

MEDIAONE GLOBAL

ENTERTAINMENT LIMITED

30th Annual Report 2010 - 2011

Notice is hereby given that the 30TH ANNUAL GENERAL MEETING of the Company will be held at the Hotel Guru, 69, Marshalls Road, Egmore, Chennai 600008, at 11.00 A.M. on Friday, the 30th day of December, 2011 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 30th June 2011 and the Audited Profit and Loss Account for the year ended 30th June 2011 and the Reports of Directors and Auditors along with the Schedules, the report of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Govinda Prasad Dasu, who retires by rotation and is eligible for re-appointment.
4. To consider and if thought fit, to pass without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT M/s. R. P. Madhu & Co., Chartered Accountants, the retiring auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as may be decided by the Board of Directors plus reimbursement of actual travel and other out-of-pocket expenses."

SPECIAL BUSINESS:

5. Appointment of Mr. Jayabalan Muralimanohar as Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Jayabalan Muralimanohar who was co-opted as an Additional Director of the Company on 01st February, 2011 and who holds office up to the date of this Annual General Meeting under Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXY FORMS COMPLETE IN ALL RESPECTS, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. FORM OF PROXY IS ENCLOSED.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 27.12.2011 to 30.12.2011 (both days inclusive) in connection with the Annual General Meeting.
3. Dividend recommended by the Directors for the year 30.06.2011, if approved by the members at the Annual General Meeting, will be payable to those members whose names appear on the Register of Members as on 30.12.2011.
4. Members are given an option to hold their securities in a Depository or in the physical form. Members opting for depository form are requested to notify the Company's REGISTRAR AND SHARE TRANSFER AGENTS immediately at their address given below.

Cameo Corporate Services Ltd.

Subramanian Building, 1, Club House Road, Chennai- 600 002.

Tel: 044-28460390 Fax: 044-28460129

5. Members are requested to inform the Company any change in their addresses immediately so as to enable the Company to dispatch the dividend warrants and any future communication at their correct address.
6. Shareholders who have not encashed their dividend warrants are requested to submit their claims for dividend to the Registered Office of the Company.
7. Nomination facility is now available for the Shareholders. Members who want to file Nomination may write to the Company.
8. Pursuant to Clause 49 of the Listing agreement, the details of the retiring Director are given below:

Mr. Govinda Prasad Dasu served as a head corporate in banking and Chief General Manager of Exim Bank in 1983. Later, he was employed in Canara Bank for over 8 years and has been a career banker for over 33 years. He holds considerable expertise in trade finance, International finance, Merchant Banking, Corporate Strategies, Mergers and Acquisitions, loan syndication, forfeiting, international negotiations, and co financing with multilateral agencies. He has been an additional director at Suven Life Securities Limited, since January 19, 2009. He serves as a Non- executive Independent Director of Gokak Textiles Limited. He has been an additional director of Asian Clinical Trials Private Limited. He has been a guest faculty at Business school in International Finance and International Marketing. He served as a director of Strides Acrolab Limited from 5TH

August 2005 to 1st July 2009. He was trained in "Treasury Management" at Credit Suisse, Switzerland, "International Banking and Development" at the International Development Ireland at Dublin and London and "Advanced Agri Business Management" at Cornell University, Ithaca, New York, USA. He is a Chartered Accountant.

Explanatory Statement as required under Section 173 of The Companies Act, 1956 is appended.

Chennai

for Mediaone Global Entertainment Limited

Date:

Suryaraj Kumar
Managing Director

EXPLANATORY STATEMENT

(Pursuant to Section 173 (2) of the Companies Act, 1956)

Item No. 5

Mr. Jayabalan Muralimanohar was co-opted as an additional director pursuant to Article 108 of the Articles of Association of the Company by the Board of Directors at its meeting held on 01st February, 2011.

As per the provisions of the said Article and Section 260 of the Companies Act, 1956, Mr. Jayabalan Muralimanohar holds office up to the date of this Annual General Meeting. The Company has received a notice to a member signifying his intention to propose the appointment of Mr. Jayabalan Muralimanohar as Director of the Company, liable to retire by rotation.

Dr. J. Murali Manohar, aged .. years, is a qualified Medical Professional. He has vast experience in industry and management. He also has expertise in financial management.

His other Directorships:

	Name of the Company	Nature of office held
1.	Metronet Multimedia Pvt. Ltd.	Director
2.	Rana Productions Pvt. Ltd.	Director
3.	Trigon Engineers Pvt. Ltd.	Managing Director
4.	Khanvel Tradeplace Pvt. Ltd.	Additional Director
5.	DIL Multimedia Pvt. Ltd.	Additional Director
6.	Sultan Productions Pvt. Ltd.	Additional Director
7.	Ocher Picture Productions Pvt. Ltd.	Additional Director
8.	Ocher Studios Pvt. Ltd.	Additional Director

He is not a Member of any Committee.

