



20th ANNUAL REPORT 2006-2007

**MEDIA VIDEO LIMITED**





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## **MEDIA INDUSTRIES LIMITED**

(Subsidiary Company)

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# **MEDIA VIDEO LTD.**

## **BOARD OF DIRECTORS**

### **Chairman & Managing Director**

Mr. Prem Adip Rishi

### **Whole Time Director**

Mr. Rakesh Gupta

### **Directors**

Mr. Suresh Kumar Varma

Mr. Rajesh Galhotra

Mr. Krishna Kumar

Mr. Vinod Kumar Malik

## **BOARD COMMITTEES**

### **Audit Committee**

Mr. Suresh Kumar Varma

Mr. Krishna Kumar

Mr. Rajesh Galhotra

Mr. Rakesh Gupta

Statutory Auditors

Chairman

Member

Member

Permanent Invitee

Permanent Invitee

### **Remuneration Committee**

Mr. Suresh Kumar Varma

Mr. Rajesh Galhotra

Mr. Krishna Kumar

Chairman

Member

Member

### **Share Transfer cum Demat Committee**

Mr. Prem Adip Rishi

Mr. Rakesh Gupta

Mr. Rajesh Galhotra

Chairman

Member

Member

### **Shareholders' Grievance Redressal Committee**

Mr. Suresh Kumar Varma

Mr. Rakesh Gupta

Mr. Rajesh Galhotra

Chairman

Member

Member

### **Auditors**

M/s Arun Kishore & Co.

Chartered Accountants, New Delhi

### **Company Secretary**

Ms Chetna Tyagi

### **Bankers**

Allahabad Bank

Punjab National Bank

State Bank of Mysore

Syndicate Bank

### **Subsidiary Company**

Media Industries Limited

### **Registered and Corporate Office**

"Media House"

B-86/1, Okhla Industrial Area

Phase-II, New Delhi-110020

### **Works**

A-785, RIICO Industrial Area

Bhiwadi, Distt. Alwar, Rajasthan.



## **MEDIA VIDEO LTD.**

### **NOTICE**

Notice is hereby given that the 20th Annual General Meeting of the Members of Media Video Ltd. will be held on Friday, 28th December, 2007 at 10.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010 to transact the following business:

#### **Ordinary Business:**

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 30th June, 2007 and Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Galhotra who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Vinod Kumar Malik who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

**By Order of the Board of Directors  
For Media Video Limited**

**Place: New Delhi**

**Sd/-**

**Date: 29th November, 2007 . (Chetna Tyagi)  
Company Secretary**

#### **Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/ herself. Such a proxy need not be a member of the Company.
2. The enclosed proxy form, if intended to be used, should be returned duly filled, stamped and authenticated at the Registered Office of

the Company not less than 48 hours before the scheduled time of the Meeting.

3. The Register of Members and Share Transfer Books of the Company will remain closed from **24th December, 2007 to 28th December, 2007 (both days inclusive)**.
4. Members are requested to inform immediately any change in their registered address to the Company at its registered office.
5. The shares of the Company are being traded compulsorily in the demat form only. Members who still hold the shares of the Company in the physical form are advised to have their holdings dematerialized in their own interest through authorized depository participant.
6. Members are requested to bring their copies of Annual Report to the meeting.
7. **Re-appointment of Director(s):**

Pursuant to the provisions of Articles of Association, Mr. Rajesh Galhotra and Mr. Vinod Kumar Malik are retiring by rotation at the ensuing Annual General Meeting of the Company. The brief resumes of such Directors and other information as per Clause 49 of the Listing Agreement with the Stock Exchanges are given in the Report on Corporate Governance.



# MEDIA VIDEO LTD.

## DIRECTOR'S REPORT

### To the Members

Your Directors have immense pleasure in presenting the 20th Annual Report and Audited Statement of Accounts for the year ended 30th June, 2007.

