

BOARD OF DIRECTORS

Mr . Omprakash Wadhwani Mr . Nitesh Wadhwani Mr . Anil Babulal Vedmehta Mrs. Meghna Wadhwani

Mr . Vaibhav Sharma Mr . Subhash Joshi Managing Director Non- Executive Director Non-Executive Director Non-Executive Director

Non-Executive Independent Director Non-Executive Independent Director

BANKERS OF THE COMPANY

Bank of India, Siyaganj, Indore

STATUTORY AUDITORS

M/s. Ramesh Batham & Co Chartered Accountants D-48/001, Sector 5, Shanti Nagar, Mira Road (E) – 401 107

LISTING

AHEMDABAD

Ahemdabad Stock Exchange Limited Kamdhenu Complex, Nr. Panjarapole, Ambawadi, Ahemdabad – 380 015

PUNE

Pune Stock Exchange Limited Shivleela Chambers, 4thFloor, 752 Sadashiv Peth, R.B.Kumathekar Marg, Pune-411030

MADHYA PRADESH

Madhya Pradesh Stock Exchange Limited 201, 'Palika Plaza', Phase-II, M.T.H. Compound, Indore – (MP) 452001

REGISTRAR & SHARE TRANSFER AGENTS:

REGISTERED OFFICE ADDRESS: 306, Maker Chambers V, Nariman Point, Mumbai- 400021

LINK INTIME INDIA PVT. LTD

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai- 400083

NOTICE is hereby given that the **THIRTYFIRST ANNUAL GENERAL MEETING** of the Members of **MEDIA SAVVY (INDIA) LIMITED** will be held on Saturday, 30th September, 2017 at 10.00 a.m. at the registered office of the Company at 306, Maker Chambers V, Nariman Point, Mumbai-400021 (Route map appended separately), to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and Reports of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Anil Babulal Mehta (Din No. 00283486) who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To appoint a Director in place of Mrs. Meghna Wadhwani (Din No. 00333202) who retires by rotation and being eligible, offers herself for re-appointment.
- 4. To ratify the appointment of Auditors and fix their remuneration

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Vjjay K Jain & Associates (ICAI Firm Registration No.6719C) be appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s Ramesh Batham & Co., Chartered Accountants, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM to be held in the year 2022 (subject to ratification of their appointment by the Members at every intervening AGM held after this AGM as may be required under the Act), at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board

Registered Office:

306, Maker Chambers – V, Nariman Point Mumbai, Mumbai City MH 400021 IN Nitesh Wadhwani Director (DIN: 00268219)

CIN: L67120MH1987PLC042819

e-mail: mediasavvyindialimited@gmail.com

Tel.: +91 9826042424

Place: Mumbai Date: 21.08.2017

Notes:

- A. A Member entitled to attend and Vote at the meeting is entitled to appoint a Proxy to attend and Vote instead of himself and a Proxy need not be a Member.
- B. The instrument appointing a proxy, duly completed in all respect, must be deposited with the Company at its Registered Office not less than 48 hours before commencement of the meeting (on or before 28th September, 2017, 10.00 AM IST). A proxy form for the AGM is enclosed).
- C. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
- D. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are LINK INTIME INDIA PVT. LTD having their Registered Office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083.
- E. The Register of Members and Transfer Books of the Company will be closed from 25th September, 2017 to 30th September, 2017 (both days inclusive).
- F. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to **Link In Time India** Private Limited at the above mentioned address. Members holding share in electronic form may contact their respective Depository Participants for availing this facility.
- G. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2016-17 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to

support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form).

H. Members are requested to:

- (a) Intimate to the Company's Registrar and Transfer Agents, **Link In Time India Private Limited**, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
- (b) Intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;
- (c) Quote their folio numbers/Client ID/DP ID in all correspondence; and
- (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- I. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
- J. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.
- K. CS Shiwali Jhanwar, Practicing Company Secretary (Membership No. A40572) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

L. PROCEDURE FOR REMOTE E-VOTING

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM) but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday September 26, 2017 (9:00 am) and ends on Friday, September 29, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-

off date of September 23, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an e-mail from NSDL [for members whose e-mails IDs are registered with the Company/ Depository Participant(s)]:
 - (i) Open e-mail and open the PDF file 'Media Savvye-voting.pdf' attached to the e-mail, using your Client ID/Folio No. as password. The said PDF file contains your User ID and Password/PIN for e-voting. Please note that the Password provided in PDF is an 'Initial Password'. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch an internet browser by typing the following URL: https://www.evoting.nsdl.com/
 - (iii) Click on Shareholder Login.
 - (iv) Put 'User ID' and 'Initial Password' as noted instep (i) above and click on 'Login'.
 - (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
 - (vi) Home page of e-voting opens. Click one-Voting Active Voting Cycles.
 - (vii) Select 'EVEN' (E-voting Event Number) of Media Savvy (India) Limited.
 - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at csshiwalijhanwar@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Notice of AGM [for members whose e-mails IDs are not registered with the Company/ Depository Participant(s)]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
 - EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "<u>Forgot User Details/Password?</u>" or "<u>Physical User Reset Password?</u>" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2017.
 - X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. CS Shiwali Jhanwar, Practicing Company Secretary (Membership No. A40572) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM) but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mediasavvyindialimited.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing..
- XVII. Mr. Anil Babulal Mehta Being longest in the office retires by rotation at the forthcoming Annual General Meeting. Mr. Anil Babulal Mehta being eligible has offered himself for re-appointment.

Brief details of Mr. Anil Babulal Mehta Director seeking re-appointment is given bellow:

Detail	Anil Babulal Mehta						
Din No	00283486						
Date of Birth	13/01/1967						
Date of Appointment	16/11/2005						
Directorship held in other companies	MOBILE TELECOMMUNICATIONS LIMITED, , VEDMEHTA NUTRIENTS FOODS PRIVATE LIMITED, NEO ACTIVE VENTURES INDIA PRIVATE LIMITED, GIRDHAR MERCANTILE PRIVATE LIMITED, SHAISHAV MERCANTILE PRIVATE LIMITED, PAZERO MERCANTILE PRIVATE						
	LIMITED, PAZERO MERCANTILE PRIVATE LIMITED, PAYBLOX SYSTEMS PRIVATE LIMITED,						
Memberships/Chairmanships of Committees across Public Companies	Membership – 3 Chairmanship – 2						
Brief Profile covering experience, achievements etc	Commerce Graduate and completed Chartered Accountancy up to Intermediary Level. He has business experience of about 27 years in finance, telecommunications, software and animation industry						
Qualifications	Commerce Graduate and completed Chartered Accountancy up to Intermediary Level						
Shares held in the Company	701200						

XIX. Meghna Wadhwani Being longest in the office retires by rotation at the forthcoming Annual General Meeting. Meghna Wadhwani being eligible has offered herself for reappointment.

