

19th ANNUAL REPORT 2010 - 2011

punjjabi
TV

(A Channel guide Initiative)

CHANNEL GUIDE INDIA LIMITED

A-203, 2nd Floor, Greenvile, Lokhandwala Complex,
Andheri (W), Mumbai - 400 053.

**19TH ANNUAL REPORT
2010-2011**

**CHANNEL GUIDE INDIA
LIMITED**

“And in my opinion, entertainment in its broadest sense has become a necessity rather than luxury in the life.....”

Walt Disney

CONTENTS

CHAIRMANS SPEECH

NOTICE

DIRECTORS REPORT

CORPORATE GOVERNANCE REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

MANAGING DIRECTORS' CERTIFICATION

CERTIFICATION ON CORPORATE GOVERNANCE

AUDITORS REPORT

FINANCIALS

ATTENDANCE SLIP

PROXY FORM

BOARD OF DIRECTORS

Mr. Rajendra Karnik
Mr. Nitin Bhatkar
Mr. Kunal Ranjan
Mr. Ajay Pawar
Mr. Bimal Kamdar (Additional Director)
Mr. Vinod Shinde (Additional Director)

REGISTERED OFFICE

A/203, 2nd floor, Greenville, Lokhandwala complex,
Andheri (West), Mumbai-400 053.

AUDITORS

Navin Nishar & Associates,
Chartered Accountant
A/504, Rajeshri Accord, Telly Gully Cross Lane,
Andheri (East).
Mumbai- 400 069.

REGISTRAR AND SHARE TRANSFER AGENTS**Bigshare Services Private Limited**

E-2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri(w) Mumbai-400 072.

BANKERS

HSBC BANK
INDUSLUND BANK
KOTAK MANHINDRA BANK
ING VYSYA BANK
YES BANK

CHAIRMAN'S SPEECH

It gives me immense pleasure to interact with you once again through the foreword to the 19th Annual Report for the year ended 31st March, 2011.

We are looking forward to 2011-2012 as a very exciting year in terms of growth. The overall Media and Entertainment Industry in India is expected to grow at a Compounded Annual Growth Rate (CAGR) of 14 % p.a. The year 2011-2012 is likely to witness the increasing penetration of traditional and new media.

From a content providers perspective, content productions is expected to grow at a CAGR of 15-20% p.a. over the next two years. Growth is expected to be driven due to an intrinsic need for differentiated content across the growing number of channels competing in the broadcasting space.

The outlook on the world economy is looking up as most economies are on the way to recovery while India continues to be the focal point for innovation and investments in the Media & Entertainment sector. It is your Company's endeavor to leverage the strengths of our business model to unlock such opportunities in the sector to diversify and drive our growth.

Your Company is also committed to enhance operational excellence through greater concentration on cost optimization. Although the global market has improved substantially, fiscal prudence has been one of the biggest lessons we have learnt from the recession. The Company is also conducting feasibility studies to tie up its contents with various digital platforms and increase its bottom line.

The Company remains committed to scan and tap new business opportunities which will whet our competitive position in the industry.

As I close my note, I would like to take this opportunity to thank our stakeholders for the sustained contribution and support to the Company, including our Board of Directors for their guidance and insight, our employees for their dedication and commitment, our business associates for their trust and encouragement and all our shareholders for their motivation and faith, all of which drives us to raise the bar and set higher goals for ourselves.

Thanking You!

With warm regards,

**Rajendra Sharad Karnik,
Chairman & Managing Director**

Date: - 31st August, 2011

NOTICE

NOTICE is hereby given that 19th Annual General Meeting of the Members of **CHANNEL GUIDE INDIA LIMITED** will be held on 30th September, 2011 at 9.00 a.m. at its Registered Office situated at A-203, GreenVille, Lokhandwala Complex, Andheri (West), Mumbai- 400053 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as on 31st March, 2011 and Audited Profit and Loss Account for the year ended on that date, together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Pawar, who retires by rotation, but being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Navin Nishar and Associates as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting & fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Bimal Kamdar, who was appointed as an Additional Director on the Board of the Company, by the Board in its meeting held on 1st September, 2011, who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing has been received from a member signifying his/her intention to propose him as a candidate for the office of Director of the Company, under the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the director(s) of the Company be and is (are) hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

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

“RESOLVED THAT Mr. Vinod Shinde, who was appointed as an Additional Director on the Board of the Company, by the Board in its meeting held on 1st September, 2011, who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing has been received from a member signifying his/her intention to propose him as a candidate for the office of Director of the Company, under the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the director(s) of the Company be and is (are) hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

6. **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 149(2A) of the Companies Act, 1956, and other applicable provisions if any, consent of the members be and is hereby accorded to carry on the business activities as covered under the Other Objects Clause No.92 and 133 of the Memorandum of Association of the Company”

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorized to take all such effective steps to implement the decision of the members of the company as they may consider appropriate in the interest of the Company and to do all such acts, deeds and things from time to time for and on behalf of the Company.”

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

“RESOLVED THAT subject to the approval of the Central Government as laid down in the provisions of Section 21 and all other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modifications or re-enactment thereof, for the time being in force) and such other approvals, consents, sanctions and permissions of appropriate authorities, departments and bodies as may be necessary, consent of the members be and is hereby accorded for change of the name of the Company from **“Channel Guide India Limited”** to **“Iris Mediaworks Limited”**.

RESOLVED FURTHER THAT upon the issue of fresh Certificate of Incorporation by the Registrar of Companies, Maharashtra, Mumbai, consequent to the change of name of the Company, the name “**Iris Mediaworks Limited**” as approved by the Concerned authorities, be inserted in place of the present name of the Company wherever it appears in the Memorandum and Articles of Association of the Company, letter heads etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including the filing of various e-forms and other documents with the Authorities, deal with such matters, take necessary steps and consider such delegations in the matter as the Board may in its absolute discretion deem necessary and to settle any queries that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Place: Mumbai

Date: 1st September, 2011

By Order of the Board

Sd/-

(Chairman)

NOTES:

1. *A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the company.*

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

2. Corporate Members are requested to send to the Registered Office of the Company, a duly Certified Copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
4. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the

date of the meeting so that the requested information can be made available at the time of the meeting.

5. The Register of Members and the Share Transfer books will remain closed from Wednesday, 14th September, 2011 to Friday, 16th September, 2011(both days inclusive).
6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat **accounts**. Members holding shares in physical form are requested to intimate any change of address immediately to the Registrar and Shares transfer Agents, M/s. Bigshare Services Private Limited.
7. Members/Beneficial Owners are requested to quote their full name as per Company's record, Folio No. /DP and Client ID Nos. as the case may be, in all correspondence with the Company.
8. Members or Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.
9. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.

**EXPLANATORY STATEMENT AS PER SECTION 173(2) OF THE COMPANIES ACT, 1956
IN RESPECT OF ITEM NO. 4 to 7 OF THE NOTICE**

ITEM NO.4

Mr. Bimal Kamdar was appointed as an Additional Director of the Company on the 1st day of September, 2011. Pursuant to Section 260 of the Companies Act, 1956, Mr. Bimal Kamdar will hold Office as a Director only up to the date of this Annual General Meeting.

Pursuant to Section 257 of The Companies Act 1956, notice in writing has been received from a Member of the Company along with the deposit of Rs.500/- signifying his intention to propose the said Director as a candidate for the Office of Directors.

The Board considers that the Company would be benefited by his rich experience and guidance. Therefore it recommends the resolution for approval of the members.

ITEM NO.5

Mr. Vinod Shinde was appointed as an Additional Director of the Company on the 1st day of September, 2011. Pursuant to Section 260 of the Companies Act, 1956, Mr. Vinod Shinde will hold Office as a Director only up to the date of this Annual General Meeting.

Pursuant to Section 257 of The Companies Act 1956, notice in writing has been received from a Member of the Company along with the deposit of Rs.500/- signifying his intention to propose the said Director as a candidate for the Office of Directors.

The Board considers that the Company would be benefited by his rich experience and guidance. Therefore it recommends the resolution for approval of the members.

ITEM NO. 6

In view of the bright prospects and with the rich experience of the senior executives of the Company, the Company feels that the proposed business of investment and speculation in shares, debentures, etc. as mentioned under sub-clause 92 and 133 of the Other Object Clause of Memorandum of Association of the Company can be combined conveniently and advantageously with the existing business of the Company under the existing circumstances.

As the commencement of the proposed business under sub-clause 92 and 133 of Other Object Clause of the Memorandum of Association of the Company may be considered to be the commencement of a new business within the meaning of section 149 (2A) of the Act, it is necessary to obtain the approval of the members by a special resolution to such commencement of new business pursuant to the said section. Hence, the resolution is intended for this purpose.

The Companies Memorandum of Association is open for inspection at the Company's Registered Office during usual business hours on any working day.

Your directors recommend the resolution for your approval.

None of the Directors of your Company is in any way concerned or interested in this resolution.

ITEM NO.7

The present name does not convey the magnitude of operations of the Company and expresses only part of its activities. Hence, for some time the directors have been giving thought to changing the name of the Company.

The new name proposed contains “Iris” which is generally seen in a digital camera as an adjustable aperture used to control the amount of light coming through the lens. The more the iris is opened, the more light it lets in and the brighter the scene will be. And the word Mediaworks gives a wider perspective of the activities carried on by the Company.

Hence, the proposed name would reflect the activities the Company intends to undertake in consonance to its current line of business in order to achieve its expansion strategies. Thus, the full name “Iris Mediaworks Limited” reflects the operations of the Company.

The Registrar of Companies, Mumbai has confirmed that the new name is available upon the application of the Company for change of the name of the Company under section 21 of the Companies Act, 1956 and subject to the resolution the Board of directors of the Company proposes to make an application to the Registrar of Companies for confirmation to the change of name.

Place: Mumbai

Date: 1st September, 2011

By Order of the Board

Sd/-

(Chairman)

DIRECTORS REPORT

Dear Members,

The Directors present the 19th Annual Report of the Channel Guide India Limited (CGIL) (“the Company”) and the Audited Statement of Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS :

The financial results of the Company for the year ended 31st March, 2011 are highlighted as under:

(Amount in Rs.)

	Financial Year Ended 31.03.2011 (9 months)	Financial Year Ended 30.06.2010(12 months)
Income From Operations & Other Income	69,88,26,675	21,24,36,247
Less: Expenses	69,69,29,941	20,05,95,115
Profit before prior period adjustments and Depreciation	18,96,734	1,18,41,132
Less: Depreciation	55,90,091	110,63,908
Profit before taxation	(36,93,357)	7,77,224
Provision for taxation	-	-
Add:- Deferred tax charges	1091771	-
Profit After Tax	(47,85,128)	7,77,224

PERFORMANCE :

During the year under review, the turnover from services rendered by the Company was Rs. 69,88,26,675 as compared to Rs. 21,24,36,247 showing a substantial rise of 69.60% from the previous year. The Company’s income in the current year through other activities was due to the interest received and the profit made by the Company on the sale of shares/ optimum investments made by the Company.

The growth in the revenue have been largely a function of the sustained advertising growth and subscription revenue contributed through a well diversified mix of clients (national, regional and local) across multiple product categories.

The Company incurred a loss of Rs. 47,85,128 after tax. Nevertheless, the Company having a diversified portfolio has managed to maintain its income during the year.

Your Directors' endeavour is to enhance the Revenue and Profit to higher levels and for this purpose, efforts have been initiated by value addition to products, customers and markets. Vigorous marketing efforts and ceaseless cost reduction activities continue with more thrust and vigour to accomplish these goals.

