/03/2015 (in Rs.)
1	Audit Fee	4,00,000	4,00,000
2	Tax Audit	1,00,000	1,00,000
3	Certification fees	20,000	37,500
4	Out of pocket expenses	8,650	11,730

**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 31/3/2016 (in Rs.)
1	Ms.R.Radikaa Sarathkumar	Chairperson & Managing Director	99,25,000 72,00,000  18,00,000	Artist Payment Creative Head payment Both in her professional capacity.  Lease Rent	12,54,030

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 31/3/2016 (in Rs.)
1	Mr.R.Sarathkumar	KMP Director – Operations	38,50,000	Directors' Remuneration	58,32,266
2	Ms.Rayane	Daughter of Mrs.Radikaa Chairperson & Managing Director	8,10,000	Salary & other benefits	66,039
3	Ms.Nirosha	Sister of Mrs.Radikaa Chairperson & Managing Director	16,00,025	Artist Remuneration	4,50,000
4	Mr.M.Kavirmani	KMP – CFO	18,48,000	Salary & other benefits	45,739
5	Mr.Kanhu Charan Sahu	KMP – Company Secretary	10,08,000	Salary & other benefits	84,000

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

Particulars	Transaction during the 2015 -16		Outstanding as at 31/03/2016	
	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	NIL	NIL	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 2016 & March 2015.

## 2.38 Contingent Liabilities:

Sl. No.	Particulars	31/03/2016 (in Rs.)	31/03/2015 (in Rs.)
1.	Claims against the company not acknowledged as debts		
	<b>A. 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>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
	<b>C. Income Tax</b>		
	-A.Y.2009-10 (F.Y. 2008-09)	5,89,640	5,89,640
	-A.Y.2011-12 (F.Y. 2010-11)	1,89,570	1,89,570

### A. 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.

### B. 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.

**C. Income Tax:**

The claim of depreciation on Non-compete Rights of Rs.75 lacs and Brand equity of Rs.75 lacs had been successfully upheld by Honorable ITAT in the asst.years 2001-02, 2004-05, 2005-06, 2006-07. The claim of depreciation was allowed for the A.Y.2002-03, 2003-04 and 2008-09 by CIT, Appeals – VI. The appeal is pending before CIT, Appeals 14 for the A.Y.2009-10, 2010-11 and 2011-12. With respect to A.Y.2002-03 and 2003-04, department had not appealed against the decision of CIT, Appeals. Department has appealed against Honorable ITAT order for A.Y.2001-02, 2005-06 and the matter is pending before the Hon'ble High Court of Madras. In this connection, there are no tax demand at present.

A.Y.2004-05: The claim of bad debts of Rs.48,77,500 allowed in CIT, Appeals and it is pending before Hon'ble ITAT. There is no tax demand at present.

A.Y.2008-09: CIT, Appeals allowed the addition made as notional interest on lease deposit of Rs.24 lacs along with depreciation claim on Non-compete Rights and Brand equity of Rs.5,00,564/-. Department has appealed before Hon'ble ITAT and the matter is pending before them. There is no tax demand at present.

A.Y.2009-10: Disallowance of tele-serial production expenses of Rs.2,33,58,021 is pending before CIT, Appeals 14. The disputed tax demand is Rs.5,89,640.

A.Y.2011-12: There is tax demand of Rs.1,89,570.

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>31/03/2016</u>	<u>31/03/2015</u>
<b>2.41</b>	Earnings in Foreign Currency	- US \$ 5,98,959	US \$ 2,67,623
		Equivalent to	Equivalent to
		Rs.3,89,20,327	Rs. 1,62,05,627
	Expenditure in Foreign Currency	- Nil	US \$ 2,000, Sing Dollar 9,500
			Equivalent to Rs. 5,93,915
<b>2.42</b>	Figures of Previous year have been re-grouped and re-classified, wherever necessary to conform to those of the current year.		
<b>2.43</b>	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

**As per our report attached**  
**For M/s.CNGSN & ASSOCIATES LLP**  
**Chartered Accountants**  
F.R.No:004915S /S200036

-sd-  
**C.N.Gangadaran**  
Partner  
Membership No: 011205

Place: Chennai  
Date : 28<sup>th</sup> May 2016.

