



WARNER MULTIMEDIA LIMITED

30th Annual Report 2012 - 2013

Warner Multimedia Limited

BOARD OF DIRECTORS

Jagdish Prasad Purohit
Kailash Prasad Purohit
Dhruva Narayan Jha
Saroj Devi Kothari

Chairman & Managing Director
Executive Director
Independent Director
Independent Director

REGISTERED OFFICE

75C, Park Street
Kolkata-700 016

BANKERS

Federal Bank
Kotak Mahindra Bank

AUDITORS

B. S. Kedia & Co.

Chartered Accountants
8/1, Lal Bazar Street, 1st Floor,
Room No. 8,
Kolkata - 700 001

REGISTRAR & SHARE TRANSFER AGENT

Purva Share Registry (India) Pvt. Ltd.

No. 9, Shiv Shakti Ind. Estate
Gr. Floor, J. R. Boricha Marg
Lower Parel, Mumbai-400 011

ANNUAL GENERAL MEETING

Date : 27th September 2013
Time : 2.00 P.M.
Venue : P-27, Princep Street, 3rd Floor
Kolkata-700 072

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CONTENTS

| |
|---|
| Notice |
| Directors Report |
| Management Discussions & Analysis |
| Report on Corporate Governance |
| Secretarial Compliance Report |
| Auditors' Certificate on Corporate Governance |
| Auditors' Report |
| Balance Sheet |
| Statement of Profit & Loss |
| Statement of Cash Flow |
| Notes on Financial Statements |

Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the members of **WARNER MULTIMEDIA LIMITED** will be held on Friday, the 27th September 2013 at 2.00 P.M. at P-27, Princep Street, 3rd Floor, Kolkata-700 072 to transact the following businesses as :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2013.
2. To appoint Director in place of Mr. Dhruva Narayan Jha, who retires by rotation, being eligible offers himself for re-appointment.
3. To consider and thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

"RESOLVED THAT M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to examine and audit the accounts of the Company for the financial year 2013-2014, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of out of pocket expenses and applicable taxes."

Kolkata, May 30, 2013

By order of the Board
For **Warner Multimedia Limited**

Registered Office :

75C, Park Street, Basement
Kolkata-700 016.

Jagdish Prasad Purohit
Chairman & Managing Director

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. The Register of Member and the Share Transfer Books of the Company will remain closed from 20th September 2013 to 27th September 2013 (both days inclusive).
4. A detail of Director seeking re-appointment in this Annual General Meeting is attached separately to the notice.
5. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id warner.multimedia@gmail.com for quick and prompt redressal of their grievances.

6. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
7. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the Depository Participant to the Annual General Meeting.
8. Members, desirous of getting any information about the accounts of the Company are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
9. Members are requested to intimate change in their address immediately to M/s Purva Sharegistry (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011
10. Members holding shares in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
11. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
12. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
13. Members are requested to bring copies of Annual Report to the Annual General Meeting.
14. The Members/Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
15. Members are requested to quote Folio Number/Client ID in their correspondence.
16. The Equity shares of the Company are listed on Kolkata, Mumbai, Delhi, Ahmedabad & Jaipur Stock Exchanges and Listing Fees for the financial year 2012-2013 have been paid to Kolkata & Bombay Stock Exchanges.

Details of Director seeking re-appointment in the 30th Annual General Meeting on 27th September 2013 (in term of Clause 49 of the Listing Agreement)

| | |
|--|--|
| Dhruva Narayan Jha | |
| Fathers' Name | Bhogendra Jha |
| Date of Birth | 10th October 1959 |
| Date of Appointment | 15th February 2007 |
| Expertise in specific functional areas | Financial & Income Tax related activities as well as expertise in Accounting & Taxation |
| Years of Experience | 35 Years |
| Qualifications | B. Com. |
| List of outside Directorship held | 1. Blue Circle Services Limited 2. Scan Infrastructure Limited |
| Member of Committee on the Board | Chairman - Investor Grievance Committee Member - Audit Committee & Share Transfer Committee |
| Member/Chairman of Committee in | Blue Circle Services Limited - Member of Investor Grievance Committee and Share Transfer Committee. Scan Infrastructure Limited - Member of Share Transfer Committee & Chairman Investor Grievance Committee. |
| No. of Shares held in own name or in the name of Relatives | NIL |

Kolkata, May 30, 2013

By order of the Board
For **Warner Multimedia Limited**

Registered Office :

75C, Park Street, Basement
Kolkata-700 016.