CHANGE IN FINANCIAL YEAR :

Pursuant to the Resolution passed by the Board of Directors at their meeting held on 31st March, 2011 current financial year of the Company has been changed from year ending 30th June, 2011 to 31st March, 2011, a period of nine months (hereinafter referred to as the "said financial period"). Accordingly the accounts of the Company has been prepared and audited for the said financial period ended 31st March, 2011.

Further it was resolved that the forthcoming Financial year of the Company will be for a period of twelve months beginning from 1st April, 2011 to 31st March, 2012.

DIVIDEND :

In order to conserve the resources of the company, your Directors express their inability to recommend a dividend for the current financial period / year ended 31st March, 2011.

DIRECTORS :

Mr. Ajay Pawar was appointed as an Additional Director of the Company on the 6th day of October, 2010 and further in the Annual General Meeting of the Company held on 16th November, 2010 for the financial year 2009-2010 was unanimously appointed as a Executive Director liable to retire by rotation.

In accordance with the provisions of the Articles of Association of the Company, Mr. Ajay Chandrakant Pawar, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment and your Board recommends for his re-appointment.

Mr. Bimal Kamdar and Mr. Vinod Shinde were appointed as Additional Directors of the Company on 1st day of September, 2011 and would hold office up to the date of the ensuing Annual General Meeting. It is proposed by the Board of Directors to appoint Mr. Bimal Kamdar and Mr. Vinod Shinde as Directors of the Company based on their expertise.

CHANGES IN CAPITAL STRUCTURE:

CGIL had in its Extra Ordinary General Meeting held on 16th March, 2009 passed a resolution for allotment of 60,00,000 Convertible Equity Warrants to the Allottees as mentioned in the notice to the meeting.

On receipt of 25% upfront money, the Company allotted 59,50,000 Convertible Equity Warrants to various allottees in the Board Meeting held on 8th June, 2009.

The allotment of shares on conversion of the aforesaid warrants took place in three tranches on receipt of the balance consideration from the various allottees.

- 30,93,666 Convertible Equity Warrants were converted into Equity Shares of the Company in the Board Meeting held on 25th March, 2010.
 - 10,92,001 Convertible Equity Warrants were converted into Equity Shares of the Company in the Board Meeting held on 10th July, 2010.
- and,
- 10,91,443 Convertible Equity Warrants were converted into Equity Shares of the Company in the Board Meeting held on 6th December, 2010.

As the tenure for exercising the Convertible Equity warrants stood elapsed on the 7th day of December, 2010, the balance warrants aggregating to 6,72,890 left to be converted were cancelled on the said date.

Consequent to the afore-said issue of shares, the paid- up share capital of the Company stood at Rs. 5,63,85,550 divided into 1,12,77,110 Equity Shares of Rs. 5/- each

Further, in the Annual General Meeting of the Company held on 16th November, 2010 the members passed a resolution for issue of 12,00,00,000 crores convertible Equity Warrants on Preferential basis to the allottees whose names reflected in the notice of the said meeting.

On the 23rd Day of December, 2010 on receipt of the application money from certain allottees the Board of Directors allotted 9,04,25,000 Convertible Equity Warrants to the applicants.

At the end of the said financial year, the said warrants still stand to be converted into Equity Shares.

Consequent to the full conversion of the aforesaid warrants into Equity Shares, the paid-up share capital of the Company would stand at Rs. 50,85,10,550 divided into 10,17,02,110 Equity Shares of Rs. 5/- each.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2AA) of the companies Act, 1956, your Directors, based on the representations received from operating management and after due inquiry, confirm that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) They have in the selection of the accounting policies consulted the statutory auditors and those have been applied consistently, reasonable and prudent judgments and estimates have been made as to give a true and fair view of the state of affairs of the company as at 31st March, 2011 and of the profit or loss of the company for the year ended on that date.
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and the other irregularities; and
- (iv) The annual accounts have been prepared on a going concern basis.

AUDITORS:

M/s. Navin Nishar & Associates., the Company's Auditors will retire at the conclusion of the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment. The Company has received a certificate from the auditors to the effect that their re-appointment if made, would be in accordance with the provisions of section 224(1B) of the Companies Act, 1956. The directors recommend the re-appointment of M/s. Navin Nishar & Associates. and to fix their remuneration.

Comments of the Auditors in their report and the notes forming part of the Accounts, are self explanatory and need no comments.

AUDIT COMMITTEE:

An audit Committee with an optimum combination of Directors have been formed in order to comply with the various requirements under the Companies Act, 1956 and Clause 49 of the listing Agreement.

The Board of Directors have been reviewing the working of the committee from time to time to bring about greater effectiveness in its working structure.

Adequate disclosures in respect of the composition of the Audit Committee and the Chairmanship have been made in the Corporate Governance Report which forms an essential part of this report.

CORPORATE SOCIAL RESPONSIBILITY

Channel Guide India Limited embraces responsibility for impact of its operations and actions on all stakeholders including society and community at large. Management's commitment, work ethics and business processes at **Channel Guide India Limited** encourages all its employees and other participants to ensure a positive impact and its commitment towards Corporate Social Responsibility.

PUBLIC DEPOSITS:

The Company has not accepted any deposits from public in accordance with Section 58A of the Companies Act, 1956.

SUBSIDIARY COMPANIES:

In February 2009, the Company incorporated a Company in the United Kingdom in the name of Channel Guide (UK) Limited as a Wholly-owned subsidiary of CGIL.

Since there were no transactions made by Channel Guide (UK) Limited upto the date for which the financial statements were prepared by the parent Company, the books of accounts of the subsidiary were not made and financial statements were not prepared and audited.

CONSOLIDATED FINANCIAL STATEMENTS:

The financial statements of the subsidiary Company were not consolidated with the parent Company as required by AS 21 which deals with the consolidated financial statements due to the absence of audited financial statements of the subsidiary. Further no shares have been issued by the parent company to the subsidiary or vice-versa pursuant to the nature of control of management.

CORPORATE GOVERNANCE:

Your Company has been fully compliant with the SEBI Guidelines on Corporate Governance, which have been incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges. A detailed report on the subject forms part of this report.

The statutory Auditors of the company have examined the Company's compliance, and have certified the same as required under SEBI Guidelines and annexed herewith it forms part of the Annual Report.

INTERNAL CONTROL :

The Company has in place appropriate internal control systems, commensurate with its size and nature of operations.

MANAGEMENT DISCUSSION AND ANALYSIS :

Management Discussion and Analysis Report as required under Clause 49 (IV) (F) of the Listing Agreement is disclosed separately in this Report.

DISCLOSURE OF MATERIAL CHANGES SINCE THE DATE OF BALANCE SHEET :

The Board of Directors have resolved to Change the name of the Company to **IRIS MEDIAWORKS LIMITED**. They are of the opinion that the present name does not convey the magnitude of operations of the Company and expresses only part of its activities.

Hence, changing the name of the Company to **IRIS MEDIAWORKS LIMITED** would give a broad base to its Stakeholders in identifying the activities that the Company operates into.

The said resolution for name change is put forth before the members for their approval.

PARTICULARS OF EMPLOYEES :

The Company does not have any employee whose particulars are required to be given in pursuant to the provision of section 217(2A) Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO :

Provisions of section 217 (1) (e) of the Company Act 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, and technology absorption are not applicable to the company as company is not in to manufacturing activity.

ACKNOWLEDGEMENTS & APPRECIATION :

Your Directors are thankful and are obliged by the continuous faith and support it has received over such long period of time from various authorities including Banks and Government authorities and also from Shareholders including all categories of persons associated with the company.

Your Directors are delighted to express their gratitude towards the long lasting support the employee have given and are extremely thankful for the same.

Place: Mumbai

Date: 1st September, 2011

By Order of the Board

Sd/-

(Chairman)

CORPORATE GOVERNANCE REPORT
(Pursuant To Clause 49 of Listing Agreement)

INTRODUCTION:

Good corporate governance practices are a sine qua non for sustainable business that aims at generating long term value to all its shareholders and other stakeholders. Corporate Governance is a journey for constantly improving sustainable value creation.

The company believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in protecting shareholders trust while maximizing long term corporate value.

Board of Directors present the Corporate Governance Report for the year 2010-2011 based on the disclosure requirement under clause 49 of the Listing Agreement pertaining to Channel Guide India Limited. **(CGIL).**

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

CGIL values and is aware about the importance of Corporate Governance into the value systems driving the Company. The Company understands the principles of fairness, transparency, accountability and responsibility towards the members and society at large and ensures to achieve high standards and integrity in financial reporting, disclosure of material information, continuous improvements of internal controls and sound investor relations.

The company aims at continuous growth and sustainability with the fulfillment of objectives of the organization along with the expectations of the Members.

GOVERNANCE STRUCTURE

CGIL ensures strict compliance of Corporate Governance not only in words but also in spirit. It has laid down a structure of management to exercise the policies effectively. The Corporate Governance is ensured by:

- i. Maintaining appropriate composition and size of the Board and/or Committee(s) with each member bringing in key expertise in different areas.
- ii. Maintaining arms length policy in dealing with all sensitive matters which can potentially affect the interest of the Company.

- iii. Effective flow of Information to the Board, its Committee(s) and all the concerned people to enable them to efficiently discharge their duties.
- iv. Ethical business conduct by the Board, management and employees.
- v. Timely and accurate disclosure of all material operational and financial information to the stakeholders.

Given below are the Company's Corporate Governance policies and practices for 2010-2011 elaborated point wise based on the requirements of Clause 49 of the Listing Agreement.

BOARD OF DIRECTORS

Composition:

The Board has a judicious mix of Executive and Non-Executive Directors, and is in conformity with Clause 49 of Listing Agreement entered with the Stock Exchange in which the Company's shares are listed. The composition of the Board is as under:

Name of Director	Category
Rajendra Karnik	Managing Director, Executive
Nitin Bhatkar	Whole-Time Director, Executive
Ajay Pawar*	Executive Director
Kunal Ranjan	Non-Executive Independent Director
Bimal Kamdar**	Additional Director
Vinod Shinde**	Additional Director

** Appointed as an Additional director on the Board in the Board Meeting held on 20th February, 2010 and was re- appointed as a director liable to retire by rotation in the Annual General Meeting of the Company held on 16th November, 2010.*

*** Appointed as an Additional Director on the Board in the Board Meeting held on 1st September, 2011.*

Meetings Held :

During 2010-2011, the Board of Directors met **ten times**: on 10th July, 2010, 28th July, 2010, 28th August, 2010, 6th October, 2010, 20th October, 2010, 10th November, 2010, 6th December,

2010, 23rd December, 2010, 14th February, 2011 and 31st March, 2011. The gap between any two meetings has been less than four months.

The attendance at the Board Meetings and Last Annual General Meeting.

Name of Director	Category	Meetings attended	Whether attended last AGM
Rajendra Karnik	Managing Director, Executive	10	Yes
Nitin Bhatkar	Whole-Time Director, Executive	10	Yes
Ajay Pawar*	Executive Director	10	Yes
Kunal Ranjan	Non-Executive Independent Director	10	Yes
Bimal Kamdar**	Additional Director	-	-
Vinod Shinde**	Additional Director	-	-

* Appointed as an Additional director on the Board in the Board Meeting held on 20th February, 2010 and was re-appointed as a director liable to retire by rotation in the Annual General Meeting of the Company held on 16th November, 2010.

** Appointed as an Additional Director on the Board in the Board Meeting held on 1st September, 2011.

Other Directorship/Committee Positions as on 31st March, 2011

Name of Director	In Listed Companies	In Unlisted Public Limited Companies	Committee Positions	
			As Chairman	As Member
Rajendra Karnik	0	0	0	0
Nitin Bhatkar	0	0	0	0
Ajay Pawar*	0	0	0	0
Kunal Ranjan	0	0	0	0

* Appointed as an Additional director on the Board in the Board Meeting held on 20th February, 2010 and was re-appointed as a director liable to retire by rotation in the Annual General Meeting of the Company held on 16th November, 2010.