### 1. FINANCIAL RESULTS

Particulars	Year ended 30.06.2007	(Rs. in lacs) Year ended 30.06.2006
Sales & Other Income	23706.39	16237.69
Profit Before Tax	1322.70	856.47
Provision for Tax		
- Current Tax	150	125.00
- Deferred Tax	8.05	(22.62)
- Fringe Benefit Tax	8.30	9.50
Profit After Tax	1156.35	744.59
Add: Surplus brought forward	1971.24	1301.65
Profit available for appropriation	3127.59	2046.24
Appropriation: -		
Transfer to General Reserve	100.00	75.00
Balance Carried Forward	3027.60	1971.24

### 2. FINANCIAL / OPERATION PERFORMANCE REVIEW

During the year under review, the Company recorded a turnover of Rs. 23706.39 Lacs as compared to Rs. 16237.69 Lacs during the previous year, thus recording a growth of around 46% over that of last year. Further, the Company has earned a Profit before Tax of Rs. 1322.70 Lacs as against Rs. 856.47 Lacs last year, thus logging a handsome growth of around 54% over last year. The Profit after Tax has increased to Rs. 1156.35 Lacs from Rs. 744.59 Lacs last year, recording a growth of 55%.

In coming years, the company is seeking to launch new products in the existing line of business. It plans to diversify into new arenas with the support from SPV's, of these, the company will be glad to inform you on appropriate time. In past, the company successfully diversified in Real Estate segment and is committed to repeat its success in other sectors as well.

### 3. DEMERGER

During the year under review, the Company has demerged its Real Estate Business into MVL Limited under a Scheme of Arrangement under section 391-394 of the Companies Act, 1956 which was approved by the Hon'ble High Court of Delhi vide its order dated 13th September, 2007. Consequent to said Scheme the paid up capital of the Company has been splitted in the 60:40 ratio i.e. a person holding 10 shares of Media Video Limited on Record Date i.e. 10th October, 2007 got 6 shares of Media Video Limited and 4 shares of MVL Limited. The respective share certificates of both the Companies have been dispatched and shareholders who were holding their shares in demat form, credit has been given in their account. Shares allotted by MVL Limited shall be listed at The National Stock of India Limited (NSE) and The Stock Exchange, Mumbai (BSE).

### 4. SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENT

The Company has its one wholly owned Subsidiary, namely Media Industries Limited.

The financial results of Media Industries Limited are attached to this Report along with the Statement specified in Section 212 of the Companies Act, 1956. The Company is also presenting its Audited Consolidated financial statements, which form part of the Annual Report as required by the Listing Agreement with the stock exchanges.

### 5. DIVIDEND

Keeping in view the increased working capital requirements for the diversification and expansion plans of the Company, the directors of your Company do not recommend any dividend for the year under review.

### 6. DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Rajesh Galhotra and Mr. Vinod Kumar Malik, Directors of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

### 7. 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 have been followed along with proper explanation relating to material departures;
- That appropriate accounting policies have been selected and applied 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 as on 30th June, 2007 and the Profit of the Company for that period;
- That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the annual accounts have been prepared on a going concern basis.

### 8. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under the Listing Agreement is annexed hereto and forms part of Directors' Report as Annexure - I.

### 9. CORPORATE GOVERNANCE & COMPLIANCE CERTIFICATE

The norms of corporate governance as provided under clause 49 of the Listing Agreement annexed as Annexure-II. A certificate from the Company Secretary in Practise



## MEDIA VIDEO LTD.

regarding compliance of the norms of Corporate Governance is attached to this Report.

### 10. FIXED DEPOSITS

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 & Co., Chartered Accountants, New Delhi, the Statutory Auditors, retire at the conclusion of ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office if reappointed. They have furnished a certificate stating that their re-appointment would be within the limits specified under section 224(1B) of the Companies Act, 1956.

The Audit Committee and the Board recommends the re-appointment of M/s Arun Kishore & Co. for the next term.