Brief details of Meghna Wadhwani Director seeking re-appointment is given bellow:

Detail	Meghna Wadhwani		
Din No	00333202		
Date of Birth	21/12/1975		
Date of Appointment	26/03/2015		
Directorship held in other	ASHOKA HI-TECH BUILDERS PRIVATE LIMITED		
companies			
Memberships/Chairmanships	Membership – 0		
of Committees across Public	Chairmanship – 0		
Companies			
Brief Profile covering	Rich knowledge in General Business		
experience, achievements etc	Management		
Qualifications	BA		
Shares held in the Company	0		

XX. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue: Nariman Point.

Registered Office:

306, Maker Chambers V,

Nariman Point, Mumbai- 400021 CIN: L67120MH1987PLC042819

e-mail: mediasavvyindialimited@gmail.com

Tel.: +91 **9826042424**

Place: Mumbai Date: 21.08.2017 By Order of the Board

Nitesh Wadhwani

Director

(DIN: 00268219)

Directors' Report

Directors' Report to the Members

Your Directors present their Thirty First AnnualReport together with the Audited Financial Statement of your Company for the year ended 31st March, 2017.

(Amount in Rs.)

	31stMarch,2017	31stMarch,2016
Total Income	-	-
Total expenditure	6,10,970	7,56,186
Operating Profit (PBIDT)	(6,10,970)	(7,56,186)
Depreciation	-	-
Profit before Taxation/Prior period Adjustment	(6,10,970)	(7,56,186)
Current Tax	-	ř
Deferred Tax	-	-
Profit after Taxation	(6,10,970)	(7,56,186)

Dividend

The Board has not recommended any dividend for the current financial year due to loss incurred by the Company.

Reserve

No amount has been transferred to the General Reserve.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

Operations/ State of the Company's Affairs

The Company could not do any business during the year under review.

Share Capital

During the year under the review there is no change in the Issued, Subscribed and Paid up Share Capital for the company.

Employee Stock Options Scheme

During the year, under the review the company has not issued any Shares pursuant to the Employee Stock Options Scheme.

Holding Company / Subsidiary Company

The Company does not have any Subsidiary, Joint Venture or Associate Company.

Management Discussion and Analysis Report

In accordance with regulation 34 of SEBI (Listing Obligations and Disclose Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms part of this Report as **Annexure - 1**.

Material Changes and Commitment If Any Affecting The Financial Position Of The Company Occurred Between The End Of The Financial Year To Which This Financial Statements Relate And The Date Of The Report

The Company has undertaken the process for delisting from Stock Exchanges (Pune, Ahmedabad & Indore). M.s Navigant Corporate Advisors Limited, a SEBI registered Merchant Banker, was appointed to complete the exit Offer for Delisting. The exit offer was opened on July 24, 2017 and Closed on July 28, 2017. The Company has completed all requisite formalities for delisting and has submitted a Certificate to the NSE stating that appropriate procedure has been followed for providing exit to the shareholders of the Company. The Company awaits final certificate/confirmation from NSE.

Corporate Governance

Report on Corporate Governance and certificate from the statutory auditors of the Company regarding the compliance of conditions of corporate governance as stipulated under Schedule V of the SEBI Listing Regulations are not applicable to the Company.

As per the Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which are effective December 1, 2015, provisions with respect to Corporate Governance compliance shall not apply to a listed entity with Paid-up Capital upto Rs. 10,00,00,000 (Indian Rupees Ten Crore) and Net Worth upto Rs. 25,00,00,000 (Indian Rupees Twenty Five Crore), as on the last day of previous financial year.

The Paid-up Share Capital of the Company is Rs. 4.05 Crore only and the Net Worth is Rs. 3.40 Crore only and therefore the requirement of compliance with Corporate Governance is not applicable to the Company.

Therefore, the Company shall not submit either quarterly report on compliance of corporate governance or provide report thereon in the Annual Report or certificate of compliance thereof.

Corporate Social Responsibility (CSR)

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

Directors and Key Managerial Personnel

Directors

The Board Comprises of Mr. Nitesh Wadhwani, Director, Mr. Omprakash Wadhwani, Managing Director, Mr. Anil Babulal Vedmehta, Director, Mrs. Meghna Wadhwani, (Woman) Director, Mr. Vaibhav Sharma, Independent Director and Mr. Subhash Joshi, Independent Director.

Mr. Kishor Wadhwani resigned as Director of the Company with effect from March 30, 2017.

In terms of provisions of Section 152(6) of the Act, Mr. Anil Babulal Mehta and Mrs. Meghna Wadhwani, being longest in the office, shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

Key Managerial Personnel

There are no changes in other Key Managerial Personnel during the year under the review, except as stated above.

Board Evaluation

The Board has conducted annual evaluation of the performance of all its Directors, committees of the Board and that of its non executive Chairman, in terms of the relevant provisions of the Act, rules made there under and SEBI Listing Regulations.

Pursuant to provisions of Section 178(3)& Proviso of Section 178(4) of the Companies Act, 2013 the Policy on appointment of Directors and Senior Management, Policy on Remuneration of Directors and Policy on Remuneration of Key Managerial Personnel and Employees are attached herewith and marked as **Annexure - 2 A and 2B**.

The Directors expressed their satisfaction with the evaluation process and the details of familiarization programmed for Independent Directors have been disclosed on website of the Company.

Declaration of Independent Directors

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing.

Number of Board Meetings

During the year under review, the Board of Directors met 6 (Six) times on May 30, 2016, July 29, 2016, August 8, 2016, November 7, 2016, January 18, 2017 and March 30, 2017. The details of board meetings and attendance of Directors are tabled before.

Numbers of meetings attended by the Board of Directors are given below:

Sr. No.	Name of Directors	Number of meetings held	Number of attended	meetings
1	Omprakash Wadhwani	6	6	
2	Nitesh Wadhwani	6	6	
3	Anil Babulal Vedmehta	6	6	
4	Meghna Wadhwani	6	6	
5	Vaibhav Sharma	6	6	
6	Subhash Joshi	6	6	
7	Kishor Wadhwani	6	6	

Separate Meeting of the Independent Directors

The Independent Directors held a Meeting on March 31, 2017 without the attendance of Non-Independent Directors and Members of Management. All the Independent Directors were present at such meeting and at the Meeting they have:

i. Reviewed the performance of non-independent directors and the Board as a whole; ii. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Present Independent Directors hold a unanimous opinion that the Non-Independent Directors bring to the Board constructive knowledge in their respective field. All the Directors effectively participate and interact in the Meeting. The information flow between the Company's Management and the Board is satisfactory.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors, based on the representations received from the operating management and after due enquiry, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 31st March, 2017 and of the profit of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Internal Financial Controls and Adequacy

The Company has in place adequate internal financial controls with reference to the financial statements. The Audit Committee of the Board periodically reviews the internal control systems with the management, Internal Auditors and Statutory Auditors and the adequacy of internal audit function, significant internal audit findings and follow-ups thereon.