Jagdish Prasad Purohit
Chairman & Managing Director

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the Thirtieth Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2013.

(₹ in Lacs)

| Financial Results | Year Ended 31.03.2013 | Year Ended 31.03.2012 |
|--|--------------------------|--------------------------|
| Income | 13.05 | 15.34 |
| Profit/(Loss) before Tax & Extraordinary Items | (1732.59) | (1.33) |
| Less : Provision for Taxation | 0.00 | 0.00 |
| Profit/(Loss) after Tax | (1732.59) | (1.33) |
| Add : Balance brought forward from Previous Year | (823.72) | (822.39) |
| Balance carried forward to Next Year | (2556.31) | (823.72) |

OVERVIEW OF ECONOMY

According to the latest estimates, Indian Economy grew by 5% in FY 2013, reflecting lower than expected growth in both industry and services sectors. Inflation also was at elevated levels. However with commodity and crude oil prices on the decline from the peak and with various policy initiatives coming through, the Economy is estimated to grow by around 6% in FY2014 with lower Inflation.

OVERALL PERFORMANCE & OUTLOOK

The Business environment remains extremely challenging and the recessionary economic conditions leading to slowdown in demand and inflation pushed scale up of input costs left its adverse imprint on overall performance for 2012-2013.

Gross Income during the year was ₹ 13.05 Lac in comparison to last financial year of ₹ 15.34 Lac. However in term of Net Profit, the Company has incurred a significantly loss of ₹ 1732.59 Lac on account of sale of its entire un-quoted investments except its Investment in JMD Sounds Limited.

The Company is in talk with REC for settlement of its dues and only after finalizing the same, the Company will be able to comment on the future plan. As on date the Company has no revival plans whatsoever due to fear of seizing the same by REC.

DIVIDEND

Due to loss in the current financial year as well as due to lack of working capital, your Directors do not recommend any Dividend during the year under review.

SUBSIDIARY COMPANY

The Company does not have any Subsidiary Company.

MANAGEMENT DISCUSSIONS & ANALYSIS

As required by Clause 49 of Listing Agreement, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

MANAGEMENT

There is no Change in Management of the Company during the year under review.

DIRECTORS

In accordance with the provisions of Act and Articles of Association of your Company, Mr. Dhruva Narayan Jha, Director of your Company, retires by rotation and are due for election at the ensuing Annual General Meeting. Mr. Dhruva Narayan Jha, being eligible, offers himself for re-appointment.

The Board recommends the appointment of Mr. Dhruva Narayan Jha pursuant to the applicable provisions of the Act. The resolutions seeking your approval on this item along with the requisite disclosures/explanatory statement are included in the Notice for convening the Annual General Meeting.

Further, none of the Directors of the Company are disqualified under section 274(1)(g) of the Companies Act 1956.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

1. In the preparation of the annual accounts, for the year ended 31st March 2013, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. The Directors had prepared the annual accounts on a going concern basis.

STATUTORY INFORMATION

As the Company is having no business activity during the year under review, requirement of disclosures of Particulars of conservation of energy and technology absorption prescribed by the rule is not applicable to us.