### 12. AUDITORS' REPORT

The Auditors' Report to the members together with Audited Accounts for the year ended 30th June 2007 and notes thereon are attached, which are self-explanatory except their remark regarding unconfirmed balances and not providing provision of doubtful debt, to which the board provides the following explanation:

- (i) Unconfirmed balances of some 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;
- (ii) Non-provision of doubtful debts and advances: Your Company is hopeful for their recovery during the ensuing year, so no provision has been created.

### 13. PARTICULARS OF EMPLOYEES

Information as per section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended is as follows:

Name of the Employee	Designation	Remuneration (Rs.)	Qualification	Experience	Date of Commencement of Employment	Age	Particulars of last employment
Sh. Prem Adip Rishi	Managing Director	29,43,000/-	Graduate	31 years	01.04.1993	54	Own Business

\* Remuneration includes the basic salary and allowances.

### 14. PERSONNEL

The employer-employee relations throughout the year were very cordial. The Company enjoys a healthy working atmosphere that inspires the employees to put their best foot forward in achieving a high-sustainable growth. The Directors also wish to place on record the support and confidence reposed in the management by the employees. Total quality in every sphere of activities, employee training and development continues to be on the top priority of your management.

### 15. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

The Company uses electric energy for its machinery and equipments and our endeavor is to save the energy for future and we have taken various measures to save the energy like implementation of viable energy saving proposals, training front end operational personnel on opportunities of energy conservation etc.

### 16. TECHNOLOGY ABSORPTION

The Company believes in new research and development which will help the company to prepare for future growth and opportunities.

### 17. FOREIGN EXCHANGE EARNING AND OUTGO

Particulars	Amount
a) Foreign Exchange Earnings	Rs. Nil
b) Foreign Exchange Outgo	
- CIF value of imports of raw material and other goods	Rs. 236.00 Lacs
- on account of foreign travel	Rs. 26.70 Lacs

### 18. RESEARCH AND DEVELOPMENT

Since the market scenario and technologies are changing rapidly, research and development (R&D) is important to ensure that Company increases its market share. The Company always attempts to use the latest and advanced technology in production process. Keeping pace with the technological developments, the Company keeps on adding sophisticated equipments with focus on automation to minimize manual intervention in the manufacturing process thereby ensuring better quality of the final products.

### 19. ACKNOWLEDGEMENT

Your Company has outperformed the industry in a challenging year and continues to maintain its leadership position. It has also been surpassing all international quality and cost benchmarks and continues to build shareholder value.

Your Directors look to the future with confidence and place on record their appreciation for the overwhelming co-operation and assistance received from investors, customers, business associates, bankers, vendors, as well as regulatory and government authorities. Your Directors also thank the employees at all levels, who, through their dedication, co-operation, support and smart work, have enabled the Company to achieve rapid growth.

By Order of the Board of Directors  
For Media Video Limited

Place: New Delhi  
Date: 29th November, 2007

Sd/-  
(Prem Adip Rishi)  
Chairman & Managing Director



# MEDIA VIDEO LTD.

## ANNEXURE - I

### MANAGEMENT DISCUSSION AND ANALYSIS

#### 1. Industry Structure & Product Performance :

The consumer electronic market is one of the largest segments in the electronics industry in India. With the market size of \$ 3.89 billion, catering to a population of more than 100 core people, the consumer electronic industry in India has strong growth in the years to come.

DVD players are fast gaining momentum; latest technology, high-resolution picture quality and superb sound quality are some of the factors boosting the demand for DVD players. The global DVD player market is expected to show sustained growth over the next few years and by 2010 nearly half the global TV households are expected to own a DVD player.

Over the period the general awareness for DVD has increased and retail outlets are receiving customer's inquiries for DVD players. With DVD prices falling and the expected fall in the prices of software, higher growth should be witnessed in the coming years.

Year on year, the Company is coming out with good results & increased sales and this year also the audio-video segment has shown a marked improvement with the sales growing over 46%.

