

TELEPHOTO ENTERTAINMENTS LIMITED

**Annual Report
2009 -10**

TELEPHOTO ENTERTAINMENTS LIMITED

11th Annual Report 2009-10

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COMPANY INFORMATION

Board of Directors

Mr. Prasad V. Potluri
Mr. R. Nagarajan
Mr. N. S. Kumar

Auditors

M/s. PKF Sridhar & Santhanam
Chartered Accountants
98 A, IV Floor, Dr. Radhakrishnan Salai,
Mylapore, Chennai-600 004

Company Secretary & Compliance Officer

Ms. Sneha Dalia

Registered Office

KRM Centre, 9th Floor, Door No. 2,
Harrington Road, Chetpet, Chennai-600031
Telephone: +91-44-30285570
Fax: +91-44-30285571
Email: ir.telephoto@pvpglobal.com

Board Committees

Audit Committee

Mr. R. Nagarajan (Chairman)
Mr. N. S. Kumar

Registrar & Transfer Agent

Cameo Corporate Services Limited
"Subramanyam Building"
1, Club House Road, Chennai-600 002
Phone: 91-44-28460390
Fax: 91-44-28460129
E-mail: cameo@cameoindia.com

Shareholders'/Investors'

Grievance Committee

Mr. R. Nagarajan (Chairman)
Mr. N. S. Kumar

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the members of **Telephoto Entertainments Limited** will be held on Thursday, September 30, 2010 at 11.30 A.M. at "Kamaraj Arangam", No. 492 (Old No.574-A), Anna Salai, Chennai-600 006, to transact the following Business as :

ORDINARY BUSINESS :

1. To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2010, the Profit & Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. R. Nagarajan, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s.CNGSN & Associates, Chartered Accountants, as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

The Following resolution is proposed to be passed, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224(1) and other applicable provisions, if any, of the Companies Act, 1956, M/s.CNGSN & Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS

4. 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 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the necessary approvals, if any, consent of the Company be and is hereby accorded to borrow, from time to time, such sum or sums of money and without prejudice to the generality thereof by way of debentures (whether fully, partly and/or optionally convertible), loans, advances, assignments, credits, acceptance of deposits or otherwise, from any bank(s) or financial institution(s) or Company(ies) or Corporation(s) or firm(s) or other person(s), as it may consider fit for the purpose of the business of the Company which together with the monies already borrowed by the Company (apart from temporary loans

obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate, for the time being, of the paid up share capital and free reserves of the Company (that is to say reserves not set apart for any specific purpose), provided that the aggregate of the monies borrowed and to be so borrowed and outstanding at any one time shall not exceed Rs. 300 Crores (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise the terms and conditions of all such monies borrowed or to be borrowed, from time to time as to interest, repayment, security or otherwise howsoever as they may think fit and to do all such acts and things as may be necessary for giving effect to the above resolution."

5. 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 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the necessary approvals, if any, consent of the Company be and is hereby accorded to mortgage and/or charge all or any of the present and future movable and immovable properties and the whole or substantially the whole of the undertaking of the Company, in such form and manner as the Board of Directors may deem fit, for the purpose of securing the borrowing or financial assistance, prejudice to the generality thereof by way of debentures (whether fully, partly and/or optionally convertible), loans, advances, assignments, credits, acceptance of deposits or otherwise, from any bank(s) or financial institution(s) or Company(ies) or Corporation(s) or firm(s) or other person(s), together with interest, costs, charges, expenses, and all other monies payable by the Company to the concerned lenders, upto a value of and within the overall borrowing limit of Rs. 300 Crores (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise the terms and conditions of all such mortgage/charge as they may think fit and to do all such acts and things as may be necessary for giving effect to the above resolution."

