



21st ANNUAL REPORT
2007 - 2008

MEDIA VIDEO LIMITED



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MEDIA INDUSTRIES LIMITED

(Subsidiary Company)

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FROM THE CHAIRMAN'S DESK

Dear Shareholders,

This annual report comes to you at a very crucial juncture, when the world is facing a new challenge, that of a global meltdown. As the dust settles, it is becoming clear that our robust Indian economy with its traditionally tough domestic environment, strong financials, regulatory and legal fundamentals coupled with a young and aspiring population, gives Indian businesses an edge over its counterparts in the developed countries. Nothing better proves this point than the projected GDP of above 7%, which when compared with more mature and emerging economies, still remains one of the most attractive growth rates.

In the above light, the Indian consumer electronics industry too, faced a challenge in the form of moderated consumption in the beginning of the year 2008, but are confident of a healthy recovery. As expected, the post festive season witnessed a bumper sales growth of up to 50% in the last two months over the previous year. India's industrial production recovered in September to a modest 4.8% from a 13 year low of 1.3% in the month of August. This was driven by higher consumer expenditure during the festive season. These numbers have indeed been encouraging for us, even though economists warn us of short lived respite where a full recovery can only happen by mid of 2009. This growth will be aided by factors like growing consumer confidence due to rising disposable incomes, easy financing schemes with falling interest rates and increased local manufacturing and expanding distribution networks.

To be able to withstand the present and leverage the improving conditions with our inherent strengths of experience, innovation and large consumer base, Media Video Limited is committed to contribute to the pursuit of a more sustainable future for its shareholders.

Customization of products to suit the local needs and expanding our distribution network to the remotest corner of the country, will remain our two fold mantra for success.



PREM ADIP RISHI
Chairman & Managing Director

Further, your company's robust corporate strategy to create new portfolios of businesses for the future, continues to build a strong foundation to drive new dimensions of growth in the years to come. In this direction, I proudly state, that your company is set to launch its security management business with a wide range of security products and services including 'Complete Security System Integration'.

Encouraged by expanding product portfolio, which goes beyond various 'media' and 'video' products that the company had originally started with, we seek to change the name of your company to a more encompassing one, that of 'MVL Industries Limited'. The resolution for your approval about this matter is attached with this annual report.

To conclude, I would quote Robert H. Schuller, the famous entrepreneur "tough times do not last but tough people do". And the same is true for companies that are made of such people. Your company's human capital continually strives to go that extra mile to achieve what we had set to achieve 26 years ago, that of a secured and prosperous future for our shareholders and a range of products that contribute to the lives of millions in our country.

The future is indeed bright for you, your company and our country.

Thank you.



MEDIA VIDEO LTD.

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. Vijay Kumar Sood

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

UCO 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.

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MEDIA VIDEO LTD.

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of Media Video Ltd. will be held on Tuesday, 23rd December, 2008 at 11.00 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, 2008 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. Suresh Kumar Varma who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Krishna Kumar who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

Special Business:

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

"Resolved that Mr. Vijay Kumar Sood, who was appointed as an Additional Director with effect from 1st July, 2008 by the Board of Directors in its Meeting held on that date and who holds office of Director upto the date of this Annual General Meeting under the provisions of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956 signifying his candidature for the office of Director, be and is hereby appointed as Director, whose term of office shall be liable to determination by retirement of Directors by rotation."

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

"Resolved that pursuant to the provisions of Section 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Members be and is hereby accorded to the appointment of Mr. Rakesh Gupta as Whole Time Director of the Company for a further period of three years with effect from 1st July, 2008 at the remuneration and on the terms and conditions detailed hereunder:

- i. Basic Salary: Rs.66,000/- (Rupees Sixty Six Thousand Only) per month (with suitable increases as may be determined from time to time within the limits prescribed in Schedule XIII).
- ii. House Rent Allowance of Rs. 33,000/- (Rupees Thirty Three Thousand Only) per month.