#### Strengths

- Around two decades old, professionally managed Company.
- In-house R&D center for the audio-visual quality enhancement of the products.
- Experienced, committed and forward-looking Management Team.
- Dedicated Distributor-Dealers Network spread all over the country enabling the Company to have faster and wide access to the market.
- Good Quality product portfolio with strong brand value & consumer confidence.
- Reputed "MEDIA" Brand in general masses.

#### Weaknesses

- Dependence on Imports.
- Low margins on products because of severe competition.

#### Opportunities

- Continued growth in the consumer electronics market in general and CTV industry in particular.
- Large and fast growing market for the Company's products viz. consumer electronics items and home appliances, due to large middle and upper class.
- Rising disposable income
- Export opportunities

#### Threats

- Risk of technical obsolescence

- Competition in general in consumer electronic industry and also from unorganized/gray market.
- Government policy on Customs and Excise has significant impact on the price and thus demand for the Company's products.

#### 2. Adequacy of Internal Control Systems

The Company remains committed to maintaining internal controls designed to safeguard the efficiency of operations and security of our assets. Accounting records are adequate for preparation of financial statements and other financial information. The adequacy and effectiveness of internal controls across the various functional levels, as well as compliance with laid down systems and policies are monitored both by Company's internal control systems and Audit Committee on a regular basis. Your Company's Statutory Auditors have, in their report, confirmed the adequacy of the internal control procedures.

#### 3. Risks & Concerns & Their Management

The Company is continuously introducing new world-class products into the Indian market. Diversification, expansion and commencement of new ventures are also a continuous process. Due to a diversified portfolio, the Company's over all risk exposure to various factors like Government Policies, competition etc. has also scattered and has been mitigated to a large extent.

The Company is exposed to normal industry risks. However, with prudent management decisions supported by a team of experienced professionals, your Company hopes to ward off any threat posed before it. Compliance of safety requirements and norms placed by different Government agencies are given top priority.

#### 4. Material Development in Human Resources including No. of people employed by the Company :

The company lays lot of importance on manpower rationalization and efficiency improvement. The company believes that human resources are vital resources for giving the company a competitive edge in the current business environment. Company strictly follows the philosophy of congenial work environment, performance oriented work culture, knowledge, skill building, creativity and responsibility and performance based compensation. Action has been taken to develop and enhance the skills of human resource. There are total 87 people employed by the Company as on 30/06/07.

#### 5. Cautionary Statement

This report contains forward-looking statements. All such statements are subject to risks and uncertainties. Actual results could differ materially from those expressed or implied.

By Order of the Board of Directors  
For Media Video Limited

Place: New Delhi  
Date: 29th November, 2007

Sd/-  
(Prem Adip Rishi)  
Chairman & Managing Director





# MEDIA VIDEO LTD.

## ANNEXURE - II

### Report on Corporate Governance

#### 1. The Company's philosophy on code of Governance

Corporate Governance has been a high priority for us both in letter and in spirit. Our commitment to ethical and lawful business conduct is a fundamental shared value of our Board of Directors, senior management personnel and employees and is critical to the Company's success. Our standards for business conduct provide that we will uphold ethical and legal standards vigorously as we pursue our financial objectives. We believe that good governance brings about sustained corporate growth and long-term benefits for stakeholders.

#### 2. Board of Directors

The present strength of the Board of Directors of the Company is six which besides Chairman & Managing Director, comprise of one Executive Director and four non-executive Directors

##### i) Composition of the Board of Directors.

Name of Director	Designation	Category (Independent)	*Number of Directorships Non-executive/ executive	# Number of Board membership/ chairmanship held in other companies
Mr. Prem Adip Rishi	Chairman & Managing Director	Promoter Director	4	0
Mr. Rakesh Gupta	Whole-time Director	Executive Director	1	0
Mr. Rajesh Galhotra	Director	Non-Executive Director	3	0
Mr. Suresh Kumar Varma	Director	Non-Executive Independent Director	1	0
Mr. Krishna Kumar	Director	Non-Executive Independent Director	1	0
Mr. Vinod Kumar Malik	Director	Non-Executive Independent Director	0	0

\* 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.