The Board of Directors is of the opinion that it would be in the best interest of the Company to avail of the experience of Mr. Jayabalan Muralimanohar and that his continuance will be of immense benefit to the Company.

The resolution is accordingly recommended for the approval to the members.

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None of the Directors except Mr. Jayabalan Muralimanohar is concerned or interested in the resolution.

Place : Chennai

Date :

For Mediaone Global Entertainment Limited

Suryaraj Kumar
Managing Director

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Directors' report

To the Members

Your directors are pleased to present their report on the business and operations of your company for the year ended 30th June 2011.

Results of the operations

Your Company's performance during the year has been good. The total revenues were ~~Rs. 115.00 crores~~ as against the previous years' figures of Rs.115 crores. The operating profits were at ~~Rs. 12.20 crores~~ as against last years' Rs.12.20 crores. The profit after tax was ~~Rs. 7.42 crores~~ against Rs.7.42 crores last year.

Dividend

Your directors recommend a dividend of 8% on 1,47,20,000 equity shares of RS.10/- each for the financial year ended 30th June 2011. The dividend, if approved by the shareholders in the forthcoming Annual General Meeting, will be paid to the holders of the above shares whose names appear on the Register of Members of the Company as on 30th December 2011.

Business

Your company is in the business of Entertainment with main focus on Films Distribution and Exhibition. The company owns 4 cinema theatres in Tamil Nadu and also has taken on lease more than 15 theatres in Tamil Nadu itself. The company has been successfully operating these theatres leveraging its long years of presence in the Film Industry. Your company is now, one of the few companies managing a big chain of owned/ leased theatres in Tamil Nadu. Your company has also distributed various films in Tamil during the year in some selected territories.

The company plans to expand its exhibition business by increasing the no. of leased theatres. It also has been considering to build a multiplex in the outskirts of Chennai in the coming years.

In the case of distribution, the company plans to distribute feature films – mostly Tamil and Hindi movies – on a non-risk basis for big companies like Gemini Film Laboratory and Eros International Media Limited.

The company also plans to take up execute movie production work on a turnkey basis for a various international companies.

Dematerialisation

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Your Company's shares have been listed on the Bombay Stock Exchange. Your Company's shares have been admitted for dematerialization by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) bearing ISIN INE 828101019.

Acceptance of Deposits under Sec 58A of the Companies Act, 1956

During the year under review, your company has not accepted or renewed any deposits within the meaning of Sec 58 A of the Companies Act, 1956 and rules made thereunder.

Directors

As per Article 121 of the Articles of Association, Mr. Mr. Govinda Prasad Dasu retires by rotation in the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. To strengthen the existing Board of Directors, Dr. Murali Manohar, has been inducted in the board. The board is confident that with his rich experience in the field of film production activities more business opportunities are to be generated by the company.

Auditors

M/s. R.P.Madhu & Co., Chartered Accountants, Statutory Auditors of the Company retires at the ensuing Annual General Meeting and have confirmed their eligibility for re-appointment. The Company has received a Certificate from the Auditors to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956. The members are requested to appoint the Auditors and authorize the Board to fix their remuneration.

Auditor's Report

Regarding auditors' qualification about confirmation of balances, we wish to state that the company has since obtained confirmation from most of the parties and continues to follow up with the other parties from whom confirmations are yet to be obtained.

CORPORATE GOVERNANCE

A Report on Corporate Governance along with a certificate from M/s R P Madhu & Co., Chartered Accountants regarding compliances of the requirements of Corporate Governance is annexed herewith.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The report on Management Discussion & Analysis is annexed herewith.

PARTICULARS AS PER SECTION 217(2A) OF COMPANIES ACT, 1956:

During the year under review, none of the employees of the Company were in receipt of remuneration aggregating to Rs.24,00,000/- p.a or more for the whole of the year, if employed throughout the year, or Rs.2,00,000/- or more per month, in case employed for part of the year. Hence, there are no particulars to be annexed to this report as required under sec 217(2A) of the Companies Act, 1956 and the rules made there under.

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

Information pursuant to Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 have been furnished in the annexure.

ACKNOWLEDGEMENTS:

The Board would like to express their gratitude for the continued support which the Company has received from its, Shareholders, Customers, Suppliers, Bankers, Statutory Authorities and all other business associates.

The Board wishes to place on record their sincere appreciation to all the Company's employees for their collective contribution to the Company's improved performance.

For & On behalf of the Board

Chennai
Date: 22.07.2011

Suryaraj Kumar
Chairman

Annexure to Directors Report

Particulars pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988

1. Details of Conservation of Energy

The operations of your company do not consume high levels of energy. Adequate measures have been taken to conserve energy wherein your Company uses latest technology and energy efficient equipment. As energy cost forms a very small part of total costs, the impact on costs is not material.

2. Technology absorption

a) Research & development

Since your company is in the business of Media & Entertainment, no investment is required to be made by the company in research and development.

b) Benefits derived

Implementation of digital connectivity across Mediaone's chain of theatres, would help beat piracy.



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