By order of the Board

For **Telephoto Entertainments Limited**

Sneha Dalia

(Company Secretary)

Hyderabad. August 19, 2010

TELEPHOTO ENTERTAINMENTS LIMITED

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting. Members are requested to bring their attendance slips along with their copy of Annual Report to the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 23, 2010 to Wednesday, September 30, 2010 (both days inclusive).
6. Members are requested to quote their Registered Folio Number/Client ID on all correspondence with the Company/RTA and notify the Company's RTA, or the Depository Participants, in case of shares in dematerialized form, immediately of change, if any, in their registered address.
7. Non-Resident Indian Members are requested to inform the Company's RTA immediately of
 - (i) Change in their Residential status on return to India for permanent settlement.
 - (ii) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.
8. The Company has designated an exclusive email id viz. ir.telephoto@pvpglobal.com, which would enable the investors/shareholders to post their grievances and monitor its redressal. Any member having any grievances can post the same to this email ID for the quick redressal.
9. Reappointment of Mr. R. Nagarajan:
At the ensuing AGM, Mr. R. Nagarajan is retiring by rotation and being eligible, offers himself for reappointment. His brief resume and

other relevant details are as follows:

Name	Mr. R. Nagarajan
Date of birth	July 06, 1938
Date of appointment	April 27, 2006
Expertise	Over 48 years of experience in banking and finance
Qualifications	B. Com (Hons.), CAIIB
No. of shares held in the Company	NIL
Relationship with other directors of the Company	None
Directorship in other companies	PVP Ventures Limited Dhandapani Finance Ltd. Excel Audit & Management Support Services Private Limited
Chairman/Member of the Committee of the Board of the companies in which he is a Director	Chairmanships in: PVP Ventures Limited (a) Audit Committee, (b) Remuneration Committee and (c) Shareholders & Investors Grievances' Committee Telephoto Entertainments Limited (a) Audit Committee (b) Shareholders & Investors Grievances' Committee

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

Item No. 5 and 6

The Company is working on some plans to diversify into media financing activities and would need funds for the same. Hence, it is proposed to raise debts of upto Rs. 300 Crores by way of debentures, loans, advances, assignments, deposits etc. from bank/ FI or other concerns and to offer securities for the same.

Since, the proposed borrowings (alongwith the monies already borrowed by the Company) exceeds the aggregate of the paid up share capital and free reserves of the Company and accordingly, in terms of sections 293 (1)(a) and 293(1)(d) of the Act, require approval of the shareholders by way of ordinary resolutions.

None of the directors of the Company is, in any way, concerned or interested in the Resolution.

By order of the Board
For **Telephoto Entertainments Limited**

Sneha Dalia
(Company Secretary)

Hyderabad, August 19, 2010

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Eleventh Annual Report and the audited accounts for the financial year ended March 31, 2010.

Review of Operations

The Company did not carry out any business activities during the year. However, the Company plans to diversify into media financing going forward as it is a very attractive business. The Company is currently looking into various business models for this purpose.

Dividend

In view of the losses, no dividend has been recommended by the Board for the year under review.

Directors

As on the date of this Report, the Board of Directors comprises of Mr. Prasad V. Potluri, Mr. R. Nagarajan and Mr. N.S. Kumar. Mr. Deepak Nagori resigned as a Director w.e.f. July 30, 2010.

As per the Articles of Association, Mr. R. Nagarajan, retires by rotation at the ensuing AGM and being eligible offers himself for reappointment. Brief profile of Mr. R. Nagarajan, as stipulated under Clause 49 of the Listing Agreements, is provided in the notes attached to the Notice calling the AGM.

Public Deposits

The Company has not accepted/renewed any fixed deposits during the year under review.

Subsidiary Company

As on March 31, 2010 and on the date of this report, PVP Screens Private Limited (PVP Screens) is the only Subsidiary of the Company to the extent of 100%.

The name of Telephoto International Pte. Ltd. (another wholly owned subsidiary of the Company) was struck off from the Register of the Accounting & Corporate Regulatory Authority, Singapore w.e.f. January 15, 2010 and hence this company ceased to exist from this date.

In terms of the sub-section (1) of Section 212 of the Companies Act, 1956, the Balance Sheet, Profit and Loss Account and other documents of the PVP Screens are attached with the Balance Sheet of the Company. A statement pursuant to section 212(1)(e) read with 212(3) of the Companies Act, 1956, relating to Company's Interest in Subsidiary Companies for the financial year under review is attached as **Annexure-I** to this report.

