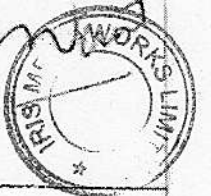
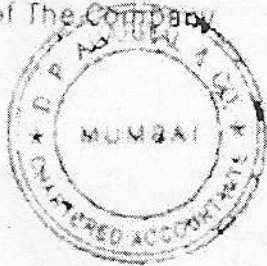


Form A as per Clause 31 (a) of the Listing Agreement for the Financial  
Year ended 31<sup>st</sup> March 2015

1.	Name of the Company	Iris Mediaworks Limited
2.	Annual Financial Statements For The Year Ended	31 <sup>st</sup> March 2015
3.	Type of Audit of Observation:	Un-Quallfied
4.	Frequency of Observation:	Nil
5.	To Be Signed By-	
	• Managing Director	Mr. Rajendra Karnik Managing Director DIN:02220343
	• CFO	Mr. Sandesh Sawant Director DIN:02577432
	• Auditor of The Company	M/s D.P. Agarwal & Co. Chartered Accountants Firm Reg. No.: 100068W D.P. Agarwal Proprietor Membership No.: 35500
	• Audit Committee Chairman	Mr. Kunal Ranjan Director DIN: 01152371



















**iris mediaworks limited**

**annual report 2014-15**



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## **DEAR SHAREHOLDERS**

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E sector is on the cusp of a strong phase of growth, backed by rising consumer payments and advertising revenues across all sectors.

The industry has been largely driven by increasing digitization and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people. Recent statistics and developments pertaining to the sector are discussed hereafter.

2014-2015 has been a turning point for the media and entertainment industry in India in many ways. With the current government's optimistic outlook, business sentiment has been positive and strengthened by a number of growth promoting policy initiatives taken in the recent months. A benign global economic environment and a stable central government likely promoted the Economic Survey to suggest that India has reached a sweet spot and could finally be launched on a double- digit medium term growth trajectory. Top global institutes also seem to have an upbeat view on India.

In television, advertising saw strong growth, driven by the positive shift in the macroeconomic environment, the emergence of e-commerce as a significant new advertising spender. At the same time, despite rollout of digital set top boxes, the anticipated improvement in addressability, increase in subscription revenues and more equitable sharing of subscription revenues continues to evade the industry.

The building blocks for future growth have been put in place in 2014 by offerings; such as new spectrum for mobile, ongoing digitalization in cable, consolidation in exhibition, and Phase III auctions for radio. India now needs to ensure flawless and timely execution of these policies. In addition, at a local level, intervention such as speeding up permissions for multiplexes, live events and so on, could go a long way in boosting confidence and growth. With an advertising boost due to the ICC cricket world cup, strong projections for economic growth and a sturdy base of these building blocks, 2015 seems to hold great promise for the industry.

Thus, considering the market scenario and future projection the Company intend to keep up to its performance in the year to come so as to avail the opportunity provided by the industry. During the year under review, operational efficiency and due implementation of business strategy lead to revenue generation of Rs. Rs. 92,47,65,260 as against Rs. 89,88,20,877 during the previous year. However, the Company has recorded a net loss (after tax) of Rs. 70,60,822 as against Rs. 22,93,267 last year. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Please refer Directors' Report in this respect.

Mumbai  
Date: 5<sup>th</sup> September, 2015

Sincerely,  
Rajendra Karnik  
Managing Director

## **CORPORATE INFORMATION**

### **Board of Directors**

Mr. Rajendra Karnik	:	Chairman & Managing Director
Mr. Kunal Ranjan	:	Independent Director
Mr. Rakesh Naik	:	Executive Director
Mr. Allan Rebello	:	Independent Director
Mr. Sandesh Sawant	:	Executive Director & CFO
Mrs. Neha Gupta	:	Additional Independent Director

### **Audit Committee**

Mr. Kunal Ranjan (Chairman)
Mr. Rajendra Karnik (Member)
Mrs. Neha Gupta (Member)

### **Nomination & Remuneration Committee**

Mr. Kunal Ranjan (Chairman)
Mr. Allan Rebello (Member)
Mrs. Neha Gupta (Member)

### **Risk Management Committee**

Mr. Kunal Ranjan (Chairman)
Mr. Allan Rebello (Member)
Mrs. Neha Gupta (Member)

### **Stakeholders Relationship Committee**

Mr. Kunal Ranjan (Chairman)
Mr. Rajendra Karnik (Member)
Mrs. Neha Gupta (Member)

### **Statutory Auditors**

M/s D.P Agarwal & Co.  
4-B, Bilqees Mansion, 4<sup>th</sup> Floor,  
261/263, Dr. D. N. Road,  
Fort, Mumbai – 400 001.

### **Secretarial Auditor**

M/s. Mayank Arora & Co.  
Bldg. No. 14/A, 2<sup>nd</sup> Floor,  
Chewul Wadi, Kolbat Lane,  
Marine Lines, Mumbai – 400 002.

### **Internal Auditor**

M/s Tejas Nadkarni & Associates  
24, 2<sup>nd</sup> Floor, Xth Central Mall,  
Near D-Mart, Mahavir Nagar,  
Kandivali (West), Mumbai – 400 067.

### **Registrar & Transfer Agent**

Bigshare Services Private Limited  
E-2, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (W), Mumbai - 400 072.

### **Bankers**

HSBC Bank  
KOTAK MAHINDRA Bank  
ING VYSYA Bank  
YES Bank  
HDFC Bank

## **DIRECTORS' REPORT**

### **TO THE MEMBERS**

Your Directors are pleased to present their report on the business and operations of your Company along with the Annual Report and audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2015.

### **RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 in relation to the Audited Financial Statements for the Financial Year 2014-2015, your Directors confirm that:

- a. The Financial Statements of the Company - comprising of the Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis following applicable accounting standards and that no material departures have been made from the same;
- b. Accounting policies selected were applied consistently and the judgments and estimates related to the financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and, of the profit of the Company for the year ended on that date;
- c. Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act, to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. Requisite internal financial controls were laid down and that such financial controls are adequate and operating effectively; and
- e. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

### **FINANCIAL HIGHLIGHTS**

The financial performance of your Company for the year ended 31<sup>st</sup> March, 2015 is summarized below:

<b>Particulars</b>	<b>For the year ended 31<sup>st</sup> March, 2015</b>	<b>For the year ended 31<sup>st</sup> March, 2014</b>
Total Income	924,765,260	898,820,877
Total Expenditure	931,491,219	901,256,242
Profit/(Loss) before Tax (PBT)	(6,725,959)	(2,435,365)
Provision for Tax	(200,860)	(142,098)
Profit/(Loss) after Tax	(7,060,822)	(2,293,267)
<u>Earnings per share :</u>		
Basic	(0.071)	(0.02)
Diluted	(0.071)	(0.02)

### **FINANCIAL STANDING OF THE YEAR GONE BY:**

During the year under review, your Company's achieved revenue of Rs. 924,765,260 and PBT of Rs. (6,725,959) as against Rs. 898,820,877 and Rs. (2,435,365) respectively in the previous year. Net Loss after Tax is Rs. 7060822 as compared to Rs. 2,293,267 in the previous year. The increase in loss during the year is primarily due to increase in total costs and stagnated sales growth.



## DIVIDEND

In view of losses incurred by the Company, the Board of Directors express its inability to recommend any dividend on equity shares for the year under review.

## SHARE CAPITAL

As on 31<sup>st</sup> March, 2015 the Authorized Share Capital of the Company was Rs. 700,000,000/- (Rupees Seventy Crores only) whereas the paid up Capital was Rs. 499,810,550/- (Rupees Forty Nine Crores Ninety Eight Lakhs Ten Thousand Five Hundred and Fifty only) divided into 99962110 shares of Rs. 5/- each fully paid up. During the year under review, Company has not issued any shares or securities convertible into equity shares.

## SUBSIDIARY, JOINT VENTURE & ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or an Associate Company.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no Material Changes and Commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report.

## SHIFT OF REGISTERED OFFICE

The registered office of the Company has been shifted within the local limits of the Company **from Unit 32/F,Laxmi Vijay Industrial Co-op Society Ltd, Laxmi Industrial Estate, Link Road, Andheri (West),Mumbai-400053 to Bungalow No. 47/47, RSC-6, Survey No. 120,S.V.P. Nagar, Mhada,Four Bungalows, Andheri (West), Mumbai-400053.**

## BOARD MEETINGS

During Financial Year 2014-2015 the Board met 7 (seven) times i.e on 29<sup>th</sup> May, 2014, 13<sup>th</sup> August 2014, 4<sup>th</sup> September,2014, 10<sup>th</sup> October,2014, 12<sup>th</sup> November 2014, 12<sup>th</sup> February 2015, and 31<sup>st</sup> March 2015. Details of the meetings are available in Corporate Governance Report annexed to this report.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

In pursuance of Section 152 of the Companies Act, 2013 and the rules framed thereunder, **Mr. Sandesh Sawant**, Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, he has offered himself for re-appointment.

In compliance with the provisions of Section 149 of the Companies Act, 2013 & Clause 49 II A the Listing Agreement entered into with the Stock Exchanges, which stipulates appointment of Woman Director, the Company has appointed **Mrs. Neha Gupta**, who has rich experience in IT and ITES Sectors an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors on 31<sup>st</sup> March, 2015 and her appointment is proposed to be regularized at the forthcoming Annual General Meeting.

The Board recommends to the Members the resolutions for re-appointment of **Mr. Sandesh Sawant**, as Director of the Company and appointment of **Mrs. Neha Gupta** as an Independent Director of the Company.

During the year under review, **Mr. Bimal Kamdar** an Independent Director resigned from the Board due to pre-occupation with other activities. The Board of Directors records its sincere appreciation and recognition of the valuable contribution and services rendered by **Mr. Bimal Kamdar** during his association with the Company.

Every new independent director of the Board attends a familiarization program. The program provides an insight into the Company's products, competition, emerging technologies, etc. to gain a better understanding of the business environment as also covers their roles, rights, responsibilities in the company and the regulatory landscape. The familiarization program for Independent Directors is available on Company's website.

A formal letter of appointment outlining the role, function, duties and responsibilities is issued to the Independent Director at the time of appointment. The model of the letter of appointment of Independent Director is available on Company's website.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

As stipulated under Clause 49 of the Listing Agreement, brief resumes of the Directors proposed to be appointed / re-appointed, the nature of their expertise in specific functional areas and the names of companies in which they hold directorships and membership / chairmanship of Board Committees, etc. are provided in the Notice forming a part of the Annual Report.

In compliance with the requirements of Section 203 of the Companies Act, 2013, **Mr. Sandesh Sawant**, was appointed as the Chief Financial Officer (CFO) of the Company. The Company is also in the process of appointing a whole time company secretary and searching for a suitable candidate for the same.

Other than as stated above, there has been no other change in the Directors or the Key Managerial Personnel during the year under review.

#### **CONSTITUTION AND COMPOSITION OF AUDIT COMMITTEE**

The Company has constituted the Audit Committee under the Chairmanship of **Mr. Kunal Ranjan** an Independent Director, **Mrs. Neha Gupta** an Additional Independent Director and **Mr. Rajendra Karnik**, Managing Director as Members of the Committee.

During the year under review **Mr. Bimal Kamdar**, ceased to be a member of the Committee following his resignation from the Board of the Company.

On resignation of **Mr. Bimal Kamdar**, **Mrs. Neha Gupta** was inducted in the Audit Committee.

#### **AUDIT COMMITTEE RECOMMENDATIONS**

The committee has recommended to the Board the ratification of re-appointment of, **M/s.D. P. Agarwal & Co.**, Chartered Accountants, as the statutory auditors of the Company, to hold office from the conclusion of the ensuing AGM to the conclusion of the third consecutive AGM, and that the necessary resolutions for appointing them as auditors be placed before the shareholders.

During the year, the Board of Directors of the Company accepted all the recommendations put forward to it by the Audit Committee.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company promotes ethical behavior from all the stakeholders and has developed and implemented a Whistle Blower Policy wherein all the stakeholders are free to report any genuine concerns, actual or suspected fraud or violation of the Company's Code of Conduct or any improper or unlawful activity or any misappropriation of funds etc.

Under the Whistle Blower Policy, confidentiality of these reporting violation(s) is protected and they are not subject to any discriminatory practices. The Whistle Blower Policy has been approved by the Board of Directors of the Company.

In terms of 177 of the Companies Act, 2013 and the Rules framed there under and pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchange the Vigil Mechanism / Whistle Blower Policy is placed on website of the Company.

#### **RISK MANAGEMENT POLICY**

The Company has established a Risk Management Policy which sets out the Company's principles and processes with regard to identification, analysis and management of applicable risks. The policy mandates the ways in which respective risks are expected to be mitigated and monitored.

The Board has constituted a Risk Management Committee to monitor and review the Risk Management Plan for the Company. Risk Management Policy has been approved by the Board of Directors and hosted on the website of the Company.

The details of Committee and its terms of reference including elements of risk as identified for the Company are set out in the Corporate Governance Report and Management Discussion and Analysis Report (MDA) forming part of the Board's Report.



## **NOMINATION AND REMUNERATION POLICY**

The Nomination and Remuneration Committee in its meeting held on 25<sup>th</sup> August, 2014 had recommended to the Board of Directors a Policy on Directors' Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and relating to remuneration for the Directors, Key Managerial Personnel and Other Employees in terms of sub-section (3) of section 178 of the Companies Act, 2013. The Board of directors in its meeting held on 25<sup>th</sup> August, 2014 have approved and adopted the same. The said policy is enclosed as **Annexure – I** to this Report.

