

28TH

ANNUAL REPORT

2009 – 2010

SCENARIO MEDIA LIMITED

SCENARIO MEDIA LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eighth 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 Thursday, September 30, 2010 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, 2010 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. Sameer Kapoor, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Balam Mohla 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 Murarilal Agarwal Chartered Accountants, Mumbai, being retiring Auditors of the company, be and is hereby re-appointed as Auditors of the company 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 Chairperson in consultation with Auditors, in addition to reimbursement of service tax and all out of pocket expenses in connection with the audit of the Accounts of the Company, which remuneration may be paid on existing terms to be agreed between the Auditors and the Chairperson.”

Place : Mumbai

By order of the Board

Date : 04/09/2010

Sd/-

Compliance Officer

Registered Office :
97, Maker Tower 'F'
Cuffe Parade
Mumbai – 400 005.

SCENARIO MEDIA LIMITED

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 23, 2010 to September 30, 2010 (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 complied in advance.
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.

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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, 2nd 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

INFORMATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING RE - APPOINTMENT OF DIRECTORS.

Mr. Sameer Kapoor joined the Board as a Director of the Company on June 28th, 2004. Mr. Sameer Kapoor has completed B.A. from Hudders field University London. He is having 2 years work experience in Taj group of Hotel at Managerial level.

Mr. Balam Mohla is a graduate in Arts from University of Mumbai. He has gathered a lot of experience in the field of film production, distribution and marketing. He has actively contributed in the development of the Scenario Media Limited.

Place : Mumbai

Date : 4th September, 2010

By order of the Board

Sd/-

Compliance Officer

Registered Office :
97, Maker Tower 'F'
Cuffe Parade,
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SCENARIO MEDIA LIMITED

DIRECTOR'S REPORT

The Members of

SCENARIO MEDIA LIMITED

The Directors are pleased to present herewith the 28th Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2010.

1. FINANCIAL RESULTS

(Rs. In Lacs)

	2009-10		2008-09	
Profit/(Loss) before interest, depreciation and taxation		30.05		36.55
Less: Interest	0.00			
Depreciation/Amortisation/ Impairment	22.98		22.92	
Provision for Taxation-current/ earlier years	2.17		3.48	
		25.15		26.40
Add : provisions written back		0.0		0.0
Net Profit /(Loss) after Tax		4.90		10.14
Add: Balance in Profit & Loss Account		36.02		25.87
Less: Transferred to Reserve Fund		-		-
<i>Balance Carried Forward</i>		40.92		36.02
Appropriations				
Interim Dividend		-		-
Final Dividend		-		-
Dividend Tax		-		-
Balance carried forward		40.92		36.02
Total		40.92		36.02

SCENARIO MEDIA LIMITED

2. FINANCIAL PERFORMANCE

Your Company completed the Financial Year 2009 – 2010 with a performance of Gross Turnover for the year decrease by 56.11% to Rs. 165.16 lacs. Pre-tax profit decreased by 48.15% to Rs.7.06 lacs, while Post-tax profit decreased by 51.71% to Rs.4.89 lacs. Earnings Per Share for the year stands at Rs.0.64 Cash flows from Operations stood at Rs. 141.19 lacs during the year.

3. DIVIDEND

The Board does not recommend any dividend for the financial year ended 31st March, 2010.

4. INVESTMENTS

The Book value of the quoted investments for the year under review was Rs. 2,901,600 (previous year Rs. 2,975,058).

5. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956:

- a) that in the preparation of the Annual Accounts for the year ended March 31, 2010, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any.
- b) that 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 at the end of the financial year ended March 31, 2010 and of the profit of the Company for that year.

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- c) that 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.
- d) that the Directors have prepared the Annual Accounts for the year ended March 31, 2010, on a going concern basis.

6. DIRECTORS

In accordance with the Articles of Association of the Company and provisions of the Companies Act, 1956 Mr Sameer Kapoor and Mr. Balam Mohla retires by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Your Directors recommend their re-appointment.

7. STATUTORY AUDITORS

You are requested to appoint Auditors for the current year and fix their remuneration. The Auditors of the Company, Murarilal Agarwal, Chartered Accountants, retire at ensuing Annual General Meeting of the Company and have given their consent for re-appointment. The Company has also received a certificate from them under section 224(1B) of the Companies Act, 1956.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

Since there is no manufacturing activity carried on by the Company, the particulars in respect of conservation of Energy as required under Section 217 (i) (e) of the Companies Act, 1956 are not furnished.

During the year Foreign Exchange and Outgoing are Nil.

The Company has not used any technology as such during the year.

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9. PARTICULARS OF EMPLOYEES

There were no employees during the whole or part of the year who were in receipt of remuneration aggregating to Rs. 2,00,000/- p.m. or Rs. 24,00,000/- p.a. Hence no particulars are given.

10. ACKNOWLEDGEMENTS:

Your Directors would like to record their appreciation of the services rendered by the members of the staff at all levels. They also like to express their gratefulness to the Companies Bankers, Shareholders and their Customers for their co- operation and also for the confidence reposed in the Company.

For and on behalf of the Board of Directors

Sd/-

Sd/-

CHIRAG PITTIE

SAMEER KAPOOR

(DIRECTOR)

(DIRECTOR)

Date : 4th September, 2010

Place : Mumbai.

Registered Office

97, Maker Tower 'F',

Cuffe Parade,

Mumbai - 400 005

MURARILAL AGARWAL

CHARTERED ACCOUNTANTS

116, CHANDRIKA A, VIKAS HOUSING COMPLEX NEAR TUKUNJ WATER TANK
NALLASOPARA (E) THANE - 401209.
TELFAX : 250-2432338 EMAIL : murarilal1956@yahoo.com

AUDIT REPORT TO MEMBERS OF M/S. SCENARIO MEDIA LIMITED

- (1) We have audited the attached Balance sheet of M/S. SCENARIO MEDIA LIMITED as at 31st March 2010 and also the Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are responsibility of the company management. Our responsibility is to express an opinion on these financial statements based on our audit.
- (2) We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes
 - (a) examining, on a test basis, evidence to support the financial statement amounts and disclosures in the financial statement
 - (b) assessing the accounting principles used in the preparation of financial statements
 - (c) assessing significant estimates made by the management in the preparation of the financial statements, and,
 - (d) evaluating overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraph 4 and 5 of the said order.
- (4) Further we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law, have been kept by the Company so far, as appears from our examination of the books of the company;
 - (c) The Balance Sheet, the Profit and Loss Account and cash flow statement referred to in this report are in agreement with the books of account of the Company;
 - (d) In our opinion, the accounts comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 Except as listed in clause (f) below.
 - (e) On the basis of written representations received from the directors, and taken on record by the Board of Directors, in our opinion, none of the directors is disqualified from being appointed as director u/s 274(1)(g) of Companies Act, 1956;