Notes: Private limited companies, foreign companies and companies under section 25 of the Companies Act, 1956 are excluded for the above purposes. Only audit committee and shareholders' grievance committee are considered for the purpose of committee positions as per listing agreement.

None of the director was a member in more than 10 committees, nor a chairman in more than five committees across all companies in which he was a director.

COMMITTEES OF THE BOARD:

As on March, 2011 your company has three committees. They are;

- Audit Committee.
- Shareholders/Investors Committee.
- Remuneration Committee.

a. AUDIT COMMITTEE:

CGIL has, in compliance with the provisions of section 292A of the Companies Act, 1956 and clause 49 II (A) of the Listing Agreement, formed an Independent Audit Committee with each member possessing valuable experience in Accountancy, Finance, Investments and Taxation.

Terms of Reference:

The powers and role of the Audit Committee has been formed keeping in mind the role of the Audit Committee as prescribed in Clause 49 (II)(C) and (D) of the Listing Agreement as well as section 292A of the Companies Act, 1956.

The Audit Committee reviews, acts and reports to the Board of Directors, inter alia, with respect to:

- Review the company's financial reporting and accounting policies practiced.
- Monitor the internal control system and its adequacy.
- Monitor the adequacy of the internal audit function, its structure & effectiveness.
- Review the financial and risk management system.
- Recommend the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review the independence of Auditors.
- To monitor and evaluate the risk management involved while undertaking any business activities.
- Discuss with the Statutory Auditors on the nature and scope of audits and any views that they have about the financial control and reporting process.

- Ensure compliance with accounting standards and with listing requirements with respect to the financial statements.
- Review related party transactions.

Meetings Held:

The Audit Committee met four times during the period under review, meetings were held on 21st July, 2010, 27th September, 2010, 3rd November, 2010 and 7th February, 2011. In addition to the members of the audit committee, these meetings were attended by the heads of finance and internal audit functions of the company and those executives who were considered necessary for providing inputs to the committee.

Name of Director	Category	Meetings Attended
Mr. Kunal Ranjan	Chairman (Non-Executive Independent Director)	4
Mr. Rajendra Karnik	Executive Director	4
Mr. Ajay Pawar	Executive Director	4
Mr. Bimal Kamdar *	Non-Executive & Independent Director	NIL

- * The Board of Directors inducted Mr. Bimal Kamdar as a member of this committee by passing a resolution in their meeting held on 1st Day of September, 2011.

(Note: Mr. Bimal Kamdar is Appointed as an Additional Director on the Board of the Company and is proposed to be re-appointed at the ensuing Annual General Meeting)

b. SHAREHOLDER'S/ INVESTORS RELATIONS AND SHARE TRANSFER COMMITTEE:

The Company has constituted Shareholders/Investors Relations Committee for the purpose of specifically looking in to the matters relating to shareholders and investors grievance. The scope of its work includes but is not limited to overlooking matters about transfer of shares, issue of duplicate/consolidated share certificates, allotment and listing of shares, review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, and non-receipt of declared dividends etc.

This Committee is also responsible for approval of transfer of Equity and preference shares including power to delegate the same to Registrar and Transfer Agent and to any other committee comprising of Directors.

The Shareholders and Investor Grievance Committee presently comprises of Mr. Kunal Ranjan, Mr. Rajendra Karnik, Mr. Ajay Pawar and Mr. Bimal Kamdar(*).

The committee was re-constituted in the meeting of Board of Directors held on 1st September, 2011 by appointing Mr. Bimal Kamdar as an additional member on the Committee.

(* **Note:** Mr. Bimal Kamdar is Appointed as an Additional Director on the Board of the Company and is proposed to be re-appointed at the ensuing Annual General Meeting)

Meetings Held:

The Committee met once by the end of the year in order to keep itself updated with respect to any Investor grievances raised against the Company and to discuss a plan of action for the recourse taken by the Committee to resolve such issues on time.

c. REMUNERATION COMMITTEE & DIRECTORS REMUNERATION:

CGIL has always ensured transparency in its working and have taken utmost care to provide all vital information to the members of the Company wherever necessary. Thus, as a step towards maintaining the level of transparency in the operations, the Board has constituted the remuneration committee.

Brief Description of Terms of Reference:

The Committee is responsible to determine on behalf of the Board and Shareholders, the Company's policy on specific remuneration packages for executive, pension rights and any compensation payment.

Remuneration Policy

Remuneration Committee generally decides and makes recommendation to the Board of Directors about the remuneration to be paid to the Directors and other key managerial personnel of the company.

The committee's recommendations are subject to the approval of the members of the company.

The Remuneration policy is designed keeping in mind the statutory requirements as prescribed in Companies Act, 1956 and the Committee is responsible to ensure that the

remuneration paid is within the prescribed limits. Further, the remuneration paid is aligned to the performance of the Company and reviewed from time to time.

CODE OF CONDUCT:

The Company has adopted Code of Conduct for all the employees of the company including Whole Time and Managing Director. The Board has also approved code of conduct for Non Executive Directors.

All the Board members and senior management personnel (as specified in clause 49 of the Listing Agreement) have affirmed the compliance with the respective code of conduct.

COMPLIANCE REPORT ON NON-MANDATORY REQUIREMENTS UNDER CLAUSE 49 OF THE LISTING AGREEMENT:

1. Remuneration Committee:

The Board has constituted a remuneration committee, which specifically looks into the quantum of remuneration paid to the Board and Key Managerial Personnel. The Committee also discharges the duties and responsibilities as described under non-mandatory requirements of clause 49.

2. Shareholders Rights:

We submit our quarterly, half yearly and yearly results to the Bombay Stock Exchange, display them on our website, www.punjjabiv.com and also publish our results in widely circulated newspapers. As an initiative to save our environment we have not sent physical copies half yearly results to the shareholders in the year under review because the same is displayed on the company's website.

3. Audit Qualifications:

The Auditors have not qualified the financial statements of the Company.

4. Whistle Blower Policy:

The Company has formulated a comprehensive whistle blower policy through which any employee can report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

5. Training to Board Members and Key Managerial Personnel:

CGIL is completely dedicated in the overall development of all its employees and especially personnel who are at key positions. Thus, there have been various cost effective methods through which the Board Members and Key Managerial Personnel are trained periodically. This is being done by internal training and discussions on various matters affecting the functioning of the Company.

MANAGING DIRECTOR CERTIFICATION:

The Managing Director of the Company has certified positively to the Board on the matters specified under clause 49(V) of the Listing Agreement. The said certificate is attached in this Annual Report.

AUDITORS CERTIFICATE OF CORPORATE GOVERNANCE:

The Company has obtained the certificate from the auditors of the Company regarding compliance with the provisions relating to the Corporate Governance laid down in clause 49 of the Listing Agreement with the Stock Exchange. Such a certificate for the FY 2010-11 is annexed to this report, and will be sent to the Stock Exchange along with this Annual Report to be filed by the Company.

DISCLOSURES:**Disclosure on materially significant Related Party Transactions:**

No transactions of material nature are entered into by the company with promoters, directors or management, or their relatives, etc. that may have a potential conflict with interest of the company. There are no material pecuniary transactions with the Independent/Non-Executive Directors other than the payment of remuneration disclosed as above.

SEBI Matter:

SEBI had issued a Show Cause Notice against the Company dated 10/03/2011 under rule 4 of SEBI (Procedure for holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 inquiring and adjudicating the allegations of non-filing of disclosures under Regulation 6(2), Regulation 6(4), Regulation 7(3) and Regulation 8(3) of Substantial Acquisitions of Shares and Takeovers (SAST) Regulations, 1997.

In reply to the said Notice, the Company had filed an application for settlement under consent proceedings. And further on grant of opportunity of personal hearing by the Authority, the

authorized representative of the Company Mr. Laxman Rajpurohit appeared before the concerned person and submitted that the violations were technical and inadvertent, and had further requested to take a lenient view in the matter.

Thus, considering the facts of the case SEBI had vide their order dated June 30, 2011 bearing Ref No. PKK/ AO/127/2011, subject to the Adjudication proceedings carried on in the matter of the Company Channel Guide India Limited imposed a monetary penalty of Rs. 2,00,000/- (Rupees Two Lakh Only).

MEANS OF COMMUNICATION:

Financial Results

Quarterly & Annual Results are published in prominent daily newspapers. The results are also posted on the Company's website: www.punjjabity.com.

News Releases:

Official news releases are sent to the stock exchanges as well as displayed on the Company's website: www.punjjabity.com.

Annual Report:

Annual Report is circulated to all the members and auditors of the Company.

Presentations to Institutional Investors or Analysts:

During the Financial Year 2010-11, presentations made to institutional investors or analysts by CGIL are displayed on the Company's website: www.punjjabity.com.

GENERAL BODY MEETINGS:

Financial Year	Date	Time	Location
2007-2008	20 th July, 2008	10.30 a.m.	A-203, 2 nd Floor, Greenville, Lokhandwala Complex, Andheri (w), Mumbai- 400 053
2008-2009	17 th August, 2009	4.00 p.m.	A-203, 2 nd Floor, Greenville, Lokhandwala Complex, Andheri (w), Mumbai- 400 053
2009-2010	16 th November, 2010	4.30 p.m.	A-203, 2 nd Floor, Greenville, Lokhandwala Complex, Andheri (w), Mumbai- 400 053

Location and time of Extra-Ordinary General Meetings held in past years :

2008-2009	16 th March, 2009	4.30 p.m.	A-203, 2 nd Floor, Greenville, Lokhandwala Complex, Andheri (w), Mumbai- 400 053
-----------	------------------------------	-----------	---

Special Resolution passed :

The Company at its Extra Ordinary General Meeting held on 16th March, 2009 passed the following special resolutions:

1. Increase in Authorised Share Capital of the Company from Rs. 3.5 crore to 7 Crore
2. Preferential Allotment of 60,00,000 Convertible Equity Warrants pursuant to provisions of Section 81 (1A) of the Companies Act, 1956.

During last three Annual General Meetings of the Company, the Members had passed Special Resolutions relating to following businesses:

Meeting Dates	Resolution
30 th July, 2008	1. No special resolutions passed
17 th August, 2009	<ol style="list-style-type: none"> 1. To re-appoint Mr. Kunal Ranjan as a Director liable to retire by rotation pursuant to Section 260 of the Companies Act, 1956. 2. To Appoint Mr. Rajendra Sharad Karnik as the Managing Director of the Company for period of 5 yrs w.e.f. 1st September, 2009 on a remuneration of Rs. 75000/- p.m. 3. To Appoint Mr. Nitin Kumar Bhatkar as the Whole- Time Director of the Company for period of 5 yrs w.e.f. 1st September, 2009 on a remuneration of Rs. 50000/- p.m. 4. Alteration in Object Clause of the memorandum of Association by shifting existing other object clause C(186) to (189) to the Main Object Clause IIIA(1) to (4) and the existing main object Clause III A(1) and (2) be shifted under the head Other Object Clause after the last clause 185 .
16 th November, 2010	<ol style="list-style-type: none"> 1. Alteration in Articles of Association of the Company subsequent to the increase in ASC of the Company from Rs. 11 crores to 70 crores 2. Resolved to create, offer, issue, allot, and deliver, on preferential basis upto 12,00,00,000 (Twelve Crores) to prospective investors of the company or any of its nominees or affiliates.

POSTAL BALLOT :

During the year under review, the members approved FIVE resolutions through POSTAL BALLOT, the result of which was declared by the Chairman of the Company on the 10th Day of June, 2010.