## **BOARD EVALUATION**

In accordance with the requirements of the Companies Act, 2013 and the Clause 49 of the Listing Agreement, the Directors perform annual evaluation of the Board. The evaluation process is led by the Chairman of the Nomination and Remuneration Committee who obtains the feedback of the Board members on contribution of the members, effectiveness of Board processes and areas of improvement. The feedback is used to enhance Board effectiveness and helps in validating that the Board has the right level of expertise.

During the year, the performance of the Board and its Committees was evaluated after seeking inputs from all the directors on the basis of the criteria such as the contribution, participation, effectiveness of Board processes, timeliness and relevance of information to the Board, etc. The evaluation also included evaluation of individual directors. In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed.

## **CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to the provision of section 135(1) of the Companies Act, 2013 every company having Net worth of Rupees Five Hundred or more or Turnover of Rs. One Thousand Crore or more or a Net Profit of Rupees Five Crore or more during any financial year shall constitute a corporate social responsibility committee and formulate a corporate social responsibility policy indicating the activities to be undertaken. As your company does not fall under the above stated criteria; constitution of a Corporate Social Responsibility Committee is not applicable to the Company. The Board of Directors periodically reviews the applicability of CSR rules to the Company.

## **AUDITORS AND AUDITORS' REPORT**

**M/s. D. P. Agarwal & Co.**, Chartered Accountants had been appointed as statutory auditors of the Company from the conclusion of the AGM of the Company held on 29<sup>th</sup> September, 2014 until the conclusion of the Third consecutive AGM of the Company, subject to ratification of their appointment at each AGM.

The Company has received letter from the statutory auditors to the effect that their appointment, if ratified, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment.

The report of Statutory Auditor forming part of this Annual report does not contain any qualification, reservation or adverse remarks.

## **SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT**

**M/s. Mayank Arora & Co.**, Company Secretaries have been appointed as Secretarial Auditors in terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Company and their Secretarial Audit Report is attached as **Annexure – II** to this Report.

Certain observations made in the report with regard to non filing of some forms were mainly due to ambiguity and uncertainty of the applicability of the same for the relevant period. However, the company would ensure in future that all the provisions are complied to the fullest extent.

## **INTERNAL AUDIT**

The Board has appointed **M/s. Tejas Nadkarni & Associates**, (Membership No. 122993), Chartered Accountants, Mumbai, as Internal Auditors of the Company for conducting the audit of internal records of the Company for the financial year 2014-2015.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered into with Related Parties as defined under Section 2(76) of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement during the financial year were in the ordinary course of business. There were no materially significant transactions with related parties in the financial year which were in conflict with the interest of the Company and requiring compliance of the provisions of revised Clause 49 of the Listing Agreement. Suitable disclosures as required by the Accounting Standards (AS18) have been made in the notes forming part of the Financial Statements.

The Company has framed a related party transactions policy in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement; the same can be viewed on the Company's website.

Pursuant to the provisions of sections 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, Form No. AOC-2, providing the details of related party transactions of the Company is annexed to this report as **Annexure III**.

## EXTRACT OF ANNUAL RETURN

In terms of Section 134(3) (a) of the Companies Act, 2013 read with Rule 12(1) of Companies (Management & Administration) Rules, 2014, the extracts of Annual Return of the Company in Form **MGT.9** is attached as **Annexure – IV** to this Report.

## CORPORATE GOVERNANCE

The Company has taken appropriate steps and measures to comply with all the corporate governance regulations and related requirements as envisaged under Clause 49 of the Listing Agreement entered with the stock exchanges.

A detailed report on Corporate Governance together with the Statutory Auditors' Certificate on compliance is attached to this Annual Report.

A certificate from the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company confirming internal controls and checks pertaining to financial statements, as also declaring that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Ethics and Business Conduct for the financial year ended 31<sup>st</sup> March, 2015, was placed before the Board of Directors and the Board had noted the same. The said certificate is annexed to the Directors' Report.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

Since the Company's business does not involve any manufacturing activity, most of the Information as prescribed to be provided under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo is Nil / Not applicable.

However the information, as applicable, is furnished hereunder:

### Conservation of Energy:

1. The steps taken or impact on conservation of energy	Your Company, being a service provider, requires minimal energy consumption and every endeavour is made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible.
2. The steps taken by the company for utilizing alternate sources of energy	
3. The capital investment on energy conservation equipments	

### Technology Absorption:

(i) the efforts made towards technology absorption	Your Company uses latest technology and equipment's in its business. However, since the Company is not engaged in any manufacturing, the information in connection with technology absorption is Nil.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
(a) the details of technology imported	
(b) the year of import;	
(c) whether the technology been fully absorbed	

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv) the expenditure incurred on Research and Development	

#### Foreign Exchange Earnings and Outgo:

Foreign Exchange Earning	NIL
Foreign Exchange outgo	NIL

#### INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls for ensuring the orderly & efficient conduct of the business, including adherence to the company's policies, the safe guarding of assets, the prevention & detection of frauds & errors, the accuracy & completeness of accounting records and timely preparation of reliable financial information.

#### DETAILS RELATING TO DEPOSITS

Your Company has not accepted any public deposit under Chapter V of the Companies Act, 2013, and Rules framed thereunder, during the year under review.

#### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Your company has not directly or indirectly

- Given any loan to any person or other body corporate other than usual advances envisaged in a contract of supply of materials if any,
- Given any guarantee or provide security in connection with a loan to any other body corporate or person and
- Acquired by way of subscription purchase or otherwise, the securities of any other body corporate

exceeding sixty percent, of its paid-up share capital, free reserve and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more.

Particulars of loans, guarantees and investments made by the Company required under section 186 (4) of the Companies Act, 2013 are given in Note No. 9 & 10 to the Financial Statements.

#### DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of section 197 of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### SIGNIFICANT AND/OR MATERIAL ORDERS PASSED BY THE REGULATORS

No significant or material orders have been passed by any regulators or courts or tribunals impacting the going concern status and Company's operations in future.

#### DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company laid down Anti Sexual Harassment policy and it is made available on the website of the Company. The Company has zero tolerance on Sexual Harassment at workplace. During the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

## **HUMAN RESOURCE MANAGEMENT**

Being in the business of creativity and business of people, to ensure sustainable business growth and become future ready, over the years your Company has been focusing on strengthening its talent management and employee engagement processes and through the year, organization's engagement scores has improved to highest percentile in the entertainment sector. Your Company continues to build talent pipeline by hiring fresh talent from renowned campuses and nurturing them and identifying / training top performing resources.

## **ACKNOWLEDGEMENTS**

Employees are our vital and most valuable assets. Your Directors value the professionalism and commitment of all employees of the Company and place on record their appreciation of the contribution made by employees of the Company at all levels that has contributed to your Company's success and remain in the forefront of Media & Entertainment Business . Your Directors thank and express their gratitude for the support and co-operation received from the shareholders, customers, vendors, bankers, regulatory and Governmental authorities in India and abroad.

**For and on behalf of the Board of Directors**

**Sd/-**

**Rajendra Sharad Karnik**

**Managing Director**

**DIN: 02220343**

**Mumbai**  
**5<sup>th</sup> September, 2015**

**NOMINATION AND REMUNERATION POLICY****Purpose**

The Board of Directors in order to align with the provisions of the Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement renamed the “Remuneration Committee” as “Nomination and Remuneration Committee”. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel (SMP) has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of the Company. This policy shall act as a guideline for determining, inter alia qualifications, independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

**Applicability**

This Policy is applicable to:

1. Directors viz. Executive, Non-executive and Independent
2. Key Managerial Personnel
3. Senior Management Personnel
4. Other Employees of the Company, as applicable.

**Objective**

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The Key Objectives of the policy is:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To assist the Board in fulfilling responsibilities.

**Constitution of Committee**

The Nomination and Remuneration Committee constituted should consist of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such



Committee. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries. Minimum two (2) members shall constitute a quorum for the Committee meeting. Membership of the Committee shall be disclosed in the Annual Report.

### **Role of Committee**

The Role and Powers of the Committee shall be as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

### **Definitions**

- **“Act”** means Companies Act, 2013 and rules framed thereunder.
- **“Board”** means Board of Directors of the Company as constituted from time to time.
- **“Policy”** or **“This policy”** means Nomination and Remuneration Policy.
- **“Committee”** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
- **“Key Managerial Personnel”** means:
  - i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
  - ii. Chief Financial Officer;
  - iii. Company Secretary;
  - iv. And such other officer as may be prescribed.
- **“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.
- **“Independent Director”** means a Director referred to in Section 149 (6) of the Companies Act, 2013.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

### **Appointment and Removal of Director, KMP and Senior Management**

#### **1. Appointment Criteria and Qualifications:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules framed thereunder.

#### **2. Term / Tenure:**

- a) **Managing Director/Whole-time Director:** The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

#### **3. Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals i.e. yearly or at such intervals as may be considered necessary. The same may however be delegated by the Committee.

#### **4. Removal:**

Due to reasons for any disqualification as mentioned in the Act pursuant to section 164 or under any other applicable provisions, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations

## **5. Retirement:**

Any Director other than the Independent Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **Remuneration to Directors / KMP/ SMP:**

#### **1) Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

#### **2) Remuneration to Non- Executive / Independent Directors:**

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - (i) The Services are rendered by such Director in his capacity as the professional; and
  - (ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

#### **3) Remuneration to Key Managerial Personnel and Senior Management:**

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- d) Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

#### **4) Familiarization Program for Independent Directors:**

The Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc., through various programs.

#### **Proceedings of the Meeting**

Proceedings of all meetings must be minuted and signed by the Chairperson of the Committee at the subsequent meeting. Minutes of the Committee meeting will be circulated at the subsequent Board and Committee meeting for noting.

#### **Review and Amendment to the Policy**

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

- The Committee or the Board may review the Policy as and when it deems necessary.
- The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.
- In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

#### **Disclosure**

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report.

**Secretarial Audit Report**

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

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

To,

**The Members,**

**IRIS MEDIAWORKS LIMITED**

Bungalow No. 47/47, RSC-6, Survey No. 120,

S.V.P. Nagar, Mhada, Four Bungalows, Andheri (West)

Mumbai - 400 053

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

Based on my verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the financial year ended 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (not applicable to the Company during the Audit Period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(not applicable to the Company during the Audit period);
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014 (not applicable to the Company during the Audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit period);



- f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 (not applicable to the Company during the Audit period), and
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit period), and;
- vi. Other Laws applicable to the Company as per the representations made by the Company.

I have also examined compliance with the applicable clause of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India. (not notified hence not applicable the Company during the Audit Period); and
- b. The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

*During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has complied with the provisions of the Act, Old Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.*

**I further report that:**

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

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Company is in the process of appointing a whole time Company Secretary and filing necessary Forms & Returns.

I further report that during the audit period, there were no instances of:

- i. Public / Rights / debentures / sweat equity.
- ii. Buy-Back of securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction etc.
- v. Foreign technical collaborations

This report is to be read with my letter of even date which is annexed as **Annexure I** and form an integral part of this report.

**Date: 5<sup>th</sup> September, 2015**

**Place: Mumbai**

**For Mayank Arora & Co.**

**Sd/-  
Mayank Arora  
Proprietor**

To,  
**The Members,**  
**IRIS MEDIAWORKS LIMITED**  
Bungalow No. 47/47, RSC-6, Survey No. 120,  
S.V.P. Nagar, Mhada, Four Bungalows, Andheri (West)  
Mumbai - 400 053.

My report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported, in my audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in my opinion, are material and having major bearing on financials of the Company.

**Date: 5<sup>th</sup> September, 2015**

**Place: Mumbai**

**For Mayank Arora & Co.**

**Sd/-**  
**Mayank Arora**  
**Proprietor**

**Form No. AOC-2**

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014*)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

During the year under review, the Company has not entered any contracts/arrangements with related parties which are not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

There were no material contracts or arrangement or transactions entered in to during the year ended 31<sup>st</sup> March, 2015, which were at arm's length basis.