# The Committees considered for the purpose are those prescribed under Clause 49 of the Listing Agreement(s).

##### ii) Attendance Record of Directors

Name of the Director	No. of Board meetings held	No. of Board meetings attended	Whether attended the 19th AGM held on December 26, 2006
Mr. Prem Adip Rishi	20	18	Yes
Mr. Rakesh Gupta	20	20	Yes
Mr. Rajesh Galhotra	20	20	Yes
Mr. Suresh Kumar Varma	20	15	Yes
Mr. Krishna Kumar	20	11	Yes
Mr. Vinod Kumar Malik	20	11	Yes

##### iii) No. of Board Meetings held

During the year, 20 Board Meetings were held on - 11.07.2006, 24.07.2006, 12.08.2006, 21.08.2006, 25.09.2006, 12.10.2006, 01.12.2006, 02.12.2006, 08.12.2006, 28.12.2006, 25.01.2007, 30.01.2007, 05.03.2007, 30.03.2007, 31.03.2007, 27.04.2007, 03.05.2007, 18.05.2007, 26.05.2007 and 05.06.2007. The

provision of time gap between two board meetings were complied with.

#### iv) Brief resume of Directors proposed for re-appointment

As required under Clause 49 of the Listing Agreement, the brief resumes of the Directors proposed for re-appointment and other information is furnished below:-

- Mr. Rajesh Galhotra**, aged 44 years is an I.S.C. and he has to his credit over 16 years of experience in various fields of accounts, internal audit and general administration.
- Mr. Vinod Kumar Malik**, aged 64 years is retired as IPS Officer and he has to his credit around 41 years of experience in various senior Government Positions. He is an expert in the field of Human Resource, Management & Development, General Administration, Dealing with Economic & Financial Frauds, Crisis Management, etc.

#### 3. Audit Committee:

Audit Committee comprises three non-executive and independent directors viz. Mr. Suresh Kumar Varma (Chairman). Mr. Krishna Kumar and Mr. Rajesh Galhotra. Company Secretary of the Company is the Secretary of the 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.

Four meetings of the Audit Committee were held on 25.09.2006, 30.10.2006, 30.01.2007, and 27.04.2007.

The attendance at the Audit Committee:

Name of the Member	Designation	No. of meetings held	No. of meetings attended
Mr. Suresh Kumar Varma	Chairman	4	4
Mr. Rajesh Galhotra	Member	4	2
Mr. Krishna Kumar	Member	4	4
Mr. Rakesh Gupta	Permanent Invitee	4	4

#### 4. Remuneration policy and remuneration Committee:

The remuneration of the Chairman & Managing Director and of Whole Time Director is determined by the Board of Directors subject to the approval of the shareholders. Non-Executive Independent Director is paid only sitting fee.

The Remuneration Committee of the Company comprises of three non-executive and independent directors viz. Mr. Suresh Kumar Varma (Chairman). Mr. Rajesh Galhotra, Mr. Krishna Kumar and Company Secretary of the Company is the Secretary of the Committee. During the year under review, one meeting of remuneration committee was held on 20.08.2006, for deciding the remuneration paid during the year.

The details of remuneration of managing/whole time directors:

Name of Director	*Gross Remuneration (Rs.)	Sitting Fees(Rs.)	Total(Rs.)
Mr. Prem Adip Rishi	29,43,000/-	—	29,43,000/-
Mr. Rakesh Gupta	7,83,600/-	—	7,83,600/-

\* Gross Remuneration includes Basic Salary, Perquisites and Allowances, Contribution to Provident and other Funds.





## MEDIA VIDEO LTD.

### 5. Share Transfer cum Demat Committee:

Your Company has a Share Transfer cum Demat Committee comprising Mr. Prem Adip Rishi, Mr. Rakesh Gupta and Mr. Rajesh Galhotra. 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. As on the year end i.e. 30.06.2007, there was no case of pending request for transfer or dematerialization beyond the stipulated time.