## 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 Holding Company") and its subsidiary (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at 31st March 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information ("the consolidated financial statements").

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") 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 3 of the Companies (Indian Accounting Standards) Rules, 2015. The respective Board of Directors of the Companies in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements 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 the 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 thereunder.

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 judgement, 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. 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 audit reports referred to in the 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 Company, as at 31 March 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### **Other Matters**

- a) We did not audit the financial statements of "Radaan Media ventures Pte Ltd." subsidiary, whose financial statements reflect the group's share of total assets of Rs.Nil as at 31st March, 2016, total revenue is Nil and net cash flows amounting to Rs.(15,651)/- (negative cash flow) for the year ended on that date, as considered in the consolidated financial statements. These financial statements 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 these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, 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 matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by other auditors.

## 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 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.
- (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 3 of the Companies (Indian Accounting Standards) Rules, 2015.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 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 Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note.no.2.38 and 4.25 to the consolidated financial statements;
  - ii. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - 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 companies incorporated in India.

For CNGSN & ASSOCIATES LLP  
Chartered Accountants  
F.R.No.004915S / S200036  
-sd-

C N GANGADARAN  
Partner

Place: Chennai  
Dated: 28<sup>th</sup> May 2016

Memb.No.011205

# CONSOLIDATED BALANCE SHEET

PARTICULARS	NOTE	AS AT 31/03/2016 (Amount in Rs.)	AS AT 31/03/2015 (Amount in Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	4.01	10,83,23,080	10,83,23,080
(b) Reserves and Surplus	4.02	8,80,16,401	7,92,66,362
<b>(2) Non-Current Liabilities</b>			
(a) Long term Borrowings	4.03	61,39,171	79,60,774
(b) Deferred Tax Liabilities	4.04	51,91,816	47,00,212
(c ) Other Long term Liabilities	4.05	5,63,99,482	5,14,78,313
<b>(3) Current Liabilities</b>			
(a) Short term Borrowings	4.06	7,04,15,005	5,02,87,367
(b) Trade Payables	4.07	2,37,28,647	1,30,47,624
(c ) Other Current Liabilities	4.08	81,38,967	72,72,326
<b>Total</b>		<b>36,63,52,569</b>	<b>32,23,36,058</b>
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	4.09	2,63,03,141	3,08,84,213
(ii) Intangible Assets	4.09	-	3,00,000
(iii) Capital Work-in-progress	4.09	-	-
(b) Non-Current Investments	4.10	75,06,000	75,06,000
(c) Long-term Loans and Advances	4.11	8,53,16,851	7,77,45,092
(d) Other non-current Assets	4.12	9,57,48,244	9,55,02,599
<b>(2) Current Assets</b>			
(a) Inventories	4.13	2,09,95,652	1,90,88,574
(b) Trade Receivables	4.14	8,98,05,334	8,31,47,222
(c) Cash and Cash equivalents	4.15	12,10,177	41,32,314
(d) Short-term loans and advances	4.16	94,67,170	40,18,938
(e) Other Current Assets	4.17	3,00,00,000	-
(f) Goodwill on consolidation		-	11,106
<b>Total</b>		<b>36,63,52,569</b>	<b>32,23,36,058</b>

Significant accounting policies and notes on accounts 3 &amp; 4

On behalf of the Board of Directors

-sd-

**R.Radikaa Sarathkumar**

Chairperson &amp; 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 / S200036