For **Iris Mediaworks Limited**

Sd/-

**Rajendra Karnik**  
**Managing Director**  
**DIN: 02220343**

## FormNo.MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31<sup>st</sup> March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

<b>i.</b>	<b>CIN</b>	<b>L92412MH1992PLC067841</b>
<b>ii.</b>	Registration Date	23/07/1992
<b>iii.</b>	Name of the Company	IRIS MEDIA WORKS LIMITED
<b>iv.</b>	Category/Sub-Category of the Company	Company Limited By Shares Indian Non – Government Company
<b>v.</b>	Address of the Registered office and contact details	Bungalow No. 47/47, RSC6, Survey No. 120, S.V.P. Nagar, Mhada, Four Bungalows, Andheri (West), Mumbai – 400 053. Tel : +91 22 26320011/ 65610634 Email Id : corp.iris@gmail.com
<b>vi.</b>	Whether listed company	Listed on BSE Limited
<b>vii.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (W). Mumbai - 400 072. Tel: 022-28470652, 404302200, 28470653.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
<b>1</b>	<b>Resale of IT Products</b>	<b>62099</b>	<b>100.00</b>





(1) Institutions									
<b>a) Mutual Funds</b>									
<b>b) Banks/FI</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>C) Central govt.</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>d) State Govt.</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>e) Venture Capital Fund</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>f) Insurance Companies</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>g) FIIS</b>	0	0	0	0.00	101798	0	101798	0.10	0.10
<b>h) Foreign Venture Capital Funds</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>i) Others (A body incorporated under the state govt)</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>101798</b>	<b>0</b>	<b>101798</b>	<b>0.10</b>	<b>0.00</b>
(2) Non Institutions									
a) Bodies corporates									
<b>i) Indian</b>	4584367	43432700	48017067	48.04	2227061	38432700	40659761	40.68	-7.36
<b>ii) Overseas</b>	0	0	0	0.00					
b) Individuals									
<b>i) Individual shareholders holding nominal share capital upto Rs.1 lakhs</b>	3395045	554950	3949995	3.95	4258063	553750	4811813	4.81	0.86
<b>ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs</b>	1457022	40767167	42224189	42.24	40243599	11514667	51758266	51.78	9.54
c) Others (specify)									
<b>i) N.R.I. (Repat &amp; Non-Repat)</b>	60325	0	60325	0.06	24473	0	24473	0.02	-0.04
<b>ii) Trust</b>	0	0		0.00	45000	0	45000	0.05	0.00
<b>iii) Clearing Member</b>	3871237	0	3871237	3.87	721702	0	721702	0.72	-3.15
<b>SUB TOTAL (B)(2):</b>	<b>13367996</b>	<b>84754817</b>	<b>98122813</b>	<b>98.16</b>	<b>47519898</b>	<b>50501117</b>	<b>98021015</b>	<b>98.06</b>	<b>-0.10</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>13367996</b>	<b>84754817</b>	<b>98122813</b>	<b>98.16</b>	<b>47621696</b>	<b>50501117</b>	<b>98122813</b>	<b>98.16</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

Grand Total (A+B+C)	14,355,183	85,606,927	99,962,110	100.00	48,608,883	51,353,227	99,962,110	100.00	0.00
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(ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Vaishali Rajendra Karnik	1827110	1.83	0.00	1827110	1.83	0.00	0.00%
2	Rajendra Karnik	12187	0.01	0.00	12187	0.01	0.00	0.00%
	<b>Total</b>	<b>1839297</b>	<b>1.84</b>	<b>0.00</b>	<b>1839297</b>	<b>1.84</b>	<b>0.00</b>	<b>0.00%</b>

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

Sl.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	There Is No Change In The Holding Of The Promoter During The Year			
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat/				
	<b>At the End of the year</b>				

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

Sr. No.	Name of the Shareholder	Shareholding			
		As on 01.04.2014		As on 31.03.2015	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	L N POLYSTER LTD	10000000	10.00	10000000	10.00
2	REGENCY COMMOSALES PRIVATE LIMITED	10000000	10.00	10000000	10.00
3	SHIVAM MALL MANAGEMENT COMPANY PVT LTD	9867500	9.87	9867500	9.87

4	SALLY MEDIA & ENTERTAINMENT PVT LTD	8550000	8.55	8550000	8.55
5	ANAND KUMAR DUBEY	8250000	8.25	500	0.00
6	SALLY MEDIA AND ENTERTAINMENT PVT LTD	5000000	5.00	0	0
7	ASIAN FINTRADE SERVICES PVT LTD	3452987	3.45	2501	0.00
8	SHYAM CHOUDHARY	2500000	2.50	0	0.00
9	GLOBE CAPITAL MARKET LIMITED	2008179	2.01	44505	0.04
10	PREM PRAKASH GUPTA	1256000	1.26	1256000	1.26
11	SANDESH MADHUKAR SAWANT	1025000	1.03	1256000	1.26
12	URVISH VORA (HUF)	1000000	1.00	1000000	1.00
13	MAN MOHAN GUPTA	1000000	1.00	1000000	1.00
14	SOMIL GUPTA	1000000	1.00	1000000	1.00
15	SANJAY RAGHUNATH AGGARWAL	0	0.00	8250000	8.25
16	PARVEEN AGGARWAL	304000	0.30	5304000	5.31
17	KUMUD CHOUDHARY	0	0.00	3465000	3.47
18	NARESH LAXMINARAYAN GROVER	39653	0.04	1506939	1.51
19	GLOBE CAPITAL MARKET LIMITED	0	0	14000	0.01

(v) Shareholding of Directors and Key Managerial Personnel:

Name of KMP: **Mr. Rajendra Karnik**

Sl. No.	Shareholding at the	Cumulative Shareholding			
		Beginning of the year	During the year		
	No. of shares	% of total shares of	No. of shares	% of total shares of the company	
	<b>For Each of the Directors and KMP</b>				
	At the beginning of the year	12187		12187	<b>0.01</b>
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	0	0.00	12187	<b>0.01</b>
	<b>At the End of the year</b>	<b>12187</b>	<b>0.01</b>	<b>12187</b>	<b>0.01</b>

**V.INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) <b>Principal Amount</b>	<b>The Company Has Not Availed Any Secured Loan/ Unsecured Loan/ Deposit</b>			

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

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		---	---	---	---	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	The Company Has Not Paid Any Remuneration To Managing Director, Whole-Time Director And/ Or Manager During The Year				
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - Others, specify...					
5.	Others, please specify					
	Total(A)					
	<b>Ceiling as per the Act</b>					

### B. Remuneration to other directors:

The Company Has Not Paid Any Remuneration To Any Other Directors During The Year.

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total

1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act,1961	The Company Has Not Paid Any Remuneration To Key Managerial Personnel Other Than Md/ Manager/ Wtd During The Year
2.	Stock Option	
3.	Sweat Equity	
4.	Commission - as %of profit -Others, specify...	
5.	Others, please specify	
	<b>Total</b>	

**VII. P E N A L T I E S /PUNISHMENT/COMPOUNDINGOFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ COURT)	Appeal made, if any (Give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

## **CORPORATE GOVERNANCE REPORT**

The Corporate Governance signifies the role of the management as the trustees to the property of the shareholders and acceptance of the inherent rights of the shareholders by the management. Corporate Governance is a framework which helps various participants viz. shareholders, Board of Directors and Company's management, in shaping Company's performance and the way it is proceeding towards attainment of its goals.

### **I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business for not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. At Iris Mediaworks Limited, the affairs of the company are managed in a fair and transparent manner. Our corporate governance framework is a reflection of our culture, our policies, relationship with the stakeholders and our commitment to values. Accordingly, we seek to ensure that our performance is driven by integrity. This is vital to gain and retain the trust of stakeholders.

Our corporate governance framework ensures effective engagement with our stakeholders and helps us evolve with changing times. The Securities Board of India (SEBI) amended the Listing Agreement effective 1<sup>st</sup> October, 2014, to bring in additional corporate governance norms for listed entities. The norms provide for stricter disclosure, protection of investor rights, shareholders approval for related party transactions, establish whistleblower mechanism, have at least one women director on the board. Our Corporate Governance framework has helped us with the new guidelines of the Companies Act, 2013. We believe that an active, well informed and independent board is necessary to ensure the highest standards of corporate governance.

Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

Our corporate governance philosophy is based on the following principles:

- Corporate governance standards should satisfy both the spirit of the law and the letter of the law.
- Ensure transparency and maintain a high level of disclosure.
- Clearly distinguish between personal conveniences and corporate resources.
- Communicate externally, and truthfully, about how the Company is run internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- The Management is the trustee of the shareholders' capital and not the owner.

### **II. BOARD OF DIRECTORS**

#### **Composition of the Board and Category of Directors**

The Board recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, culture, age, ethnicity, race and gender, which will help us to retain our competitive advantage.

As on 31<sup>st</sup> March, 2015, the Company's Board consists of Six Directors having considerable professional experience in their respective fields. Out of the above, half of the Board consists of independent directors. The Company also has appointed a woman Director. The Composition of the Board is in Conformity with clause 49 of Listing Agreements with Stock Exchanges and as per Companies Act, 2013.

Name of Director	Category of directorship	##Directorship in other Companies	#Membership of Committees of other Companies
Mr. Rajendra Karnik	Chairman and Managing Director	Nil	Nil
Mr. Kunal Ranjan	Non-executive, Independent	Nil	Nil
*Mr. Bimal Kamdar	Non-executive, Independent	01	04
Mr. Rakesh Naik	Executive	01	Nil
Mr. Allan Rebello	Non-executive, Independent	Nil	Nil
Mr. Sandesh Sawant	Executive	Nil	Nil
**Mrs. Neha Gupta	Non-executive, Additional Independent	01	Nil

## Does not include private companies, foreign companies and companies established under Section 8 of the Companies Act, 2013.

# Represents Audit Committee and Stakeholders Relationship Committee in public companies, excluding that of Iris Mediaworks Limited.

During the year under review \***Mr. Bimal Kamdar**, Non- Executive Independent ceased to be a member of the Committee(s) following his resignation from the Board of the Company with effect from 31<sup>st</sup> March, 2015.

\*\***Mrs. Neha Gupta** was appointed as an Additional Director the capacity of an Independent Director of the Company with effect from 31<sup>st</sup> March, 2015 till the date of ensuring Annual General Meeting.

#### Board Meetings

The Board meets at least four times in a year, with a maximum time gap of one hundred and twenty days between any two meetings. Additional meetings are held, when necessary.

Agenda and detailed notes on agenda are circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to attach any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda is / are permitted.

The members of the Board have access to all the information of the Company and are free to recommend inclusion of any matter in agenda for discussion.

The meetings of the Board are generally held at the Company's registered office at Mumbai.

During the year under review, Seven Board Meetings were held and gap between two meetings did not exceed 120 days. The dates on which said Board Meetings were held are as follows:

29<sup>th</sup> May, 2014, 13<sup>th</sup> August, 2014, 4<sup>th</sup> September, 2014, 10<sup>th</sup> October, 2014, 12<sup>th</sup> November, 2014, 12<sup>th</sup> February, 2015 and 31<sup>st</sup> March, 2015.

#### Director's attendance record:

Name of Director	Category of Directorship	Board Meetings		Attended previous AGM held on 29 <sup>th</sup> September, 2014
		Held	Attended	
Mr. Rajendra Karnik	<b>Chairman, Managing Director</b>	7	7	Yes
Mr. Kunal Ranjan	<b>Non-executive, Independent</b>	7	7	Yes
Mrs. Neha Gupta	<b>Non-executive, Independent</b>	7	0	No
Mr. Rakesh Naik	<b>Executive</b>	7	7	Yes
Mr. Allan Rebello	<b>Non-executive, Independent</b>	7	4	Yes
Mr. Sandesh Sawant	<b>Executive</b>	7	4	Yes

Director's attendance at the Board Meetings held during the year and also at the last Annual General Meetings as under:

### **Board's Responsibilities**

The Board's mandate is to oversee the Company's strategic direction, review and monitor performance, ensure regulatory compliance and safeguard the interests of the stakeholders.

### **Role of Independent Directors**

The Independent Directors play an important role in deliberations at the Board and Committee meetings and bring to the Company their expertise in the fields of business, commerce, finance, management, law and public policy. Formal Letter of appointment has been issued to each Independent Director in the manner provided in the Companies Act, 2013.

### **Criteria for performance evaluation of Independent Directors**

The Nomination and Remuneration Committee has laid down the evaluation criteria for performance evaluation of Independent Directors of the Company.

### **Separate Meeting of Independent Directors**

In compliance with Clause 49 II (B) of Listing Agreement entered into with Stock Exchanges, one separate meetings of the Independent Directors of the Company have been held on 22<sup>nd</sup> January, 2015 for reviewing the performance of Non-Independent Directors, Board as a whole, the Chairperson of the Company (taking into account the views of Executive and Non-Executive Directors) as well as for assessing the quality, quantity and timeliness of flow of information between the Company management and the Board.

All the Independent Directors were present at such meeting.

### **Training of Board Members**

The Company believes that the Board be continuously empowered with the knowledge in the Company's businesses and the external environment affecting the industry as a whole. To this end, the Directors were given presentations on the business environment, as well as all business areas of the Company including business strategy, challenges, risks and opportunities.

### **Code of Conduct**

The Board of Directors of the Company laid a Code of Conduct for Directors and senior management personnel. The Code of Conduct is posted on the Company's web-site. All Directors and designated personnel in the senior management affirmed compliance with the Code for the year under review. The declaration to this effect, signed by **Mr. Rajendra Karnik**, Managing Director is annexed to this report.

### **Insider Trading Code**

The Company has framed an Insider Trading Code (Code) prohibiting insider trading in conformity with applicable regulations of the Securities and Exchange Board of India (SEBI) Prohibition of Insider Trading Regulations, 2015. Necessary procedures have been laid down for the designated employees (including Directors) for trading in the securities of the Company and the Code and the procedures were communicated to them. Trading window closures, when the designated employees are not permitted to trade in the securities of the Company, are intimated to all designated employees, in advance, whenever required. Directors and designated employees of the Company provide disclosure on an annual basis about the number of shares or voting rights held by them along with their dependents in the Company. Further, the Directors and designated employees also declare that they have not traded in the shares of the Company based on the unpublished price sensitive information and on buying / selling any number of shares, they have not entered into an opposite transaction i.e. sell / buy during the six months from the date of earlier transaction as per the provisions of the Code. The Board of Directors at its meeting held on 29<sup>th</sup> May, 2015 approved and adopted the '**Iris Mediaworks Limited** - Code of Conduct & Fair Disclosure to Regulate, Monitor and Report Trading by Insiders in line with SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same can be accessed at the website.