The details of meetings of Share Transfer cum Demat Committee:

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Prem Adip Rishi	24	24
Mr. Rakesh Gupta	24	24
Mr. Rajesh Galhotra	24	24

### 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.

Mr. Suresh Kumar Varma, Director of the Company, chairs the Committee. The other members of the Committee are Mr. Rajesh Galhotra and Mr. Rakesh Gupta, Directors of the Company. Company Secretary of the Company is the Secretary of the Committee.

The Committee met four times during current year on 29.12.2006, 31.03.2007, 29.06.2007 and 29.09.2007, to review all investor grievances and ensure their speedy redressal. All the complaints received during the year under review regarding non-receipt of securities after transfer / transmission, requests for change of address and other complaints were resolved.

The attendance at the Shareholders Grievance Redressal Committee meetings is given below:

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Suresh Kumar Varma	4	4
Mr. Rajesh Galhotra	4	4
Mr. Rakesh Gupta	4	4

### 7. General Body Meetings:

The particulars of the last three Annual General Meetings:

Year	Date	Time	Location	Special Resolution
2005-2006	26.12.2006	10.00 A.M.	Air Force Auditorium, Subroto Park, New Delhi-110010	
2004-2005	30.12.2005	11.00 A.M.	Bhagwan Mahavir Kendra, South Delhi Campus, Opp. Anand Niketan, New Delhi.	Reappointment of Whole-time Director U/s 269,306,310
2003-2004	28.12.2004	11.00 A.M.	Eden Green Farm House, Ansal Villas, Satbari (Chhatarpur), New Delhi-110030.	Reappointment of Managing Director U/s 269,309,310 Change of Objects U/s 149 (2A) Change of Article U/s 31

- Notes:
- All special resolutions were passed by show of hands.
  - There was no Postal Ballot during the year.
  - The Company has not convened any EGM during the year.

### 8. Disclosures:

#### i. Disclosure on materially significant Related Party Transactions:

Related party transactions as required under Accounting Standard-18 are disclosed in Notes to Accounts to the Balance Sheet. In the opinion of the Board, these transactions have been done at arm's length as per prevailing market practice and they have no potential conflict with the interest of the Company at large.

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

No penalties or strictures have been imposed on the Company by the stock exchange or SEBI or any statutory authority on any matter related to capital market for non-compliance during the last three years. The Investor's complaints received through SEBI/ Stock Exchanges have been resolved in due course.

#### iii. The Risk Management framework at your Company ensures compliances with requirement of Clause 49 of the Listing Agreement. The Risk Management is periodically reviewed by the management.

#### iv. The Company has raised funds through conversion of warrant into equity shares. The Statements of utilisation of funds was reviewed by the Audit Committee.

### 9. Means of Communication:

The Annual, Half yearly and Quarterly Results are submitted to the Stock Exchanges in accordance with the Listing Agreements and are normally published in English in Business Standard/ The Economic Times and in Hindi in Navbharat Times/ Veer Arjun.

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

### 10. General Shareholders' Information:

#### (a) Annual General Meeting:

Date: 28th December, 2007  
 Day: Friday  
 Time: 10:00 A.M.  
 Venue: Air Force Auditorium, Subroto Park, New Delhi-110010

#### (b) The Company has not declared any dividend.

#### (c) Financial Calendar: 1st July 2007 to 30th June 2008

Results for the  
 Quarter ending  
 30th September 2007 Last week of October, 2007  
 31st December 2007 Last week of January, 2008  
 31st March, 2008 Last week of April, 2008  
 Unaudited/Audited Results Last week of July/September, 2008  
 for the year ended June 2008

#### (d) Book Closure Date 24th December, 2007 to 28th December, 2007 (both days inclusive)



# MEDIA VIDEO LTD.

## (e) Listing on Stock Exchanges

Name of the Stock Exchange	Stock Code
i. The National Stock Exchange of India Limited	'MEDIAVIDEO'
ii. The Stock Exchange, Mumbai	530435
(f) Annual Listing Fee	Paid to the Stock Exchanges for the year 2007-08.
(g) ISIN Number for NSDL & CDSL	INE141B01020
(h) Stock Price Data:	

