

Annual Reports Library

15th

Annual Report
2001-02



Report  junction.com

MEDIA VIDEO LIMITED

Annual Reports Library



BOARD OF DIRECTORS

Chairman & Managing Director

Mr. Prem Adip Rishi

Directors:

Mr. Rakesh Gupta
Mr. Guru Datt Shukla
Mr. Gopal K. Sood
Mr. Rajesh Galhotra
Ms. Rashmi Mehta

BOARD COMMITTEES

1. Audit Committee:

Mr. Guru Dutt Shukla
Mr. Gopal K. Sood
Ms. Rashmi Mehta
Mr. Rakesh Gupta
Representative of
Statutory Auditors
Mr. Anil Chandani

Chairman
Member
Member
Permanent Invitee
Permanent Invitee

Secretary

2. Share Transfer cum Demat Committee

Mr. Prem Adip Rishi
Mr. Rakesh Gupta
Mr. Rajesh Galhotra
Mr. Anil Chandani

Chairman
Member
Member
Secretary

3. Shareholder Grievance Redressal Committee

Ms. Rashmi Mehta
Mr. Rakesh Gupta
Mr. Rajesh Galhotra
Mr. Anil Chandani

Chairperson
Member
Member
Secretary

Finance Controller cum Co. Secretary

Mr. Anil Chandani

Auditors

M/s Arun Kishore & Co.
Chartered Accountants, New Delhi

Bankers

Allahabad Bank
Punjab National Bank

Subsidiary Companies

Media Industries Limited

Registered and Corporate Office

B-86/1, Okhla Industrial Area
Phase-II, New Delhi-110020

Works

A-785, RIICO Industrial Area,
Bhiwadi, Distt. Alwar, Rajasthan.

Annual Reports Librarian

Notice is hereby given that the 15th annual General Meeting of the Members of Media Video Ltd., will be held on Thursday, the 26th day of December, 2002 at 11.00 A.M., at Eden Green Farm House, Ansal Villas, Satbari (Chhatarpur), New Delhi – 110030 to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 30th June, 2002 and Profit & Loss Account for the year ended on that date and the Report of the Directors' and Auditors, thereon.
2. To elect Director in place of Mr. Guru Datt Shukla, who retires by rotation and being eligible, offers himself for re-election.
3. To elect Director in place of Mr. Gopal K. Sood, who retires by rotation and being eligible, offers himself for re-election.
4. To re-appoint M/s Arun Kishore & Co., Chartered Accountant, present Auditors of the Company and to fix their remuneration. The present Auditors are eligible for re-appointment.

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the provisions of Section 198, 309, 310 and 311 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, the company hereby accords its consent and approval for the revision of the Remuneration payable to Mr. Prem Adip Rishi, Managing Director of the company with effect from 1st November 2002 till the remaining period of his appointment i.e. 31st March 2004 as under:

- i. Salary: Rs. 70,000/- per month (with suitable increases as may be determined from time to time within the limits prescribed in Schedule XIII)
- ii. Perquisites & Other benefits:
 - a. The expenditure by the company on hiring unfurnished accommodation subject to ceiling of 50% of the Salary mentioned at (i) above.
 - b. In case no accommodation is provided by the company, the appointee shall be entitled to House Rent Allowance subject to the ceiling stated in 2 (i) above.
 - iii. Provision of company's car with driver.
 - iv. Provision of Telephone & Fax at residence.
 - v. Reimbursement of medical expenses within/outside India incurred for self and family.
 - vi. Any other benefits, facilities or perquisites as may be allowed under Company's Rules."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to vary and / or modify the terms and conditions of appointment and remuneration and perquisites payable to Mr. Prem Adip Rishi in such manner as may be agreed to between the Board of Directors and Mr. Prem Adip Rishi, within and in accordance with the limits prescribed in Schedule XIII of the Companies Act, 1956."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution: "RESOLVED that the Company hereby accords its consent and approval under section 314(1) and other applicable provisions, if any, of the Companies Act, 1956, to Ms. Rashmi Mehta, Director of the company, who holds an office of profits as Asst. General Manager in company's subsidiary, Media Industries Ltd. (MIL), prior to the date of MIL becoming subsidiary of the company, for holding and continuing to hold an office or place of profit in the subsidiary company, MIL, on a gross monthly remuneration of Rs. 12,800/- including Basic salary of Rs. 9000/-, HRA of Rs. 3000/- and conveyance allowance of Rs. 800/- plus annual bonus equal to one month's basic salary or such other higher remuneration as she may get from the said subsidiary from time to time."