Group

Pursuant to the intimation from the Promoters and Promoters Group, the entities comprising of the Group, in terms of Regulation 3 of the SEBI

TELEPHOTO ENTERTAINMENTS LIMITED

(Substantial Acquisition of Shares and Takeovers) Regulations, 1997, are as follows:

M/s. Platex Limited	M/s. PVP Ventures Limited
Mr. Prasad V. Potluri	M/s. PVP Energy Private Limited
Mrs. Jhansi Sureddi	M/s. Whitecity Infrastructure (India) Private Limited
M/s. Maven BPO Services Private Limited	M/s. Godavari Infracon Private Limited
M/s. Waltair Promoters Private Limited	

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is attached as **Annexure-II** to this report.

Corporate Governance

The Directors adhere to the requirements set out by Clause 49 of the Listing Agreement. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The requisite Certificate from M/s. V. Mahesh & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is attached to this Report.

Auditors' report

The Auditors Report together with the Audited Accounts for the financial year ended March 31, 2010 and the Notes on Accounts are self-explanatory and therefore do not call for any further comments.

As regard to the observations of the Auditors in the Auditors' Report on the Standalone and Consolidated Financial Statements, the Board would like to comment as follows:

Standalone financials

- (i) *Board's comments on the para 4 of the Auditors' Report*

The Company plans to diversify into media financing going forward as it is a very attractive business and currently looking into the various business models. The Directors expect that once these plans are implemented, it would generate sufficient cash flow to meet the operating and administration expenses of the Company. Hence, the financial statements of the Company are prepared on a going concern basis.

- (ii) *Board's comments on the para (iii)(a) of the Annexures to the Auditors' Report*

The advance was given to its wholly owned subsidiary company and such advance is interest free unsecured and repayable on demand.

(iii) Board's comments on the para (iii)(b) of the Annexures to the Auditors' Report

This loan was taken from its holding company and has been repaid during the current year.

(iv) Board's comments on the para (vii) of the Annexures to the Auditors' Report

The Company did not have any business activities for the past 4 years and hence internal auditors were not appointed. Once the proposed business plans of the Company takes some shape and business activities starts, the Company will appoint internal auditors.

(v) Board's comments on the para (x) of the Annexures to the Auditors' Report

The Company plans to diversify into media financing going forward and currently looking into the various business models. Hence, the Directors are hopeful that the Company would have positive net worth in near future.

Consolidated financials

(i) Board's comments on the para 4 of the Auditors' Report

The Company plans to diversify into media financing going forward as it is a very attractive business and currently looking into the various business models. Hence, the management is working towards some plans to make the Company as a going concern.

Auditors

M/s. PKF Sridhar & Santhanam, Chartered Accountants, Chennai, the retiring Auditors have expressed their unwillingness to be re-appointed as the Statutory Auditors of the Company at the ensuing Annual General Meeting. Hence, it is proposed to appoint M/s.CNGSN & Associates, Chartered Accountants, as the Statutory Auditors of the Company at the ensuing Annual General Meeting.

The Company has received a letter from M/s.CNGSN & Associates, Chartered Accountants, confirming that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such appointment within the meaning of Section 226 of the said Act. Necessary resolution for their appointment is incorporated in the Notice calling the AGM.

Consolidated Financial Statements

In accordance with the Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 on Accounting for Investments in Associates, the audited Consolidated Financial Statements are provided in

the Annual Report.

Particulars of employees

The Company had no employees during the year. However, w.e.f July 01, 2010, the Company has appointed few employees.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings/ Outgo

Particulars regarding technology absorption, conservation of energy and foreign exchange earnings and outgo required under section 217(1)(e) of the Companies Act, 1956 and Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 are not applicable to the Company.

Responsibility Statement of the Directors

Pursuant to the requirements of Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended March 31, 2010 and of the loss of the Company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care 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;
- (iv) the Directors have prepared the annual accounts on a going concern basis.

Acknowledgement

Your Directors would like to express their appreciation for assistance and co-operation received from the shareholders, holding company, banks and Government authorities during the year under review.