Mr. Jigarkumar Gandhi, Practicing Company Secretary was duly appointed as a scrutinizers to conduct the Postal Ballot process.

The Resolutions passed and approved through Postal ballot are specified as under:

1. Change of object clause passed through Special Resolution.
2. Change of auditor passed through an Ordinary Resolution
3. Increase in the Authorized Share Capital of the Company from Rs. 7 Crores to Rs. 11 Crores and Alteration of MOA with respect to same passed through an Ordinary Resolution.
4. Alteration of Articles of Association of the Company passed through a Special Resolution.
5. Issue of further shares by way of Qualified institutional placement passed through Special Resolution

GENERAL SHAREHOLDERS INFORMATION

ANNUAL GENERAL MEETING	
Date : 30 th September, 2011 Time : 9.00 A.M.	VENUE : A/203, 2 nd Floor, Greenville, Lokhandwala Complex, Andheri (West), Mumbai- 400 053.
Financial Year	1 st July, 2010 to 31 st March 2011 (9 months)
Book Closure Dates	14 th September, 2011 to 16 th September, 2011(both days inclusive)
Listing on Stock Exchange	Bombay Stock Exchange Limited
Stock Code & Demat ISIN No.	Stock code: 531337 ISIN: INE974C01022
Registrar and Transfer Agents	Bigshare Services Private Limited, E -2/3, ANSA Industrial Estate,Sakivihar Road, Saki Naka, Andheri(e)Mumbai-400 072
Address for Correspondence	Mr. Nitin N. BhatkarChannel Guide India Limited A-203, 2 nd floor, Green Ville Lokhandwala Complex, Andheri(West), Mumbai-400 053

Email Id : Pursuant to clause 47(f) in of the Listing Agreement, the Company has created an exclusive e-mail ID for the purposes of registering complaints by investors, viz : investor@punjjabi.tv

FINANCIAL CALENDAR:

Financial Results schedule for the FY 2011-12

Particulars	Tentative Schedule
Financial Reporting for the quarter ending 30/06/2011	Second week of August, 2011.
Financial Reporting for the quarter ending 30/09/2011	Second week of November, 2011.
Financial Reporting for the quarter ending 31/12/2011	Second week of February, 2012.
Financial Reporting for the quarter ending 31/03/2012	Second week of May, 2012.
Annual General Meeting for the year ending 31/03/2012	September, 2012.

MARKET INFORMATION:

Monthly high and low price of the Company's shares at Bombay Stock Exchange Limited (BSE) during the year 2010-2011.

Month	BSE	
	High(Rs.)	Low(Rs)
July, 2010	15.50	13.25
Aug, 2010	14.02	11.40
Sep, 2010	13.95	9.90
Oct, 2010	13.28	9.30
Nov, 2010	12.99	9.81
Dec, 2010	12.85	10.20
Jan, 2011	13.10	9.96
Feb, 2011	12.83	9.86
Mar, 2011	13.45	9.81

Distribution of the shareholding in Rupees as on 31st March, 2011 :

Shareholding of Nominal Value of Rs.	No. of Shareholders	% of Total
Up to 5000	3365	81.1626
5001 - 10000	342	8.2489
10001 - 20000	171	4.1245
20001 - 30000	102	2.4602
30001 - 40000	26	0.6271
40001 - 50000	28	0.6753
50001 - 100000	51	1.2301
100001 and above	61	1.4713

Dematerialization & Liquidity:

Pursuant to SEBI notification, trading in the Equity Shares of the Company is permitted only in Dematerialized form w. e. f. 5th July, 2002.

The following are the details of the same as on 31st March, 2011 :

TYPES OF HOLDING	NUMBER OF SHARES	PERCENTAGE TO SHARE CAPITAL
PHYSICAL	4063527	36.03%
NSDL	3682065	32.65%
CDSL	3531518	31.32%
TOTAL	11277110	100%

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2011

Introductory sub-table (I)(a)			
Name of the Company: CHANNEL GUIDE INDIA LIMITED			
Scrip Code, Name of the scrip, class of security: 531337, CHANNELG, EQUITY SHARES			
Quarter ended: 31/03/2011			
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/ promoter group	NIL	NIL	NIL
Held by public	NIL	NIL	NIL
Total - D	NIL	NIL	NIL
Outstanding convertible securities:-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/ promoter group	NIL	NIL	NIL
Held by public	NIL	NIL	NIL
Total - E	NIL	NIL	NIL
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/ promoter group	NIL	NIL	NIL
Held by public	9,04,25,000	100%	88.91%
Total - F	9,04,25,000	100%	88.91%
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities (Grand Total (A+B+C)+ D+E+F)	10,17,02,110	100%	100%

Category of Shareholders	No. of Shares held	% of Shareholding
(A) Promoter & Promoter Group		
(1) Indian		
a) Individual /HUF	18,27,110	16.20%
Any Other (Specify)		
Directors/Promoters & their relatives & friends	12,187	0.11%
Sub Total (A) (1)	18,39,297	16.31%
(2) Foreign	0	0
Sub Total (A) (2)	0	0
Total Shareholding of Prom. & Prom. Grp.		
(A)=(A) (1) + (A) (2)	18,39,297	16.31
(B) Public Shareholding		
(1) Institutions	0	0
(2) Non-Institution		
(a) Bodies Corporate	15,48,320	13.73%
(b) Individuals		
(i) Individual holding nominal share capital up to Rs. 1 Lacs	34,24,493	30.37%
(ii) Individual holding nominal share capital in excess of Rs. 1 Lacs	43,97,067	38.99%
(c) Any Other (Specify)		
Clearing Members	10,747	0.10%
Non-Resident Indians	57,186	0.51%
Total Public Shareholding (B) (2)	94,37,813	83.69%
Total Public Shareholding (B)=(B)(1)+(B)(2)	94,37,813	83.69%
Total (A+B)	1,12,77,110	100.00%
(C) Shares held by Custodians and against which Depository Receipts have been issued	00	00
Total (A+B+C)	1,12,77,110	100.00%

By Order of Board of Directors
Sd/-
Chairman

Place : Mumbai
Date : 1st September, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

THE INDUSTRY STRUCTURE AND DEVELOPMENTS

The Media and Entertainment (M&E) industry is one of the fastest growing sectors in India. The industry primarily involves the creation, aggregation and distribution of content, products and services, news and information, advertising and entertainment through various channels and platforms such as Television, Print, Radio, and Films. While television and print continues to dominate the Indian M&E industry, sectors such as gaming, digital advertising, and animation VFX grow at a faster rate and show tremendous potential in the coming years.

Growth Drivers: The industry's strong growth potential is attributed to factors such as:

1. Growing potential of the regional markets
2. Increasing media penetration and per capita consumption, and
3. Rising importance of New Media (online media) driven by changing media consumption patterns
4. The Government's thrust on digitisation and addressability for cable television, is expected to increase the pace of digitisation leading to tremendous growth in DTH and digital cable.

The television industry is expected to grow by 12.9 per cent cumulatively over 2009-14, according to PricewaterhouseCoopers (PwC). The industry grew by 15.5 per cent in 2010 and is slated to register a growth rate of 13 per cent in 2012.

SUMMARY OF BUSINESS

CHANNEL GUIDE INDIA LIMITED (CGIL) has been in business of broadcasting and media since 2005. The new management, under Mr. Rajendra Karnik, took over the Business in June, 2008. The Business Strategy was altered to focus on the diaspora markets.

Since April 2009, the Company has launched "Punjabi TV"- the world's only Punjabi language general entertainment channel ("GEC") - in USA. The channel currently has over 16,000 subscribers and is part of the Punjabi subscription package along with Zee Punjabi, Jus Punjabi, and MH1, on Dish Network/ EchoStar. CGIL is also in advanced discussions with AT&T, Verizon and NuLion to launch the channel on their distribution systems. Advanced stage discussions are ongoing with

PUNJABI TV (A CHANNEL GUIDE INITIATIVE)

Rogers. The company expects to cross the 50,000 – subscribers mark in USA and Canada, and generate \$150,000 per month revenue in the years to come.

“Punjabi TV” is a channel with colors from every part of Punjab. Just like the wheel in its logo, each color distinctly signifies an emotion but when in motion it all merges to showcase the ever colorful, ever dildaar Punjabi!

“Punjabi TV” brings into homes a part of Punjab every day. With original shows, dramas, music, movies, chat shows, talk shows, entertainment and information at its best. In a nut shell “Punjabi TV” is a channel of Infotainment!




Channel Guide India Limited has its Head office in India and is engaged in business of broadcasting and production. The company is spearheaded by Media Professionals having vast experience of broadcasting and production in India, US, UK and Middle East.

VISION



The Company has a Vision of making the Channel “Punjabi TV” the most Successful & Respected wholesome Punjabi Entertainment Channel for the Punjabis, world over.

Strengths, Weakness Opportunities and Threats

STRENGTHS

-  The media and entertainment sector is one of the fastest growing sectors in India because of its vast customer reach.
-  The country’s growing middle-class with rise in disposable incomes has emerged as the mainstay of the media and entertainment industry.
-  There is an appreciable change in the lifestyle and entertainment sector due to which spending patterns of the Indian masses has led to rise in the per capita income.

WEAKNESS

-  The media and entertainment sector in India is highly fragmented.
-  Poor media penetration in the lower socio-economic classes.

OPPORTUNITIES

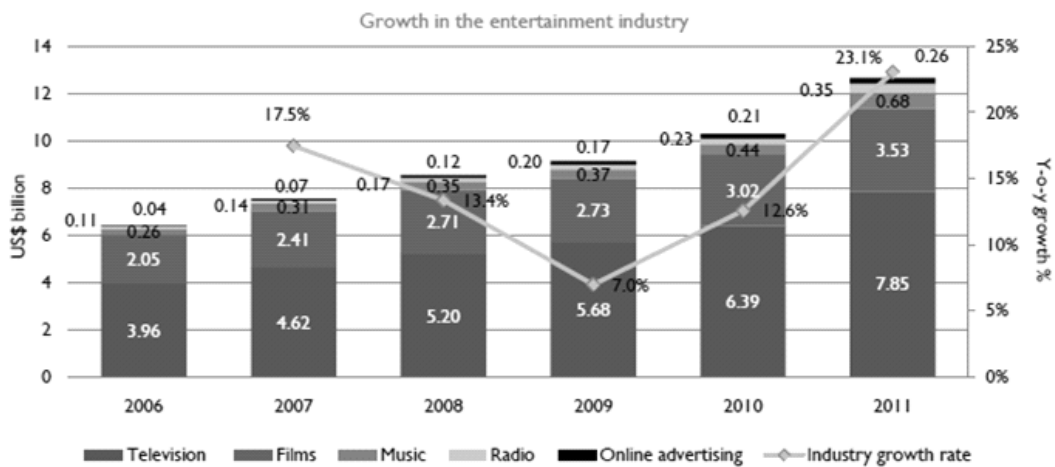
Investment in regional markets

Rising affluence levels have directly led to increasing levels of consumption across semi-urban and rural towns. According to a study by Ernst & Young, non-metro and semi-urban towns constituted more than 70 per cent of the total consumption market of 100 cities mapped. In addition, the growth rate of consumer expenditure in these regional markets was higher than the metros. Entertainment companies are expected to focus on penetrating these regional markets, which hold the possibility of high returns.

Investment in new media

New formats for entertainment such as computers, mobiles and other handheld devices are likely to be the most significant channels, as digital media has the highest visible return on investment. Entertainment companies will have to develop a focused new media strategy to monetise their content better.

The Indian entertainment market continues to grow at a healthy pace.