Composition of Audit Committee

The Audit Committee comprises of two independent Directors, namely Mr. Subhash Joshi and Mr. Vaibhav Sharma and one Non-Executive Director Mr. Anil Babulal Mehta, Mr. Subhash Joshi is the Chairman of the Committee. All members of the Audit Committee possess strong knowledge of accounting and financial management. Internal Auditors and Statutory Auditors are regularly invited to attend the Audit Committee Meetings. The Internal Auditor reports to the Chairman of the Audit Committee. The significant audit observations and corrective action taken by the management are presented to the Audit Committee. The Board has accepted all recommendations, if any, of the Audit Committee made from time to time.

Vigil mechanism / Whistle Blower Mechanism

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of employees and Directors. Whistle Blower Policy is a mechanism to address any complaint(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the Chairman of Audit Committee or Chairman of the Company. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee or Chairman of the Company or the Corporate Governance Cell. The the Company is Whistle Blower Policy of available at web www.mediasavvyindialimited.com

Risk Management

The Company has in place the procedure to inform the Board about the risk assessment and minimization procedures. Your Company has appropriate risk management systems in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and

reporting. Audit Committee has been assigned the task of ensuring Risk Management, for monitoring and reviewing of the risk assessment, mitigation and risk management plan from time to time. The Board periodically reviews implementation and monitoring of the risk management plan for the Company including identification therein of elements of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

Auditors

M/s. Ramesh Batham and Co., Chartered Accountants (ICAI Firm Registration Number 123638W), the retiring Auditor have completed the maximum tenure as statutory auditors of the Companies as provided under Companies Act ,2013 and relevant rules thereunder .

The Board of Directors on the recommendations of the Audit Committee has approved and recommended to the Member the appointment of M/s Vjjay K Jain & Associates (ICAI Firm Registration No.6719C) who has given written consent to act as Statutory Auditors of your Company and have also confirmed that the said appoint would be in confirmity with the provisions of sec 139 and 141 of the Comp Act,2013 read with the Comp(Audit and Auditors) Rules ,2014.

Secretarial Auditor

The Board has appointed Ms. Shiwali Jhanwar, Practising Company Secretary to conduct the secretarial audit for the financial year 2016-17. The Secretarial Audit report for the financial year ended March 31, 2017 is annexed herewith and marked as **Annexure 3** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013

There were no loans granted, guarantees given or security provided or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

Contracts and Arrangements with Related Parties

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract /arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, form AOC-2 is not applicable to the Company.

Deposits, Loans and Advances

Your Company has not accepted any deposits from the public or its employees during the year under review.

Particulars of Remuneration of Employees and Other Required Disclosures

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure 4**.

None of the employees draw remuneration exceeding the limits specified in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and therefore the statement as specified in Rule 5 (3) is not given.

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

Particulars required under Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is annexed herewith and forms part of this report as **Annexure – 5**.

Extract of Annual Return

The details forming part of the Extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report as **Annexure 6** and forms part of this Report.

Human Resources

Your Company takes pride in the commitment, competence and dedication shown by its employees in all areas of its business. It considers people as its biggest assets. It has put concerted efforts in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership. Your Company has a structured induction process at all its locations and management development programs to upgrade skills of managers. The Company has a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto covering all the aspects as contained under The Sexual Harassment of Women at Workplace

(Prohibition, Prevention and Redressal) Act, 2013. During the year under review, the Company has not received any complaints.

General

During the year under review, no revision was made in the financial statement of the

Company.

No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital market since the listing of the Company's equity shares. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and

Company's operation in future.

Cautionary statement:

Certain statements in the Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include labour and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic development

within India and other incidental factors.

Acknowledgment

The Directors would like to thank all shareholders, customers, bankers, contractors, suppliers and associates of your Company for the support received from them during the year. The Directors would also like to place on record their appreciation

of the dedicated efforts put in by the employees of the Company.

For and on behalf of the Board,

Nitesh Wadhwani Director

DIN: 00268219

Date: 21.08.2017 Place: Mumbai Om Prakash Wadhwani Managing Director DIN: 00268139

Annexure 1

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

1. Industrial Structure and Developments

In the recent times dynamic growth of Media Market has seen National and international players entering the arena, with risk reward ratio very high these players have the financial muscle to sail through. This kind of complex situation creates a vacuum for companies like us to sustain the operations thus during the review company decided not to plunge our resources into the high volatile market of movie productions etc.

2. Outlook on Opportunities, Threats, Risk and Concerns

Opportunities

The management's working on possibilities in the field of digitization of digital contents.

Threats, Risk and Concerns:

The proposal to venture into the field of digitization of digital content has certain threats, risk and concerns:

- ➤ Availability of suitable projects
- > Trained Technocrats
- Government policies
- ➤ General economic conditions and financial sector conditions.
- Mobilization of resources to implement the project, including, internal resources, Bank

Financing, raising of funds from the shareholders, associating any strategic stakeholder(s), etc. to this end the management has initiated exploring the available options at the lowest cost to meet the financial requirements.

➤ Required technology to implement the project. To this end, the management has already begun short listing the potential partners who could meet the technology requirement for the future projects of the Company.

Therefore, the success of the Project, if implemented, is dependent, inter-alia, on the above factors.

3. Internal Control Systems and their Adequacy

The Company has adequate internal control systems and procedures to ensure that all assets are safeguarded and protected against any loss from unauthorized use and that all transactions are authorized and reported correctly.

The processes and systems followed by the Company at operational level have been integrated with the equipments and people associated therewith. The management is happy to state that the emphasis on the processes and systems is paying rich dividends in terms of quality performance and customer satisfaction.

4. Financial Performance

The Company has incurred a net loss of Rs.6,10,970 in the current year as against a loss of Rs. 7,56,186 in preceding financial year.

5. Development of Human Resources

The Company has been proactive to build the requisite skill-sets in the organization for its new project initiatives. The relevant industry experience of the team coupled with commitment towards adherence to the operating processes adopted by the Company is a unique feature demonstrated by the Company. Employees are encouraged to upgrade their skills and knowledge through various training programs.

Note:

This report contains forward-looking statements based on beliefs of the company's management. The words anticipate, believe, estimate, forecast, expect, intend, plan, should and project are used to identify forward-looking statements. Such statements reflect the company's current views with respect to the future events and are subject to risks and uncertainties. Many factors could cause the actual result to be materially different, including amongst others, changes in the general economic and business conditions, changes in the currency exchange rates and interest rates, introduction of competing products, lack of acceptance of new products or services, and changes in business strategy. Actual results may vary materially from those projected here. The company does not intend to assume any obligation to update these forward-looking statements

Annexure 2 A and 2 B

POLICY FOR REMUNERATION OF THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

Purpose

This Policy sets out the approach to Compensation of Directors, Key Managerial Personnel and other employees in Media Savvy (India) Limited.