-sd-

**C.N.Gangadaran**

Partner

Membership No: 011205

Place: Chennai  
Date : 28<sup>th</sup> May 2016

## CONSOLIDATED PROFIT AND LOSS STATEMENT

PARTICULARS	NOTE	YEAR ENDED 31/03/2016 (Amount in Rs.)	YEAR ENDED 31/03/2015 (Amount in Rs.)
Revenue from Teleserial / Films / Events & Shows / Digital Income	4.18	32,39,96,242	35,54,33,274
Other Income	4.19	13,32,349	8,60,711
<b>Total Revenue - A</b>		<b>32,53,28,591</b>	<b>35,62,93,985</b>
Expenses on Tele-serials, events etc.,	4.20	26,06,63,809	29,19,20,786
Changes in Inventories & Work-in-progress	4.21	(19,07,078)	(11,03,305)
Employee Benefit Expenses	4.22	2,28,90,116	2,15,93,454
Other expenses	4.23	1,52,94,627	1,52,35,375
Finance Cost	4.24	1,28,46,995	1,08,99,811
Depreciation and amortization Expenses	4.09	62,56,077	64,44,020
<b>Total Expenses - B</b>		<b>31,60,44,546</b>	<b>34,49,90,140</b>
Profit Before Exceptional Items & Tax (A - B)		92,84,045	1,13,03,845
Exceptional Items		-	-
Profit Before Tax		92,84,045	1,13,03,845
Tax Expenses : (1) Current Tax		-	2,95,541
(2) Deferred Tax		4,91,603	(82,303)
Profit After Tax		87,92,442	1,10,90,607
Extraordinary item (net of tax expense)		-	-
Net Profit / (Loss)		87,92,442	1,10,90,607
Earnings per Equity Share:	4.26		
(1) Basic		0.16	0.20
(2) Diluted		0.16	0.20
Significant accounting policies and notes on accounts 3 & 4			

On behalf of the Board of Directors

-sd-

**R.Radikaa Sarathkumar**

Chairperson &amp; 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 / S200036

-sd-

**C.N.Gangadaran**

Partner

Membership No: 011205

Place: Chennai  
Date : 28<sup>th</sup> May 2016

# CONSOLIDATED CASH FLOW STATEMENT

PARTICULARS	YEAR ENDED 31/03/2016 (Amount in Rs.)		YEAR ENDED 31/03/2015 (Amount in Rs.)	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Profit before Tax		92,84,045		1,13,03,845
Add: Finance Charges	1,28,46,995		1,08,99,811	
Depreciation	62,56,077		64,44,020	
Loss on sale of fixed assets	10,220		12,43,080	
Foreign Currency Translation Reserve	(74,111)	1,90,39,181	21,231	1,86,08,142
		2,83,23,226		2,99,11,987
Less: Interest Received	-		526	
Dividend Received	1,200		-	
Capital reserve on investment in Subsidiary	(31,708)		13,924	
Goodwill on consolidation	(11,106)	(41,614)	11,106	25,556
Operating Profit before Working Capital Changes		2,83,64,840		2,98,86,431
(Increase) / Decrease in Inventories & Work In Progress	(19,07,078)		(11,03,305)	
(Increase) / Decrease in Trade Receivables	(66,58,112)		(1,52,10,613)	
(Increase) / Decrease in Value of FCTS/Teleserial rights and staff benefit plans	(2,45,645)		10,67,192	
Increase / (Decrease) in marketing advance & staff plan obligations in long term liabilities	49,21,169		6,87,568	
(Increase) / Decrease in Loans & Advances	(75,71,758)		(76,95,372)	
(Increase) / Decrease in Short term Loans & Advances	(54,48,231)		25,12,916	
(Increase) / Decrease in Other current assets	(3,00,00,000)		-	
Increase / (Decrease) in trade payables	1,06,81,021		(32,61,971)	
Increase / (Decrease) in Current Liabilities	6,85,075	(3,55,43,559)	(20,55,923)	(2,50,59,508)
<b>Cash Generated from Operating Activities (A)</b>		<b>(71,78,719)</b>		<b>48,26,923</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
<b>Cash Outflow</b>				
Purchase of Fixed Assets	(13,98,224)		(1,26,78,708)	
<b>Cash Inflow</b>				
Sales proceeds of Fixed Assets	13,000		35,00,000	
Interest Received	-		526	
Dividend Received	1,200		-	
<b>Net Cash from Investing Activities (B)</b>		<b>(13,84,024)</b>		<b>(91,78,182)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase / (Decrease) in Bank Borrowings - Term Loan	(16,40,037)		73,30,089	
Increase / (Decrease) in Bank Borrowings - Working Capital	2,01,27,638		(1,86,25,673)	
Finance Charges	(1,28,46,995)		(1,08,99,811)	
<b>Net Cash from Financing Activities (C)</b>		<b>56,40,606</b>		<b>(2,21,95,395)</b>
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>(29,22,137)</b>		<b>(2,65,46,654)</b>
Cash & Cash Equivalents at the beginning of the year		41,32,314		3,06,78,968
Cash & Cash Equivalents at the end of the year		12,10,177		41,32,314
<b>Net Increase / (Decrease) in Cash &amp; Cash equivalents</b>		<b>(29,22,137)</b>		<b>(2,65,46,654)</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.Kavirmani**  
Chief Financial Officer