**By Order of the Board of Directors
For MEDIA VIDEO LIMITED**

(ANIL CHANDANI)

**Finance Controller cum
Company Secretary**

Place : New Delhi

Date : 11th November, 2002

NOTES :

1. The relevant Explanatory Statements pursuant to Section 173 (2) of the Companies Act, 1956, is annexed hereto and forms part of the Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. Such proxy need not be a member of the company.
3. **The enclosed proxy form, if intended to be used, should be returned duly filled and authenticated at the Registered office of the Company not less than 48 hours before the scheduled time of the Meeting.**
4. The Register of Members and Share Transfer books of the Company will remain closed from 16th December, 2002 to 26th December, 2002 (both days inclusive)
5. Members are requested to intimate immediately any change in their registered address to the company at its registered office.
6. The members who have not encashed their dividend warrants for the fifteen months ended on 30th June 1996

Annual Reports Library

are advised to write to the company at its registered office for obtaining duplicate dividend warrants/ revalidation of the instruments.

7. The shares of the company are being traded compulsorily in demat form only. Members who still hold the shares of the company in physical form are advised to have their holdings dematerialised in their own interest through authorised depository participant.
8. Members are requested to bring their copies of Annual Report to the meeting.

EXPLANATORY STATEMENT ON ITEMS UNDER SPECIAL BUSINESS:

(pursuant to section 173(2) of the Companies Act, 1956)

ITEM NO. 5

Mr. Prem Adip Rishi was re-appointed as Managing Director of the company for a period of 5 years with effect from 1st April 1999 with a Basic Salary of Rs. 30,000/- per month in the grade of Rs. 30,000 – 3000 – 42,000 and other perquisites as approved by the shareholders in their 12th Annual General Meeting held on 15th December 1999. His present Basic Salary is Rs. 39,000/- per month.

Mr. Prem Adip Rishi has put lot of efforts and hard work for the growth, improvement in operational efficiencies and profitability of the company. Under his valued supervision and direction, the turnover of the company has grown from Rs. 33.91 crores during 1998-99 to Rs. 55.31 crores during 2001-02, a phenomenal growth of more than 60% in a short period of 3 years. He has developed good relations with overseas suppliers over these years. Under his management, the company has successfully diversified into VCD Players and Toys besides launching latest models of TV Games.

In order to keep his remuneration in line with the prevailing practices in the corporate sector for a similar position and for his contribution, it was considered desirable to revise his remuneration as stated in the special resolution as per Item no. 5 of the Notice. His revised remuneration is within the limits prescribed under Schedule XIII of the Companies Act, 1956.

Except for Mr. Prem Adip Rishi, as the resolution is concerning revision of his remuneration and Mr. Rajesh Galhotra being his relative, none of the other directors are interested or concerned in the resolution.

This Notice and Explanatory Statement may be treated as the Abstract of the terms of revision in remuneration payable to Mr. Prem Adip Rishi, which is required to be circulated to the members under section 302 of the Companies Act, 1952.

ITEM NO. 6

Under section 314(1) of the Companies Act, 1956, a special resolution is required for enabling any Director of the Company, holding office or place of profit in its subsidiary, to continue to hold any office or place or profit in the subsidiary of the Company.

Ms. Rashmi Mehta, Director of the company, was already working with Media Industries Ltd. (MIL) as Asst. General Manager w.e.f. 01st April 2001. MIL became subsidiary of the company on 13th March 2002. Ms. Rashmi Mehta continued to hold the office even after MIL became subsidiary of the company with the consent of the Board of Director, subject to approval of the members.

Accordingly, in terms of section 314(1) of the Act, the members are requested to grant their approval to Ms. Rashmi Mehta for holding and continuing to hold an office or place of profit under a contract of service with MIL, from 13-03-2002, the date on which MIL became subsidiary of the company, on the terms and conditions set out in the aforesaid resolution. Your Directors recommend the resolution for approval.