For and on behalf of the Board of Directors
For Telephoto Entertainments Limited

Hyderabad Prasad V. Potluri R. Nagarajan
August 16, 2010 (Director) (Director)

**Statement Pursuant to Section 212 of the Companies Act, 1956, relating to
Company's Interest in Subsidiary Company for the financial year 2009-10**

Name of Subsidiary Company	PVP Screens Private Limited
The Financial Year of the Subsidiary Company ended on	March 31, 2010
Date from which it became Subsidiary Company	March 02, 2006
Number of shares held by the Company along with its nominees in the subsidiary at the end of the financial year of the Subsidiary	30,000 equity shares of Rs. 10 each
Extent of Interest of the Company at the end of the financial year of the Subsidiary Company	100%
The net aggregate amount of the Subsidiary Company's Profit/(Loss) so far as it concerns the members of the Holding Company not dealt with in the Company's accounts:	
(a) for the current financial year	Rs. 4,74,22,705
(b) for the previous financial year	Rs. 4,72,83,298
The net aggregate amount of the Subsidiary Company's Profit/(Loss) so far as it concerns the members of the Holding Company dealt with in the Company's accounts	
(a) for the current financial year	NIL
(b) for the previous financial year	NIL

For and on behalf of the Board of Directors
For **Telephoto Entertainments Limited**

Hyderabad
August 16, 2010

Prasad V. Potluri
(Director)

R. Nagarajan
(Director)

ANNEXURE-II

**MANAGEMENT DISCUSSION AND
ANALYSIS REPORT**

The Company has no business operations over the last three years and cash flows from operations are negative.

Future outlook

The Company plans to diversify into media financing going forward as it is a very attractive business and currently looking into the various business models. Hence, we are hopeful that the Company would be able to continue as going concern.

Risk Factors

The Company's current financial situation and the negative net worth is a concern for the management. However, once the proposed business plans of the Company takes some shape and business activities starts, we are hopeful that the Company would be able to return to positive net worth in near future.

Strengths

The Company's management is hopeful to have access to improved management resources in near future.

The other matters as listed out in Corporate Governance Code like Industry structure and developments, opportunities and threats etc. are not applicable to the Company for the current year as the Company has not carried any business activities during the last three years.

For and on behalf of the Board of Directors
For **Telephoto Entertainments Limited**

Prasad V. Potluri
(Director)

R. Nagarajan
(Director)

Hyderabad
August 16, 2010

REPORT ON CORPORATE GOVERNANCE

The Company has always adhered to the requirements set out by Clause 49 of the Listing Agreement.

Board Composition, its meetings and procedure

The Board of Directors of the Company, as on the date of this Report, comprises of three (3) Non-executive directors. Mr. Prasad V. Potluri is a Promoter Director, Mr. R. Nagarajan and Mr. N.S. Kumar are the Independent directors.

During the financial year, Six (6) board meetings

were held on June 30, 2009, July 31, 2009, August 25, 2009, October 30, 2009, January 31, 2010 and March 29, 2010. The maximum interval between any two Board meetings was of 90 days.

Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and number of other Directorships and Chairmanships/ Memberships of Committees of each Director in various companies are as follows:

Name of the Director	DIN	Attendance		No. of Directorships and Committee Memberships/ Chairmanships including those of Telephoto Entertainments Limited		
		Board Meetings	Last AGM	Other Directorships#	Committee Memberships@	Committee Chairmanships@
Mr. Prasad V. Potluri	00179175	NIL	Yes	2	1	NIL
Mr. R. Nagarajan	00443963	6	Yes	4	5	5
Mr. N. S. Kumar	00552519	6	Yes	3	5	NIL
Mr. Deepak Nagori*	00877734	5	Yes	NIL	NIL	NIL

**Resigned w.e.f. 30.07.2010*

Other directorships excludes directorships in Indian private limited companies, section 25 companies, foreign companies, and alternate directorships. @ Represents Memberships/Chairmanships of Audit Committee & Shareholders/Investors Grievance Committee.

The Board of the Company is regularly presented with all information, in specific, the information stipulated under Clause 49 of the Listing Agreement to ensure adequate disclosure and a transparent decision making. Detailed agenda with explanatory notes and information is circulated among the members of the Board, in advance of each meeting. However, urgent matters are also considered and adopted by passing resolutions through circulation, which are noted at the next meeting of the Board

Committees of the Board**(I) Audit Committee**

As on March 31, 2010, this Committee comprised of Mr. R. Nagarajan (Chairman) and Mr. N.S. Kumar, all independent directors. The Company Secretary of the Company acts as the Secretary of this Committee. The terms of reference of Audit Committee are in accordance with Section 292A of the Companies Act, 1956 and the guidelines set out in Clause 49 of the Listing Agreement.

