

**27<sup>TH</sup>**  
**ANNUAL REPORT**  
**2008 - 2009**  
**SCENARIO MEDIA LIMITED**

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For SCENARIO MEDIA LIMITED

  
Director/Authorised Signatory.

**SCENARIO MEDIA LIMITED**

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# SCENARIO MEDIA LIMITED

## NOTICE OF ANNUAL GENERAL MEETING


NOTICE is hereby given that the Twenty Seventh Annual General Meeting of SCENARIO MEDIA LIMITED will be held at the Registered office of the Company situated at 97, Maker Tower 'F', Cuffe Parade, Mumbai - 400 005 on Tuesday, September 29, 2009 at 3.30 p.m. to transact the following business:

### **Ordinary Business**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2009, Profit and Loss Account for the year ended on that date and the Reports of the Auditors' and the Directors' thereon.
2. To appoint a Director in place of Mr. Chirag Pittie, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mansingka Narendra Kumar who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Auditors to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to authorize Board to fix their remuneration.

"RESOLVED THAT M/s. Murarilal Agarwal be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Shah & Taparia Chartered Accountants, Mumbai to hold the office from the conclusion of the ensuing Annual General Meeting until conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Chairman in consultation with the Auditors, to audit the accounts for the year ended 31st March, 2010.

For SCENARIO MEDIA LIMITED

  
Director/Authorised Signatory.

Registered Office : 97 Maker Tower 'F', Cuffe Parade, Mumbai - 400 005.  
Tel : (91 22) 4029 0011. Fax : (91 22) 4029 0033.



**Special Business:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 293(1)(d) of the Companies Act, 1956 consent of the shareholders be and is hereby accorded to the Board of Directors to borrow such moneys from time to time at their discretion for the purpose of business notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not so set apart for any specific purpose, provided that the total amount up to which moneys may be borrowed by the Board of Directors shall not exceed the aggregate of Rs. 50 Crores and that the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary or desirable in this regard."

## SCENARIO MEDIA LIMITED

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

"RESOLVED THAT pursuant to section 198, 269, 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force) and as approved and recommended by the Board of Directors, the Shareholders hereby approves the payment of remuneration of Rs. 68,166/- to Mr. Chirag Pittie for a period of Three Years.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary or desirable in this regard."

Place : Mumbai

By order of the Board

Date : 3<sup>rd</sup> September, 2009

Sd/-

Compliance Officer

Registered Office :

97, Maker Tower 'F'

Cuffe Parade

Mumbai - 400 005

For SCENARIO MEDIA LIMITED

  
Director/Authorised Signatory.

**Notes :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and the proxy need not be a member of the Company. Under the Companies Act, 1956, voting is by a show of hands unless a poll is demanded by a member or members present in person, or by proxy, holding at least one-tenth of the total shares entitled to vote on the resolution or by those holding paid-up capital of at least Rs. 50,000. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. An Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the special business to be transacted at the meeting in annexed hereto.
3. Members /Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2009 to September 29, 2009 (both days inclusive) for the purpose of Annual General Meeting.
5. Members holding shares in physical form and desirous of making/changing nomination in respect of their shareholding in the Company, may send their request in the prescribed form 2B to the Registrar & Transfer Agents of the Company.
6. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General meeting.
7. Members desirous of obtaining any information on the Accounts and Operations of the Company are requested to write at least one week before the meeting so that the same could be compiled in advance.

## ***SCENARIO MEDIA LIMITED***

8. Members are requested to notify changes, if any, in their registered addresses along with the pin code to the Company's Registrar and Share Transfer Agent.
9. Members are requested to bring their copy of Annual Report to the Meeting.
10. All documents referred to in the notice and explanatory statement are open for inspection at the registered office of the Company between 10.30 a.m. and 1.00 p.m. on all working days upto the date of the meeting.
11. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updations of savings bank account to their respective Depository Participants.
12. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share transfer Agents, M/s. SHAREX DYNAMIC (INDIA) PVT. LTD. 17/B, Dena Bank Building, 2<sup>nd</sup> Floor, Horniman Circle, Fort, Mumbai
13. As per the provisions of the Companies Act, 1956, facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Transfer agents of the Company.
14. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting

**EXPLANATORY STATEMENT**

As required by Section 173 (2) of the Companies Act, 1956.

**Item No. 5**

In order to fund the future expansion projects, the Company may be resorting to secured borrowings from time to time in the form of Loan/Issue of bonds and/or debentures (whether convertible or not) and other forms of financial assistance from various Banks/Financial/Investment Institutions /firms/bodies corporate/foreign investors (on a private placement basis or through a public offering) which may necessitate creation of security in favour of the Lenders/Trustees to the bond/ debenture holders.

Pursuant to the provision of clause (d) of sub-section (1) of section 293 of the Companies Act, 1956, the Board cannot borrow more than the aggregate amount of the paid up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose) at any one time except with the consent of the shareholders of the Company.

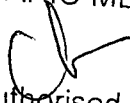
The Board of Directors accordingly recommends the resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Directors are interested to the extent of the shareholding interest represented by them.

**Item No. 6**

Mr. Chirag Pittie - Director of the Company is exclusively engaged with the day to day working of the Company and has been contributing his time and efforts to the affairs of the Company.

For SCENARIO MEDIA LIMITED

  
Director/Authorised Signatory.