- iii. Conveyance Allowance of Rs: 11,000/- (Rupees Eleven Thousand Only).
- iv. Medical Allowance of Rs. 18,480/- (Rupees Eighteen Thousand Four Hundred and Eighty Only).
- v. City Compensatory Allowance of Rs.6,600/- (Rupees Six Thousand and Six Hundred Only) per month.
- vi. Provision of company's car with driver.
- vii. Any other benefits, facilities or perquisites as may be allowed to other employees under Company's Rules.

Resolved further that in the event of any statutory amendment, notification or relaxation by the Central Government, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc within such prescribed limit or ceiling without any further reference to the members of the Company in General Meeting.

Resolved further that Mr. Prem Adip Rishi, Chairman & Managing Director, of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter connected with the aforesaid matter or any other matter incidental or ancillary thereto."

7. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution: -**

"Resolved that subject to the approval of the Registrar of Companies, the Central Government and/ or any other authority and pursuant to the provisions of section 21 and 31 and any other applicable provisions if any of the Companies Act, 1956, the name of the Company be and is hereby changed from "Media Video Limited" to "MVL Industries Limited".

"Resolved further that Mr. Rakesh Gupta, Whole Time Director of the Company be and is hereby authorized to make necessary application for obtaining approval from the Registrar of Companies, NCT of Delhi & Haryana for change of name of the Company and to take necessary steps and to do all such acts, deeds and things as may be necessary and incidental thereto for giving effect to the above said resolution."

Resolved further that the name "Media Video Limited" wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the new name "MVL Industries Limited".

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

**Place: New Delhi
Date: 5th November, 2008**

**Sd/-
(Chetna Tyagi)
Company Secretary**



MEDIA VIDEO LTD.

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 **19th December, 2008 to 23rd December, 2008 (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. **Appointment/Re-appointment of Director(s):**

Pursuant to the provisions of Articles of Association, Mr. Suresh Kumar Varma and Mr. Krishna Kumar are retiring by rotation at the ensuing Annual General Meeting of the Company. Mr. Vijay Kumar Sood who was appointed as Additional Director will hold office upto ensuing Annual General Meeting. However, he will be re-appointed as Director liable to retire by rotation in said Annual General Meeting. Further, Mr. Rakesh Gupta was re-appointment as Whole Time Director on 01.07.2008, consent of shareholders of his appointment shall be taken in Annual General Meeting. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

Mr. Vijay Kumar Sood was appointed as an Additional Director with effect from 1st July, 2008 by the Board of Directors of the Company in the Meeting held on that date. Mr. Vijay Kumar Sood was appointed in the capacity of non-executive and independent Director. In terms of Section 260 of the Companies Act, 1956, he holds office only upto the date of this Annual General Meeting.

The Board of Directors is of the opinion that the continued presence of Mr. Vijay Kumar Sood on the Board is desirable and would be beneficial to the Company and hence recommends the passing of above resolution as an Ordinary Resolution.

None of the Directors except Mr. Vijay Kumar Sood are in anyway concerned with or interested in the resolution.

Item No. 6

Mr. Rakesh Gupta was re-appointed as Whole Time Director of the Company for a period of 3 years with effect from 1st July, 2005. The said appointment was expired on 30th June, 2008. However, subject to approval of shareholders, the Board of Directors in their meeting held on 21st June, 2008, re-appointed Mr. Rakesh Gupta for further period of 3 years starting from 1st July, 2008.

Mr. Rakesh Gupta, aged 44 years is a Fellow member of The Institute of Chartered Accountants of India. He has over 20 years of vast experience in finance, accounts, taxation and commercial matters. He is responsible for all financial, banking, accounting, taxation and day to day commercial operations of the Company. In view of such a varied experience possessed by Mr. Rakesh Gupta, the Board of Directors feels his re-appointment as expedient and prudent and accordingly recommends for approval by the shareholders of the Company.