-sd-

**Kanhu Charan Sahu**  
Company Secretary

Place: Chennai

Date : 28<sup>th</sup> May 2016

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

F.R.No:004915S / S200036

-sd-

**C.N.Gangadaran**  
Partner  
Membership No: 011205

## 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 stand-alone 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 31.03.2016.

**4. Notes on consolidated accounts**

PARTICULARS	As At 31/03/2016 (Amount in Rs.)	As At 31/03/2015 (Amount in Rs.)
<b>4.01 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 March 31, 2016 and March 31,2015 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>4.02 Reserves &amp; Surplus</b>		
Securities Premium Reserve - on Equity Shares	7,53,65,634	7,53,65,634
Surplus		
Opening Balance	39,65,414	(5,722,031)
Less : Value of useful life of various assets adjusted in compliance with Schedule II of the Companies Act, 2013	-	(1,389,237)
	39,65,414	(7,111,268)
Add : Net profit after tax transferred from statement of Profit & Loss	87,92,442	1,10,90,606
Add : Capital reserve on account of investment in subsidiary	31,708	(13,924)
Closing Balance	<b>1,27,89,564</b>	<b>39,65,414</b>
Foreign Currency Translation Reserve		
Opening Balance	(64,686)	(85,917)
Add: Translation difference during the period	(74,111)	21,231
Closing Balance	(138,797)	(64,686)
Total (a + b + c)	<b>8,80,16,401</b>	<b>7,92,66,362</b>
<b>4.03 Long Term Borrowings</b>		
Term Loans - Secured - From Banks		
- Vehicle	61,39,171	79,60,774
Secured by hypothecation of respective assets together with personal guarantee of Chairperson & Managing Director to be repaid over 60 equated monthly instalments.		
	<b>61,39,171</b>	<b>79,60,774</b>
<b>4.04 Deferred Tax Liability</b>		
The Net Deferred Tax Liability comprise of the following :		
Depreciation on Fixed Assets	51,39,046	53,40,458
Amortisation of Teleserial cost	52,769	(640,246)
Closing Deferred Tax Liability	<b>51,91,815</b>	<b>47,00,212</b>
Less: Opening Deferred Tax Liability	47,00,212	47,82,515
Net Deferred Tax Liability charged / (Reversed)	4,91,603	(82,303)

4.09. 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 01.04.2015	Additions	** Deletions / Withdrawals	As at 31.03.2016	As at 01.04.2015	For the Period	Deletions / Withdrawals	As at 31.03.2016	As at 01.04.2015	As at 31.03.2016
I. Tangible Assets												
1	Leasehold Rights & Improvements	-	1,49,80,180	-	-	1,49,80,180	1,09,22,440	7,60,826		1,16,83,264	40,57,739	32,96,916
2	Camera Equipments	13	33,00,050	-	-	33,00,050	28,24,913	35,958		28,60,871	4,75,138	4,39,179
3	Computer	3	61,40,524	11,55,200	-	72,95,724	47,15,737	10,71,853		57,87,590	14,24,786	15,08,134
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	5,17,769	-		5,17,769	-	-
6	Vehicles	8 & 10	1,69,63,830	54,885	40,660	1,69,78,055	29,94,799	20,58,438	17,440	50,35,797	1,39,69,033	1,19,42,258
7	Studio Equipments	13	2,89,11,623	1,54,989	-	2,90,66,612	2,08,98,407	12,55,009		2,21,53,416	80,13,216	69,13,196
8	Furniture & Fittings	10	35,85,564	13,300	-	35,98,864	22,89,017	1,84,660		24,73,677	12,96,546	11,25,186
9	Office Equipments	5	21,24,386	19,850	-	21,44,236	13,21,651	3,51,988		16,73,639	8,02,736	4,70,597
10	Airconditioner	5	7,75,291	-	-	7,75,291	5,93,915	58,222		6,52,137	1,81,375	1,23,154
11	Generator	10	11,29,103	-	-	11,29,103	5,44,003	1,63,164		7,07,167	5,85,100	4,21,936
12	Stabilizer & UPS	10	4,24,290	-	-	4,24,290	3,45,745	15,961		3,61,706	78,545	62,584
		Total I	16,25,72,609	13,98,224	40,660	16,39,30,173	13,16,88,397	59,56,077	17,440	13,76,27,032	3,08,84,213	2,63,03,141
II. Intangible Assets												
1	Brand Equity	-	75,00,000	-	-	75,00,000	75,00,000	-		75,00,000	-	-
2	Non-Compete Rights	-	75,00,000	-	-	75,00,000	75,00,000	-		75,00,000	-	-
3	IPR / Remake Rights	5	15,00,000	-	-	15,00,000	12,00,000	3,00,000		15,00,000	3,00,000	-
		Total II	1,65,00,000	-	-	1,65,00,000	1,62,00,000	3,00,000		1,65,00,000	3,00,000	-
	GRAND TOTAL	Total (I+ II)	17,90,72,609	13,98,224	40,660	18,04,30,173	14,78,88,397	62,56,077	17,440	15,41,27,032	3,11,84,213	2,63,03,141