- The entertainment industry in India generated about US\$ 9.1 billion (INR 439.1 billion) in revenues in CY2009, which is expected to grow at a rate of 12.6 per cent to reach revenues of US\$ 10.3 billion (INR 494.3 billion) in 2010.

Sources: Ernst & Young analysis: "Tune-in to India's entertainment economy: From emerging to surging." Ernst & Young, 2008.

THREATS

It is difficult to predict our revenues and expenses as they fluctuate significantly given the nature of the markets in which we operate. This increases the likelihood that our results could fall below the expectation of market analysts. Certain threats are summarized below;

-  The commercial success of the Company depends on our ability to cater to viewer performance and maintain high audience shares which could be affected.
-  The Company operates in an intensely competitive industry.
-  Technological failures could adversely affect our business.
-  Our inability to effectively deploy and manage funds could affect our profitability.

OUTLOOK

The Indian Media And Entertainment industry registered a growth of 11% in the financial year 2010-2011. Backed by the positive industry sentiment and growing media consumption, the industry is expected to achieve growth rate of 14% in the financial year 2011-2012. While television and print continue to dominant the industry sectors such as digital advertising and animation VFX also show tremendous potential in the coming years. By 2015, television is expected to account for almost half of the Indian Media and Entertainment Industry revenues.

BUSINESS RISKS**Change in Consumer Preference Risk**

The Content developed by the Company need not appeal the target audience always as the target audience preferences are bound to change. The level of creativity required for the audience targeted varies with the available options to the consumers.

Artist Attrition risk

The reason for which the Company's content is preferred by the audience includes artist attraction also. These artistes are an important part of the content produced by the Company. The attrition of these artistes could affect the consumer preferences.

Technological risks

Advancement of the technology for creation of content is necessary with the new technologies being adopted by the competitors.

Regulatory risks

The business may have a positive or a negative impact on the revenues in the future due to changes in the regulatory framework and tax laws as compared to the current scenario.

Management continuously monitors and makes efforts to arrest decline or adverse output on any of these factors.

HUMAN RESOURCES

We, at **CGIL**, believe that our employees represent a source of competitive advantage. The Directors recognize that continued and sustained improvement in the performance of the Company depends on its ability to attract, motivate and retain employees of the highest calibre.

We are committed to the principle of equal employment opportunities. It seeks to ensure that no employee or applicant is treated less favorably on the grounds of gender, marital status, race, color, nationality, ethnic or national origin, religion, disability or sexual orientation nor is disadvantaged by conditions or requirements, including age limits, which cannot be justified objectively.

Entry into, and progression within, the Company are solely determined by the application of job criteria, personal aptitude and competence. These policies have worked effectively throughout the period. Our employees are duly informed of matters concerning their interest as employees and the financial and economic factors affecting the business.

The Company's established management communication channels are supplemented by direct presentations to employees by Directors, explaining developments of particular significance.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in Government regulations, tax laws and other factors such as litigation and industrial relations.

MANAGING DIRECTORS CERTIFICATION

I, Mr. Rajendra Sharad Karnik, Managing Director of the Company hereby certify that:

- a. I have reviewed the financial statements and Cash flow statement for the year ended 31st March, 2011 and to the best of my knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b. To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2011 are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financing reporting and I have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies;
- d.
 - i) There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii) There has not been any significant change in Accounting policies during the year; and
 - iii) Instances of significant fraud, if any of which we have become aware, and involvement therein, if any, of the management or an employee having a significant role in Companies internal control system over financial reporting shall be disclosed.

Place: Mumbai
Date: 1st September, 2011

By Order of the Board
Sd/-
(Chairman)

CERTIFICATION ON CORPORATE GOVERNANCE

**To the Members of
CHANNEL GUIDE INDIA LIMITED.**

We have examined the compliance with conditions of Corporate Governance by **Channel Guide India Limited** for the year ended 31st March, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

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

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

**For NAVIN NISHAR & ASSOCIATES
FIRM REGN. NO. 116503W
CHARTERED ACCOUNTANTS**

**Dated : 25th August, 2011
Place : Mumbai**

**Sd/-
NAVIN NISHAR
(Proprietor)
Membership No. 101443**

NAVIN NISHAR & ASSOCIATES**CHARTERED ACCOUNTANTS**

A/504, Rajeshri Accord, Telly Gully Cross Lane,
Andheri (East), Mumbai - 400 069.

AUDITOR'S REPORT

To,

The Members of

CHANNEL GUIDE INDIA LIMITED

MUMBAI

We have audited the attached Balance Sheet & Profit & Loss Account of Channel Guide Limited as at 31st March, 2011 and the Profit and Loss Account and also the Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, in a test basis, evidence supporting the amount and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditors Report) Order, 2003 issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraph 4 & 5 of the said Order.
2. Further to our comments in the Annexre referred to in paragraph 1 above, We state that :
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of accounts as required by the Companies Act, 1956 have been kept by the Company, so far as it appears from our examination of books.

PUNJJABI TV (A CHANNEL GUIDE INITIATIVE)

- c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet and the Profit and Loss Account and Cash Flow Statement dealt with by this report have been prepared in compliance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 to the extent applicable other than accounting Standard 15 regarding employee benefits which has been notified, Accounting Standard-21 regarding presentation of consolidated financial statement and which have not been adhered to,
- e) On the basis of written representations received from Directors & taken on record by the Board of Directors, we report that none of the Directors of the Company are disqualified from being appointed as Directors of the Company under clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet and Profit and Loss Account read together with the significant Accounting policies and the Notes thereon give the information required by the Companies Act, 1956 in the manner so required and gives a true and fair view :
- (i) in so far as it relates to Balance Sheet, of the state of affairs of the Company as at 31st March 2011, and
- (ii) in so far as it relates to Profit and Loss Account, of Loss of the Company for the year ended on that date.
- (iii) In the case of Cash Flow Statement, of the Cash Flow for the year ended on that date.

FOR **NAVIN NISHAR & ASSOCIATES**
FIRM REGN. NO. 116503W
CHARTERED ACCOUNTANTS

SD/-

CA. NAVIN K. NISHAR,
PROPRIETOR
MEMBERSHIP NO. 101443

PLACE : **MUMBAI**
DATE : **25TH AUGUST, 2011**

NAVIN NISHAR & ASSOCIATES**CHARTERED ACCOUNTANTS**

A/504, Rajeshri Accord, Telly Gully Cross Lane,
Andheri (East), Mumbai - 400 069.

ANNEXURE TO THE AUDITOR'S REPORT FOR THE PERIOD ENDED 31ST MARCH, 2011 :

(Rejected to in Paragraph 1 of our report of eren in date)

1. (a) The Company has not maintained the proper records showing full particulars including quantitative details and situation of Fixed Assets.

(b) As explained to us, all the assets have not been physically verified by the management during the year while some asset have been so verified. Material discrepancies which were noticed on verification have been properly dealt with in the books of accounts. However, no documents or reports in the matter were made available for our verification.
2. As explain to us, the company holds no inventories. As such the provision of clause 4 (ii) (a), (b) and (c) of the Companies (Auditor's Report) Order, 2003, as amended are not applicable.
3. (a) An amount of Rs. 48,06,147/- is shown as unsecured loans granted by the company to its sister concern viz. Radiance Network Pvt. Ltd. There are no stipulation with respect to payment of interest and principal, since as explained to us by the Company these are the expenses incurred on behalf of the subsidiary/associate company and hence is not prima facie prejudicial to the interest of the company. The financial statements of the said subsidiary company for the period under audit were not produced before us. Also the said amount has not been confirmed by the said subsidiary company.

(b) The company has taken unsecured loan from the companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. The balance payable as on 31st March 2011 to these parties is Rs. 2,01,18,023/- and there are no stipulation with respect to interest and repayment of these loans as these are i nanture of current accounts and are not prima facie prejudicial to the interest of the company.
4. In our opinion and according to the information and explanantion given to us, there are adequate internal control procedure commensurate with the size of the company and nature of its business with regards to purchase of fixed assets and with regard to sale of services. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

5. According to the information and explanation given to us, we are unable to form an opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 for the year ended 31st March 2011 that need to be entered into the register maintained under that section have been so entered as the said register has not been made available to us for our inspection.
6.
 - (a) As explained to us and according to the information and explanations given to us, the transactions that need to be entered in the register in pursuance of Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of each party during the year have been entered in the Register.
 - (b) In our opinion and according to the information and explanations given to us, the aforesaid transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
7. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, as specified under the provisions of section 58-A and 58AA of the Companies Act, 1956 and therefore the Directives issued by the Reserve Bank of India and the provisions of section 58A and 58 AA of the Companies Act, 1956 and rules framed there under is not applicable. As explained to us, the Company has not received any order from the Company Law Board.
8. As per the information and explanations given to us, during the year under audit, the Company did not have an Internal Audit System commensurate with the size and nature of its business and no internal audit as such has been conducted.
9. As per the information and explanations given to us, the Central Government has not prescribed the maintenance of costs records under section 209 (1) (d) of the Companies Act, 1956 for the companies procedures.
10.
 - (a) In our opinion and according to the information and explanations given to us, the Company is generally not regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' State insurance, Income-Tax, Sales Tax, Wealth-Tax, Customs Duty, Excise Duty, Service Tax, cess and other statutory dues, if any, with the appropriate authorities. According to the information and explanations given to us, there are no overdue arrears of statutory dues for a period of more than six months from the date they became payable as at the last date of the financial year covered by our audit except the following undisputed dues :

Nature of Dues	Amount (Rs.)
Profession Tax	33,705
Income Tax Deducted at Source	8,32,385
FBT	2,990
Service Tax	8,14,212
Vat Payable	1,67,204

- (b) According to the information and explanation given to us no disputed amount payable in respect of dues relating to Provident Fund, Income Tax, sales tax, Customs duty, wealth tax and cess and other Statutory dues were in arrears as at 31st March, 2011 for a period of more than six months from the date they become payable.
11. In our opinion, the accumulated losses of the company are less than fifty percent of its net worth. The Company has incurred Cash losses during the financial year covered by our audit but has not incurred cash losses in the immediately preceding financial year.
 12. In our opinion and According to the information and explanations given to us, the Company has defaulted in repayment of dues to a bank during the year. However, we are unable to ascertain the period and extent of defaults due to absence of relevant date with the Company.
 13. According to the information and explanations given to us, the Company has not granted Loans and Advances on the basis of security by way of pledge of shares, debentures and other securities during the period under review.
 14. As per the information and explanation given to us, the provisions of Special Statutes applicable to Chit fund, Nidhi or mutual benefit society are not applicable to the Company.
 15. The Company is not engaged in the Trading in Shares, Securities and Debentures therefore, the Company has not maintained the records of all transactions entered on behalf of the clients and making timely entries in the register. All the Shares and securities and other investments held by the Company is in its own name except to the extent of the exemption, if any granted U/s 49 of the Companies Act, 1956.
 16. As explained to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof, are prejudicial to the interest of the Company.

17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, in our opinion, there are no funds raised on short term basis which have been used for long term investment and vice versa.
18. During the last year, the Company had issued 58,00,000 Preferential Convertible Warrants of Rs. 5/- each issued at Premium of Rs. 5/- per share to the Promoters and the outsiders and during the year, the Company has converted and allotted 21,83,444 shares against such warrants and has raised money to the tune of Rs. 218.34 Lacs. during the year, the Company has issued additional 9,04,25,000 convertible warrants of Rs. 5/- each at a premium of Rs. 9/- per share Rs. 3.50 paid up and has received Rs. 777.79 Lacs as share application money. The Company has used the money raised through such issue for the same purpose for which it has been raised.
19. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
20. According to the information and explanations given to us, the Company has not issued any debentures during the year under review.
21. Based on the Audit Procedures performed and as per the information and explanations given to us by the management, we report that no fraud on or by the Company has been reported or noticed during the year.