## **OTHER COMMITTEES AT BOARD LEVEL**

### **Board Committees**

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set of Committees with specific terms of reference / scope. The Board has established various Committees such as the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, and Risk Management Committee.

The minutes of the meetings of all Committees are circulated to the Board for discussion / noting / ratification.

#### **(A) Audit Committee**

##### **Terms of reference**

The role and terms of reference of the Audit Committee specified by the Board are in conformity with the requirements of Clause 49 of the Listing Agreement as well as Section 177 of the Companies Act, 2013. The Committee acts as a link between the Statutory and Internal Auditors and the Board. The responsibilities of the Audit Committee include overseeing of the financial reporting process to ensure fairness, adequate disclosures and credibility of financial statements, recommendation of appointment and removal of Statutory Auditors, Branch Auditors, Cost Auditors, review of the adequacy of internal control systems and the internal audit function.

In general the Audit Committee reviews the Audit and internal control procedures, accounting policies and the Company's financial reporting process and ensures that the financial statements are correct, sufficient and credible and exercises the powers as recommended from time to time by SEBI, Stock Exchanges and/or under the Companies Act, 2013. Further your Audit Committee also reviews the following information mandatorily:

1. Management Discussion and Analysis of financial conditions and results of operations;
2. Statement of significant related party transactions submitted by the management;
3. Management letters/letters of internal control weaknesses if any issued by the statutory auditors;
4. Internal Audit report relating to internal control weaknesses, if any and implementation of action points arising there from
5. The appointment, removal and terms of remuneration of the Internal Auditors
6. Quarterly and Annual financial statements and
7. Risk assessment and minimization procedures.

##### **Composition**

The Audit Committee presently comprises of Two Non-Executive Independent Directors and One Executive Director.

Upon resignation of Mr. Bimal Kamdar the composition of the Audit Committee was modified during the year, by inducting Mrs. Neha Gupta, in place of Mr. Bimal Kamdar.

##### **Meetings and Attendance**

During the year 2014-2015, the Committee met Five Times (i.e. on 20<sup>th</sup> May, 2014; 4<sup>th</sup> August 2014; 25<sup>th</sup> August 2014; 3<sup>rd</sup> November 2014 & 2<sup>nd</sup> February, 2015). All the directors were present in all the meetings.

The composition of the Committee and the attendance details of Committee Members at the meetings held during the period under review is as follows:

Name and Designation of the Director in the Committee	Category of directorship	No. of Meetings Attended
Kunal Rajan, Chairman	Non-Executive ,Independent	5
Rajendra Karnik , Member	Executive	5
*Bimal Kamdar, Member	Non-Executive, Independent	5
**Neha Gupta, Member	Non-Executive, Independent	0

\*Mr. Bimal Kamdar ceased to be member of the Audit Committee consequent to his resignation from the Board w.e.f. March 31, 2015.

\*\*Mrs. Neha Gupta was inducted as a member of the Audit Committee w.e.f. March 31, 2015.

The Independent Auditors, The Internal Auditors and the Secretarial Auditors of the Company are also invited to the Audit Committee meetings. The Chairman of the Audit Committee Mr. Kunal Ranjan was present at the Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014.

#### **(B) Stakeholders Relationship Committee:**

##### **Nomenclature**

In line with the provisions of Section 178 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement, the nomenclature of the Investors' Grievance Committee was changed to "Stakeholders' Relationship Committee" with effect from 1<sup>st</sup> October, 2014.

##### **Terms of Reference**

This committee of the Board looks into various issues relating to shareholders/investors including transfer and transmission of shares held by shareholders in physical format as well as non-receipt of dividend, Annual Report, shares after transfer and delays in transfer of shares.

The committee also looks into issues including status of dematerialization/ rematerialization of shares and issue of duplicate share certificates and tracks investor complaints and suggests measures for improvement from time to time. The Committee places a report at each Board meeting on matters dealt by the committee at each quarter.

##### **Composition**

The Committee presently comprises of Two Non-Executive Independent Directors and One Executive Director.

Upon resignation of Mr. Bimal Kamdar the composition of the Audit Committee was modified during the year, by inducting Mrs. Neha Gupta as a new member, in place of Mr. Bimal Kamdar.

##### **Meetings and Attendance**

During the year under review the Committee met four times (i.e. on 20<sup>th</sup> May, 2014; 4<sup>th</sup> August 2014; 3<sup>rd</sup> November 2014 & 2<sup>nd</sup> February, 2015).

The composition of the Committee and the attendance details of Committee Members at the meetings held during the period under review as follows:

Name and Designation of the Director in the Committee	Category of directorship	No. of Meetings Attended
Kunal Rajan, Chairman	Non-Executive Independent	4

Rajendra Karnik , Member	Managing Director	4
*Bimal Kamdar, Member	Non-Executive, Independent	4
**Neha Gupta, Member	Non-Executive, Independent	0

\*Mr. Bimal Kamdar ceased to be member of the Stakeholders Relationship Committee consequent to his resignation from the Board w.e.f. 31<sup>st</sup> March, 2015.

\*\*Mrs. Neha Gupta was inducted as a member of the Stakeholders Relationship Committee w.e.f. 31<sup>st</sup> March, 2015.

#### Investors' Service

<b>No. of complaints received during FY15</b>	<b>NIL</b>
<b>No. of complaints resolved to the satisfaction of shareholders during FY15</b>	NIL

#### Number of pending requests for share transfers & dematerialization as on 31<sup>st</sup> March, 2015

Particulars	No. of Requests
Dematerializations	NIL
Share Transfers	NIL

### (C) Nomination and Remuneration Committee

#### Nomenclature

During the year under review, in terms of Section 178 of the Companies Act, 2013 and the Listing Agreement the nomenclature of the Remuneration Committee was changed to Nomination and Remuneration Committee.

#### Terms of Reference

The terms of reference of the committee inter alia include Succession planning for Board of Directors and Senior Management Employees, identifying and selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria's, identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position and review the performance of the Board of Directors and Senior Management personnel including Key Managerial Personnel based on certain criteria approved by the Board. While reviewing the performance, the committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents, remuneration commensurate with the performance of individual and group and also maintains a balance between fixed and incentive pay reflecting both short and long term objectives of the company.

#### Composition:

The Committee presently comprises of Three Non-Executive Independent Directors.

Upon Board's recommendation the Nomination and Remuneration Committee was re-constituted by inducting Mr. Allan Rebello as a new member upon Mr. Rajendra Karnik's cessation from membership. Further, upon resignation of Mr. Bimal Kamdar the composition of the Nomination and Remuneration Committee was again modified, by inducting Mrs. Neha Gupta, in place of Mr. Bimal Kamdar.

#### Meetings and Attendance:

The committee met twice during the financial year ended 31<sup>st</sup> March, 2015 (i.e. on 25<sup>th</sup> August, 2014, and 23<sup>rd</sup> March, 2015).

The composition of the Committee and the attendance details of Committee Members at the meetings held during the period under review as follows:

Name and Designation of the Director in the Committee	Category of directorship	No of Meetings Attended
Kunal Rajan , Chairman	Non-Executive, Independent	3
#Rajendra Karnik , Member	Managing Director	3
*Bimal Kamdar, Member	Non-Executive, Independent	3
##Allan Rebello , Member	Non-Executive, Independent	1
**Neha Gupta , Member	Non-Executive, Independent	0

#Mr. Rajendra Karnik ceased to be member of the Nomination and Remuneration Committee w.e.f 10<sup>th</sup> October, 2014.

##Mr. Allan Rebello was inducted as a new member of the Committee w.e.f 10<sup>th</sup> October, 2014.

\*Mr. Bimal Kamdar ceased to be member of the Nomination and Remuneration Committee consequent to his resignation from the Board w.e.f. 31<sup>st</sup> March, 2015.

\*\*Mrs. Neha Gupta was nominated/ inducted as a new member of the Nomination and Remuneration Committee w.e.f. 31<sup>st</sup> March, 2015.

#### **(D) RISK MANAGEMENT COMMITTEE:**

Evaluation of Business Risk and managing the risk has always been an ongoing process in your Company. Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a risk management committee.

#### **Terms of Reference:**

The Company has set up a robust risk management framework to identify, monitor and minimize risk and also to identify business opportunities. The Audit Committee of the Board has been vested with powers and functions relating to Risk Management. The objectives and scope of the committee comprises

- (a) Formulation, implementation and monitoring of the risk management plan;
- (b) Laying down procedures relating to Risk assessment and minimization;
- (c) Oversight of risk management performed by the executive management,
- (d) Review of risk management policies and business processes to ensure that the business processes adopted and transactions entered into by the Company are in line with local legal frame work and SEBI guidelines;
- (e) Review risk management policy and framework for identification, assessment, monitoring, mitigation of operational, strategic and environmental risks efficiently and effectively and reporting the same.

#### **Composition**

Name and Designation of the Director in the Committee	Category of directorship	No. Of Meeting Attended
Kunal Rajan, Chairman	Non-Executive, Independent	1
Rajendra Karnik, Member	Managing Director	1
Neha Gupta , Member	Non-Executive, Independent	1

## Meeting

One Meeting of the Committee was held during the year 2014-2015 i.e. on 24<sup>th</sup> January, 2015.

### III. GENERAL BODY MEETINGS

The 22<sup>nd</sup> General Meeting of the Company for the Financial Year 2014-2015 will be held on **Tuesday, 29<sup>th</sup> September, 2015 at 10.00 a.m. at Bunglow No. 47/47, RSC-6, Survey No. 120, S.V.P. Nagar, Mhada, Four Bungalows, Andheri (West), Mumbai – 400053.**

The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed at these meetings are

Year	Date and Time	Special Resolutions passed	Venue
2013-14	29 <sup>th</sup> September, 2014 - 9.30 a.m	No special Resolution was passed	Unit No. 32/F, Shree Laxmi Vijay Industrial Premises Co-Op. Society Ltd., Laxmi Industrial Estate, Link Road, Andheri (West), Mumbai – 400 053.
2012-13	28 <sup>th</sup> September, 2013 - 9.00 a.m.	No special Resolution was passed	Unit No. 32/F, Shree Laxmi Vijay Industrial Premises Co-Op. Society Ltd., Laxmi Industrial Estate, Link Road, Andheri (West), Mumbai – 400 053.
2011-12	28 <sup>th</sup> September, 2012 - 9.00 a.m.	No special Resolution was passed	Unit No. 32/F, Shree Laxmi Vijay Industrial Premises Co-Op. Society Ltd., Laxmi Industrial Estate, Link Road, Andheri (West), Mumbai – 400 053.

All the above resolutions were passed with requisite majority

### IV. DISCLOSURES

#### Related Party Transactions

During the year/period ended 31<sup>st</sup> March 2015, there has been no materially significant transaction entered by the Company with any party, which is considered to have potential conflict with the interest of the Company at large. The details of all related party transactions are placed and approved by the audit committee and the Board of Directors on periodical basis.

#### Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company paid a penalty to BSE Limited for late submission of Annual Report. Apart from that, the Stock Exchange(s), SEBI or any other Statutory Authority on any matters related to Capital Markets has not imposed any strictures or penalties on the Company.

#### Accounting Treatment

While preparation of the Financial Statements, the Accounting Standards, issued by The Institute of Chartered Accountants of India (ICAI), have generally been followed.

#### Compliance Certificate from the auditors

Certificate from the auditors of the company confirming compliance with the mandatory requirements under clause 49 of the listing agreement is annexed to this report. This certificate has also been forwarded to the Stock Exchanges where the shares of company are listed.

### **CEO and CFO certification**

In terms of Clause 49 (IX) of the Listing Agreement entered into with the Stock Exchanges the CEO and CFO certification for FY15 was placed before the Board at its meeting held on May 29, 2015 and also forms part of this Annual Report.

### **Postal Ballot**

The Company had not conducted any Postal Ballot during the year and there is no resolution proposed to be passed by postal ballot at the ensuing Annual General Meeting. None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot.

### **Reconciliation of Share Capital Audit Report**

Pursuant to Clause 47(c) of the Listing Agreement entered into with the Stock Exchanges, certificates, on half yearly basis, have been issued by the Company Secretary-in- Practice for due compliance of share transfer formalities by the Company.

A Company Secretary-in-Practice carried out an Audit, on quarterly basis, to reconcile the total admitted capital with National Securities Depository Limited and

Central Depository Services (India) Limited and the total issued & listed capital. The Audit confirms that the total issued / paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form.

### **Risk Management**

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Audit Committee and the Board.

## **V. MEANS OF COMMUNICATION**

As on March 31, 2015 the Company's shares are listed on BSE Limited.

The Company has furnished quarterly financial results along with the notes on a quarterly basis to the Stock Exchanges as per the format prescribed and within the time period stipulated under Clause 41 of the Listing Agreement.

The Company has published the financial results within 48 hours of the conclusion of the Board Meeting in at least one English daily newspaper circulating in the whole or substantially the whole of India and in one newspaper published in the language of the region, where the registered office of the Company is situated.

The Company informs the Stock Exchanges where its securities are listed about the date of the Board Meeting at least seven clear days in advance and also issues immediately an advertisement in at least one national newspaper and one regional language newspaper about the aforesaid Board Meeting.