The details of deferred tax liability charged / (reversal) for the year are as follows:	As At 31/03/2016		As At 31/03/2015	
	Depreciation on Fixed Assets	Amortisation of Teleserial cost	Depreciation on Fixed Assets	Amortisation of Teleserial cost
A. As per Books of account	62,56,077	2,78,77,128	64,44,019	2,79,86,836
B. As per Income tax Act	56,63,513	2,99,16,006	53,94,923	2,87,93,794
Total ( B - A )	(5,92,564)	20,38,878	(10,49,096)	8,06,958
Deferred Tax Liability for the year	(2,01,412)	6,93,015	(3,56,588)	2,74,285
Net Deferred Tax Liability charged / (Reversed)	4,91,603		(82,303)	

PARTICULARS	As At 31/03/2016 (Amount in Rs.)	As At 31/03/2015 (Amount in Rs.)
<b>4.05 Other Long Term Liabilities</b>		
a) Advances received for line production of film	2,18,24,640	2,18,24,640
b) Gratuity & Leave encashment Obligation (Refer Note 2.29 & 2.30)	32,01,594	28,23,951
The advances received from customers (1) on assignment of rights for sale of FCT's for various tele-serials (2) other programs	3,13,73,248	2,68,29,722
	<b>5,63,99,482</b>	<b>5,14,78,313</b>
<b>4.06 Short Term Borrowings</b>		
Secured		
Credit Limits from Bank	7,04,15,005	5,02,87,367
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>7,04,15,005</b>	<b>5,02,87,367</b>
<b>4.07 Trade Payables</b>		
Sundry creditors for expenses	2,37,28,647	1,30,47,624
	<b>2,37,28,647</b>	<b>1,30,47,624</b>
<b>4.08 Other Current Liabilities</b>		
Salaries & other employee's Benefits	15,63,199	14,20,297
Current Maturities of long-term debts		
From Banks		
- Vehicle	18,29,122	16,47,556
Provision for Expenses	13,18,153	12,48,906
Retention Money	50,000	50,000
Withholding & other taxes Payable	14,22,901	15,32,416
Advances received from distributors / suppliers	2,50,000	2,50,000
Telecast fee payable	17,05,592	11,23,151
	<b>81,38,967</b>	<b>72,72,326</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 31.03.2016 is Rs.31,350/- (Previous Year Rs.47,400/-)		
	<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	7,03,938	7,02,438
Rental Deposits	16,12,000	16,00,000
Telecast fee Security Deposit with Channel	58,99,680	54,19,680
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)	5,20,90,832	4,50,12,573
Deposits with sales tax authorities	50,10,401	50,10,401
	<b>8,53,16,851</b>	<b>7,77,45,092</b>

