

**RADAAN**  
MEDIAWORKS INDIA LIMITED



**10<sup>th</sup> ANNUAL REPORT**  
**2008-2009**

## Corporate Information

### BOARD OF DIRECTORS

**R. RADIKAA**

Chairperson &  
Managing Director

**P.K. RAGHU KUMAR**

Director

**R. SARATHKUMAR**

Director - Production

**R. SANTHANAM**

Director - Finance

**M.K. SINHA**

Director

**S. PRIYADARSHAN**

Director

**P.M. VENKATASUBRAMANIAN**

Director

**M. KAVIRIMANI**

Chief Financial Officer

**P. KRISHNASAMY**

Company Secretary

### REGISTERED OFFICE :

No. 10, Paul Appasamy St.,  
T. Nagar, Chennai - 600 017  
Ph : + 91 44-28345032 / 28345033 /  
28345037 / 28345038 / 28345040  
Fax : + 91 44-28345031  
Website : www.radaan.tv  
email : info@radaan.tv

### STATUTORY AUDITORS :

CNGSN & ASSOCIATES  
Chartered Accountants  
'Agastyar Manor'  
New No. 30, Old No. 13, Raja Street,  
T. Nagar, Chennai - 600 017

### INTERNAL AUDITORS :

A J Deora & Associates  
Chartered Accountants  
SF-6, II<sup>nd</sup> Floor, 'Golden Enclave'  
No. 275/184, Poonamallee High Road,  
Chennai - 600 010

### LEGAL ADVISOR :

P.H. ARVINDH PANDIAN, Advocate  
New No. 115, First Floor,  
Laz Church Road, Mylapore,  
Chennai - 600 004

### BANKERS :

INDIAN OVERSEAS BANK  
Saidapet, Chennai - 600 015

### REGISTRARS & SHARE TRANSFER AGENT :

Cameo Corporate Services Limited  
Subramanian Building Vth Floor  
No. 1, Chub House Road, Chennai 600 002  
Ph : 044-28460390 (5 lines)  
Fax : 044-28460129 Grams : "CAMEO"  
E-Mail : cameosys@satyam.net.in

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## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Tenth Annual General Meeting of the members of Radaan Mediaworks India Limited, will be held at Guindy Lodge, Madras Race Club, Guindy, Chennai on Friday, the 18<sup>th</sup> September 2009 at 10.00 A.M. to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2009, Profit & Loss account for the year ended 31<sup>st</sup> March 2009 together with the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Mrs. R. Radikaa, who retires by rotation and being eligible offers herself for re-appointment.
- To appoint a Director in place of Mr. M.K. Sinha, who retires by rotation and being eligible offers himself for re-appointment.
- To appoint a Director in place of Mr.P.M.Venkatasubramanian, who retires by rotation and being eligible offers himself for re-appointment.
- To re-appoint M/s. CNGSN & Associates, Chartered Accountants as Auditors of the company who shall hold office from the conclusion of this Annual General Meeting of the company till the conclusion of the next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the company.

### SPECIAL BUSINESS:

- To consider and if thought fit to pass with or without modification (s) the following Resolution as Special resolution:  

**"RESOLVED THAT** pursuant to Sec. 198,269,309 and 310, read with Schedule XIII and all other applicable provisions of the Companies Act 1956 (including any amendment to or enactment thereof) and also subject to the approval of Central Government as may be required and subject to such alterations and modifications if any that may be effected by the Central Government in that behalf and which the Board of Directors is hereby authorized to accept, consent of the Company be and is hereby accorded for the re-appointment of Mrs. R.Radikaa - Chairperson & Managing Director for a period of 3 years with effect from the date of approval by the members in the General Meeting and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions in accordance with the laws in force from time to time as may be agreed to by the Board of Directors and Mrs. R. Radikaa."

Date: 29.06.2009

Place: Chennai

Registered office:  
10, Paul Appasamy Street  
T. Nagar  
Chennai-600 017

By order of the Board

**P. Krishnasamy**  
Company Secretary

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarily certified copy of that power of authority should however be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.
2. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special business as set out in the notice is annexed hereto.
3. The Register of Members and the Share Transfer books of the company will remain closed from 12<sup>th</sup> September 2009 to 18<sup>th</sup> September 2009 (both days inclusive).
4. Members holding shares in physical form in their own interest are requested to dematerialize the shares to avail the benefits of electronic holding/trading.
5. For shares held in physical form, any change in address may be immediately intimated to the company/ Share transfer agent by quoting the folio nos. For shares held in demat form change in address may be intimated directly to the members' DP.
6. Members/Proxies are requested to fill the Attendance slip sent with the Annual Report for attending the Meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
8. The company's equity shares are listed in Madras and National Stock Exchanges.
9. In the case of Joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
10. As a measure of economy, copies of the Annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copy of Annual Report to the Meeting.
11. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing such representatives to attend and vote at the Annual General Meeting.
12. In compliance of SEBI directions to all listed companies to maintain all works relating to share registry-both physical and electronic at single point i.e. either in house or by SEBI registered "Registrar & Share Transfer Agent"(RTA) the company's Registrar and Share Transfer Agent for both physical and demat segment are M/s. Cameo Corporate Services Limited, Chennai- 600 002.  
Address of Registrar and Share Transfer Agent  
M/s. Cameo Corporate Services Limited  
Subramanian Building  
No.1, Club House Road, Chennai-600 002  
Ph: 044-28460309 Fax: 044 28460129  
E-mail: cameosys@satyam.net.in
13. Pursuant to the provisions of Section 109A of the Companies Act, shareholders are entitled to make nomination in respect of the shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B duly filled in and signed by them, to the Registrars and Transfer Agents M/s. Cameo Corporate Services Limited, Chennai- 600 002 and to the Depository Participants in case the shares are held in electronic form.
14. All documents referred to it in the accompanying Notice are available for inspection by the members at the Registered Office of the company on all working days between 11.00 a.m. and 1.00 p.m. prior to the date of the Meeting.
15. Appointment /Reappointment of Directors:  
At the ensuing Annual General Meeting, Mrs. R. Radikaa, Mr. M.K. Sinha and Mr. P.M. Venkata-subramanian retire by rotation and being eligible offer themselves for reappointment. The information or details pertaining to these Directors to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges are furnished in the Report on Corporate Governance published in the Annual Report.