### **Newspapers wherein financial results were published**

<b>Financial Results</b>	<b>Un-audited/ Audited</b>	<b>Newspapers</b>
<b>First Quarter</b>	Un-audited	Financial Express and Aklamahanagar
<b>Second Quarter</b>	Un-audited	Financial Express and Aklamahanagar
<b>Third Quarter</b>	Un-audited	Financial Express and Aklamahanagar
<b>Fourth Quarter</b>	Audited	Financial Express and Aklamahanagar

The financial results are also displayed on the website of the Company.

## VI. GENERAL SHAREHOLDERS' INFORMATION

### Twenty-Second Annual General Meeting

The 22<sup>nd</sup> Annual General Meeting (AGM) of the Company for the financial year 2014-15 is scheduled on Tuesday, 29th September, 2015 at 10.00 am at Bunglow No. 47/47, RSC-6, Survey No. 120,S.V.P. Nagar, Mhada, Four Bunglows, Andheri (West), Mumbai – 400053.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges (BSE), the Company has also extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in the Notice of the 22<sup>nd</sup> AGM, instead of Voting in the Annual General Meeting. Instructions for e-voting are listed under the segment “Notes” in the Notice to 22<sup>nd</sup> AGM.

### Financial Year

Financial Calendar: Financial Year from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016

For Financial Year 2015-2016	Tentative Date of Announcement of Financial Results
First Quarter ended as on June 30, 2015	By 14 <sup>th</sup> August, 2015
Second Quarter and Six Months ended as on September 30, 2015	By 14 <sup>th</sup> November, 2015
Third Quarter and Nine Months ended as on December 31, 2015	By 14 <sup>th</sup> February, 2016
Fourth Quarter and Financial Year ended as on March 31, 2016	By 30 <sup>th</sup> May, 2016
Twenty Third Annual General Meeting	By 30 <sup>th</sup> September, 2016

### Date of Book Closure

The dates of book closure shall be from Wednesday, 23<sup>rd</sup> September, 2015 till Tuesday, 29<sup>th</sup> September, 2015(Both days including).

### Listing on Stock Exchanges

Your Company's equity shares are listed on the following Stock Exchange as on 31<sup>st</sup> March, 2015:

Bombay Stock Exchange Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.

### Stock Code

Stock Exchange	Scrip ID
BSE	531337

### Corporate Identity Number (CIN)

The Corporate Identity Number (CIN) allotted by the Ministry of Corporate Affairs, Government of India, is L92412MH1992PLC067841 and the Company's Registration No. is 067841 of 1992. Your Company is registered in the State of Maharashtra, India.

### International Securities Identification Number (ISIN)

ISIN is an identification number for traded shares. This number needs to be quoted in each transaction relating to the dematerialized equity shares of the Company. Your Company's ISIN number for its equity shares is INE974C01022.

## VII. MARKET PRICE DATA

Month	Open	High	Low	Close
April, 2014	5.50	6.29	5.39	6.29
May, 2014	6.41	12.09	6.41	10.50
June, 2014	10.50	16.74	10.50	14.83
July, 2014	14.75	18.74	13.51	17.55
August, 2014	17.25	18.20	13.50	15.25
September, 2014	15.00	15.65	12.35	13.60
October, 2014	13.00	14.00	12.09	13.40
November, 2014	13.00	13.00	7.16	7.75
December, 2014	8.13	12.80	7.75	11.04
January, 2015	11.52	12.00	9.85	10.69
February, 2015	10.16	10.25	8.24	8.24
March, 2015	7.83	8.60	5.70	6.56

## VIII. SHARE TRANSFER SYSTEM

The Company has appointed Bigshare Services Private Limited as Registrars and Share Transfer Agents. The shares lodged for physical transfer/transmission/transposition are registered within the prescribed time period if the documents are complete in all respects. The shares in dematerialized form are admitted for trading with National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

During the year the share transfers which were received in physical form and for which documents were valid and complete in all respects, were processed and the share certificates were returned within the prescribed time from the date of receipt.

### Dematerialization of Shares and liquidity as on 31<sup>st</sup> March, 2015.

Particulars	Shares
CDSL	26041866
NSDL	22567017
Physical	51353227
<b>Total</b>	<b>9,99,62,110</b>

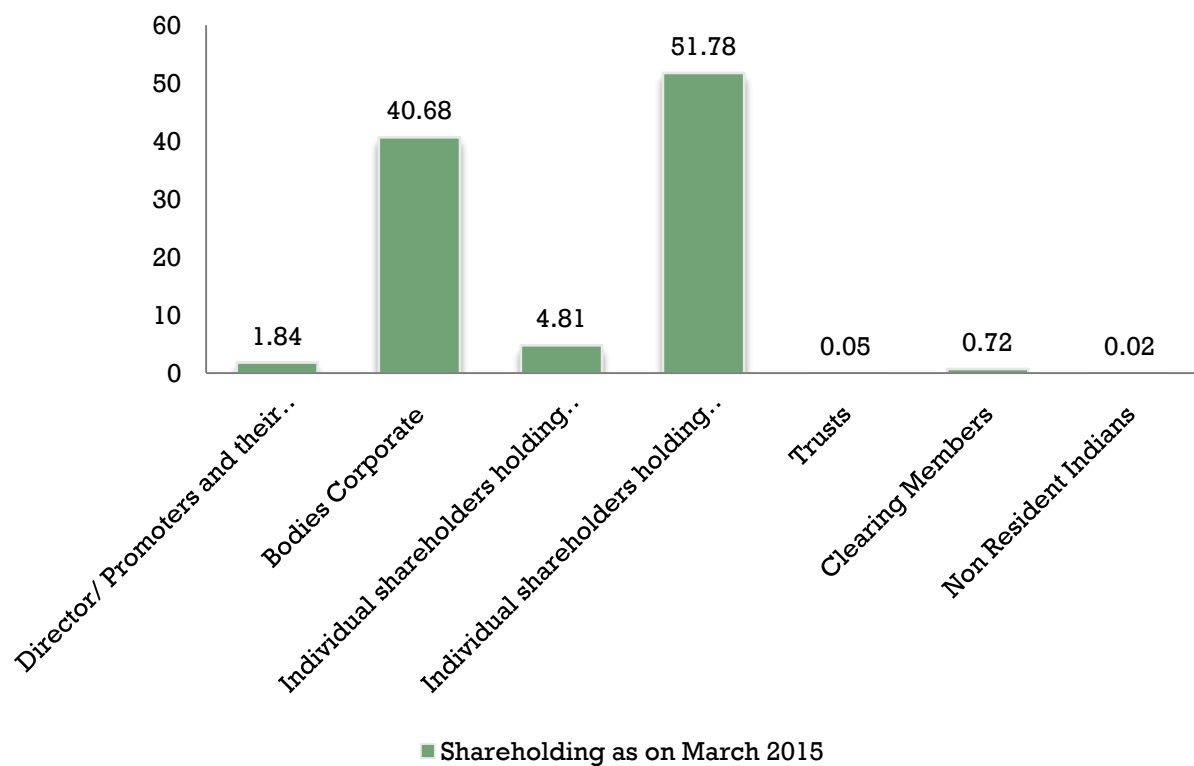
## IX. DISTRIBUTION OF SHAREHOLDING:

- Shareholding pattern as on 31<sup>st</sup> March, 2015.

Category of Shareholder	No. of Shares	% of Shareholding
(A) Shareholding of Promoter Group		
(1) Indian		
Any Others (Specify)		
Director/ Promoters and their relatives	1839297	1.84
(2) Foreign	-	-
<b>Sub Total (A)</b>	<b>1839297</b>	<b>1.84</b>
(B) Public Shareholding	-	-
(1) Institutions	-	-
Financial Institution/ Banks	-	-
(2) Non-Institutions		



Bodies Corporate	40659761	40.68
Individuals		
(i)Individual shareholders holding nominal share capital up to Rs. 1 lakh	4811813	4.81
(ii)Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	51758266	51.78
Any Others (Specify)	-	-
Trusts	45000	0.05
Clearing Members	721702	0.72
Non Resident Indians	24473	0.02
Hindu Undivided Family	-	-
<b>Sub Total (B)</b>	<b>98122813</b>	<b>98.16</b>
<b>Total (A)+(B)</b>	<b>99962110</b>	<b>100.00</b>
(C) Shares held by Custodians and against which DRs have been issued	-	-
(1) Promoter and Promoter Group	-	-
(2) Public	-	-
<b>Sub Total(C)</b>	<b>-</b>	<b>-</b>
<b>Total (A)+(B)+(C)</b>	<b>99962110</b>	<b>100.00</b>



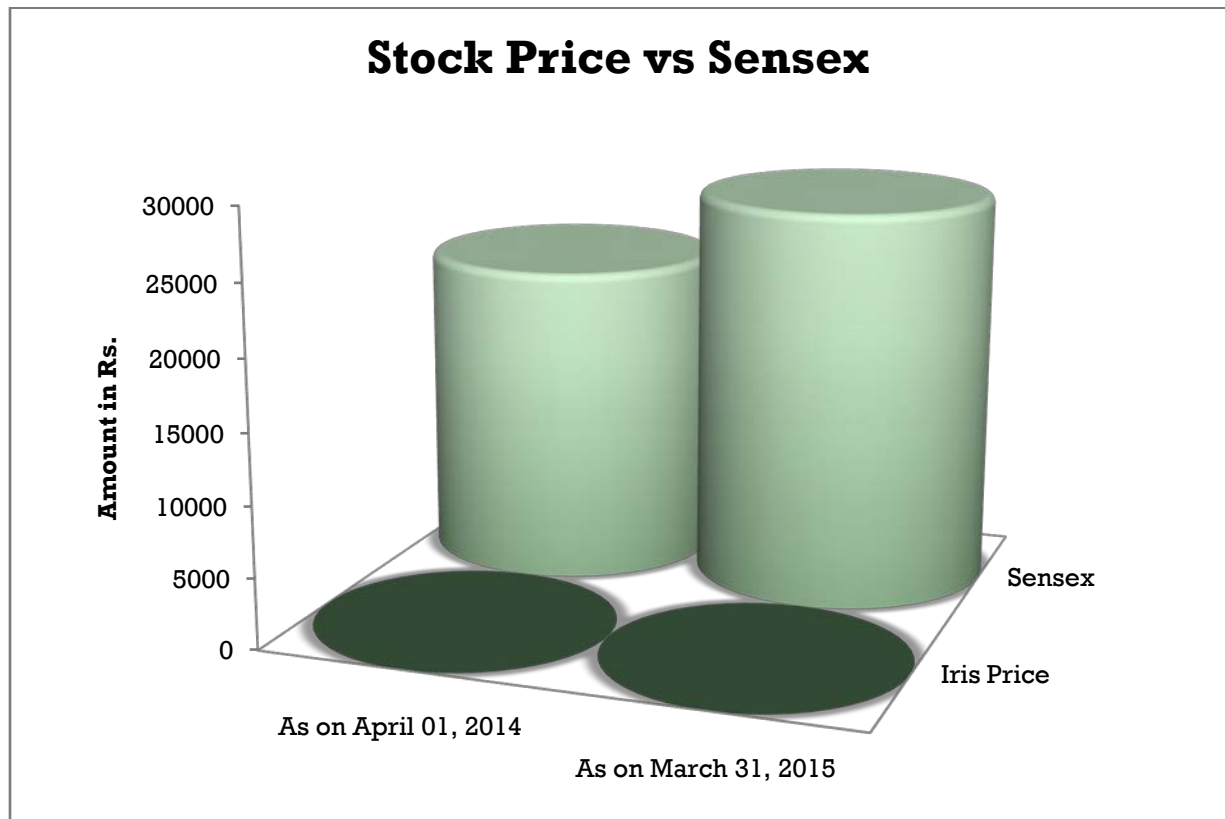
- **Distribution of shareholding as on 31<sup>st</sup> March, 2015**

Particulars	Shareholders		Shareholders	
	Number	%	Number	%
<b>Upto- 500</b>	2527	61.9667	520229	0.5204
<b>501-1000</b>	497	12.1873	440080	0.4402
<b>1001-2000</b>	308	7.5527	520890	0.5211
<b>2001-3000</b>	108	2.6484	287396	0.2875
<b>3001-4000</b>	72	1.7656	263461	0.2636
<b>4001-5000</b>	59	1.4468	285742	0.2859
<b>5001-10000</b>	141	3.4576	1097734	1.0982
<b>10001 - 999999999</b>	366	8.9750	96546578	96.5832
Total	<b>4078</b>	<b>100</b>	<b>99962110</b>	<b>100</b>

- **Stock Price v/s Sensex**

Date	Stock Price vs Sensex	
	(Rs.)	Sensex
As on 1 <sup>st</sup> April, 2014	5.50	22446.44
As on 31 <sup>st</sup> March, 2015	6.56	27957.49

## Stock Price vs Sensex



By Order of the Board  
For Iris Mediaworks Limited

Sd/-  
Rajendra Karnik  
Managing Director  
DIN: 02220343

Mumbai  
5<sup>th</sup> September, 2015

### DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2015.

For Iris Mediaworks Limited

Sd/-  
Rajendra Karnik  
Managing Director  
DIN: 02220343

Mumbai  
29<sup>th</sup> May, 2015

## CERTIFICATION ON FINANCIAL STATEMENTS

I, Sandesh Sawant, Chief Financial Officer, hereby certify that in respect of the Financial Year ended on 31<sup>st</sup> March, 2015.