PARTICULARS	As At 31/03/2016 (Amount in Rs.)	As At 31/03/2015 (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	2,74,36,772	3,02,69,572
Less : Written off during the year (Refer note 2.32 a)	27,08,580	28,32,800
Closing Balance	2,47,28,192	2,74,36,772
Total a		
b) Tele-serial Rights (Refer significant accounting policy c 6)		
Opening Balance	4,22,74,029	4,14,67,071
Add : 20% to be written off equally over next two years	2,99,16,006	2,87,93,794
Less : Proportionate amount to be written off relating earlier years	(2,78,77,128)	(2,79,86,836)
Closing Balance	4,43,12,907	4,22,74,029
Total b		
c) Gratuity & Leave encashment plan assets (Refer Note 2.29 & 2.30)	40,53,541	31,13,194
Total c		
d) Advances for line Production of film	2,17,36,362	2,17,36,362
Total d		
e) other assets	58,45,052	58,70,052
Less : Provisions made	49,27,810	49,27,810
Total e	9,17,242	9,42,242
(Total a+b+c+d+e)	<b>9,57,48,244</b>	<b>9,55,02,599</b>
<b>4.13 Inventories</b> Refer significant accounting policy d		
Work in progress - teleserials	2,09,95,652	1,90,88,574
	<b>2,09,95,652</b>	<b>1,90,88,574</b>
<b>4.14 Trade Receivables</b>		
Debts outstanding for a period exceeding six months		
Unsecured, Considered Good	2,63,37,439	2,85,05,789
Considered Doubtful	2,41,42,215	3,41,76,449
	5,04,79,654	6,26,82,238
Less : Provision for Doubtful debts	1,41,07,975	2,41,42,215
Written off during the period (Refer Note 2.32 b)	1,00,34,240	1,00,34,234
Total a	2,63,37,439	2,85,05,789
Other debts		
Unsecured Considered Good	6,34,67,894	5,46,41,433
Unsecured Considered Doubtful	-	-
Total b	6,34,67,894	5,46,41,433
(Total a+b)	<b>8,98,05,334</b>	<b>8,31,47,222</b>
<b>4.15 Cash and Cash Equivalents</b>		
Cash on Hand	75,053	3,13,387
Balance with Banks in current Accounts	11,35,124	38,18,927
	<b>12,10,177</b>	<b>41,32,314</b>
<b>4.16 Short - Term Loans and Advances</b>		
Unsecured, Considered Good		
Loans and advances to employees	5,53,875	5,98,075
Advances to Artists	-	11,020
Advances to Technicians	1,43,700	20,000
Advance for teleserials production	76,77,648	2,898,376
Prepaid expenses	2,05,908	1,13,020
Advance - others	7,99,471	3,70,980
Other taxes credits	86,567	7,467
Total a	94,67,169	40,18,938
Unsecured, Considered doubtful		
Loans and advances to Technician & employees	6,65,003	6,65,003
Less: Provision made	6,65,003	6,65,003
Total b	-	-
(Total a+b)	<b>94,67,169</b>	<b>40,18,938</b>
<b>4.17 Other Current Assets</b>		
Line Production - Pictures	1,04,01,906	1,04,01,906
Advance for film acquisition rights	3,00,00,000	-
	4,04,01,906	1,04,01,906
Less : Provisions made	1,04,01,906	1,04,01,906
	<b>3,00,00,000</b>	<b>-</b>
	<b>Y.E.31/03/2016 (Amount in Rs.)</b>	<b>Y.E.31/03/2015 (Amount in Rs.)</b>
<b>4.18 Revenue from Teleserials / Films / Events &amp; Shows</b>		
Income from teleserials / Events & shows etc.,	30,02,22,627	34,01,51,633
Digital Income	2,15,23,615	1,29,11,641
Re run rights	22,50,000	23,70,000
	<b>32,39,96,242</b>	<b>35,54,33,274</b>