Except for Ms. Rashmi Mehta, none of the Directors of the Company is interested or concerned in the resolution.

**By Order of the Board of Directors
For MEDIA VIDEO LIMITED**

(ANIL CHANDANI)

**Finance Controller cum
Company Secretary**

Place : New Delhi

Date : 11th November, 2002

Annual Reports Library



MEDIA VIDEO LTD.

DIRECTORS' REPORT

TO THE MEMBERS :

Your Directors have pleasure in presenting the 15th Annual Report and Audited Statement of Accounts for the year ended 30th June, 2002.

1. FINANCIAL HIGHLIGHTS

Particular	(Rs. In lacs)	
	Year ended 30.06.2002	Year ended 30.06.2001
Sales, Service & Other Income	5531.44	5270.24
Profit before Tax	226.82	201.89
Provision for Tax		
- Current Tax	10.00	17.00
- Deferred Tax	(9.36)	—
Profit/(Loss) after tax	226.18	184.89
Add: Surplus brought forward	379.27	195.38
Profit available for appropriation	605.45	380.27
Appropriation :-		
Transfer to General Reserve	10.00	1.00
Balance Carried Forward	595.45	379.27

2. MANAGEMENT DISCUSSION & ANALYSIS:

i. Financial/Operational Performance Review:

The Financial Statements have been prepared in compliance with the requirements of the provisions of the Companies Act, 1956 and applicable Accounting Standards issued by the Institute of Chartered Accountants of India. The Board of directors accepts the integrity and objective of these Financial Statements as well as various judgements & estimates used therein.

The year ended 30th June 2002 has seen an improvement in performance of the company, despite the fact that this was a very difficult year marked with continued economic slow down and severe slump in consumer electronic industry. Total sales were Rs. 5513.22 lacs as compared to Rs. 5243.92 lacs during the previous year, thus showing a growth of 5% over that of last year. The growth in value terms is quite satisfactory considering the nature of Industry which for the last two three years is witnessing severe competition with the removal of import restrictions and availability of cheaper imported products in the grey market. The company earned a profit after tax of Rs. 226.18 lacs as against Rs. 184.89 lacs during last year, a growth of 22.33%. This is mainly on account of internal cost cutting measures, a significant improvement in operational efficiencies, resource optimisation and addition of new audio video products into the existing product portfolio of the company.

ii. Industry Structure & Product-Wise Performance

Media Video is in the business of imports, distribution & trading of remote controlled TV Games, Rechargeable Emergency Lights, Toys, plastic parts & spares. In remote controlled TV Games, it enjoys market leadership in the organised sector. During the current year your company diversified in to the trading of VCD Players which has witnessed a growth rate of above 25% in the past years & is expected to grow at the same rate in the coming years also. It proposes to manufacture VCD Players in the coming years in its factory at Bhiwadi, Rajasthan. VCD Player segment in the Organised sector

comprises of six major corporates at the top contributing nearly seventy percent of total industry turnover. At the middle & lower levels, there are five to six relatively smaller players contributing the rest. With its nation wide network of distributors & dealers & all other required infrastructure & resources, your company is confident of achieving reasonable market share in the coming years & thus improve its turnover & profitability.

iii. Opportunities & Threats & SWOT Analysis

Strengths:

- * Fifteen year old, professionally Managed Company
- * Experienced & committed Management Team
- * Profit Making Company with strong Net Worth
- * Dedicated Distributor-Dealers Network spread all over the country
- * Good Quality product portfolio with strong brand value & consumer confidence
- * Reputed "MEDIA" Brand in general masses.
- * In-depth understanding of the market and consumer needs

Weaknesses:

- * Dependence on Imports
- * Mainly trading activities
- * Low presence in VCD Player market at present
- * Exchange Rate fluctuations and changes in import tariff may adversely affect the profitability of the company.

Opportunities:

- * Large market for the company's products viz. TV Games, Emergency Lights and VCD Players due to large middle and upper class.
- * Continued absence of leading players in remote controlled TV Games segment.
- * Backward integration into manufacturing of components and assembly of VCD players.
- * Easy to launch new high-end models due to long standing relations with suppliers' abroad.