FOR **NAVIN NISHAR & ASSOCIATES**
FIRM REGN. NO. 116503W
CHARTERED ACCOUNTANTS

SD/-

CA. NAVIN K. NISHAR,
PROPRIETOR
MEMBERSHIP NO. 101443

PLACE : **MUMBAI**
DATE : **25TH AUGUST, 2011**

BALANCE SHEET AS AT 31ST MARCH 2011

PARTICULARS	SCHEDULE	AS AT 31.03.2011 (9 Months) Rupees	AS AT 30.06.2010 (15 Months) Rupees
SOURCES OF FUNDS			
SHARE HOLDERS' FUNDS			
Share Capital	1	56,385,550.00	45,468,330.00
Preferential Convertible Warrants Application Money	2	777,788,750.00	21,268,340.00
Reserve & Surplus	3	28,067,775.00	15,468,330.00
LOAN FUNDS			
Secured Loans	4	3,064,858.00	2,651,155.00
Unsecured loans	5	20,079,823.00	15,503,097.00
Deferred Tax liability		84,658.20	-
		885,471,414.20	100,359,252.00
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	6	64,375,006.00	63,199,305.00
Less : Depreciation		29,768,729.00	24,178,637.00
NET BLOCK		34,606,277.00	39,020,668.00
INVESTMENTS			
	7	774,750,810.00	20,000.00
DEFERRED TAX ASSET			
		-	1,007,113.00
CURRENT ASSETS, LOANS AND ADVANCES			
Current Assets			
Sundry Debtors	8	316,123,830.81	171,156,749.00
Cash & Bank Balances		5,958,574.18	2,418,838.00
LOANS AND ADVANCES			
	9	81,572,546.29	17,101,057.70
		403,654,951.28	190,676,644.94
CURRENT LIABILITIES & PROVISIONS			
Current Liabilities	10	341,223,230.84	139,193,146.00
Provisions	11	2,990.00	99,048.00
		341,226,220.84	139,292,194.00
NET CURRENT ASSETS			
		62,428,730.44	51,384,450.94
MISCELLANEOUS EXPENDITURE & LOSSES			
(To the extent not written off or adjusted)	12		
Profit & Loss Account		13,577,896.86	8,792,769.00
Preliminary Expenses		107,700.00	134,250.00
		885,471,414.20	100,359,252.00

Significant Accounting Policies & Notes To Accounts

16

Schedules 1 to 16 annexed hereto form an integral part of the Accounts

As per our report of even date
For Navin Nishar & Associates
Firm Regn. No. 116503W
CHARTERED ACCOUNTANTS
Sd/-

CA. Navin K. Nishar
Proprietor
Membership No. 101443

PLACE : MUMBAI
DATE : 25th August, 2011

For CHANNEL GUIDE INDIA LIMITED

Sd/-

Sd/-

Rajendra S. Karnik
Managing Director

Kunal J. Ranjan
Director

PLACE : MUMBAI

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st March, 2011

PARTICULARS	SCHEDULEs	AS AT 31.03.2011 (9 Months) Rupees	AS AT 30.06.2010 (15 Months) Rupees
INCOME			
Sales, Services and Subscription		18,774,917	17,979,918
Sales		679,233,872	187,828,500
Other Income	13	817,886	6,627,829
		698,826,675.00	212,436,247
EXPENDITURE			
Purchase		677,267,768	171,180,500
Administrative Expenses	14	7,166,876.24	10,742,440
Selling & Distribution Expenses	15	12,151,343.92	18,022,593
Financial Charges		343,953.00	649,582
		696,929,941.00	200,595,115
Profit/(Loss) before Prior Period Adjustments		1,896,734	11,841,132
Depreciation/Amortisation		5,590,091	11,063,908
Net Profit before Tax		(3,693,356.52)	777,224
Current Tax Provision		-	-
Add : Deferred Tax Credit/(Charge)		1,091,771.20	-
Net Profit after Tax		(3,693,357)	777,224
		(4,785,127.73)	777,223.87
Prior Period Adjustments		-	2,528.00
		(4,785,128)	774,696
Balance as per Last Balance Sheet		(8,792,769)	(9,567,465)
Balance carried to Balance Sheet		(13,577,897)	(8,792,769)
		(13,577,896.86)	(8,792,769)
Earning per share (Basic)		(0.42)	0.09
Earning per share (Diluted)		(0.42)	0.09
Number of Equity shares (Basic)		11,277,110	9,093,666
Number of Equity shares (Diluted)		11,277,110	9,093,666

Significant Accounting Policies & Notes To Accounts

16

Schedules 1 to 14 annexed hereto form an integral part of the Accounts

As per our report of even date
For Navin Nishar & Associates
Firm Regn. No. 116503W
CHARTERED ACCOUNTANTS
Sd/-

CA. Navin K. Nishar
Proprietor
Membership No. 101443
PLACE : MUMBAI
DATE : 25th August, 2011

For CHANNEL GUIDE INDIA LIMITED

Sd/-

Sd/-

Rajendra S. Karnik
Managing Director

Kunal J. Ranjan
Director

PLACE : MUMBAI

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

Particulars	2010-2011		2009-2010	
	Amount Rs.	Amount Rs.	Amount Rs.	Amount Rs.
A. Cash flow from Operating Activities :				
Net Profit before taxation and extraordinary items	(4,785,128)		774,696	
Adjustments for :	-		-	
Depreciation/Amortisation	5,590,092		11,063,908	
Dividend Income	-		-	
Provisions for Gratuity	-		31,731	
Loss on Sale/Discard/Disposal of Fixed Assets	-		-	
Profit on sale of Plant & Machinery	-		-	
Write-offs	-		(6,319,669)	
Excess Tax provision reversed	-		-	
Interest expenses	343,953		649,582	
Operating Profit before working capital changes	(1,377,198)		6,200,248	
Decrease/(Increase) in Sundry Debtors	(144,967,082)		(138,443,220)	
Decrease/(Increase) in Loan & Advances	(63,745,324)		(3,216,025)	
(Decrease)/Increase in Sundry Creditors	202,030,085		126,791,483	
(Decrease)/Increase in Provisions	96,058		(80,000)	
Cash generated from operations	(7,963,461)		(8,747,514)	
Income Tax Paid				
Cash flow before extraordinary item	(7,963,451)		(8,747,514)	
Incurred Extraordinary item	-		-	
Net Cash flow from Operating Activities		(7,963,461)		(8,747,514)
B. Cash flow from Investing activities :				
Purchase of Fixed Assets	(1,175,700)		(22,714,001)	
Warrents Conversion to Equity Capital	6,850,572		-	
Increase in Work-in-Progress	-		-	
Dividend received	-		-	
Investment in shares	(774,750,810)		-	
Net Cash used in Investing activities		(769,075,938)		(22,714,001)
C. Cash flow from financing activities:				
Proceeds of Share Warrant application	777,788,750		40,300,000	
Repayment of long term borrowings	413,703		(1,804,856)	
Proceeds from long term borrowing	4,576,726		(9,024,373)	
Interest paid	(343,953)		(649,582)	
Interest Received	514,760			
Dividend paid -				
Net Cash used in financing activities		782,949,989		28,821,189
D. Net increase in cash and cash equivalents		5,910,587		(2,640,326)
Cash and cash equivalents at beginning of period		2,418,838		5,059,164
Cash and cash equivalents at end of period		8,329,425		2,418,838
		2,370,850.93		

As per our report of even date
For Navin Nishar & Associates
Firm Regn. No. 116503W
CHARTERED ACCOUNTANTS

CA. Navin K. Nishar, Proprietor
Membership No. 101443

PLACE : MUMBAI DATE : 25th August, 2011

For CHANNEL GUIDE INDIA LIMITED

Rajendra S. Karnik
Managing Director

Kunal J. Ranjan
Director

PLACE : MUMBAI

SCHEDULES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2011

	AS AT 31/03/2011 (9 MONTHS) RUPEES	AS AT 30/06/2010 (15 MONTHS) RUPEES
SCHEDULE 1 : SHARE CAPITAL		
AUTHORISED CAPITAL :		
14,00,00,000 Equity shares of Rs. 5/- each	70,00,00,000	70,000,000
ISSUED, SUBSCRIBED & PAID UP:		
90,93,666 (60,00,000) Equity shares of Rs. 5/- each fully paid up	45,468,330	30,000,000
Add : 3093666 Equity Shares of Rs. 5/- each fully paid issued against the Convertible Warrants		15,468,330
Add : 21,83,444 Equity Shares of Rs. 5/- each fully paid issued against the Convertible Warrants	10,917,220	-
	56,385,550	45,468,330
SCHEDULE 2 :		
Preferential convertible warrant issue :		
Opening Balance		
28,56,334 (23,81,000) Convertible Share Warrant of Rs. 5 each issued at a premium of Rs. 5/- each, Rs. 2.50 paid up	21,268,340.00	11,905,000.00
Add : Balance Call Money Received for 35,69,000 share warrants of Rs. 5/- each issued at a premium of Rs. 5/- each	-	26,767,500.00
Add : Excess call Money received against Convertible Share Warrants	-	13,532,500.00
	21,263,340.00	52,205,000.00
Less : Transferred to Share Capital A/c pursuant to allotment of 30,93,666 Equity Shares of Rs. 5/- each on conversion of Preferential Convertible Warrants	-	15,468,330.00
Less : Transfer to Share premium account on conversion of 30,93,666 share warrants into equity share of Rs. 5/- each	-	15,468,330.00
	21,268,340.00	21,268,340.00
Add: Balance Call Money Received for 10,91,443 Share warrants of Rs. 5/- each issued at a premium of Rs. 5/- each	6,850,572.20	-
	28,118,912.20	21,268,340.00
Less : Transferred to Share Capital A/c pursuant to allotment of 21,83,444 Equity Shares of Rs. 5/- each on conversion of preferential Convertible Warrants	10,917,220.00	-
Less : Transfer to Share premium Received on conversion of 21,83,444 share warrants into equity share of Rs. 5/- each	10,917,220.00	
	6,284,472.20	21,268,340.00
Less : 6,72,890 Preferential Equity Share warrant Rs. 2.5/- paid up forfeited due non payment of balance call money in time	1,682,225.00	-
	4,602,247.20	21,268,340.00
Less : Excess Share Application Money received against Preferential Convertible share warrants transferred to Current Liabilities A/c	4,602,247.20	-
	-	21,268,340.00
Add : 9,04,25,000 Convertible Warrant of Rs. 5/- each issued at Rs. 3.5/- paid @ Premium of Rs. 9/- per share	316,487,500.00	-
Add : Excess Money Received on Share Application on New Convertible Warrants	461,301,250.00	-
	777,788,750.00	21,268,340.00

SCHEDULE : 3 RESERVES & SURPLUSES		
(A) Share Premium		
Opening Balance	15,468,330.00	15,468,330.00
Add : Share Premium received on conversion of 30,93,666 warrants @ Rs.5/- each		
Add : Share Premium received on conversion of 21,83,444 warrants @ Rs. 5/- each	10,917,220.00	-
	26,385,550.00	15,468,330.00
(b) General Reserves		
Opening Balance	-	-
Add : Convertible Warrants of Rs. 5/- each partly paid up forfeited due to non receipt of call money on convertible warrants issue	1,682,225.00	-
	1,682,225.00	-
TOTAL	28,067,775.00	15,468,330.00
SCHEDULE 4 : SECURED LOANS		
Canara Bank - Term Loan		
(Hypothecation of plant & Mahinery, Equipments & Other systems)	3,065,005.00	2,651,412.00
Canara Bank - Cash Credit		
(Hypothecation of Book Debts & Stock, Further collaterally secured by mortgage of Cooper bldg. & personal guarantee of two erstwhile Directors)	(147.00)	(257.00)
	3,064,858.00	2,651,155.00
SCHEDULE 5 : UNSECURED LOANS		
FROM PARTIES UNDER THE SAME MANAGEMENT		
FROM ASSOCIATES & GROUP CONCERNS	19,929,823.00	15,503,097.00
FROM OTHERS	150,000.00	-
	20,079,823.00	15,503,097.00