PARTICULARS	Y.E.31/03/2016 (Amount in Rs.)	Y.E.31/03/2015 (Amount in Rs.)
<b>4.19 Other Income</b>		
Gain on foreign currency reinstatement	1,13,611	51,451
Dividend income from Andhra Bank	1,200	-
Other misc. Income	12,17,538	8,09,260
	<b>13,32,349</b>	<b>8,60,711</b>
<b>4.20 Expenses on television shows etc.,</b>		
Payments to Artists	3,91,75,537	4,61,20,244
Dubbing Charges & Artists Expenses etc.,	18,22,526	14,30,400
Telecast Charges	12,98,23,950	13,59,95,000
Art & Set Properites Rent	23,05,154	35,01,501
Payments to Technicians	3,50,52,330	2,99,46,387
Other Production Expenses	43,17,695	46,20,751
Titling & Effect Charges	5,02,850	4,25,200
Batta Expenses	1,49,39,228	1,41,47,785
Costumes & Makeup	14,49,241	13,44,627
Lighting & Generator Hire Charges	27,03,597	40,80,009
Equipment Hire & Maintenance Charges	9,03,889	18,77,350
Travel, Stay & other expenses - Production	54,20,351	1,14,92,034
Vehicles Maintenance & Hire Charges	45,32,058	36,95,772
Storage devices	6,725	1,14,640
Unsold FCT Written off - Refer Note 2.32a	27,08,580	28,32,800
Production Expenses - Teleserials / Events	21,13,049	1,83,60,700
Location Rent	83,69,397	71,66,719
Catering Expenses	65,56,530	55,75,825
Amorisation of Tele Serial rights	2,78,77,128	2,79,86,836
	29,05,79,815	32,07,14,580
Less: Teleserial Expenses deferred	2,99,16,006	2,87,93,794
	<b>26,06,63,809</b>	<b>29,19,20,786</b>
<b>4.21 Changes in Inventories &amp; Work-in-progress</b>		
Opening Balance: Work in progress - television shows	1,90,88,574	1,79,85,269
Total a	1,90,88,574	1,79,85,269
Closing Balance: Work in progress - television shows	2,09,95,652	1,90,88,574
Total b	2,09,95,652	1,90,88,574
<b>Total a - b</b>	<b>(1,907,078)</b>	<b>(1,103,305)</b>
<b>4.22 Employee Benefit Expenses</b>		
Salaries	2,10,16,922	1,99,16,423
Contribution to PF & ESI and other funds	8,71,279	12,54,954
Staff Welfare	10,01,915	4,22,077
	<b>2,28,90,116</b>	<b>2,15,93,454</b>
<b>4.23 Other expenses</b>		
Salary to whole time director - Refer Note 2.33	38,50,000	21,00,000
Insurance Charges	3,58,075	5,40,268
Loss on exchange variation	205,345	1,23,746
Loss on sale of Motor cycle / Car	10,220	12,43,080
Other Administrative Charges	14,46,801	12,09,219
Sitting Fees	4,40,000	4,30,000
Pooja Exp	3,32,979	2,73,441
Postage, Telephone charges	9,06,869	10,89,063
Printing & Stationery	2,88,200	3,10,543
Professional & Consultancy Charges	13,06,036	13,26,969
Auditor's fees Refer Note 2.34	603,723	6,39,563
Listing fees	2,17,952	2,20,466
Rent, Rates & Taxes	18,00,000	18,15,374
Repairs & Maintenance	18,92,102	13,80,702
Traveling & Conveyance	11,41,699	18,66,968
Vehicle Maintenance	3,37,855	3,14,157
Advertisement Expenses/Business Promotion	1,56,771	3,51,816
	<b>1,52,94,627</b>	<b>1,52,35,375</b>
<b>4.24 Finance Cost</b>		
Interest & Finance Charges	1,22,72,462	1,07,38,458
Bank Charges	5,74,533	1,61,353
	<b>1,28,46,995</b>	<b>1,08,99,811</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	2015-16 (in Rs)	2014-15 (in Rs)
1	Profit / (Loss) before Extraordinary items	87,92,442	1,10,90,606
2	Profit / (Loss) after Extraordinary items	87,92,442	1,10,90,606
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	0.16	0.20
5	Basic & Diluted E.P.S after extraordinary items	0.16	0.20

**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				
Subsidiary – Foreign	Net Assets i.e., total assets – total liabilities as at 31.03.2016		Share in Profit or Loss for the year ended 31.03.2016	
	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%	(18,47,090)	100%	(2,09,520)

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

For Balance sheet - 48.8907

For Profit & Loss - 47.1467

**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

Place: Chennai

Date : 28<sup>th</sup> May 2016.