1. I have reviewed the financial statements and the cash flow statements for the year and that to the best of my knowledge and belief :-
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps taken or proposed to be taken to rectify the same;
4. We have indicated to the auditors and the Audit Committee :-
  - a) Significant changes, if any, in internal control over financial reporting during the year;
  - b) Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud, if any, wherein there has been involvement of management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Iris Media Works Limited**

Sd/-

**Sandesh Sawant**  
**Executive Director and Chief Financial Officer**

**DIN: 02577432**

**Place: Mumbai**

**Date: 5<sup>th</sup> September, 2015**

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
Iris Mediaworks Limited

We have examined the compliance of conditions of Corporate Governance by **Iris Mediaworks Limited**, for the year ended March 31, 2015, as stipulated in Clause 49 of Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the condition of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on 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 state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For D. P. Agarwal & Company**  
**Chartered Accountants**  
**(Registration No.: 100068W )**  
Sd/-  
**D. P. Agarwal**  
**Partner**  
**(Membership No.: 035500)**

Mumbai  
5<sup>th</sup> September, 2015

## Management Discussion and Analysis

Readers are cautioned that this discussion contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words “anticipate”, “believe”, “estimate”, “intend”, “will” and “expect” and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. The following discussion and analysis should be read in conjunction with the Company’s financial statements included in this report and the notes thereto. Investors are also requested to note that this discussion is based on the consolidated financial results of the Company.

### **ECONOMY:**

The theme for this year’s recently held FICCI conference is ‘Make India a global entertainment superpower’. This comes at a time, when India is taking its place on the global stage as a market with tremendous growth potential, security and viability also, creating exciting investment opportunities. Offering the world’s largest base of young work-force, an expanding middle-class constituting one of the biggest consumer markets and a robust, well-functioning democratic system, India, along with its pro-reforms government, is now scripting a turnaround story. The global economy is struggling to gain momentum, as China suffers a slowdown, the euro-zone slips into deflation, and Japan’s economy is too soft to absorb the fiscal consolidation plan. In Europe Greece fiscal position collapsed though held & supported by world bank, economies of the world are losing faith & Despite the shaky global economy, India is performing relatively well, with a stable micro-economic environment, (inflation eased while the current account deficit came under control) bolstering the economic outlook. The Indian economy is on a strong footing, with FY15 growth estimated at 7.4 per cent while FY16 growth was pegged at 8 to 8.5 per cent. As a result, there is a marked shift in investor sentiment towards India: global investors increasingly see India with renewed interest and optimism, thanks to an optimistic government at the Centre and its reform agenda. The government’s recent budget announcements underpinned and highlighted the sentiment further. Improved business sentiment together with policy reforms could boost the country’s long-term growth potential. This growth story extends itself across Media and Entertainment sectors. We estimate that the Indian market is poised to grow at a CAGR of 13.9 per cent, to grow from INR1026 billion in 2014 to reach INR1964 billion by 2019, a growth rate that is almost double that of the global media and entertainment industry.

### **INDUSTRY OVERVIEW**

#### **MAJOR CHANGES IN THE SECTOR**

In the television sector, Reliance Industries Limited (RIL), via an Independent Media Trust, acquired control of Network18 Media & Investments Ltd. and its subsidiary TV18 Broadcast Ltd. The transaction is likely to enable RIL’s Jio Infocomm to get access to broadcast, digital and e-commerce content for its 4G mobile data services platform.

In the radio sector, This trend of consolidation has commenced with the acquisition of Radio City by the Dainik Jagran Group. With the addition of Radio City in its portfolio, Jagran gets access to a well-run and organized operator with presence in key, “advertiser-friendly” cities like Mumbai, Bengaluru and Delhi & its 20 stations.

There was also significant consolidation in the film & cinema exhibition (multiplex) segment. Carnival Films Pvt. Ltd. acquired BIG Cinemas for USD111 million and HDIL Entertainment Pvt. Ltd. for USD18 million. Further acquired Stargaze Cinemas from Network18 Media, to become one of the largest cinema chains in India.

Animation studios are working in collaboration to execute big projects. There continues to be a scope for consolidation between major players as was demonstrated by the acquisition of Reliance MediaWorks Ltd. by Prime Focus Limited for USD61 million. It is expected that the trend of market consolidation will continue across the M&E sector as larger firms merge with smaller ones in order to further their foothold over the market. The clear indication of economy is many players are looking to enter the market through M&A rather than the auction process.

Talking of media and entertainment industry, the traditional or print media has also seen unpredictable changes. Major players are investing in digital media, making services such as, news delivery possible via mobile applications and web portals. Major print players, are moving towards the ‘Rampant -Newsroom’ concept where digital and print could grow together as an integrated solution over the internet like Zee News merged

its broadcasting business with DNA (newspaper). India Today shifted its office to a new building with a focus on integrating its TV, print, radio and online arms. CNBC TV-18 joined hands with MINT to further extend the integrated newsroom model by sharing content, analysing and working on joint editorial initiatives

## **COMPANY OVERVIEW**

India is among the topped of the world's fastest growing Smartphone market. Flooded with low-cost Smartphone's and dropping data plan tariffs the absolute number of internet connections and users are at a record high, but internet penetration stands at about 19 per cent, which is still lower compared to internet penetration across other countries., The impact of it is that, Eyeballs which used to be glued to TV, print and other traditional media are now moving to online channels or digital media. Availability of affordable Smartphone's and tablets has fuelled the 'personal screen' phenomenon that cannot be ignored by content creators, curators and advertisers alike. Various digital ecosystem players under the 'Digital India' initiative, have played a major role in making this growth possible. As operators like, Reliance, Tata, Idea, Airtel and Vodafone plan/continue to rollout their 4G services at economical prices, India stands at the brink of an internet revolution.

Iris as a part of media industry is certainly affected from digitization, and our line of business of broadcasting can't ignore the fact of transition of home or cable TV content to online content. A case in point is the transformation we have seen in the vocals & music industry, which now sees over 50 per cent of its revenues from music through digital channels, mainly coming through mobile phones. It represents the connected world; offering innovative and customer centric information technology (IT) services and solutions.

Iris Mediaworks Limited endeavors to offer a full range of media services and industry specific solutions to help clients take advantage of opportunities in spaces of providing broadcasting material or channel management, Consulting, and Communication solutions in the field of Digital Technologies, Networks, Platforms and reusable assets that connect across many technologies to derive tangible business value in the area of broadcasting. In its eventful journey spanning over almost two decades, Iris Media Works has tried to transform itself to a 'business centric' media and IT powerhouse.

## **OUTLOOK**

Future outlook: The future of the global media and entertainment industry will be shaped by economic forces, and adoption of new technologies. For Iris Mediaworks rapidly-evolving technologies, changing consumer preferences and oftentimes competing channels, make organizations struggle with how to transform internally to meet the challenges of this new, always connected digital world . Organizations therefore need to carefully walk the path towards a comprehensive digital transformation with a concrete strategy to utilize its strengths and alleviate its challenges. As the global economy improves, and consumer confidence increases, investing in new technologies such smart computing products, internet of things, products and platforms, cloud computing, mobility and analytics will enable vendors to gain efficiency, agility, access to consumers, and innovation which when properly leveraged will provide tremendous opportunity for the delivery of real competitive contents to clients.

To survive in a globally connected and increasingly competitive world, for media enterprise, like us, the digital transformation will be a must also the quality of content can't be ignored.

In the film sector, category-A films with top league actors continued to perform well at the box office, however the same was not true for films which lacked both, strong content and a top league actor to attract audiences to the theatres. As a result, the industry barely grew in 2014, a surprise for many, given India's film obsessed population. With an increasing number of multiplex screens and better internet penetration and bandwidth, Tier II and Tier III cities may soon hold the prime focus for the industry. For TV and digital content producers, original programming for video-on-demand (VoD) platforms is emerging as the next big growth driver. Content is likely to be a critical success factor for the platform, hence content deals are increasingly turning exclusive as competition heats up for unique, quality content.

## **THREATS, RISKS AND CONCERNS**

As the saying goes "All great changes are preceded by chaos." And this could not be truer for the global economy today. Beginning with economic turmoil, the ripple effects of which are still being felt today, to the ongoing political upheavals across the world. From the erratic movements in global commodity prices, inflation and unemployment and the constantly shifting business and technology landscape, volatility is now an ongoing reality than an exception. At the same time, businesses all over the world now face the digital, connected customer- one who is informed, decisive and influential. Organizations have no choice but to use technology to undergo a digital transformation themselves. Digitization can extend reach of organizations, enhance management decisions, and accelerate development of new growth engines. Thus, unpredictable economic conditions and rapidly evolving customer requirements is influencing how and where each dollar is spent; as firms not only look to get more with less, but

also get new, yet unrealized benefits. Customers today expect technology not only to enable efficient operations, but also creating new avenues of growth. This scenario is both challenging and exciting, and is ensuring a dual role for technology, which will be used for both traditional applications that are anchored around stability and efficiency, and modern systems that focuses on agility, rapid application evolution, and tighter alignment with business units. This is likely to dictate global technology spend with an increased need for enterprise digital content transformation as the new way to engage and serve customers.

### **OPPORTUNITIES & STRENGTHS**

At the same time, challenges around economic volatility, protectionism, competition and customer understanding will need to be addressed by concerned stakeholders.

As the global economy improves and consumer confidence increases, investing in new technologies, media industry content, and innovation will provide tremendous opportunities. As per NASSCOM, the Indian IT-BPM industry related to media and entertainment sector is expected to reach digital revenues of US\$ 300 billion by 2020. This opportunity accounts for 12 -14% of the industry revenues. By FY 2016, NASSCOM expects the industry to add revenues of US\$ 20 billion to the existing revenues of US\$ 146 billion. Export revenues are projected to grow by 12-14% and reach US\$ 110-112 billion. Domestic revenues are expected to grow at a rate of 15 -17% and is expected to reach US\$ 55-57 billion during the year.

### **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls for ensuring the orderly & efficient conduct of the business, including adherence to the company's policies, the safe guarding of assets, the prevention & detection of frauds & errors, the accuracy & completeness of accounting records and timely preparation of reliable financial information.

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

At Iris Mediaworks, we strive to constantly upkeep ourselves with the changing environment. Our management has lived with a simple philosophy of not keeping "ALL THE EGGS IN ONE BASKET" and from time to time it has emphasized on venturing into new projects resulting in higher profits and exhibiting strong will to survive and grow in the competitive market.

During the year under review, sales have grown due to operational efficiency brought about through proper implementation of business strategies. The total revenue from operations of the Company for the Financial Year 2014-2015 was Rs. 924,765,260 as against Rs. 989,820,877 during the previous year. The Company has recorded a net loss (after tax) of Rs. 7,060,822 as against Rs. 2,293,267 during the previous year. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Please refer Directors' Report in this respect.

Further, the company has been able curtail its requirement for fixed assets to maintain profitability. The depreciation (being non-cash expenses) has reduced from Rs. 4,600,128/- to Rs. 3,831,233/-.

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.**

For us development in human resource is synonymous to developing capabilities in employees. Capability in reference to employees means employees having the necessary skills and competencies to perform an act or deliver to a standard. Therefore, our focus is on building capacity and Building capabilities is a multi-faceted journey, not a single event. The more diverse the experiences and events in the journey, the stronger the capabilities generated. Capability is further enhanced if each experience is reflected upon as a learning opportunity and discussed with others to hear different perspectives and interpretations. Without reflecting, it is possible to simply breeze through life, learn little and never build greater capabilities. For reflective practitioners, everything they do, read, participate in or watch provides the opportunity to improve their capabilities.

The effect of contribution in human resources is exhibited in lower employees turnover, lower absenteeism, better punctuality. Further, our team has been totally involved and has coped with the dynamic environment which is clearly visible in our efforts to produce better results in comparison to last year.



**By Order of the Board  
For Iris Mediaworks Limited  
Sd/-  
Rajendra Karnik  
Managing Director  
DIN: 02220343**

**Mumbai  
5<sup>th</sup> September, 2015**

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IRIS MEDIAWORKS LIMITED**

### **Report on the Standalone Financial Statement**

We have audited the accompanying standalone financial statement of **Iris Mediaworks Ltd** ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements:**

The Company's board of directors is responsible for the matter stated in section 134(5) of the Companies Act, 2013 ("Act") with respect to the preparation of these financial statements that give a true and fair view of financial position, financial performance and cash flows of the company in accordance with the Accounting Principle generally accepted in India including Accounting Standards Specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

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

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

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

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

### **Opinion**

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

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2015;
- (ii) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and

(iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure hereto a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.
2. As required by Section 227 (3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement Comply with the Accounting Standards specified in section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors of the company, as on 31<sup>st</sup> March 2015, and taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March 2015, from being appointed as a director in terms of section 164(2) of the Act.
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - g. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
  - h. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**FOR M/S. D.P.AGARWAL & CO.**  
Chartered Accountants

**D. P. AGARWAL FCA**  
Proprietor  
M. No. 35500  
FRN: 100068W

Place: Mumbai  
Dated: 29<sup>th</sup> May, 2015

### Annexure to Independent Auditors' Report

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Assets have been physically verified by management during the year. According to the information and explanation given to us, there is regular programme of verification of which, in our opinion is reasonable having regards to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The company has not disposed off substantial part of its fixed assets during the year.
- (ii) (a) Inventories has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of such verification is adequate.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The Company is maintaining proper records of inventory in so far as such records were examined by us and no material discrepancies were noticed.
- (iii) The Company, during the period covered by audit has not granted secured or unsecured loans to companies covered in the Register maintained under Sections 189 of the Companies Act, 1956.
- (a) The Company, during the period covered by our audit, has not given secured or unsecured loans to companies covered in the register maintained under section 189 of the Act. Hence the question of receipt of principal amount and interest does not arise.
- (b) The Company has not granted any loans secured or unsecured question regarding overdue amount does not arise;
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) In our opinion and according to the information and explanation given to us, during the period under review, the Company has not accepted any deposits from the public and hence the provision of Sections 73 upto 76 of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable to the Company.
- (vi) We have been informed by management, no cost records have been maintained under sub-section (1) of section 148 of the Companies Act, 1956.
- (vii) (a) In our opinion and according to the information and explanations given to us, the Company is not regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, customs duty, excise duty and other material statutory dues applicable to it.