None of the Directors except Mr. Rakesh Gupta are in anyway concerned with or interested in the resolution.

Item No. 7

Media Video Limited was incorporated in the year 1986. The company was primarily into manufacturing, selling and distribution of Video Cassettes. Thereafter, it diversified into Video Games. At that point of time, the name of the Company was synonymous with its product profile. But presently the Company is mainly engaged in manufacturing and trading of a range of Consumer Electronics goods, therefore, the present name restricts the true nature of activities of the Company.

Secondly, the Company has applied for registration of MVL Brand in the office of Registrar of Trade Marks and Media Video Limited is known as 'MVL' Group Company. Therefore, the present name of the Company does not reflect the true line of activities. The size of the company has grown tremendously. The management of the company has planned various types of horizontal and vertical expansions. In order to suit new spectrum and face of the Company, it is decided that the name of the Company be changed from "Media Video Limited" to "MVL Industries Limited". The new name has been approved by the Office of Registrar of Companies.

The Board of Directors recommends the above resolution for the approval of the members.

None of the Directors of the Company are in anyway concerned or interested either directly or indirectly in the aforesaid resolution.

By Order of the Board of Directors
For Media Video Limited

Place: New Delhi
Date: 5th November, 2008

Sd/-
(Chetna Tyagi)
Company Secretary

**MEDIA VIDEO LTD.****DIRECTORS' REPORT****To the Members**

Your Directors have immense pleasure in presenting the 21st Annual Report and Audited Statement of Accounts for the year ended 30th June, 2008.

1. FINANCIAL RESULTS

Particulars	Year ended 30.06.2008	(Rs. in lacs) Year ended 30.06.2007
Sales & Other Income	33332.37	23706.39
Profit Before Tax	1425.06	1322.70
Provision for Taxation		
• Current Tax	172.80	150.00
• Fringe Benefit Tax	5.25	8.30
• Deferred Tax	(44.39)	8.05
Profit After Tax	1291.40	1156.35
Surplus brought forward	3027.59	1971.24
Profit available for appropriation	4318.99	3127.59
Transfer to General Reserve	100.00	100.00
Balance Carried Forward	4218.99	3027.59

2. FINANCIAL / OPERATION PERFORMANCE REVIEW

During the year under review, the Company recorded a turnover of Rs. 33332.37 Lacs as compared to Rs. 23706.39 Lacs during the previous year, thus recording a growth of around 40.61% over that of last year. Further, the Company has earned a Profit before Tax of Rs. 1425.06 Lacs as against Rs. 1322.70 Lacs last year. The Profit after Tax has increased to Rs. 1291.40 Lacs from Rs. 1156.35 Lacs last year, recording a growth of 11.68%.

3. SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENT

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

DIVIDEND

Keeping in view the future growth plans of the Company and therefore requirement of fund for such plans, the directors of your Company do not recommend any dividend for the year under review.

5. DIRECTORS

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

Further, during the year under review, there are changes in the directorship of the Company. One new Director Mr. Vijay Kumar Sood was inducted in the Board w.e.f. 01.07.2008 and existing Director of the company Mr. Vinod Malik resigned from the directorship of the company w.e.f. 01.08.2008. Mr. Rakesh Gupta has been re-appointed as Whole Time Director of Company by Board on 01.07.2008.

Brief resumes of Directors proposed to be so appointed or re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and their memberships/ chairmanships on Board Committees of various Companies, have been provided in the Corporate Governance Report.

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 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, 2008 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.

7. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

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

8. CORPORATE GOVERNANCE & COMPLIANCE CERTIFICATE

A detailed report on corporate governance of the Company is enclosed as Annexure - II. A practicing Company



MEDIA VIDEO LTD.

Secretary has certified compliance with requirement of corporate governance in relation to clause 49 of the Listing Agreement.

9. FIXED DEPOSITS

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

10. 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., Chartered Accountants.