**As per our report attached**  
**For M/s.CNGSN & ASSOCIATES LLP**  
**Chartered Accountants**  
F.R.No:004915S / S200036

-sd-

**C.N.Gangadaran**

Partner

Membership No: 011205

# 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]

### 17<sup>th</sup> Annual General Meeting – 12<sup>th</sup> September 2016

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 17<sup>th</sup> Annual General Meeting of the Company to be held on 12<sup>th</sup> September 2016 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;

Tear Here

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	Alteration of Articles of Association			
5	Reappointment of Mrs.R Radikaa Sarathkumar (DIN: 00238371) as Chairperson & Managing Director			
6	Reappointment of Mr.R Sarathkumar (DIN: 00238601) as Whole-time Director			
7	Authorisation to borrow funds			

Signed this ..... day of ..... 2016.

Revenue  
Stamp**Signature (s) of Member(s)**

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

**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**

**17<sup>th</sup> Annual General Meeting – 12<sup>th</sup> September 2016**

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 \_\_\_\_\_

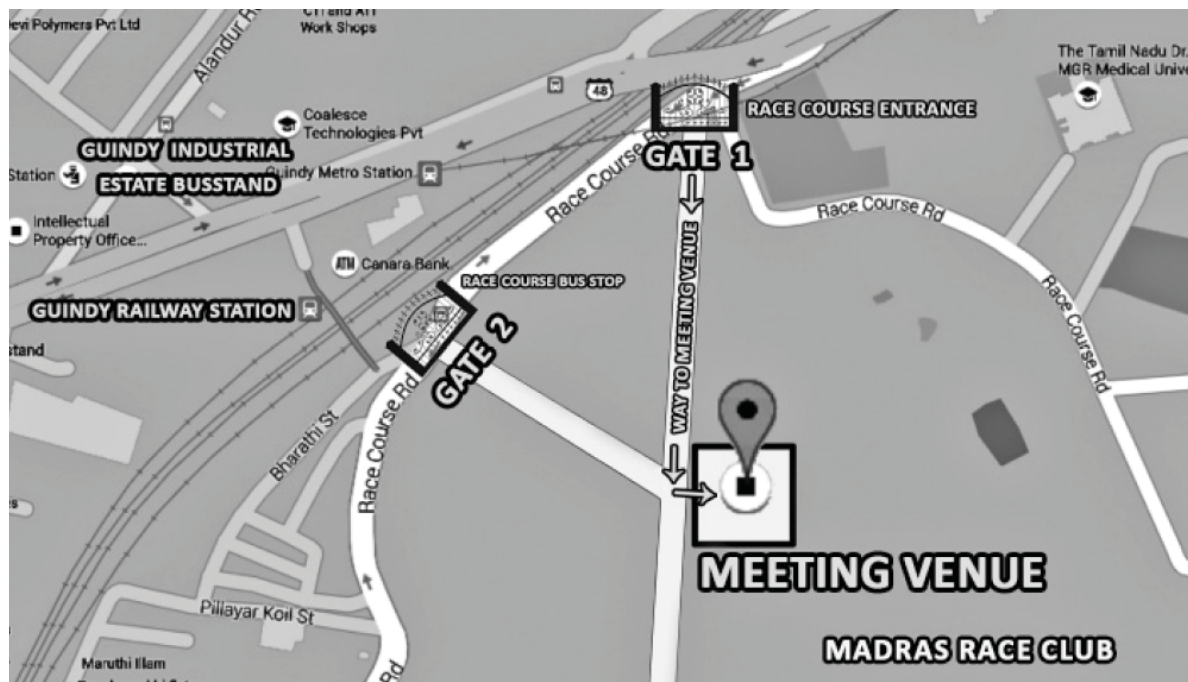
I/we hereby register my/our presence at the Seventeenth Annual General Meeting of the Company held on Monday, the 12<sup>th</sup> September 2016 at 10.00 AM at the Madras Race Club, Guindy Lodge, Guindy, Chennai 600 032.

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

\*Applicable for members holding shares in electronic form.

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

**ROUTE MAP**



**REGISTERED BOOK - POST**

If Undeliverd, 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](http://www.radaan.tv) | E-mail: [info@radaan.tv](mailto:info@radaan.tv)