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 become payable as at the last date of the financial year covered by our audit except the following undisputed dues :

Nature of Dues	Amount (Rs.)
<b>Tax Deducted at Source</b>	13,19,328/-
<b>FBT</b>	2,990/-
<b>Service Tax Payable</b>	1,08,594/-

- (b) According to the information and explanations given to us, no disputed amounts payable in respect of income-tax, wealth-tax, sales-tax, customs duty and excise duty were in arrears, as at 31st March, 2015.

- (c) According to information and explanations given, no amount is transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules.
- (viii) In our opinion, the accumulated loss of the company at the end of the current financial year as well as immediate preceding year is not more than 50% of its net worth. The Company has not incurred cash loss during the financial year covered by our audit as well preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not taken any loan from financial institutions, banks or debentures holders. Hence, in our opinion, the question of reporting defaults in repayment of dues to financial institution or bank or debentures does not arise.
- (x) In our opinion, the terms and conditions on which the company has not given guarantees for loans taken by others from banks or financial institutions are not prima facie prejudicial to the interest of the Company.
- (xi) According to explanation given to us, company has not taken any term loan therefore, provision of clause 4(xvi) is not applicable to the company.
- (xii) No fraud on or by the company has been noticed or reported during the year.

**FOR M/S. D.P.AGARWAL & CO.**  
**Chartered Accountants**

**D.P.AGARWAL FCA**  
Proprietor  
M. No. 35500  
FRN: 100068W

Place: Mumbai  
Dated: 29<sup>th</sup> May, 2015

**Balance Sheet as on 31<sup>st</sup> March, 2015**

<b>Particulars</b>	<b>Note No.</b>		<b>As at 31.03.2015</b>		<b>As at 31.03.2014</b>
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholder's Funds</b>					
(a) Share Capital					
(i) Equity Share Capital	1	499,810,550		499,810,550	
(b) Reserves and Surplus	2	801,804,126	1,301,614,676	808,864,947	1,30,86,75,497
<b>(2) Non-Current Liabilities</b>					
(a) Long-term borrowings	3	-	-	50,000	50,000
<b>(3) Current Liabilities</b>					
(a) Trade payables	4	225,971,166		471,083,483	
(b) Other current liabilities	5	5,142,120		17,176,549	
(c) Short-term provisions	6	1,410,455	232,523,741	1,663,260	489,923,291
<b>Total</b>			<b>1,534,138,417</b>		<b>1,798,648,789</b>
<b>II.Assets</b>					
<b>(1) Non-current assets</b>					
(a) Fixed assets	7				
(i) Tangible assets		3,753,471		4,699,653	
(ii) Intangible assets		8,655,149	12,408,620	11,540,200	16,239,853
(b) Non-current investments	8	686,132,000		995,808,000	
(c) Deferred tax assets (net)	9	695,121		494,262	
(d) Long term loans and advances	10	19,347,098		13,791,250	
(e) Other non-current assets	11	688,029,890	1,394,204,109	390,812,364	1,400,905,876
<b>(2) Current Assets</b>					
(a) Current investments	12	-		217,000	
(b) Trade receivables	13	105,080,189		371,009,931	
(c) Cash & Cash equivalents	14	4,001,193		(9,559,794)	
(d) Other current assets	15	8,983,869		10,375,485	
(e) Inventory	16	9,460,438	127,525,688	9,460,438	381,503,060
<b>Total</b>			<b>1,534,138,417</b>		<b>1,798,648,789</b>

As per our report of even date attached

**For D.P. Agarwal & Co.**

Firm Reg. No.: 100068W

Chartered Accountants

Sd/-

D.P. Agarwal

Membership No. 35500

(Proprietor)

**Place:** Mumbai

**Date :** May 29, 2015

**For and on Behalf of the Board of Directors**

Sd/-

Rajendra Karnik  
(Managing Director)

DIN: 022202343

Sd/-

Sandesh Sawant  
(CFO)

DIN:02577432

**Profit and Loss statement for the year ended 31<sup>st</sup> March, 2015**

<b>Particulars</b>	<b>Note No</b>	<b>As at 31.03.2015</b>	<b>As at 31.03.2014</b>
Revenue from Operations			
I. Revenue from operations	17	920,131,360	897,988,128
II. Other Income	18	4,633,900	832,750
<b>Total Revenue</b>		<b>924,765,260</b>	<b>898,820,877</b>
III. Expenses:			
Purchase of Stock-in-Trade	19	916,178,631	888,073,733
Changes in inventory		-	(60,438)
Employee benefit expense	20	2,370,283	5,648,893
Financial costs	21	20,148	189,315
Depreciation and amortization expense	22	3,831,233	4,600,128
Other expenses	23	9,090,924	2,804,611
<b>Total Expenses</b>		<b>931,491,219</b>	<b>901,256,242</b>
IV. Profit before tax		<b>(6,725,959)</b>	<b>(2,435,365)</b>
Prior Period Expenses	23A	<b>535,723</b>	-
V. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax	24	(200,860)	(142,098)
<b>VI. Profit(Loss) after tax</b>		<b>(7,060,822)</b>	<b>(2,293,267)</b>
<b>VII. Profit/(Loss) for the period</b>		<b>(7,060,822)</b>	<b>(2,293,267)</b>
<b>VIII. Earning per equity share:</b>			
(1) Basic		(0.071)	(0.023)
(2) Diluted		(0.071)	(0.023)

As per our report of even date attached

**For D.P. Agarwal & Co.**

Firm Reg. No.: 100068W

Chartered Accountants

Sd/-

D.P. Agarwal

Membership No. 35500

(Proprietor)

**For and on Behalf of the Board of Directors**

Sd/-

Rajendra Karnik  
(Managing Director)

DIN:02220343

Sd/-

Sandesh Sawant  
(CFO)

DIN:02577432

**Place:** Mumbai

**Date :** May 29, 2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

Particulars	31 <sup>st</sup> March 2015 (Rs.)	31 <sup>st</sup> March 2014 (Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit / ( Loss ) after tax as per Profit & Loss Account	(7,060,822)	(2,293,267)
<b>Adjustments for :</b>		
Depreciation and amortisation	3,831,233	4,600,128
Deffered Tax	(200,860)	(142,098)
Profit on Sale of Investment	-	-
<b>Operating Profit before working capital changes</b>	<b>(3,430,448)</b>	<b>2,164,763</b>
<b>Adjustments for :</b>		
Change in Inventories	-	(60,438)
Change in Sundry Debtors	265,929,743	496,161,507
Change in Loans & Advances	(5,555,848)	5,769,997
Change in Other Current Assets	1,391,615	(1,301,063)
Change in Other Non Current Assets	(297,217,526)	(5,484,644)
Change in Trade Payable	(245,112,317)	(102,808,162)
Change in Provision	(252,804)	390,142
Change in Current Liabilities	(12,084,429)	(454,515,520)
<b>Cash generated from operations</b>	<b>(296,332,014)</b>	<b>(59,683,418)</b>
Direct taxes paid	-	-
Prior Period Adjustment ( VAT paid )	-	-
Excess provision for earlier years	-	-
<b>NET CASH (USED IN) / FROM OPERATING ACTIVITIES</b>	<b>(296,332,014)</b>	<b>(59,683,418)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Addition to Fixed Assets(net)	-	(99,039)
Sale of Investment	309,893,000	93,683,000
Profit on sales of shares	-	-
Adjustment for unrealised profit on Foreign Exchange Losses/Gain	-	-
Interest Received	-	-
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>309,893,000</b>	<b>93,583,961</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/(Repayments) of Secured loans	-	-
Proceeds/(Repayments) of Shares, Warrant etc.	-	-
Interest Paid	-	-
Tax on Dividend Paid	-	-
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>13,560,986</b>	<b>33,900,543</b>
Cash & Cash equivalents - Opening Balance	(9,559,794)	(43,460,337)
Cash & Cash equivalents - Closing Balance	4,001,193	(9,559,794)
<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>13,560,986</b>	<b>33,900,543</b>

As per our report of even date attached

**For D.P. Agarwal & Co.**

Firm Reg. No.: 100068W

Chartered Accountants

Sd/-

D.P. Agarwal

Membership No. 35500

(Proprietor)

Place: Mumbai

Date : May 29, 2015

**For and on Behalf of the Board of Directors**

Sd/-

Rajendra Karnik  
(Managing Director)

DIN:02220343

Sd/-

Sandesh Sawant  
(CFO)

DIN:02577432



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

**Note 1: SHARE CAPITAL**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs.)	31 <sup>st</sup> March 2014 (Rs.)
	<b>Authorised Share Capital</b>		
	14,00,00,000 equity shares of Rs. 5/- each	70,00,00,000	70,00,00,000
		<b>70,00,00,000</b>	<b>70,00,00,000</b>
	<b>Issued, Subscribed and Fully Paid-up</b>		
	9,99,62,110 (31 <sup>st</sup> March, 2013, 9,99,62,110) equity shares of Rs. 5/- each fully paid up	49,98,10,550	49,98,10,550
	<b>Total Issued subscribed and paid up share capital</b>	<b>49,98,10,550</b>	<b>49,98,10,550</b>

**DISCLOSURES**

**1.1 Reconciliation of the shares outstanding**

i. Equity shares

Sr. No.	Particulars	31 <sup>st</sup> March 2014			
		Numbers	Amount	Numbers	Amount
	At the beginning of the period	99,962,110	499,810,550	9,99,62,110	49,98,10,550
	<b>Outstanding at the end of the year</b>	<b>99,962,110</b>	<b>499,810,550</b>	<b>9,99,62,110</b>	<b>49,98,10,550</b>

**1.2 No Bonus shares issued immediately preceding five years from the date of balance sheet**

**1.3 Shareholders holding more than 5% of equity shares as at the end of the year:**

Name of the shareholders	31 <sup>st</sup> March 2015		31 <sup>st</sup> March 2014	
	Number of shares	Shareholding %	Number of shares	
L.N.Polyester Ltd	1,00,00,000	10.00	1,00,00,000	10.00
Regency Commosales Pvt Ltd	1,00,00,000	10.00	1,00,00,000	10.00
Shivam Mall Management Co.Pvt Ltd	9867500	9.87	9867500	9.87
Sally Media & Entertainment Pvt Ltd	8550000	8.55	1,35,50,000	13.55
Anand Kumar Dubey	-	-	82,50,000	8.25
Sanjay Raghunath Aggarwal	8250000	8.25	-	-
Parveen Aggarwal	5304000	5.31	-	-

**1.4 Reconciliation of Convertible Equity Warrants.**

i. Convertible Equity Warrants

Particulars	31 March 2015	31 March 2014
	Number of shares	Number of shares
i. At the beginning of the year	-	-
Less : Forfeiture of Convertible Equity Warrants	-	-
<b>Outstanding at the end of the year</b>	<b>-</b>	<b>-</b>

**Note 2: RESERVES AND SURPLUS**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs.)	31 <sup>st</sup> March 2014 (Rs.)
<b>A.</b>	<b>Capital Reserve</b>		
	Forfeiture Reserve	60,90,000	60,90,000
		<b>60,90,000</b>	<b>60,90,000</b>
<b>B.</b>	<b>Security premium account</b>		
	Balance as per the last financial statements	82,45,50,550	82,45,50,550
	<b>Balance as per the last financial statements</b>	<b>82,45,50,550</b>	<b>82,45,50,550</b>
<b>C.</b>	<b>General reserve</b>		
	Balance at beginning of the year	16,82,225	16,82,225
	<b>Closing Balance</b>	<b>16,82,225</b>	<b>16,82,225</b>
<b>D.</b>	<b>Surplus in the Statement of Profit and Loss</b>		
	Balance as per the last financial statements	(23,457,828)	(2,11,64,561)
	Add: surplus in the statement of profit and (loss)	(7,060,822)	(22,93,267)
		<b>(30,518,649)</b>	<b>(2,34,57,828)</b>
	<b>Reserves and Surplus ( A+B+C+D )</b>	<b>801,804,126</b>	<b>80,88,64,947</b>

**Note 3: NON CURRENT LIABILITIES**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs)
1	Long Term Borrowings		
	Rajendra Karnik	-	50,000
	<b>Total</b>	<b>-</b>	<b>50,000</b>

**Note 4: TRADE PAYABLE**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs)
	Trade Creditors	225,971,166	471,083,483
	<b>Total</b>	<b>225,971,166</b>	<b>471,083,483</b>

The Company has not received any memorandum (as required to be filed by the Supplier with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March 2014 as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year is NIL.