(In Rupees)

SCHEDULE 6 : FIXED ASSETS

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	Cost As On 01.07.2010	Additions During the Year	Deduction During the Year	Cost As on 31.03.2011	Upto 01.07.2010	For The Year	Deductions During the Year	As On 31.03.2011	As On 30.06.2010
1) INTANGIBLE ASSETS	42,955,987	1,175,700	-	44,131,687	12,459,322	4,317,817	-	27,354,548	30,496,665
FILM RIGHTS	860,343	575,000	-	1,435,343	284,569	116,207	-	1,034,567	575,774
T V SERIALS	41,095,644	600,700	-	41,696,344	11,861,739	4,072,682	-	25,761,923	29,233,905
Channel Launch Show	1,000,000	-	-	1,000,000	313,014	128,928	-	558,059	686,986
2) TANGIBLE ASSETS									
PLANT & MACHINERY	20,243,319	-	-	20,243,319	11,719,315	1,272,275	-	7,251,730	8,524,003
COMPUTER	133,600	-	-	133,600	8,789	13,033	-	111,779	124,811
TELEPHONE	-	-	-	-	-	-	-	-	-
PLAYOUT EQUIPMENTS	5,462,000	-	-	5,462,000	3,215,101	337,343	-	1,909,556	2,246,899
PLAYOUT & STUDIO EQUIPMENTS	3,525,279	-	-	3,525,279	2,065,447	219,175	-	1,240,657	1,459,832
TELEVISION	-	-	-	-	-	-	-	-	-
EDITING SYSTEMS	1,224,549	-	-	1,224,549	875,945	52,339	-	296,265	348,603
TAPE LESS SERVER	4,300,000	-	-	4,300,000	2,531,112	265,576	-	1,503,312	1,768,888
SATELLITE SERVER	365,745	-	-	365,745	212,061	23,074	-	130,610	153,684
ENCRYPTION SYSTEM	4,802,671	-	-	4,802,671	2,717,327	313,087	-	1,772,257	2,085,344
AIR CONDITIONER	49,475	-	-	49,475	10,338	4,087	-	35,050	39,137
FCP MACHINE (Taken back by Mapple)	380,000	-	-	380,000	83,195	44,561	-	252,244	296,805
FURNITURE & FIXTURES	-	-	-	-	-	-	-	-	-
TOTAL	63,199,306	1,175,700	-	64,375,006	24,178,637	5,590,092	-	34,606,278	39,020,668
PREVIOUS YEAR	36,677,538	26,521,767	-	63,199,305	13,114,729	11,063,908	-	39,020,668	23,562,809

PUNJABI TV (A CHANNEL GUIDE INITIATIVE)

		As At 31.03.2011 (9 Months) RUPEES	As at 30.06.2010 (15 Months) RUPEES
SCHEDULE 7 : INVESTMENTS			
(Fully Paid, At Cost, Unquoted)			
<u>Investment in Equity Shares</u>	<u>No. of Shares</u>		
Active Tradecom Pvt. Ltd.	4,990	4,999,980.00	-
AJ Energy Pvt. Ltd.	250,000	2,500,000.00	-
Akshar Buildetech Pvt. Ltd.	20,000	10,000,000.00	-
Blue Sky Enterpirse Pvt. Ltd	114,430	23,000,430.00	-
Center Dealers Pvt. Ltrd	72,500	14,500,000.00	-
Gamut Commercials Pvt. Ltd.	150,000	15,000,000.00	-
Glory Ceramics Pvt. Ltd.	140,000	7,700,000.00	-
Jashmin Steel Trading Ltd.	4,990	2,499,990.00	-
Main Stream Commonsale Pvt. Ltd.	12,500	2,500,000.00	-
Mandvi Co-op. Bank Ltd.	2,000	20,000.00	20,000
Merchant Agrimart India Pvt. Ltd.	200,000	5,000,000.00	-
Midpoint Tradelink Pvt. Ltd.	62,500	12,500,000.00	-
Midway Trade Link Pvt. Ltd.	37,500	7,500,000.00	-
More Information Technology	9,850	1,999,550.00	-
Purple Products Pvt. Ltd.	14,880	7,499,520.00	-
Rajshah Enterprises Pvt. Ltd.	18,200	9,101,820.00	-
Sangam Sugar Venture Ltd.		2,100,000.00	-
Scanner System & Technology	61,670	6,299,520.00	-
Share of Radhyashyam Infra Con. Pvt. Ltd.	630,000	157,500,000.00	-
Share of Rajkamal Motors (I) Pvt. Ltd.	28,120	7,030,000.00	-
Suryanarayan Synthetics Pvt. Ltd.	25,000	15,000,000.00	-
Tanish Homes & Const. Pvt. Ltd.	25,000	25,000,000.00	-
Vastupal Infrastructure Ltd.	140,000	35,000,000.00	-
Yes Equity Pvt. Ltd.	50,000	10,000,000.00	-
TOTAL (A)		384,250,810.00	20,000.00
<u>Share Application Money Paid</u>			
AJ Power Pvt. Ltd.		10,000,000.00	-
AMR Farm Pvt. Ltd.		14,900,000.00	-
Emporis Project Ltd.		165,900,000.00	-
Excellent Agro Pvt. Ltd.		6,000,000.00	-
Iskon Infocet Pvt. Ltd.		12,500,000.00	-
Iskon Minning Pvt. Ltd.		2,000,000.00	-
Orange Mist Production Pvt. Ltd.		10,000,000.00	-
PJ Energy Pvt. Ltd.		2,500,000.00	-

Prraneta Industries Ltd.	49,000,00000	-
Speciality Paper Ltd.	86,700,00000	-
Wellman Tradelinks Pvt. Ltd.	31,000,00000	-
TOTAL (B)	390,500,00000	-
TOTAL (A+B)	774,750,810.00	20,000.00
SCHEDULE 8 : CURRENT ASSETS		
Sundry Debtors		
Unsecured and Considered Good		
Outstanding for more than Six Months	160,306,850.81	96,708,982.00
Others	155,816,980.00	74,447,768.00
	316,123,830.81	171,156,749.00
Cash & Bank Balances		
Cash on Hand	4,459,929.00	3,371,928.00
Balance with Scheduled Banks in - Current Account	1,498,645.18	(953,089.76)
	5,958,574.18	2,418,838.24
SCHEDULE 9 : LOANS & ADVANCES		
Unsecured and Considered Good		
Advances recoverable in Cash or in Kind for value to be received	597,200.00	9,917,782.00
Loans & Advances given	74,794,904.09	-
Advance Tax & Tax Deducted at Source	573,116.00	2,721,976.00
Deposits	4,716,571.00	3,714,296.00
TDS A.Y. 2009-10	9,297.00	9,297.00
TDS A.Y. 2011-12	143,751.50	-
VAT	32,089.24	32,089.24
Service Tax Credit	705,617.46	705,617.46
	81,572,546.29	17,101,057.70
SCHEDULE 10 : CURRENT LIABILITIES		
Sundry Creditors		
For Expenses	334,709,527.74	138,328,616.00
Excess Share application Money	4,602,247.20	-
Statutory Liabilities		
Profession Tax	33,705.00	32,145.00
TDS	832,385.00	832,385.00
TDS (A.Y. 2011-12)	63,950.40	-
MVAT Payable	167,204.00	-
Service Tax	814,211.50	-
	341,223,230.84	139,193,146.00

SCHEDULE 11 : PROVISIONS		
Provisions for FBT (A.Y. 08-09)	-	7,778.00
Provision for FBT (A.Y. 09-10)	2,990.00	(4,788.00)
Provision for Gratuity	-	96,058.00
	2,990.00	99,048.00
SCHEDULE 12 : MISCELLANEOUS EXPENDITURE		
Profit & Loss Account		
Opening Balance	8,792,769.13	9,567,465.00
Add : (Profit)/loss during the year	(4,785,127.73)	(774,695.87)
	13,577,896.86	8,792,769.13
Preliminary Expenditure		
Opening Balance	134,250.00	177,000.00
Add : Increase of Authorised Capital Exp.	-	-
	134,250.00	177,000.00
Less : Written off (1/5)	26,550.00	42,750.00
	107,700.00	134,250.00
TOTAL	13,685,596.86	8,927,019.13
SCHEDULE 13 : OTHER INCOME		
Commission	-	189,000
Miscellaneous Income	-	119,160
Interest Received	514,760	-
Profit on sale of shares	226,843	-
Rent Received	76,283	-
Sundry Creditors W/back	-	6,319,669
	817,886	6,627,829
SCHEDULE 14 : ADMINISTRATIVE EXPENSES		
Audit Fees	225,000	200,000
Bank Charges	71,565	69,220
Books & Periodicals	7,267	-
Brokerage	20,000	-
CDSL/NSDL Charges	43,090	-
Commission Charges	-	27,560
Conveyance Expenses	29,456	164,584
Debit/credit Balance Written Off	2,526,115	-
Directors Remuneratin	-	450,000
Electricity Expenses	151,967	723,783
Gratuity	-	31,731
Internet Expenses	44,764	202,911
Legal & Professional fees	2,018,117	2,301,976
Miscellaneous Expenditure	-	420,379

FCP Machine hire charges	20,000	
foreign Exchange fluctuation	914,420	210,000
Office Expenses	13,275	250,325
Office Rent	60,000	1,746,520
Postage & Courier	10,370	193,581
Printing & Stationery	34,809	2,31,277
Repair & Maintenance	152,255	640,426
Insurance	36,399	36,399
Salaries & Wages	168,100	2,018,788
Security Charges	55,200	139,465
Service Charges on Security	2,520	-
Staff Welfare Expenses	632	72,314
Subscription / Registration Charges	-	47,415
ROC Filing fees	17,000	-
Telephone Expenses	5,755	108,952
Travelling Expenses	320,249	397,084
Preliminary Expenses W/off	26,550	42,750
	7,166,876	10,742,440
SCHEDULE 15 : SELLING & DISTRIBUTION EXPENSES		
Expenses		
Business promotion Expenses	-	51,720
Channel Launch Expenses	-	1,243,939
Marketing & Distribution Expenses	3,427,721	4,154,905
Fiber-PTP Fiber Connect Charges	4,289,908	6,412,500
Uplinking, Playout & Space Segement Charges	4,433,715	5,985,915
Public Relation Activity	-	173,614
	12,151,344	18,022,593

SCHEDULE: 16 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2011 :-

A. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES :

The significant Accounting Policies followed by the Company are as stated below :-

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS :-

- (a) The Financial Statements are prepared under the historical cost convention in accordance with the generally accepted accounting principals and the provisions of the companies Act, 1956, subject to what is stated herein below, as adopted consistently by the Company.
- (b) Method of Accounting employed by the firm is on accrual basis both as to expenditure and income by following the concept of materiality.
- (c) Accounts have been prepared on Historical cost and accrual basis except for government dues which are accounted for in the year of receipt of the relevant order
- (d) The financial statements have been prepared for the period of 9 months i.e. from 1st July, 2010 to 31st March, 2011.