Meetings and attendance of the Audit Committee during the year

Four (4) meetings of the Audit Committee were held during the year on June 30 2009, July 31 2009, October 30, 2009 and January 31, 2010.

Members	No. of Meetings held	No. of Meetings attended
Mr. R. Nagarajan	4	4
Mr. N.S. Kumar	4	4

(II) Shareholders' /Investors' Grievance Committee

As on March 31, 2010, this Committee comprised of Mr. R. Nagarajan (Chairman) and Mr. N. S. Kumar. It approves the transfer and transmission of securities; issuance of duplicate share certificates, redressal of investors' grievances. It also suggests and monitors measures to improve investor relations.

During the year, there was no meeting of the Shareholders'/Investors' Grievance Committee as there were no complaints/ grievances received from any shareholder of the Company. The Company Secretary acts as Secretary of the Committee. Ms. Sneha Dalia is the Compliance Officer of the Company.

General Body Meetings**A. Annual General Meetings**

Location, date and time of the Annual General Meetings held during the preceding 3 years and the Special Resolutions passed thereat are as follows:

Date of AGM & Time	Venue	Special resolutions passed
September 28, 2007 10:00 AM	Sri Devi Preview Theatre, 14, Vijayaraghava Road, Chennai – 600017	NIL
September 29, 2008 12:00 Noon	Kamaraj Arangam, No.492, (Old No.574-A), Anna Salai, Teynampet, Chennai-600006	Delisting of Equity shares from Madras Stock Exchange Limited
September 30, 2009 12:00 Noon	Kamaraj Arangam, No.492, (Old No.574-A), Anna Salai, Teynampet, Chennai-600006	NIL

During the year, no Extra-Ordinary General Meeting was held and no resolution was passed through Postal Ballot.

Disclosures

- (i) During the year, there were no materially significant related party transactions that may have potential conflict with the interests of the Company. The Company's related party transactions are generally with its subsidiary and associate companies. All related party transactions are intended to further the business interests of the Company.
- (ii) The Company submitted the audited annual financial results for the year ended March 31, 2010 on July 30, 2010 whereas the due date under the Clause 41 of the Listing Agreements was May 30, 2010. The Company has submitted application to the SEBI seeking its consent orders for the above delay. Except as stated above, there was no non-compliance during the last three years by the Company on any matter related to Capital Markets. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.
- (iii) All mandatory requirements as per Clause 49 of the Listing Agreement have been complied with by the Company.
- (iv) The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
- (v) In terms of Clause 49(V) of the Listing Agreement, two directors have made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

Means of Communication

The Company announced the quarterly/half-yearly/annual results within the prescribed period and published the same in Trinity Mirror (in English) and in Makkal Kural (in Tamil).

Annual Report containing inter-alia, Audited Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, Management Discussion & Analysis Report and Corporate Governance Report including information for the Shareholders and other important information is circulated to the members and others entitled thereto.

General Shareholders' Information

Registered Office	KRM Centre, 9th Floor, Door No. 2, Harrington Road, Chetpet, Chennai-600031 Phone: +91-44-30285570, Fax: +91-44-30285571
Investor Helpline	The Company Secretary Telephoto Entertainments Limited KRM Centre, 9th Floor, Door No. 2, Harrington Road, Chetpet, Chennai-600031 Phone: +91-44-30285570, Fax: +91-44-30285571 Email: ir.telephoto@pvpglobal.com
Registrar and Transfer Agent	Cameo Corporate Services Limited "Subramanyam Building" 1, Club House Road, Chennai-600 002 Phone: 91-44-28460390 Fax: 91-44-28460129 e-mail: cameo@cameoindia.com
Date, place and time of Annual General Meeting	September 30, 2010 at 11.30 AM "Kamaraj Arangam", No. 492 (Old No.574-A), Anna Salai, Chennai-600 006
Date of Book Closure	September 23, 2010 to September 30, 2010 (Both days inclusive)