**Note 5: OTHER CURRENT LIABILITIES**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs)
	Creditors for Expenses	229,741	26,64,170
	Directors Current Account	4,912,379	1,45,12,379
	<b>Total</b>	<b>5,142,120</b>	<b>17,176,549</b>

**Note 6: SHORT TERMS PROVISION**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs)
	Statutory Provisions	1,410,455	16,63,260
	<b>Total</b>	<b>1,410,455</b>	<b>16,63,260</b>

(a) The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

(b) Current liabilities do not include any amount to be credited to investor education and protection fund.

**Note 8: NON CURRENT ASSETS**

Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs)
<b>DEFFERED TAX ASSETS (NET)</b>		
Related to Fixed Assets		
Add : Differ Tax Exp./ ( Income )	4,94,262	3,52,164
Related to Preliminary Expenses	-	-
	<b>4,94,262</b>	<b>3,52,164</b>

**Note 9: NON CURRENT INVESTMENTS**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs)
	<b>Trade Investment</b>		
	Shares Application Money		99,58,08,000
	<b>Share Investment-Unquoted</b>		
	850000 Equity Shares of KPR Chemical Pvt Ltd Rs.10 Each	8,500,000	-
	3875 Equity Shares of Parikh Bikes Pvt. Ltd Rs.Rs.10 Each	217,000	-
	40000 Equity Shares Ramnath developers Pvt Ltd Rs.10 Each	11,500,000	-
	120000 Equity Shares of Sarthak Creation Pvt. Ltd Rs.10 Each	6,000,000	-
		<b>686,132,000</b>	<b>995,808,000</b>

Name of Asset	Gross Block			Accumulated Depreciation				Net Block	
	As at 01.04.14	Addi- tions	Deleti- ons	As at 31.03.15	As at 01.04.14	For the Year	Deleti- ons	As at 31.03.15	At as 31.03.14
<b>A. TANGIBLE ASSETS</b>									
Film Rights	1435343	-	-	1435343	998,885	109,115	-	1,108,000	436,458
T.V. Serials	41696344	-	-	41696344	30,828,034	2,717,07	-	33,545,112	14491081
Channel Launch Show	1000000	-	-	1000000	764,569	58,858	-	823,427	235,431
<b>Total A</b>	<b>44131687</b>	-	-	<b>44131687</b>	<b>32,591,488</b>	<b>2885051</b>	-	<b>35,476,539</b>	<b>15386930</b>
<b>B. Tangible Assets</b>									
Computer	232,639	-	-	232639	107,610	14250	-	138,867	125,029
Playout Equipment	5462000	-	-	5462000	4,243,598	196863	-	4,487,279	1,218,402
Playout & Studio Equip't	3525279	-	-	3525279	2,733,671	127904	-	2,891,993	791,608
Editing System	1224549	-	-	1224549	1,035,515	30543	-	1,073,322	189,034
Tapeless Server	4300000	-	-	4300000	3,340,804	154982	-	3,532,643	959,196
Satelite Server	365745	-	-	365745	282,409	13465	-	299,076	83,336
Encryption System	4802671	-	-	4802671	3,671,874	182709	-	3,898,033	1,130,797
Air Conditioner	49475	-	-	49475	27,111	3614	-	31,583	22,364
FCP Machine	380000	-	-	380000	219,055	26005	-	251,244	160,945
Refrigerator	10000	-	-	10000	3,399	1066	-	4,720	6,601
Television	18400	-	-	18400	6,140	1004	-	8,617	12,341
<b>Total B</b>	<b>20,370,848</b>	-	-	<b>20370848</b>	<b>15,671,195</b>	<b>753395</b>	-	<b>16,617,377</b>	<b>5354009</b>
<b>Total A+B</b>	<b>64403496</b>	-	-	<b>64502535</b>	<b>48,262,682</b>	<b>4600128</b>	-	<b>52,093,915</b>	<b>20740939</b>

**Note 10: LONG TERM LOANS & ADVANCES**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs)
	Loans and Advances	19,347,098	13,791,250
	<b>Total</b>	<b>19,347,098</b>	<b>13,791,250</b>

**Note 11: OTHER NON CURRENT ASSETS**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs)
	<b>Current Investment (Non-trade)</b>		
	Vat-Deposit	30,000	30,000
	Pratik Diamonds Pvt Ltd	-	3,40,000
	Hema K Badani	2,50,000	2,50,000
	Kishore L Bodani	2,50,000	2,50,000
	Pratik Diamonds Pvt Ltd	340,000	-
	Atul Prakash Sabharwal	200,000	-
	Saroj Shingala	500,000	-
	With Holding Tax	9,425,084	94,25,084
	Trade Advances	676,989,856	38,04,72,330
	<b>Misc. Expenses</b>		
	Preliminary Expenses	44,950	44,950
	<b>TOTAL</b>	<b>688,029,890</b>	<b>390,812,364</b>

**Note 12: CURRENT INVESTMENTS**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs)
	<b>Current Investment (Non-trade)</b>		
	Shares Application-Unquoted	-	2,17,000
	<b>Total</b>	<b>-</b>	<b>2,17,000</b>

**Note 13: TRADE RECEIVABLES (Unsecured)**

Sr. No.	Particulars		31 <sup>st</sup> March 2015 (Rs)		31 <sup>st</sup> March 2014 (Rs.)
	Debts overdue for a period exceeding six month				
	Considered good	1,037,822,653		4,00,67,569	-
	Considered doubtful			-	-
	Others Trade Receivable				
	Considered good	(932,742,465)	105,080,189	33,09,42,362	37,10,09,931
	Considered doubtful				-
	<b>Total</b>		<b>105,080,189</b>		<b>37,10,09,931</b>

**Note 14: CASH AND CASH EQUIVALENTS**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Cash on Hand	20,182	6,14,915
	Balance with bank in current account	598,120	(1,01,74,709)
	Cheques in Hand	3,382,891	-
	<b>Total</b>		<b>(95,59,794)</b>

**Note 15: OTHER CURRENT ASSETS**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Vat Input	32,089	32,089
	Vat Refund F.Y. 11-12	38,532	-
	Vat Refund F.Y.12-13	-	2,98,417
	Advance Income Tax & TDS Credit	1,411,445	13,66,445
	Service tax receivable	708,880	7,08,880
	Advane given to sundry creditors	6,792,924	7,969,654
	<b>Total</b>	<b>8,983,869</b>	<b>1,03,75,485</b>

**Note 16: INVENTORIES**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Stock-in-trade	94,60,438	94,60,438
	<b>Total</b>	<b>94,60,438</b>	<b>94,60,438</b>

**Note 17: REVENUE FROM OPERATIONS**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Hardware Product - Sales	156,920,406	-
	Export of Punjabi TV Programme	-	61,27,866
	IT Product Trading Sales	761,540,122	89,18,60,262
	International - Sales	1,670,832	-
	<b>Total</b>	<b>920,131,360</b>	<b>89,79,88,128</b>

**Note 18: OTHER INCOME**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Income from Foreign Exchange Fluctuation	-	2,47,307
	Interest Received	450,000	4,85,436
	Long Term Capital Gains	4,183,900	-
	Misc.Income	-	50,000
	Balance W/back	-	50,007
	<b>Total</b>	<b>4,633,900</b>	<b>8,32,750</b>

**Note 19: COST OF MATERIAL**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	<b>PURCHASE :</b>		
	Hardware Product	157,586,853	
	IT Product Trading Purchase	758,591,778	88,80,73,733
	<b>Total</b>	<b>916,178,631</b>	<b>88,80,73,733</b>

**Note 20: EMPLOYEE BENEFIT EXPENSES**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Staff Expenses	5,000	25,272
	Salary Expenses	2,365,283	56,23,621
	<b>Total</b>	<b>2,370,283</b>	<b>56,48,893</b>

**Note 21: FINANCIAL COST**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Bank Charges	20,148	32,148
	Foreign Exchange Fluctuation	-	1,57,167
	Interest on Term Loan	-	-
	<b>Total</b>	<b>20,148</b>	<b>1,89,315</b>

**Note: 22 DEPRECIATION AND AMORTIZATION EXPENSES**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Depreciation	3,831,233	46,00,128
	<b>Total</b>	<b>3,831,233</b>	<b>46,00,128</b>

**Note: 23 OTHER EXPENSES**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Advertisement Expenses	22,125	-
	Agency Commission	50,000	-
	Annual Subscription Fees	55,928	-
	Auditors Remuneration	-	27,500
	Business Promotion Expenses	-	39,984
	Communication Expenses	459,269	487,031
	Computer Expenses	19,070	-
	Conveyance, Vehicle & Travelling Charges	31,251	410,199
	Demat Charges	-	5,000
	Donation	-	1,000
	Dubbing Studio Expenses	-	10,800
	Electricity Charges	165,345	233,173
	General Expenses	5,000	5,545

	Hire Charges	-	15,000
	Insurance Expenses	19,991	12,363
	Interest on Late Payment - TDS	17,879	-
	Interest on Late Payment & Penalty - Vat	121,351	-
	Legal Professional and Other Charges	1,347,814	86,378
	Listing and RTA Fees	419,774	290,022
	News Content Fee	50,562	50,000
	Office Expenses	20,650	-
	Postage & Courier Expenses	354	6,223
	Printing and Stationery	-	840
	Professional Tax	35,271	-
	Rent Expenses	1,641,490	1,100,000
	Repairs & Maintenance Expenses	-	23,545
	Rounding Off	6	8
	Balance Written Off	4,607,794	-
	<b>TOTAL</b>	<b>28,04,611</b>	<b>1,48,05,464</b>

**Note: 23A PRIOR PERIOD EXPENSES**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Legal Fees	535,723	-
	<b>Total</b>	<b>535,723</b>	<b>-</b>

**Note: 24 DEFERED TAX**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Deferred Tax Provision	(200,860)	(1,42,098)
	<b>Total</b>		<b>(1,42,098)</b>

**Note 25 Notes to Accounts**

**25.1 RELATED PARTY TRANSACTION**

**a) Key Managerial Person**

Rajendra Karnik

Bimal Kamdar

**b) Transaction with related parties for the year ended are as follows:**

Transaction /Nature of relationship Name of Related Party	Nature of Relationship	AS AT 31.03.2015	AS AT 31.03.2014
1) Trade Payable Gee Info Media Pvt Ltd	Rajendra Karnik (Director)	6,792,924	72,92,924

**Note: 25.2 AUDITORS REMUNERATION**

Sr. No.	Particulars	31 <sup>st</sup> March 2015 (Rs)	31 <sup>st</sup> March 2014 (Rs.)
	Audit Fees	15,000	15,000
	Tax Audit Fees	12,500	12,500
	<b>Total</b>	<b>27,500</b>	<b>27,500</b>



**Note: 25.3 EARNING PER SHARES**

Sr. No.	Particulars	Current Year	Previous Year
	Net Profit for the year attributable to the Ordinary Shareholders	(7,060,822)	(2,293,267)
	Weighted average number of Equity Shares of Re 5/- each	99,962,110	99,962,110
	Basic Earnings Per Share of Re 5/- each	(0.023)	(0.23)
	Diluted Earnings Per Share of Re 5/- each	(0.023)	(0.23)

**Note 25.4** The previous year figures have been regrouped, rearranged wherever necessary.

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015:**

**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 principles 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.

**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: Amortization has been made at 25% on written down value of assets, being Television Serials, 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 provide on pro-rate 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.

**4. INVESTMENT:**

The Company has maintained proper records of transactions and contracts in respect of investments in shares, debentures and other securities and those timely entries have been made therein. The shares, debentures and other securities have been held by the Company in its own name except to the exemption granted under Section 49(4) of the Companies Act, 1956.

**5. FOREIGN CURRENCY TRANSACTION:**

During the year no Foreign exchange transactions were recorded in the books of accounts.

**EMPLOYEE BENEFITS:**

In view of the number of employees being below the stipulated numbers, the Provident Fund, ESIC, Bonus and payment of Gratuity Act are not applicable to the company for the year.

**6. REVENUE RECOGNITION:**

- I. Revenue from production and sale of rights (films, programme, TV serials etc.) and Advertisement revenue is recognized on accrual basis.
- II. Revenue from sale of products is stated net off discounts and any applicable duties and taxes on dispatch of goods in accordance with terms of sales.

## **7. GRATUITY :**

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 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 is 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 crystallize.

## **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 recognized 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. Earnings Per Share(EPS):**

The earnings considered in ascertaining the Company's EPS are computed as per Accounting Standard 20 on "Earning per Share", issue by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares during the period. The diluted EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

## **12. Cash Flow Statement**

Cash Flow Statement has been prepared in accordance with the Accounting standard Issued by Institute of Chartered Accounts of India on indirect method.

## **13. Accounting for CENVAT Credit:**

CENVAT benefit is accounted for reducing the purchase cost of material/fixed assets and Services, where CENVAT credit is available.

**FOR M/S. D.P.AGARWAL & CO.**

**Chartered Accountants**

**Sd/-**

**D.P.AGARWAL FCA**

Proprietor

M. No. 35500

FRN: 100068W

Place: Mumbai

Dated: 29<sup>th</sup> May 2015

## **BOOK POST**

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