INFORMATION TECHNOLOGY

Your Company believes that in addition to progressive thought, it is imperative to invest in Information and Technology to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has tie-ups with an IT solution Company to harness and tap the latest and the best of technology and deploy/absorb technology wherever feasible, relevant and appropriate.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS

The Auditors M/s B. S. Kedia & Co., Chartered Accountants, Kolkata holds the office until the conclusion of ensuing Annual General Meeting. Your Company has received certificate from the Auditors U/S 224(1B) of the Companies Act, 1956 to the effect that their reappointment if made, will be within the limit prescribed. The shareholders are requested to appoint Auditors and fix their remuneration.

COMMENTS ON AUDITOR'S REPORT :

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

People are the backbone of our operations. It is a matter of great satisfaction for our Company that our employees have been very supportive of the Company's plan. By far the employee's relations have been cordial throughout the year.

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1975 is reported to be NIL.

PARTICULARS UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956

The Company is having no business other than the business of Investing in Securities Market as well as to lend money to Corporate and HNIs during the year under review and hence the information regarding conservation of energy, Technology Absorption, Adoption and innovation, the information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, is reported to be NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the public within the meaning of section 58A of the Companies Act 1956 and the rules there under.

REPORT ON CORPORATE GOVERNANCE

The Company conforms to the norms of Corporate Governance as envisaged in the Companies Act, 1956 and the Listing Agreement with the Calcutta Stock Exchange Association Ltd. (CSE) and Bombay Stock Exchange Ltd. (BSE). Pursuant to Clause 49 of the Listing Agreement, a Report on the Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this report.

APPRECIATION

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company's valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Kolkata, May 30, 2013

By order of the Board
For **Warner Multimedia Limited**

Registered Office :

75C, Park Street, Basement
Kolkata-700 016.

Jagdish Prasad Purohit
Chairman & Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

MACRO ECONOMIC ENVIRONMENT

The year 2012 had been a year of slow growth world over and as per IMF forecast Global Economy is likely to show a growth of 3.3% during 2013 as compared to growth of 3.2% during 2012. The Global Economies witnessed a subdued growth with diverging growth paths across major economies. US economy which has registered a modest recovery is again subject to the adverse impact of the budget sequestration which will gradually gain pace during 2013. Japan's economy has shown signs of improvement on account of monetary and fiscal stimulus undertaken. The sovereign debt crises and the danger of a banking system meltdown in peripheral euro zone countries coupled with contraction in its major economies like Germany has resulted in negative growth in Euro zone.

The growth in the Emerging Market Economies which are viewed as growth engines of the world economy world over; have also slowed down with Brazil and South Africa registering accelerated growth where as Russia, China and India recorded a lower growth.

According to the Central Statistics Office's advance estimate of GDP growth, Indian Economy is expected to grow at 5% during the year 2012-13 as compared to a growth of 6.21% registered during 2011-12. This has been mainly on account of weak industrial activity compounded by domestic supply bottlenecks and slackening of external demand. This has also slowdown the growth in the service sector which has been the main driver of the growth.

The Reserve Bank of India in order to strike a balance in growth- inflation dynamics have initiated various measures during 2012-2013 to provide greater liquidity to financial system. This has resulted in moderating the headline inflation within its acceptable level. The food inflation as measured by new combined (rural and urban) consumer price index (CPI) remains in double digit is a cause of concern. The measures initiated are expected to result in moderate growth in GDP in the second half of 2013-2014.

REVIEW OF OPERATIONS & SEGMENTAL PERFORMANCE

Virtually there was no business activity during the year under review. The Company was having lack of requisite capital to carry any business during the year and further the Company did not manage to borrow fund from Money Market due to the fear of seizing the same by REC to recover their debt. Only source of Income was by way of interest income as well as commission received on few dealings between parties which was being arranged by the Company.

During the year, the Company registered a gross income of ₹ 13.05 Lac as compared to ₹ 15.34 Lac in previous financial year. PBT/PAT Margin during the year remains negative to ₹ 1732.59 Lac in comparison to last years' figure of Loss of ₹ 1.33 Lac.

BUSINESS SEGMENT

Virtually there were no business activities during the year under review and thus there is no reportable Segment as required under AS17 issued by the Institute of Chartered Accountants of India.