11. AUDITORS' REPORT

The Auditors' Report to the members together with Audited Accounts for the year ended 30th June 2008 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: 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: Company is hopeful for their recovery during the ensuing year, so no provision has been created.

12. 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	Chairman & Managing Director	29,40,000/-	B.Sc	32 years	01.04.1993	55	Own Business

* Remuneration includes the basic salary and allowances.

13. 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.

14. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

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

15. FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Foreign Exchange Earnings	Rs. Nil
b) Foreign Exchange Outgo	
- CIF value of imports of raw material and other goods	Rs. 10.52 Lacs
- foreign travel	Rs. 5.38 Lacs

16. 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.

17. ACKNOWLEDGEMENT

Your Company has outperformed the industry in 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 the 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: 5th November, 2008

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


MEDIA VIDEO LTD.
Annexure-I
MANAGEMENT DISCUSSION AND ANALYSIS
1. Industry Structure and Developments:

Consumer Electronics is one of the key segment driving growth within electronic industry, in India ELCINA, Electronic Industries Association of India (Formerly Electronic Component Industries Association) established in 1967, India's oldest and largest electronics Association certifies 18% growth in consumer electronics as against 15%, 11%, 8%, 5%, in Electronic components, Communication & broadcasting, strategic components & Industrial electronics respectively.

DVD Players in India are very popular among youngsters and the people who are maniac for electronic appliances. The market size for DVD players in India is expected to cross five million in the next few years. According to Consumer Electronic & TV Manufacturers Association (CETMA) the organized sector is selling 70,000 DVD players per month in India till the consumer electronics and durables industry witnessed a slowdown in sales, which is being attributed to various reasons such as the inflationary trend, expensive money, limited finance options, deficit rainfall and the general slowdown in the economy.

According to industry sources, though the industry across segments has registered around 25 per cent growth, the growth rate is much lower than what was during January-June 2007. The CTV segment registered lower growth rate at 18 per cent during the January-June 2008 period compared with 21 per cent growth registered during the same period last year. DVD players registered 15 per cent against 30 per cent air-conditioners posted 18 per cent against 51 per cent and refrigerators grew by 7 per cent against 15 per cent during January-June 2007.

2. SWOT Analysis
Strengths

- Around two decades old, professionally managed Company.
- 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 Supplier of Products.
- Low margins on products because of severe competition.

Opportunities

- Continued growth in the consumer electronics market.
- Large and fast growing market for the Company's products viz. consumer electronics items.
- Rising disposable income

Threats

- Risk of technical obsolescence
- Competition in general in consumer electronic industry and also from unorganized/gray market.

- Government policy on Indirect Taxation has significant impact on the price and thus demand for the Company's products.

3. Adequacy of Internal Control Systems

The Company has set up internal control procedures commensurate with its size and nature of the business. These business procedures ensure optimum use and protection of the resources and compliance with the policies, procedures and statutes. The internal control systems provide for well defined policies, guidelines, authorization and approval procedures. The prime objective of such audits is to test the adequacy and effectiveness of the internal controls laid down by management and to suggest improvements.

The Audit Committee of the Board, Statutory Auditors and the Management are regularly apprised of internal audit findings. The Audit Committee of the Company consisting of Non-Executive and Independent Directors.

4. Risks & Concerns

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.

5. Material Development in Human Resources

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.

6. Cautionary Statement

The statements in the Directors' and Management Discussion and Analysis Report describing the Company's projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the company's operations are influenced by many external and internal factors beyond the control of the Company.