Threats:

- * Risk of technical obsolescence
- * Competition from unorganised/grey market
- * High rates of custom duties on imports
- * Government policy on Customs and Excise has significant impact on the price and thus demand for the company's products.

iv. Adequacy of Internal Control Systems

Your company has an adequate system of internal control commensurate with the size of the company and nature of its business, which ensures that transactions are recorded, authorised and reported correctly. It safeguards company's assets and stocks against loss from wastage, unauthorised use & obsolescence. There exists well documented policies, clearly defined procedures and guidelines to supplement internal control system. The internal control systems are reviewed in detail on continuous basis by company's internal audit function and the audit committee of the Board of Directors. Your company's Statutory Auditors have, in their report, confirmed the adequacy of the internal control procedures.

v. Risks & Concerns & Their Management

Your company faces the risk of fall in demand for its products

due to economic slow down and in particular risk of product obsolescence, competition from cheap imports by unorganised/grey market and exchange rate fluctuation.

In order to check that the company is not stuck up with slow moving and old models on account of technology obsolescence, your company has well established internal control systems in the area of Inventory management including periodic physical verification. The company is regularly launching new models with emphasis on quality. There is a continuous focus on reduction in costs and overheads and thus product prices to mitigate the threat from cheap imports by unorganised or grey market.

vi. Human Resources Development

Your company recognises the importance and contribution of its people in building its position in the highly competitive consumer electronics industry. The company has put in place a performance linked forward looking human resource policy and provides continuous learning & personal development opportunities for ensuring retention of best talent.

3. DIVIDEND

In order to supplement the increased working capital requirement for diversification and expansion plans of the company, no dividend is recommended.

4. DIVERSIFICATION & FUTURE PROSPECTS

To meet the challenges on account of fast changing business environment, the company has diversified into trading of Audio Video Products starting with imported VCD Players under the brand name of 'MEDIA'. The first model of VCD Player (MX-100) was launched in October 2001 and thereafter three more models (viz. MX-500, MX-700 & EX-50) with different features and price range have been added successfully. All the four models have been well received in the market and the sales of these VCD Players is growing every month. The existing infrastructure and nation-wide distribution network is being used for the distribution of these VCDs. The company also plans to launch DVD Players, Home Theaters and other high-end entertainment products in near future. With intensive sales promotion program lined up, the company expects multifold jump in sales volumes in coming months. The diversification will surely add to the total sales and profitability of the company.

5. DIRECTORS

Mr. G.D. Shukla and Mr. Gopal K. Sood, Directors of the Company will retire by rotation at the forthcoming Annual General Meeting. They are eligible for re-appointment and offer themselves for re-appointment. The Board recommends their re-appointment.

6. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors state and confirm as under :

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- the directors had selected such accounting policies and

applied them consistently and made judgements 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 the Profit of the company for that period.

- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities and
- that the directors had prepared the annual accounts on going concern basis.

7. CORPORATE GOVERNANCE & COMPLIANCE CERTIFICATE

As per the amended Listing Agreement executed with the Stock Exchanges, your company is required to comply with the requirements of the Corporate Governance by 31st March 2002. Annexure-I to this report summarises the state of compliance by the company of the norms of Corporate Governance as provided in Clause 49 of the Listing Agreement.

A Certificate from the Auditors of the company regarding compliance of the norms of Corporate Governance is attached to this report as Annexure - II.

8. PREFERENTIAL ISSUE OF EQUITY SHARES

Based on the approval accorded by the shareholders under Section 81(1A) of the Companies Act, 1956 at the last Annual General Meeting of the Company and in compliance with the guidelines laid by SEBI on issue of equity shares on preferential basis, the Board of Directors of the company allotted 50,40,000 fully paid-up equity shares of the company under SWAP arrangement on 13-03-2002. In exchange, the company acquired 25,20,000 fully paid-up equity shares of Media Industries Ltd.(MIL), a closely held unlisted company. The SWAP was based on the valuation of equity shares of the company and MIL done by the Statutory Auditors & M/s S.S. Kothari & Co. Chartered Accountants. As a result of this allotment, paid-up equity share capital of the company has gone up to Rs. 1527.35 lacs as on 30-06-2002 from Rs. 1023.35 lacs as on 30-06-2001.