2. FIXED ASSETS :

- (a) Intangible Assets :- Intangible assets comprise of Cost of Television serials produced and film rights purchased.
- (b) Tangible Fixed Assets : Fixed Assets are stated at Cost less Depreciation. The Company capitalizes all cost relating to acquisition and installation of fixed assets.
- (c) Capital Work in Progress : These represent under production TV Serials and other assets of similar nature.

3. DEPRECIATION :

- a) **Intangible Asset :** Amortisation has been made at 25% on written down value of assets, being Television Serals, acquired/created in the current period.
- b) **Tangible Fixed Asset :** Depreciation is provided on written down value method as per Schedule XIV of the Companies Act, 1956. For all assets acquired during the period depreciation has been provided on pro-rata basis other than on those assets whose actual Cost did not exceed rupees, five thousand on which depreciation has been provided at the rate of One Hundred percent. No depreciation has been provided on assets sold or discarded during the period.

3. Investment :

Long Term unquoted investments are valued at cost price.

4. FOREIGN CURRENCY TRANSACTION :

Foreign exchange transactions are recorded at the rate of exchange prevailing on the date of the Transaction. Gains or Losses due to difference in the rate of exchange at the time of payment are recognised in the Profit & loss account as Exchange rate Fluctuation account Provisions for gains/losses for year end monetary assets or liabilities in foreign exchange have not been recognised at the rates prevailing as at the Balance Sheet Date.

5. EMPLOYEE BENEFITS :

During the year under review, the Liability in respect of employee benefits as required under AS-15 is not provided.

6. REVENUE RECOGNITION :

Revenue from production and sale of rights (films, programme, TV serials etc.) and Advertisement revenue is recognised on accrual basis.

7. NO PROVISION IS MADE FOR GRATUITY IN THE ACCOUNTS.

8. TAXES ON INCOME :

- a) No provision for taxation has been made for the current period as the Company has brought forward Business losses and unabsorbed depreciation.
- b) As per AS-22, the deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is a virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization. At each Balance Sheet date, the carrying amount of deferred tax assets/liability are reviewed to reassure realization.
- c) The Deferred Tax resulting from timing differences between book and tax profit is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallise.

During the period, the deferred tax liability of Rs. 10,91,771/- has been recognised in the Profit & Loss Account.

9. IMPAIRMENT OF ASSETS

None of the assets have been revalued during the period under audit.

10. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS :

Provision involving substantial degree of estimation in measurement is recognised when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes to accounts. Contingent Assets are neither recognized nor disclosed in the financial statement.

11. PRELIMINARY EXPENSES :

During the year, Rs. 26,550/- had been written off as Preliminary expenses.

B. NOTES FORMING PART OF THE ACCOUNT

1. Previous year figures of the Balance Sheet have been regrouped and reclassified wherever necessary for the purpose of comparison. The amounts have been rounded off to the nearest rupee. The financial statement for the current period are of 9 months i.e. from 1st July, 2010 to 31st March, 2011.
2. In the opinion of the Board, the current assets, loans and advances are approximately of the value stated, if realised in the ordinary course of the business. Provision for depreciation and all known liabilities are adequate and not in excess of the amount reasonably necessary. However in the opinion of the auditors, the current assets in the form of sundry debtors are non-moving and should have been classified as doubtful.
3. Confirmations for balances of Sundry Creditors, Debtors, and Unsecured Loans and Advances by respective parties have not been obtained.

4. Contingent Liabilities :

For A.Y. 2002-2003 penalty proceeding u/s. 271(1)(c) of Income Tax Act, 1961 was initiated against the Company as per the assessment order passed u/s. 143(3) dated 19.02.2005. However, the same was stayed, as the company was in appeal before the Commissioner of Income Tax (Appeals) against the said Penalty order. The CIT (Appeals) by his order dated 08.11.2005 upheld the order of assessing officer. Now, the Company is in appeal before the ITAT against the order of the CIT (Appeals) and the matter is pending till date and is yet to be heard.

No liabilities have been provided for interest and penalties that may be payable for violation of laws applicable for irregular and non-payment of VAT, Service Tax and for delays in meeting statutory provisions of other taxations laws applicable to the company.

5. The company has not received any intimation as on 31st March, 2011, from suppliers regarding their status under the Micro, Small and Medium Enterprises Development, Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.
6. Auditor's Remuneration is exclusive of Service Tax.

7. The Company has not paid the VAT Liability of Rs. 1,67,204/- and has also not filed the periodic VAT Returns.
8. The Company has not paid the Service Tax Liability of Rs. 8,14,212/- and has also not filed the periodic Service Tax Returns. The Management is of the opinion that the Service Tax Liability is only Rs. 1,08,594/- after claiming the Refund of Rs. 7,05,617/- for the previous year 2009-10, for which the Company has not filed the Service Tax Returns.
9. The Company is not in possession of the Certificates issued by Foreign Company for withholding Tax amounting to Rs. 15,37,305/- deducted by it from payments made to the Company. The entries pertaining to the same have been passed on the basis of the monthly payments report issued by the said foreign company.
10. During the period under audit, the Company has written off Sundry Creditors amounting to Rs. 48,62,210/- and also has written off Sundry Debtors amounting to Rs. 73,88,325/- as the management feels that it is neither recoverable nor payable.
11. Payment made towards Directors Remuneration.

	2010-2011 (9 Months)	2009-2010
Remuneration	NIL	4,50,000

12. The computation of net profit for the purpose of calculation of director's remuneration u/s. 349 of the Companies Act, 1956 has not been made in view that no commission is payable or has been paid to the directors of the company ofr the period.
13. During the Last year, the Company has issued 58,00,000 preferential Convertible Warrants of Rs. 5/- each issued at Premium of Rs. 5/- per share to the Promoters and the outsiders and during the year, the Company has converted and allotted 21,83,444 shares against such warrants and has raised money to the tune of Rs. 218,34 Lacs. The Company has forfeited 6,72,890 Preferential Convertible Warrants due to non payment of the balance call money within time limit and therefore the share application money received amounting to Rs. 16.82 lacs has been transferred to General Reserves. The Company has transferred excess Share application money received amounting to Rs. 46.02 Lacs to Current Liabilities Account.

During the year, the Company has issued additional 9,04,25,000 convertible warrants of Rs. 5/- each at a premium of Rs. 9/- per share Rs. 3.50 paid up and has received Rs. 777.79 Lacs as share application money.

14. As the company has no manufacturing activity, there are no information to be provided for licenced. Installed and other quantitative details.
15. Disclosure as required by Accounting Standard 18 (AS-18) "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are as follows ;

Related party Disclosures :

List of Related Parties :

Mr. Rajendra S. Karnik	Chairman & Managing Director
Mr. Nitin Bhatkar	Director
Mr. Kunal Ranjan	Director
Radiance Network (P) Ltd.	Associate Company

Transaction carried out with related parties

In the Ordinary Course of Business	31/03/2011	
Advance received		16,41,823
Repayment of Advances received		23,55,000
Advances given		2,66,244
Repayment of Advances given		6,00,000
Outstanding as at the year end	31/03/2011	31/03/2010
Advance to parties under Same Management	48,06,147	45,39,903
Advance from parties under same Management	2,01,18,023	2,06,43,000

Note : Related parties are as identified by the Company and relied upon by the Auditor.

16. Earning per Share	As at 31/03/2011	As at 31/03/2010
Net Profit after Tax (Rs.)	(47,85,128)	7,77,224
No. of Shares used in computing		
Earning per Share	1,12,77,110	90,93,666
Earning per Share (In Rs.)	(0.42)	0.09
Face Value Per Share (In Rs.)	5.00	5.00

In calculating the diluted earning per share, the company has not considered the issue of share Warrants on preferential basis which were not allotted.

17. The financial statements of the subsidiary were not consolidated with the parent company as required by AS 21 which deals with consolidated financial statement due to absence of Audited financial statement of the subsidiary.
18. The company has invested in the unquoted equity shares of the various companies. However, the company does not have physical share certificate representing the same shares.
19. The company has not prepared segment financial statement.
20. Additional Information as required under Schedule VI of the Companies Act, 1956 are either Nil or Not Applicable.

SIGNATURES TO THE SCHEDULES "1 TO 16"

FOR **NAVIN NISHAR & ASSOCIATES**

FIRM REGN. NO. 116503W

CHARTERED ACCOUNTANTS

Sd/-

CA. NAVIN K. NISHAR,

PROPRIETOR

MEMBERSHIP NO. 101443

PLACE : **MUMBAI**

DATE : **25TH AUGUST, 2011**

FOR **CHANNEL GUIDE INDIA LIMITED**

Sd/-

Sd/-

RAJENDRA S. KARNIK

CHAIRMAN &

MANAGING DIRECTOR

KUNAL J. RANJAN

DIRECTOR

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration No. **67841** State Code: **11**

Balance Sheet date: **31/03/2011**

II. Capital raised during the period (Amount Rs. in Thousands)

Public Issue

NIL

Rights Issue

NIL

Bonus Share Issue

NIL

Private Placement

10917.22

Naked Warrants Pref. Order

III. Position of Mobilisation and deployment of Funds (Amount in Rs. Thousands)

Total Liabilities

885,471.41

Total Assets

885,471.41

Paid up capital

5,63,85.55

Reserves & Surplus

2,80,67.78

Secured Loans

30,64.86

Unsecured Loans

2,00,79.82

Deferred Tax Liability

84.66

Convertible Warrants Issue

77,7788.75

Net Fixed Assets

3,46,06.28

Investments

77,47,50.81

Net Current Assets

62,428.73

Misc. Expenditure

107.70

Profit & Loss Account

13,577.90

IV. Performance of the company (Amount in Rs. Thousands)

Turnover

6,98,826.68

Total Expenditure

7,04,416.66

Profit/Loss before Tax

(3,693.36)

Profit/Loss after Tax

(4,785.12)

Earning per share in Rs.

-0.42

Dividend Rate %

NIL

Generic Names of Service of company

Item Code No.

N. A.

Product Description :

MEDIA & ENTERTAINMENT

N.A.

As per our report even date
FOR **NAVIN NISHAR & ASSOCIATES**
FIRM REGN. NO. 116503W
CHARTERED ACCOUNTANTS

Sd/-

CA. NAVIN K. NISHAR,
PROPRIETOR
MEMBERSHIP NO. 101443
PLACE : **MUMBAI**
DATE : **25TH AUGUST, 2011**

FOR **CHANNEL GUIDE INDIA LIMITED**

Sd/-

Sd/-

RAJENDRA S. KARNIK
CHAIRMAN &
MANAGING DIRECTOR

KUNAL J. RANJAN
DIRECTOR

ATTENDANCE SLIP**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL.**

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company to be held at the Registered Office of the company situated at A/203, Green Ville, Lokhandwala Complex, Andheri-West, Mumbai- 400 053 at 9.00 A.M. on 30th September, 2011.

NAME(S) OF THE SHAREHOLDER(S) (in block letters): _____

NAME OF THE PROXY (in block letters): _____

FOLIO NO. / CLIENT ID NO: _____

DP. ID NO: _____

SIGNATURE(S) IF SHAREHOLDER: _____

IF PROXY: _____

NOTE: No duplicate Attendance slip will be issued at the meeting Hall. You are requested to bring your copy of the Notice of AGM to the Meeting. Photo copies of the Attendance slips will not be accepted.

PROXY FORM

I/We _____ of (place) _____ Being a member /members of **CHANNEL GUIDE INDIA LIMITED** under Folio No./client ID No _____ hereby appoint Mr./Ms. _____ Of (place) _____ failing him/her Mr/Mrs _____ Of (place) _____ as my/our Proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on Friday, 30th day of September, 2011 or at any adjournment(s) thereof.

Signed this _____

Day of _____, 2011.

Affix Revenue Stamp and sign across
--

Note: The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.