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

**Place: New Delhi
Date: 5th November, 2008**

**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 seven which besides Chairman & Managing Director, comprise of one Executive Director and four non-executive Directors. The Composition of the Board is in conformity with the Listing Agreement. No Director is a member of more than 10 committees or acts as Chairman of more than 5 committees across all companies in which he is a Director.

i) Composition of the Board of Directors

Name of Director	Designation	Category (Independent/Non-executive/Executive)	Number of Directorships held in other Companies	# Number of Board Committee membership/ chairmanship held in other companies
				Chairman Member
Mr. Prem Adip Rishi	Chairman & Managing Director	Promoter Director	7	- 2
Mr. Rakesh Gupta	Whole-time Director	Executive Director	4	- 3
Mr. Rajesh Galhotra	Director	Non-Executive Director	3	- -
Mr. Suresh Kumar Varma	Director	Non-Executive Independent Director	-	- -
* Mr. Krishna Kumar	Director	Non-Executive Independent Director	3	- -
Mr. Vinod Kumar Malik	Director	Non-Executive Independent Director	-	- -
Mr. Vijay Kumar Sood	Director	Non-Executive Independent Director	2	- -

* 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).

** Mr. Vijay Kumar Sood, Non-Executive Independent Director was appointed as Additional Director on 01.07.2008

ii) Attendance Record of Directors

Name of the Director	No. of Board meetings held	No. of Board meetings attended	Whether attended the 20th AGM held on December 28, 2007
Mr. Prem Adip Rishi	19	19	Yes
Mr. Rakesh Gupta	19	19	Yes
Mr. Rajesh Galhotra	19	19	No
Mr. Suresh Kumar Varma	19	19	Yes
Mr. Krishna Kumar	19	19	Yes
Mr. Vinod Kumar Malik	19	17	Yes

Note: Mr. Vijay Kumar Sood, Non-Executive Independent Director was appointed as Additional Director on 01.07.2008, so, his name is not included in the above table.

iii) No. of Board Meetings held

During the year, 19 Board Meetings were held on various dates as per details given below:

14.07.2007,	21.08.2007,	11.09.2007,	15.09.2007,
26.09.2007,	06.10.2007,	18.10.2007,	31.10.2007,
02.11.2007,	29.11.2007,	10.12.2007,	05.01.2008
30.01.2008,	18.03.2008,	31.03.2008,	30.04.2008,
10.05.2008,	21.06.2008,	30.06.2008.	

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

a) **Mr. Suresh Kumar Varma** aged 64 years is a Chartered Accountant. He has to his credit 38 years of professional experience and he is Ex-Banker of Bank of Baroda. He brings with him wide range of Financial, Accounting and Operational Experience. In addition to that, he has also rendered consultancy and financial advisory services to various organisations and institutions.

b) **Mr. Krishna Kumar** aged 65 years is and a Graduate in Civil Engineering. He has been a merit holder in his academic career. He has vast experience of more than 40 years in various fields of Civil Engineering and had long association with C.P.W.D. He has also rendered consultancy services to various departments and various institutions and has been a renowned faculty.

c) **Mr. Vijay Kumar Sood**, aged 63 years is holding B.E. (Telecommunications) degree from B.I.T.S., Pilani. He was formerly the fellow of the Institute of Electronics and Telecommunication and was also a senior Cambridge from St. Georges College, Mussoorie. He has to his credit over 30 years of vast experience in various companies.

d) **Mr. Rakesh Gupta**, 44 years is a fellow members of the Institute of Chartered Accountants of India. He has over 23 year of vast experience in finance, taxation and commercial matters. He is responsible for all financial, banking, accounting, taxation and day to day commercial operations of the Company.

No. of Shares held by Non-Executive Directors

None of the Non-Executive Directors holds any equity shares of the company as on 30.06.2008.

v) Relationship between Directors inter-se

Mr. Prem Adip Rishi, Chairman & Managing Director of the Company and Mr. Rajesh Galhotra, Director of the Company are related to each other.

3. COMMITTEES OF THE BOARD

Media Video Ltd. has the following Committees of its Directors for the compliance with various Corporate Governance requirements:

- Audit Committee,
- Remuneration Committee,
- Share Transfer cum Demat Committee,
- Shareholders Grievance Redressal Committee.