Policy Statement

We have a well-defined Compensation policy for Managing Director, Whole Time Director, Manager, Key Managerial Personnel and all employees, of the Company. The overall compensation philosophy which guides us is that in order to achieve global leadership and dominance in domestic markets, we need to attract and retain high performers by compensating them at levels that are broadly comparable with the median of the comparator basket while differentiating people on the basis of performance, potential and criticality for achieving competitive advantage in the business.

In order to effectively implement this, we have built our Compensation structure by a regular annual benchmarking over the years with relevant players across the industry we operate in.

NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS:

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both Fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act 2013 and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution.

Executive Directors:

The remuneration to Managing Director, Whole Time Directors and Executive Director(s) shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of their appointment, the variable compensation will be determined annually by the NRC based on their performance.

Key Managerial Personnel (KMPs)

The terms of remuneration of Chief Financial Officer (CFO) and Company Secretary (CS) & other Key Management personnel, if any, shall be determined by the Nomination and Remuneration Committee from time to time. The remuneration shall be consistent with the competitive position of the salary for similar positions in the industry and their Qualifications, Experience, Roles and Responsibilities. Pursuant to the provisions of section 203 of the Companies Act 2013 the Board shall approve the remuneration at the time of their appointment.

The remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Employees

We follow a differential approach in choosing the comparator basket for benchmarking, depending upon the level in the organization:

a. For all employees from Operational to Executive Band, we benchmark with a set of comparators from the same industry.

b. For Strategic band and above, we have a position-based approach and the comparator basket includes benchmarks from across relevant industries.

We have a CTC (Cost to Company) concept which includes a fixed component (Guaranteed Pay) and a variable component (Performance pay). The percentage of the variable component increases with increasing hierarchy levels, as we believe employees at higher positions have a far greater impact and influence on the overall business result. The CTC is reviewed once every year and the compensation strategy for positioning of individuals takes into consideration the following elements:

- Performance
- Potential
- Criticality
- Longevity in grade

Remuneration for the new employees other than KMPs and Senior Management Personnel will be decided by the HR, in consultation with the concerned business unit head at the time of hiring, depending upon the relevant job experience, last compensation and the skill-set of the selected candidate.

The Company may also grant Stock Options to the Employees and Directors (other than Independent Directors and Promoter) in accordance with the ESOP Scheme, if any, of the Company and subject to the compliance of the applicable statutes and regulations.

Annexure-3

FORM No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2017

[Pursuant to section204(1)oftheCompaniesAct,2013and Rule9oftheCompanies(AppointmentandRemunerationofManagerialPersonnel)Rules,2014]

To,

The Members,

MEDIA SAVVY (INDIA) LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MEDIA SAVVY (INDIA) LIMITED** (hereinafter called **'The Company'**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; The Company has no such transaction during the year under review;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company viz.:-

- (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (ii) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (iv) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) As confirmed by the management, there are no other laws specifically applicable in relation to the business of the Company.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India.

Major heads/groups of other Acts, laws, Rules, Regulations, Guidelines and Standards as applicable to the Company are given below:

- (i) Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
- (ii) Acts as prescribed under Direct Tax and Indirect Tax;
- (iii) The environmental (Protection) Act 1986 and other laws prescribed under Prevention and control of Pollution;
- (iv) Stamps and Registration Acts of respective states;
- (v) Land Revenues Act of the respective states;
- (vi) Labour Welfare Act of the respective states; and
- (vii) Such other Local laws etc. as may be applicable in respect of the office of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Circulars, Notifications, Directions, Guidelines, Standards etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through at the meetings of the Board of Directors of the Company. There were no dissenting views by any member of the Board of Directors during the period under review.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, circulars, notifications, directions and guidelines.

We further report that during the audit period the company has not undertaken any major corporate event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, circulars, notifications, directions, guidelines, standards, etc. referred to above.

For Shivali Jhanwar Company Secretary

CS Shivali Jhanwar

Proprietor

CP No.: 17259

Place: Indore

Date: 21st August, 2017

Note: This report is to be read with my letter of even date which is annexed as **Annexure A** herewith and forms an integral part of this report.

'Annexure A'

To,
The Members,
MEDIA SAVVY (INDIA) LIMITED
306, Maker Chambers V,
Nariman Point, Mumbai- 400021,
Maharashtra

Our report of even date is to be read along with this letter.

- 1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
- 2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
- 5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
- 6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For: Shivali Jhanwar Company Secretary

CS Shivali Jhanwar

Proprietor

CP No.: 17259

Place: Indore

Date: 21st August, 2017

Annexure 4

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Requirement	Disclosure
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year	No remuneration is paid to any director of the Company including Managing Director
2	The percentage increase in remuneration of each director, CFO, CEO, CS in the financial year	No remuneration is paid to the Directors and with respect the remuneration to Key Managerial Personnel there is no change in remuneration.
3	The percentage increase in the median remuneration of employees in the financial year	The median remuneration of the employees in the financial year was same as that of last year. There was no increase in remuneration this year.
4	The number of permanent employees on the rolls of the Company	The Company had 3 employee on the rolls as on March 31, 2017
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average increase in employee remuneration for the FY 2016-17 is Nil.
6	Affirmation that the remuneration is as per	It is hereby affirmed that the

the remuneration policy of the Company	remuneration paid is as per
	the Remuneration Policy of
	the Company.

ANNEXURE -5

The particulars in respect of the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, as required under Sub Section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY and B. TECHNOLOGY ABSORPTION:

The Business of the Company is not energy intensive and therefore the provisions are not applicable. Further, the Company is not carrying on any business and therefore the clause pertaining to Technology Absorption is not applicable to the Company.

C. Foreign Exchange earnings and Outgo

(a) Foreign Exchange earned in terms of actual inflows during the year.

NIL

(b) Foreign Exchange outgo during the year in terms of actual outflows.

NIL

Form No. MGT-9

Annexure-6

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies

(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) **CIN** L67120MH1987PLC042819

ii) Registration Date 06.03.1987

iii) Name of the Company Media Savvy (India) Limited

iv) Category / Sub-Category of the Company Company Limited by Shares (Indian Non-Government Company)

v) Address of the Registered office and

contact details

vi) Whether listed company Yes / No Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any

Link In Time India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West)

306, Maker Chambers V, Nariman Point, Mumbai, Maharashtra - 400021

Mumbai - 400083 Maharashtra, India

Tel. No.: +91 (022-49186270)

Fax No.: 49186060

E-mail: mumbai@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

SI. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Reproduction of recorded media	182	Nil

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held	Applicable Section
N.A.	Nil	N.A.	N.A.	N.A.	N.A.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders				No. of Shares held at the end of the year			% Change during the year		
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	tile year
A. Promoters									
(1) Indian									
a) Individual/HUF	2767100	22500	2789600	68.88	2767100	22500	2789600	68.88	-