**ANNEXURE TO NOTICE:**

**Explanatory Statement Pursuant to Section 173 (2) of the Companies Act, 1956**

The following explanatory statement sets out all the material facts relating to the Special business mentioned in the accompanying notice dated 29<sup>th</sup> June 2009 and shall be taken as forming part of the Notice.

**Item No.6:**

Mrs. R. Radikaa was appointed as Chairperson & Managing Director for a period of 3 years with effect from 28.09.2006 and her tenure of office comes to an end at the ensuing Annual General Meeting.

Mrs.R.Radikaa is an accomplished business personality and a role model in Media & Entertainment Industry having the right blend of managerial talent, rich experience in Acting and creative ability in conceptualizing, strategizing, directing and implementing successfully various Media related efforts contributing to the consistent growth of the company right from inception.

Considering her experience and contribution right from inception of the company, the Board at its meeting held on 29.06.2009 re-appointed Mrs. R. Radikaa as Chairperson & Managing Director for a period of 3 years from the date of approval of the Shareholders at the Annual General Meeting. Payment of Rs.2 Crores per annum to Mrs. R. Radikaa, towards Artiste Fees and Creative Direction, for the years 2009-09 & 2009-10 was already approved by the shareholders, at the Annual General Meeting held on 29.09.2008. Apart from payment towards the professional services rendered by way of Acting & Creative Direction, Mrs. R. Radikaa did not draw any remuneration by way of salary during the year / earlier years.

None of the Directors of the company are anyway concerned or interested in the above resolution except Mrs. R.Radikaa, herself and Mr. R. Sarathkumar, Director, being relative of Mrs.R.Radikaa.

A brief resume of Mrs. R.Radikaa and the information of details pertaining to her to be provided as required under clause B of Schedule XIII and under Clause 49 of the listing agreement is furnished in Report on Corporate Governance forming part of the Annual Report. The Directors recommend the Resolution to be adopted as a Special resolution by the shareholders.

Date: 29.06.2009

Place: Chennai

*Registered office:*

10, Paul Appasamy Street

T. Nagar

Chennai-600 017

By order of the Board

**P. Krishnasamy**  
Company Secretary

**Directors' Report (Contd.)****Directors:**

During the year, Mr. Harsh Dalmia resigned from the Board. Mrs. R. Radikaa, Dr. M.K. Sinha and Mr. P. M. Venkatasubramanian retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

A brief resume of the above Directors, nature of their expertise in specific functional areas and the names of companies in which they hold the Directorships and the membership /Chairmanship of committees of the Board as stipulated under Clause 49 of the Listing agreement with the Stock exchanges are given in the section on Corporate Governance elsewhere in the Annual Report.

**Fixed Deposits:**

The company has not accepted any fixed deposit.

**Compliance of Section 217 of the Companies Act 1956:**

The provisions of Section 217(1) (e) of the companies Act 1956 read together with Companies (Disclosure of particulars in the report of the Board of Directors) rules 1988 regarding conservation of energy and technology absorption are not applicable to the company being in the Media and Entertainment industry. However in Studios, Post production facilities etc., adequate measures are being taken to conserve energy, absorb and adapt to the latest Technology as far as possible.

None of the employees is in receipt of remuneration as specified under Section 217(2A) of the companies Act 1956.

**Details of Foreign Exchange Earnings and Outgo during the year:**

Foreign Exchange Earnings	: US \$ 1, 27, 336 (equivalent to Rs.56, 89, 395/-)
Foreign Exchange Outgo	: United States - \$ 1, 16, 500
	: Australian - \$ 1, 13, 000
	: Malaysian Ringgits - 92, 250
	: Thai Baht - 2, 27, 38, 540
	: Aggregating Equivalent to Rs.4, 03, 13, 422

**Corporate Governance:**

Pursuant to Clause 49 of the Listing agreement with the Stock exchanges, the following have been made a part of the Annual Report and are attached to this report.

- Management discussion and analysis
- Corporate Governance Report
- Certificate from the Auditors regarding compliance of conditions of Corporate Governance.

**Auditors:**

M/s CNGSN & Associates, Chartered Accountants retire at the conclusion of the forthcoming Annual General Meeting and are eligible for reappointment. The company has received a letter from them to the effect that their reappointment, if made, would be within the prescribed limits under Section 224 (1-E) of the Companies Act, 1956 and that they are not disqualified for such reappointment within the meaning of Section 226 of the said Act. The Board recommends the reappointment of M/s CNGSN & Associates as Statutory Auditors.