9. SUBSIDIARY COMPANY & CONSOLIDATED FINANCIAL STATEMENTS

Media Industries Ltd. (MIL) became subsidiary of the company on 13-03-2002 with the acquisition of total equity shareholding of MIL from their existing shareholders under SWAP arrangement as stated above.

Pursuant to section 212 of the Companies Act, 1956, the Audited Statement of Accounts, together with Report of Directors & Auditors for the year ended 30th June 2002 & other particulars of Media Industries Ltd., are attached to this Report.

As required under the current listing norms & in accordance with the Accounting Standard-21, Audited Consolidated Financial Statements are being published in the current year's Annual Report.

Annual Reports Library

Your company has neither invited nor accepted any deposits from public within the meaning of the Companies (Acceptance of Deposits) Rule, 1975, during the last financial year.

11. AUDITORS

M/s Arun Kishore & Company, Chartered Accountants, New Delhi, the Statutory Auditors of your company retires at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a certificate as required under section 224(1B) of the companies Act, 1956 from them to the effect that their reappointment, if made, would be in conformity with in the limits specified in the said section.

12. AUDITORS' REPORT

The Auditors' Report to the members together with Account for the year ended 30th June 2002 and notes thereon are attached, which are self explanatory except:

- Unconfirmed balances of sundry Debtors, Creditors, Loans, Advances & Deposits: your Company has its own internal Audit system to monitor the reconciliation periodically, hence, confirmation of all outstanding balances at the year end are not taken;
- Non-provision of doubtful debts and advances: your company is hopeful for their recovery during the ensuing year, so no provision has been created.
- Non-provision for gratuity: this is commensurate with past practice of your company to provide for Gratuity in the year of its payment only.

13. PARTICULARS OF EMPLOYEES

Information as per section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 does not form part of this Report, as no employee of your company is covered as per provisions contained therein.

14. CONSERVATION OF ENERGY

Disclosures of particulars with respect to conservation of energy are not applicable to the Company.

15. TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT

The Company's research and development activities continue to be towards up-gradation and improvement in product quality and sales realisation through better product mix, which helps the Company to develop new models and also to control costs.

16. FOREIGN EXCHANGE EARNING AND OUTGO.

Year	(Rs. in lacs)	
	Current Year	Previous
Foreign Exchange Earning	Nil	71.75
Foreign Exchange Outgo	277.80	267.34

Your Directors place on record their grateful thanks & appreciation to the Bankers, Government Departments, investors, suppliers, distributors and other business associates for their continued support & co-operation. They also wish to convey their gratitude and appreciation to the employees of the company for their sincerity, dedication and valuable contribution during the year.

For & on behalf of the Board of Directors

(PREM ADIP RISHI)

CHAIRMAN &

MANAGING DIRECTOR

Place : New Delhi

Date : 28th September, 2002

ANNEXURE - I

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance.

1. The Company's philosophy on code of Governance

Your Company believes that Corporate Governance is a systemic process by which companies are managed and controlled to enhance their wealth generating capacity. It envisages that the governance process should ensure the highest level of transparency, empowerment, accountability, control and equity in all facets of its operations. The Company believes that the practice of each of these leads to the creation of the right corporate culture in the Company.

The company is committed towards the goal of enhancing shareholder value by achieving the highest standards of corporate governance in all its operations and actions.

2. Board of Directors

The present strength of the Board of Directors of the Company is six, comprising of four non-executive directors (viz. Mr. Rajesh Galhotra, Mr. Guru Datt Shukla, Mr. Gopal K. Sood & Ms. Rashmi Mehta), Chairman & Managing Director, viz. Mr. Prem Adip Rishi and Wholetime Director (Finance), viz. Mr. Rakesh Gupta, are two Executive Directors.