									-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	2767100	22500	2789600	68.88	2767100	22500	2789600	68.88	-
(2) Foreign									-
a) NRIs -									-
Individuals	-	-	-	-	-	-	-	-	-
b) Other -									-
Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding	2767100	22500	2789600	68.88	2767100	22500	2789600	68.88	-
of Promoter (A) =									
(A)(1)+(A)(2)									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-
Funds									

i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	196800	-	196800	4.86	196800	1	196800	4.86	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	5600	322000	327600	8.09	5600	322000	327600	8.09	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	109200	626800	736000	18.17	109200	626800	736000	18.17	-
c) Others (specify)									
c-i) clearing Member	-	-	-	-	-	-	-	-	-
c-ii) NRIs	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	311600	948800	1260400	31.12	311600	948800	1260400	31.12	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	311600	948800	1260400	31.12	311600	948800	1260400	31.12	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	-
Grand Total (A+B+C)	3078700	971300	4050000	100	3078700	971300	4050000	100	Nil

(ii) Shareholding of Promoters

SI.	Shareholder's	Shareholding at the beginning	Share holding at the end of the	
No.	Name	of the year	Year	

		No. of Shares	% of Total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the company	%of Shares Pledged / encumbered to total shares	% change In share holding during the year
1.	Anil Babulal Vedmehta	701200	17.31	0	701200	17.31	0	0
2.	Jaishankar Arora	1500	0.04	0	1500	0.04	0	0
3.	Kamal Kishore Arora	100	0.00	0	100	0.00	0	0
4.	Kishore Kumar Wadhwani	683500	16.88	0	683500	16.88	0	0
5.	Madhu Arora	6800	0.17	0	6800	0.17	0	0
6.	Nitesh Wadhwani	767000	18.94	0	767000	18.94	0	0
7.	Om Prakash Wadhwani	615400	15.20	0	615400	15.20	0	0
8.	Payal Arora	100	0.00	0	100	0.00	0	0
9.	Rajendra Arora	7000	0.17	0	7000	0.17	0	0

10.	Saloni Arora	4000	0.10	0	4000	0.10	0	0
11.	Yogendra Arora	3000	0.07	0	3000	0.07	0	0
	Total	2789600	68.88	0	2789600	68.88	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Note: - There is no change in total shareholdings of Promoters between 01-04-2016 to 31-03-2017.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI. No.		Shareholding		Date	Increase/Decre ase in shareholding	Reason	Cumulative S during the Y	Shareholding ear
	For Each of the Top 10 Shareholders	No. of shares at the beginning of the year (1/04/2016)	% of total shares of the Company				No. of shares end of the year (31/03/2017)	% of total shares of the Company
1	Tanacity Technology Pvt.Ltd.	196800	4.86	-	-	-	196800	4.86
2	Prem S. Meiwal	109200	2.70	-	-	-	109200	2.70
3	Vijay Kochar	109200	2.70	-	-	-	109200	2.70
4	Santosh Sahu	88200	2.18	-	-	-	88200	2.18
5	Deepak Pare	50000	1.23	-	-	-	50000	1.23
6	Santosh Parmar	50000	1.23	-	-	-	50000	1.23

7	Jalim Singh	36400	0.90	-	-	-	36400	0.90
8	Manish	36400	0.90	-	-	-	36400	0.90
	Punjabi							
9	Manish	36400	0.90	-	-	-	36400	0.90
	Agrawal							
10	Pawan Nagar	36400	0.90	-	-	-	36400	0.90

(v) Shareholding of Directors and Key Managerial Personnel:

SI. No.	For Each of the Directors and KMP	Shareholding at beginning of the year No. of shares at the beginning of the year(1/04/2016)	% of total shares of the compa	Date	Increase/ Decrease in shareholding	Reaso n	Cumulative Shareholding during the year No. of shares end of the year(31/03/2017)	% of total shares of the company
Α	DIRECTORS		ny					
1	Anil Babulal Vedmehta	701200	17.31	-	-	-	701200	17.31
2	*Kishore Kumar Wadhwani	683500	16.88	-	-	-	683500	16.88
3	Nitesh Wadhwani	767000	18.99	-	-	-	767000	18.99
4	OmPrakash Wadhwani	615400	15.20	-	-	-	615400	15.20

^{*} Resigned w.e.f 30th March 2017

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	11,29,27,122	-	11,29,27,122
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	11,29,27,122	-	11,29,27,122
Change in Indebtedness during the financial year				
 Addition 	-	11,15,000	-	11,15,000
Reduction	-	1040000	-	1040000
Net Change	-	75,000	-	75,000
Indebtedness at the end of the financial year				
i) Principal Amount	-	11,30,02,122	-	11,30,02,122
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SI. no.	Particulars of Remuneration	Nitesh Wadhwani (Managing Director)*	Omprakash Wadhwani (Managing Director)@	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	-		-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-		-
2.	Stock Option	-		-
3.	Sweat Equity	-		-
4.	Commission - as % of profit - Others, specify	-		-
5.	Others, please specify	-		-
	Total (A)	-		-
	Ceiling as per the Act	5% of the net profit of the Compar Companies, 2013 read with Sched		

^{*}Resigned as Managing Director and redesignated as Director w.e.f. 08.08.2016 @Appointed w.e.f. 08.08.2016

B. Remuneration to other directors:

SI. No.	Particulars of Remuneration	Name of the Directors	Total Amount
BI	Independent Directors		
1	- Fees for attending	Mr. Vaibhav Sharma	Nil
	board/committee meetings		
	- Commission		
	- Others, please specify		
2	- Fees for attending	Mr. Subhash Joshi	Nil
	board/committee meetings		
	- Commission		
	- Others, please specify		
	Total B1		
B2	Other Non-Executive		
	Directors		
1	- Fees for attending	Mr. Kishore	Nil
	board/committee meetings	Wadhwani*	
	- Commission		
	- Others, please specify		
2	- Fees for attending	Mr. Nitesh	Nil
	board/committee meetings	Wadhwani	
	- Commission		
	- Others, please specify		
3	- Fees for attending	Mr. Anil Babulal	Nil
	board/committee meetings	Vedmehta	
	- Commission		
	- Others, please specify		
4	- Fees for attending	Mrs. Meghna	Nil
	board/committee meetings	Wadhwani	
	- Commission		
	- Others, please specify		

Total B2	Nil	NA
Total B3 (B1 + B2)	Nil	NA
Total Managerial	Nil	NA
Remuneration		
Overall ceiling as per the Act	1% of the net profit of	the Company

Resigned w.e.f 30th March 2017

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: There was no CEO in the Company

SI.	Particulars of	Name of Key N	lanagerial Person	nel
no.	Remuneration			
		Kapil Garg	Avatar Singh	Total
		(Company	Hira Jethra	
		Secretary)	(CFO)	
1.	Gross salary			
	(a) Salary as per	-	-	-
	provisions contained			
	in section 17(1) of the			
	Income-tax Act,1961			
	(b) Value of perquisites	-	-	-
	u/s 17(2) Income-tax			
	Act, 1961			
	(c) Profits in lieu of salary	-	-	-
	under section 17(3)			
	Income-tax Act, 1961			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- others, specify			
5.	Others, please specify	-	-	-

|--|

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES*:

Туре	Section of the Companies	Brief Description	Details of Penalty / Punishment/Compounding	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
	Act		fees imposed		
A. COMPANY	•				
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA
B. DIRECTORS					
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA
C. OTHER OFFIC	CERS IN DEFAULT				
Penalty	Nil	NA	NA	NA	NA
Punishment	Nil	NA	NA	NA	NA
Compounding	Nil	NA	NA	NA	NA

AUDITORS' REPORT

To,
The Members of
M/s. Media Savvy India Limited

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF Media Savvy India Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **Media Savvy India Limited** ("the company") which comprise the Balance Sheet as at 31st March 2017, the statement of Profit & Loss Account, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements:

The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified Under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statement.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

- 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the order, to the extend applicable.
- 2. As required by section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31st March 2017, taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section164(2) of the Act.
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in " Annexure B" and
- g) With respect to the other matters to be included in the Auditors' Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) the Company does not have any pending litigations which would impact its financial position;
 - ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
 - iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in the specified bank notes during the period from 8th November to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

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	For Ramesh Batham And Co.	
	Firm Reg. No:- 123638W	
	Chartered Accountants	
	Ramesh Batham	
PLACE: Mumbai	(Proprietor)	
DATE: 22.05.2017	Member No 114178	

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our independent Auditor's Report to the Members of Media Savvy India Limited, on the standalone financial statement for the year ended 31st March, 2017.

- i.(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, the company has a regular programme of physical verification of its fixed assets. In our opinion this periodicity of the physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- ii. The Company does not hold any physical inventories hence this clause of the order is not applicable.
- iii. As per the information and explanations given to us, the company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence clause no. iii(a), iii(b) and iii(c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there are no loans to directors including entities in which they are interested in respect of which the provisions of section 185 of the Companies Act, 2013 are applicable and hence not commented upon. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of investments made.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits, in terms of directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

- vi. According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013.
- vii. (a) According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service -tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues where ever applicable with the appropriate authorities. There are no undisputed statutory dues which are in arrears, as at 31st March, 2016 for a period of more than six months from the date they became payable
 - (b) According to the information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute.
- viii. The company has not taken any loan from financial institution, bank, Government or there are no due to debenture holders hence the clause viii of the order is not applicable to the company.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. During the year no managerial rumination has been paid or provided by the Company hence provision of the requisite approvals mandated by section 197 read with schedule V to the Companies Act 2013, is not applicable.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review therefore clause (xiv) of the order is not applicable.

- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of the Order is not applicable.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

	For Ramesh Batham And Co.	
	Firm Reg. No:- 123638W	
	Chartered Accountants	
	Ramesh Batham	
PLACE: Mumbai	(Proprietor)	
DATE :22.05.2017	Member No 114178	

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Media Savvy India Limited ("the Company")** as of 31 March 2017 in conjunction with our audit of financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Control over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

	For Ramesh Batham And Co.	
	Firm Reg. No:- 123638W	
	Chartered Accountants	
	Ramesh Batham	
PLACE: Mumbai	(Proprietor)	
DATE :22.05.2017	Member No 114178	

Media Savvy India Limited Balance Sheet as at 31 March 2017

	<u>-</u>	31 March 201	
		Rupees	Rupees
	Notes		
Equity and Liabilities			
Shareholders' Funds			
(a) Share Capital	0.04	4050000	
Share Capital	2.01	4050000	
(b) Reserves and Surplus	2.02	(6,490,375) (5,879,405
Non-Current Liabilities			
(a) Long-Term Borrowings	2.03	112,927,122	111,812,122
(b) Deferred Tax Liabilities (Net)		· · ·	· · · · · · · · · · · · · · · · · · ·
Current liabilities			
(a) Short-Term Borrowings	2.04	75,000	1,115,000
(b) Trade Payables	2.05	•	
(c) Other Current Liabilities		-	
(d) Short-Term Provisions		-	<u>-</u>
Total		147,156,656	147,775,626
Assets			
Non-Current Assets			
Fixed Assets			
(a) Tangible Asset	2.06	143,435,125	142,794,837
(b) Non-current investments	2.07		
(c) Long-term loans and advances	2.08		
Current Assets			
(a) Cash and Cash Equivalents	2.09		
(b) Short-Term Loans and Advances	2.08	16,800	19,200
Total		147,156,656	
Summary of significant accounting policies	1	(0)) C
As per our report on even date			
For RAMESH BATHAM AND CO.			
Chartered Accountants			
Firm Registration 123638W			
Ramesh Batham			
		Om Prakash	
Proprietor		wadhwani	Nitesh wadhwani
Membership No 114178		Managing Director	Director
Place:Mumbai			
		Augtor Cinah lathra	Vanil Cara
Date:22.05.2017		Avatar Singh Jethra	Kapil Garg
		CFO	Company Secretary

Media Savvy India Limited

Cash Flow Statement for the year ended March 31, 2017

		Year ended March 31,	Year ended March 31,
		2017	2016
A.	CASH FLOW FROM OPERATING ACTIVITY		
	Net profit before tax	(610,970)	(756,186)
	Adjustment for:		
	Depreciation and amortisation	_	_
	Operating profit before working capital changes	(610,970)	(756,186)
	Adjustment for (increase) / decrease in working capital:		
	Loan and Advances	2,327,400	72,000
	Trade Paybles	(83,000)	30,409
	Other liabilities and Provisions	-	-
		2,244,400	102,409
	Cash generated from operations	1,633,430	(653,777)
	Direct taxes paid		
	NET CASH FROM OPERATING ACTIVITIES	1,633,430	(653,777)
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of fixed assets	(640,288)	(460,000)
	Sales of Investment /(Purchase of Investment)		
	NET CASH USED IN INVESTING ACTIVITIES	(640,288)	(460,000)
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds/ (repayments) of secured loans		
	(Repayments)/ proceeds of unsecured loans	75,000	1,115,000
	NET CASH USED IN FINANCING ACTIVITIES	75,000	1,115,000
	NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS	1,068,142	1,223
	CASH AND CASH EQUIVALENTS AT THE BEGINING OF THE YEAR	27,296	26,073
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	1,095,438	27,296
	NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS	1,068,142	1,223

Notes:

This is the Cash Flow Statement referred to in our report of even date.

For RAMESH BATHAM AND CO.

Chartered Accountants

Ramesh Batham
Propritor
OmPrakash Wadhwani
Managing Director
Director

Place: Mumbai

Date: 22.05.2017 Avatar Singh Hira Jethra Kapil Garg

CFO Company Secretary

¹ The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash Flow Statement", issued by The Institute of Chartered Accountants of India.

² Previous year's figures have been regrouped / reclassified wherever necessary.