Month	National Stock Exchange		The Stock Exchange, Mumbai	
	High	Low	High	Low
July 2006	34.05	25.50	35.25	23.60
August 2006	35.45	30.70	35.85	30.55
September 2006	42.50	31.10	43.00	32.00
October 2006	43.60	39.10	44.00	38.25
November 2006	41.60	35.15	42.00	35.00
December 2006	63.55	36.95	65.50	36.80
January 2007	54.25	49.95	54.90	50.00
February 2007	55.75	45.00	56.00	45.00
March 2007	49.90	40.50	50.45	40.50
April 2007	56.50	39.90	56.60	40.00
May 2007	53.00	44.50	56.00	44.80
June 2007	52.95	43.00	53.70	42.20

Source: www.nseindia.com Source: www.bseindia.com

## (i) Distribution of Shareholding/ Shareholding Pattern Distribution Schedule as on 30/06/2007

Slab	No. of Shareholders		No. of Equity Share	
No. of shares	Total	% of Share-Holders	Total	% of shares
Upto - 5000	13217	86.28	2152944	5.50
5001 - 10000	1076	7.02	916209	2.34
10001 - 20000	486	3.17	761201	1.95
20001 - 30000	145	0.95	376447	0.96
30001 - 40000	78	0.51	278662	0.71
40001 - 50000	80	0.52	381957	0.98
50001 - 100000	111	0.72	810267	2.07
100001-and above	126	0.82	33453351	85.49
<b>TOTAL</b>	<b>15319</b>	<b>100.00</b>	<b>39131038</b>	<b>100.00</b>

## Shareholding Pattern as on 30/06/2007

Category	No. of shares	% of Shareholding
<b>(A) Promoter Holding</b>		
(1) Prmoters	15004561	38.34
<b>Sub Total (A)</b>	<b>15004561</b>	<b>38.34</b>
<b>(B) Institution</b>		
(a) Mutual Funds/ UTI	12600	0.03
(b) Financial Institutions/ Banks	1800	0.01
<b>Sub Total (B)</b>	<b>14400</b>	<b>0.04</b>

## (C) Non-Institution

(a) Bodies Corporate	16791220	42.91
(b) Indian Public	6991119	17.87
(c) Any Other (NRIs/ OCBs)	329738	0.84
<b>Sub Total( C)</b>	<b>24112077</b>	<b>61.62</b>
<b>Grand Total ( A+B+C)</b>	<b>39131038</b>	<b>100.00</b>

## (j) Shares Transfer 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 transfer work is handled by Registrar and Share Transfer Agent (RTA), Alankit Assignments Limited. All requests received by the Company/RTA for Dematerialisation/ Rematerialisation/ Transfer are disposed off expeditiously. Share Certificates duly endorsed are issued/transferred to all those shareholders, who opt for shares in the physical form.

## (k) Dematerialization of Shares

The Company's Equity Shares are eligible for dematerialization. The Company has signed agreements with both the depositories namely NSDL and CDSL. The shareholders may therefore hold Company's share in electronic mode. The Company's ISIN No. for both the depositories is INE141B01020. As on 30th June, 2007, 1,98,46,599 Equity Shares constituting 50.72% of total Equity of the Company were held in dematerialized form with both the depositories namely NSDL and CDSL.

## (l) Outstanding GDRs / ADRs/ Warrants etc.:

The Company has allotted 2,58,35,260 Convertible Warrant on preferential basis on 22/02/2006 and out of them 79,58,000 warrants were converted into equity shares upto 30/06/2007.

## (m) Plant Locations

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

## (n) Registrar and Share Transfer Agent

Alankit Assignments Limited,  
'Alankit House'  
2E/21 Jhandewala Extension,  
New Delhi-110055.  
Ph: 42541234, 23541234  
Fax: 91-11-42541967  
E-mail: info@alankit.com