Composition of the Board of Directors:

Category	No. of Directors	% age of total number of Directors
Executive Directors	Two	33.33%
Non-Executive Independent Directors	Three	50.00%
Other Non-Executive Directors	One	16.67%

The attendance at the Board Meetings and the last Annual General Meeting and number of other Directorships and

Annual Reports Library

Committee memberships/chairmanships of Directors are given below:

Sl. No.	Name of Director	Category of Director	No of Board Meetings Attended	Attended At last AGM	No. of Other Director-Ships @	Committee Memberships /Chairmanships
1.	Prem Adip Rishi	Chairman & Mg. Director	9	Yes	3	1 (Chairman)
2.	Rakesh Gupta	Whole-time Director (Finance)	9	Yes	1	2 (member)
3.	Guru Datt Shukla	Director	5	Yes	0	1 (Chairman)
4.	Rajesh Galhotra	Director	5	No	3	2 (member)
5.	Gopal K. Sood	Director	0	No	1	1 (member)
6.	Rashmi Mehta	Director	6	Yes	0	2 (1 chairman, 1 member)

@ Number of directorships in other companies excludes alternate directorships, directorships held in private limited companies, foreign companies and in companies under section 25 of the Companies Act, 1956.

3. Audit Committee:

Your company has an Audit Committee comprising three non-executive and independent directors viz. Mr. Guru Dutt Shukla, Mr. Gopal K. Sood and Ms. Rashmi Mehta. Mr. G.D. Shukla is the Chairman of the Audit Committee. The constitution of the Audit Committee meets with the requirements under Section 292A of the Companies Act, 1956.

The terms of reference of the Audit Committee cover the matters specified under Clause 49 of the Listing Agreement as well as in section 292A of the Companies Act, 1956.

During the year, the Committee has met four times. The attendance at the Audit Committee meetings is given below:

Name of Director (Member)	No. of meetings Attended
Mr. Guru Dutt Shukla	4
Ms. Rashmi Mehta	4
Mr. Gopal K. Sood	0

4. Remuneration of Directors:

The remuneration of the Chairman & Managing Director and Whole time Director (Finance) is determined by the Board of Directors subject to the approval of the shareholders. Non-executive Independent Directors are paid only sitting fees and non-executive non-independent Director is not paid any remuneration.

The details of remuneration paid to directors during the current year are as follows:

Name of Director	Gross Remuneration (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mr. Prem Adip Rishi	493920/-#	—	493920/-
Mr. Rakesh Gupta	259938/-	—	259938/-
Mr. Guru Datt Shukla	—	45000/-	45000/-
Ms. Rashmi Mehta	—	45000/-	45000/-
Mr. Rajesh Galhotra	—	—	—
Mr. Gopal K. Sood	—	—	—

This amount includes Rs. 10080/- being arrears of basic salary & P.F. of previous year.

\$ These amounts include Rs. 9000/- each being arrears of sitting fees of previous year.

Presently your Company has not constituted a Remuneration Committee of the Board.

5. Share Transfer & Demat Committee:

Your Company has a Share Transfer cum Demat Committee comprising Mr. Prem Adip Rishi (who chairs the committee), Mr. Rakesh Gupta and Mr. Rajesh Galhotra. Total twenty meetings of the committee were held during the year, the last meeting was held on 29-06-2002. If the transfer deeds, demat request forms (DRFs) and other documents were correct and valid in all respects, then all shares received for transfer or dematerialization, as the case may be, were approved and registered within the prescribed time period, otherwise the objection letters were sent for correction of errors or other discrepancies found.

All the requests for transfer of shares received by the company till 28-06-2002 were approved or rejected, as the case may be, at the Committee meeting held on 29.06.2002 and there were no pending request for transfer as on the year end i.e. 30-06-2002. The underlying shares were subsequently dispatched to the respective shareholders within stipulated time.

In case of dematerialization of shares also, all the DRFs received by the company till 28.06.2002 from depository participants of NSDL & CDSL were approved or rejected, as the case may, and updated in NSDL/CDSL system through our RTA, Alankit Assignments Ltd. In case of rejected DRFs, the shares certificates were returned back to the respective Depository Participants along with the letter explaining the reasons for rejection. There was no DRF received by the company but pending approval/rejection as at the end of the year.

6. Shareholders Grievance Redressal Committee:

Your company has also constituted Shareholders Grievance Redressal Committee to look into Shareholders' grievances and complaints and to resolve them satisfactorily and improve the quality of investor services.