Media Savvy India Limited Statement of Profit and Loss for the year ended 31 March 2017

Continuing Operations I. Income Revenue from Operations Other Income Total Revenue II. Expenses Production and Other Direct Expenses Purchases of Traded Goods (Increase)/Decrease in Inventories of Finished Goods		Rupees	Rupees
I. Income Revenue from Operations Other Income Total Revenue II. Expenses Production and Other Direct Expenses Purchases of Traded Goods		- - -	- - -
Revenue from Operations Other Income Total Revenue II. Expenses Production and Other Direct Expenses Purchases of Traded Goods		- - - -	- - -
Other Income Total Revenue II. Expenses Production and Other Direct Expenses Purchases of Traded Goods		- - -	-
II. Expenses Production and Other Direct Expenses Purchases of Traded Goods		- - -	- - -
II. Expenses Production and Other Direct Expenses Purchases of Traded Goods		- - -	-
Production and Other Direct Expenses Purchases of Traded Goods		- -	-
Purchases of Traded Goods		-	-
		-	
(Ingrance) (Degrapes in Inventories of Finished Coads			-
(increase)/ Decrease in inventories of Finished Goods		-	-
Employee Benefits Expense	3.02	358,000	310,500
Other Expenses	3.03	252,970	445,686
Total		610,970	756,186
Earnings before Interest, Tax, Depreciation and		•	•
Amortization (EBITDA) (I) - (II)		(610,970)	(756,186)
Depreciation and Amortization Expense		-	-
Finance Costs		_	-
Profit/(Loss) Before Exceptional Items		(610,970)	(756,186)
Exceptional Item		(=:=,::=,	(120,120)
Profit/(Loss) before Tax		(610,970)	(756,186)
Tax Expense		<u> </u>	<u> </u>
Current Tax			
Deferred Tax			
Total Tax Expense		-	-
Profit/ (Loss) for the year before Minority Interest and			
Share in Loss of Associates		(610,970)	(756,186)
Minority Shareholders Interest- Loss/(Profit)		-	-
Share in Loss of Associates		_	-
Profit/ (Loss) for the year from Continuing Operations (A)		(610,970)	(756,186)
Profit/(loss) for the year (A+B)		(610,970)	(756,186)
Trong (1033) for the year (112)		(010,770)	(750,100)
Earnings per equity share [nominal value of share Rs.10/-(31			
March 2013 : Rs.10/-)		-0.0151	-0.0187
Basic			
Computed on the basis of profit from continuing operations			
Computed on the basis of total profit for the year			
Diluted		-0.0151	-0.0187
Summary of significant accounting policies 1			

For RAMESH BATHAM AND CO. Chartered Accountants Firm Registration No 123638W

Ramesh Batham	OmPrakash Wadhwani Managing	Nitesh Wadhwani
Proprietor Membership No 114178	Director	Director
Place:Mumbai	Avatar Singh Hira Jethra	Kapil Garg
Date:22.05.2017	CFO	Company Secretary

Media Savvy India Limited

(CIN: L67120MH1987PLC042819)

Financial year ended 31st March 2017.

Schedule -1

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS.

SIGNIFICANT ACCOUNTING POL1CIES:-

1. Basis of Preparation of Financial Statements

The financial statements are prepared on the historical cost convention basis in accordance with the generally accepted accounting principles and the Accounting Standards referred to in the Companies Act, 2013 and the applicable Accounting Standards issued by The Institute of Chartered Accountant of India.

2. Fixed Assets

Tangible Fixed assets are carried at cost less accumulated depreciation/amortisation and accumulated impairment losses, if any. Cost comprises of purchase price and other directly attributable costs of bringing the asset to its working condition for its intended use and includes interest on moneys borrowed for construction/acquisition of fixed assets up to the period the assets are ready for use. Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Losses arising from the retirement of and gains or losses arising from the disposal of fixed assets which are carried at cost are recognized in the Statement of profit and loss.

3. Depreciation

Depreciation, if any, is provided on a pro-rata basis on straight line method and useful life of the assets, in the manner prescribed in the schedule II of the Companies Act 2013.

4. Investments

Investment that are readily realisable and intended to be held for not more than one year from the date on which such investments were made were classified as current investments. All other investments are classified as long-term investments. Long-term investments are carried at cost less provision for diminution other than temporary, in the value of such investments, such diminution being determined and made for each investment individually. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

5. Inventories

Items of inventories, if any, are valued at cost or net realizable value which ever is lower. Cost of Inventories comprise of all cost of purchase, cost of conversion &

other cost incurred in bringing them to their present location and Condition.

The Valuation of inventories has been made on FIFO Method and there is no change in valuation from the previous year.

6 Provision for Gratuity Liability is not made since none of the employees have Completed 5 years of service.

7. Taxation

Provision for Income tax is made on the basis of relevant provisions of the Income Tax Act, 1961, as applicable for the financial year.

Deferred income taxes are recognized for the future tax consequences attributable to timing differences between the financial statement determination of income and their recognition for tax purposes.

8. Revenue recognition

The company recognizes revenue on the raising the bill to the clients. Revenue is recorded at net invoice value.

9. Foreign Currency Transaction

Expenses and income are recorded at the exchange rate prevailing on the date of the transaction. Assets and liabilities at the Balance Sheet date are restated at the exchange rate prevailing on the Balance Sheet date. Exchange difference arising on settlement of the transaction and on account of restatement of assets and liabilities are dealt with in the Profit and Loss Account.

10 Miscellaneous Expenditure

Miscellaneous Expenses, if any, have been written-off in a span of five years.

11 Accounting for CENVAT Credit:

CENVAT benefit is accounted for reducing the purchase cost of material/fixed assets and Services, where CENVAT credit is available.

12 Earnings Per Share(EPS):

The earnings considered in ascertaining the Company's EPS are computed as per Accounting Standard 20 on "Earning Per Share", issue by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares during the period. The diluted EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

13 Cash flow statements:

The cash flow statement is prepared in accordance with "Indirect Method" as explained in the Accounting Standard (AS) 3 on "Cash Flow Statements".

14 Cash and cash equivalents:

Cash and bank balances and current investments that have insignificant risk of change in value, which have durations up to three months, are included in the Company's cash and cash equivalents in the Cash Flow Statement.