The Committee is chaired by Ms. Rashmi Mehta, Director. The other members of the Committee are Mr. Rakesh Gupta, Whole time Director (Finance) & Mr. Rajesh Galhotra, Director of the company. Mr. Anil Chandani, Finance Controller cum Company Secretary is the Secretary of the Committee.

The Committee met four times during the current year under review.

Annual Reports Library

The company has duly attended and replied to the complaints received during the year under review to the satisfaction of the shareholders. There were no complaints pending for more than 15 days as on June 30, 2002

Share and Body Meetings:

The particulars of the last three Annual General Meetings of the company are as under:

Sl. No.	DATE	TIME	LOCATION
1	15.12.2001	12.30 Noon	Koimet Farms, DLF Chhatarpur Area New Delhi - 110030
2	15.12.2001	11.30 AM	Koimet Farms, DLF Chhatarpur Area, New Delhi - 110030
3	28.06.2002	12.30 Noon	Koimet Farms, DLF Chhatarpur Area, New Delhi - 110030

The company has not passed any resolution requiring Postal Ballot for shareholders' approval during the current year under review.

Disclosures

Disclosure on materially significant Related Party Transactions:

Related party transactions as required under Accounting Standard to be disclosed in Notes to Accounts to the company's Balance Sheet.

None of the transactions of the company of material nature with promoters and their relatives, the directors or the management and their relatives, its subsidiaries or any other company, firms or persons are in conflict with the interest of the Company.

Disclosure on non-compliance on any matter related to capital markets during last three years:

The company has complied with all the matters related to capital markets and SEBI or Stock Exchanges or any other regulatory Authority has not imposed any penalties or taken any action against the company. There were letters received from the Stock Exchanges forwarding the complaints lodged with them by the shareholders of the company, which have been disposed off in due course to the satisfaction of the regulatory authorities concerned.

Mode of Communications:

The Annual Half yearly and Quarterly Results are submitted to the Stock Exchanges in accordance with the Listing Agreements and are normally published in The Statesman (English) and Veer Arjun (Vernacular - Hindi).

The Annual Report for 2000-01 was dispatched to the shareholders under postal certificate.

The Management Discussion & Analysis Report forms part of the Directors' Report.

General Shareholders' Information:

Annual General Meeting	As per the Notice calling the AGM
Date, Time & Venue	
15.12.2001	
15.12.2001	
Annual General Meeting	December 2003
Quarterly Meetings	
Quarterly Results for the Quarter ending	

30th September 2002	Last week of October 2002
31st December 2002	Last week of January 2003
31st March 2003	Last week of April 2003
Audited Results for the year ending 30th June 2003	Last week of September 2003

c. Dates of Book Closure for AGM 16.12.2002 to 26.12.2002 (both days inclusive)

d. Dividend Payment date Not applicable (as no dividend recommended by Board of Directors)

e. Listing on Stock Exchanges (with stock code):
i. The Delhi Stock Exchange Association Ltd 13269
ii. National Stock Exchange of India Ltd MEDIAVIDEO
iii. The Stock Exchange, Mumbai 530435
iv. Madras Stock Exchange Ltd MVD
v. The Calcutta Stock Exchange Assn. Ltd 23438

f. Annual Listing Fee Paid to all Stock Exchanges for the year 2002-03

g. ISIN Number for NSDL & CDSL INE 141B01012

h. Stock Price Data

Month	National Stock Exchange		The Stock Exchange Mumbai	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
July 2001	6.00	4.10	6.50	4.60
August 2001	6.00	3.70	5.25	4.40
September 2001	4.90	2.60	4.60	2.70
October 2001	4.75	2.50	5.00	2.75
November 2001	15.50	4.00	13.00	4.00
December 2001	15.40	6.45	13.90	7.25
January 2002	11.00	7.15	9.30	7.15
February 2002	10.00	6.80	9.20	7.05
March 2002	10.10	6.10	9.00	6.75
April 2002	8.90	6.90	8.45	7.00
May 2002	9.10	6.40	8.70	6.25
June 2002	10.70	6.25	9.95	7.10

Distribution of Shareholding as on 30th June 2002

Slab (No. of shares)	No. of Shareholders		No. of Equity Shares	
	Total	% of Shareholders	Total	% of share capital
1-500	16584	90.88	2635554	17.25
501-1000	924	5.06	758139	4.96
1001-2000	425	2.33	666188	4.36
2001-3000	119	0.65	390294	2.56
3001-4000	65	0.36	233297	1.53
4001-5000	40	0.22	187504	1.23
5001-10000	54	0.30	378496	2.43
10001 & Above	37	0.20	10113928	66.23
TOTAL	18248	100.00	15273500	100.00

Share Transfer and Dematerialisation System:

The shares of the company are tradable compulsorily in demat form and are available for trading in the depository systems of both National Securities Depository Ltd (NSDL) & Central Depository Services (India) Ltd (CDSL). The Share transfers in physical form and dematerialisation of shares

Annual Reports Library

involved that participating participants' votes and bids are processed & recorded at the registered office of the company. The Share Transfer cum Demat Committee meets at periodical intervals normally within fifteen days to approve transfer and dematerialisation of the shares received for transfer and/or demat during the immediately preceding fortnight.

As per the SEBI guidelines, your company is offering 'Transfer cum Demat' facility to investors. Under this system, after the transfer of shares is approved, a Transfer Confirmation letter is sent to the transferee. This letter contains the details of the transferred shares and Option to have the shares dematerialised based on this letter itself. Physical share certificates are withheld with the company on the receipt of this letter along with the Demat Request form. Depository Participants of the shareholder the shares are dematerialised by the company and the physical share certificates are destroyed in the prescribed manner.

All share transfer & demat requests & other correspondence regarding change of address & queries relating to shares should be sent to the registered office of the company at MEDIA VIDEO LIMITED.

Registered Office:
607, Utkal Industrial Area,
Phase II,
New Delhi - 110020

For the information of the stock exchange requirements are not being complied with.

For & on behalf of the board of directors

(PREM ADIP RISHI)
CHAIRMAN &
MANAGING DIRECTOR

Place: New Delhi
Date: 28th September, 2002

ANNEXURE - II

COMPLIANCE

ACTIONS CERTIFICATE UNDER CLAUSE 4 OF THE LISTING AGREEMENT

To the members of Media Video Limited

We have examined the compliance of the conditions of corporate governance of Media Video Ltd. for the year ended 30th June 2002, as stipulated in clause 4 of the Listing Agreement of the company with the stock exchanges.

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and improvements, wherever adopted by the company for ensuring the compliance of the conditions of corporate governance. 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 information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We also that in respect of investor grievances received by the company during the year ended 30th June 2002, no investors have made any pending for a period exceeding one month against the company except the redress maintained & explanations given by the company.

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

For M/s Arun Kishore & Company,
Chartered Accountants

Sd/-

(Arun Kishore)
Partner

Place: New Delhi
Date: 28th September 2002

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES:

A. DOMESTIC SUBSIDIARIES

1. Name of Subsidiary Company	MEDIA INDUSTRIES LTD.
2. Financial year of the Subsidiary ended on	30th June 2002
3. Date from which it became Subsidiary	13th March 2002
4. Number of shares held by Media Video Ltd for its nominees as on 30th June 2002	25,20,000 fully paid up equity & shares of Rs. 10/- each
5. Extent of Holding	100%
6. Net aggregate amount of profits/losses of the Subsidiary so far as it concerns the members of Media Video Ltd	

a) Not dealt within the accounts of Media Video Ltd.

a) for Subsidiary's financial year ended on 30th June 02 Rs. 1,19,54,961/-

b) for previous financial years of the Subsidiary since it became Subsidiary of Media Video Ltd.

ii) Dealt within the accounts of Media Video Ltd

a) for Subsidiary's financial year ended on 30th June 02 Nil

b) for previous financial years of the Subsidiary since it became Subsidiary of Media Video Ltd.

B. OVERSEAS SUBSIDIARIES NIL

For & on behalf of the Board of Directors

(PREM ADIP RISHI)
CHAIRMAN &
MANAGING DIRECTOR

Place: New Delhi
Date: 28th September, 2002