31 March 2017

31 March 2016

2.01 Share capital

		Rupees	Rupees
a.	Authorized shares capital i. 4,500,000 (31 March 2015 : 4,500,000) equity shares of Rs. 10/- each	45,000,000	45,000,000
b.	Issued, subscribed and paid-up capital		
	i. 4,050,000 (31 March 2015 : 4,050,000) equity shares of Rs. 10/- each	40,500,000	40,500,000
	Total issued, subscribed and fully paid-up shares capital	40,500,000	40,500,000
	DISCLOSURES		

Reconciliation of the shares outstanding

i. Equity shares

	31 March 2017	31 March 2016
	Numbers	Numbers
i. At the beginning of the period	40,500,000	40,500,000
ii. Issued during the period-Bonus issue	-	-
iii. Issued during the period-ESOP	-	-
iv. Redeemed during the period	-	-
v. Forfeited During the period	-	-
Outstanding at the end of the period	40,500,000	40,500,000

b . Description of the rights, preferences and restrictions attached to each class of shares

Equity Shares

ii

- The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share held.
- In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in proportion to the number of equity shares held by the share holders.
- iii During the year March 31, 2017, the amount of dividend per share recognised as distributions to equity shareholders is Rs. "Nil" (March 31, 2016: Rs. "NIL")

$\ensuremath{\text{c}}$. Details of shares held within the Group

N.A.

d . Details of shareholders holding more than 5% shares in the company

Name of Shareholder 31 March 2017)17	31 March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Anil Babulal Vedmehta	701,200	17.31	701,200	17.31
Kishore Kumar Wadhwani	683,500	16.88	683,500	16.88
Nitesh Wadhwani	767,000	18.94	767,000	18.94
Om Prakash Wadhwani	615400	15.2	615400	15.2

2.02 Reserve and surplus	31 March 2017	31 March 2016
	Rupees	Rupees
A. Gereral reserve		
Balance as per the last financial statements	372,000	372,000
Add: amount transferred from surplus balance in the statement of profit and loss		
Closing Balance	- 372,000	372,000
B. Surplus/(deficit) in the statement of profit and loss		
Balance as per the last financial statements	(6,251,405)	(5,495,219)
Profit for the year	(610,970)	(756,186)
Less: Proposed Dividends	· -	-
Less: Tax on proposed equity dividend	-	-
Total appropriation	-	-
Net surplus in the statement of profit and loss	(6,862,375)	(6,251,405)
Total	(6,490,375)	(5,879,405)
2.03 Long-term borrowings		
	31 March 2017	31 March 2016
	Rupees	Rupees
Long-term borrowings -Unsecured*		
Loans and advances from related parties		
From Key management persons and their Relatives	112,630,000	111,515,000
From Others	297,122	297,122
	112,927,122	111,812,122
Total	112,927,122	111,812,122

^{*} Interest free loan repayable on demand

2.04 Short-term borrowings	31 March 2017	31 March 2016
-	Rupees	Rupees
Unsecured		
(a) Loans repayable on demand		
-from banks		
-from others		
Loans and advances from related parties *		
i.Due from Companies under same management	-	-
ii. From Key management persons and their Relatives	75,000	1,115,000
	75,000	1,115,000
Total	75,000	1,115,000
* Interest free loan repayable on demand		
2.05 Trade payable and Other current liabilities		
	31 March 2017	31 March 2016
	Rupees	Rupees
i. Trade payables (Due within 1 year)		
Sundry creditors		
(a) Due to Micro and Small Enterprises*		
	-	-
(b) Due to Others	144,909	227,909
	144,909	227,909
Total	144,909	227,909

^{*} As per Information and explanation given by the management no vendor is reported to be fall under MSME

Media Savvy India Limited

Notes to financial statements for the year ended 31 March 2013

TANGIBLE FIXED ASSETS

(Rupees)

	RATE	GROSS BLOCK				DEPRECIATION				NET BLOCK	
Assets	OF DEPR.	As at 31.3.2012	Additions during Year	Deduction During the year	As at 31.3.2013	As at 31.3.2012	For the Year	Deductions	As at 31.3.2013	As at 31.3.2013	As at 31.3.2012
Land	-	140,924,882	495,000	-	141,419,882	,	-	-	-	141,419,882	140,924,882
Total		140,924,882	495,000	-	141,419,882	-		-	-	141,419,882	140,924,882
Previous Year		140,490,300	434,582	-	140,490,300	-	-	-	-	140,924,882	

Media Savvy India Limited

Notes to financial statements for the year ended 31 March 2014

TANGIBLE FIXED ASSETS

(Rupees

	RATE GROSS BLO			OCK		DEPRECIATION				NET BLOCK	
Assets	OF	As at	Additions	Deduction	As at	As at	For the	Deductions	As at	As at	As at
	DEPR.	31.3.2013	during Year	During the year	31.3.2014	31.3.2013	Year		31.3.2014	31.3.2014	31.3.2013
Land	-	141,419,882	454,955	-	141,874,837		-	-	-	141,874,837	141,419,882
Total		141,419,882	142,789,792	-	284,209,674	-	-	-	#VALUE!	#VALUE!	141,419,882
Previous Year		141,419,882	434,582	-	141,419,882	-	-	-	-	141,419,882	
Capital Work in Progress			523327		523327					523327	

4. FIXED ASSETS

Notes to financial statements for the year ended 31 March 2015

(Rupees

TANGIBLE FIXED ASSETS

	RATE	GROSS BLOCK				DEPRECIATION				NET BLOCK	
Assets	OF DEPR.	As at 31.3.2014	Additions during Year	Deduction During the year	As at 31.3.2015	As at 31.3.2014	For the Year	Deductions	As at 31.3.2015	As at 31.3.2015	As at 31.3.2014
Land	-	141,874,837	460,000	•	142,334,837	,	-	-	-	142,334,837	141,874,837
Total		141,874,837	460,000	-	142,334,837	-	-	-	-	142,334,837	141,874,837
Previous Year		141,419,882	142,789,792	-	141,419,882		-	-	-	141,874,837	

2.07 **Investments**

	As at	As at
Particulars Particulars	31/03/2017	31/03/2016
	Rupees	Rupees
Quoted		
Mobile Telecommunoications Limited	94699	94699
Vishal Mella Limited	3994	3994
Total	98,693.00	98,693.00

2.09 Cash and bank balances				
		31 March 2017	31 March 2016	
		Rupess	Rupess	
Cash and cash equivalents	_			
Balances with banks:				
On current accounts		1087746	23907	
Cash on hand		7692	3389	
		1,095,438	27,296	
2.08 Loans and advances		Long Term		Short
	31 March 2017	31 March 2016		31 March 2017
	Rupess	Rupess		Rupess
A. Security Deposits				
Unsecured, considered good	25,600	25,600		-
	25,600	25,600		-
A. Advances recoverable in cash or kind				
Unsecured, considered good	2,485,000	4,810,000		16,800
	2,485,000	4,810,000		16,800
	2,510,600	4,835,600		16,800

3.01 Other income 31 March 2017 31 March 2016 Rupess Rupess Interest income on Excess provision written back 358000 310500 3.02 Salaries, wages and bonus 358,000 310,500 3.03 Other expenses 31 March 2017 31 March 2016 Rupess Rupess Statutory Audit Fee (Please refer Note No 4.01) 15,000 15,000 10,000 Internal Audit Fee 10,000 Secretarial Audit Fees (Please refer Note No 4.02) 10,000 10,000 Bank Charges Expenses 701 127 CDSL & NSDL Charges 30,706 36,406 Stock Exchange Fee **RTA** Charges 49,921 58,618 Legal & Professional Fees 41,140 **Electricity Expenses** 99,685 960 Publicity & Advertisement Expenses 25,460 **Printing & Stationery Expenses** 2,647 15,902 Trevelling And Convyance Expenses Rent Expense 100,200 **ROC Filing Fees** 2,400 133,600 Other expenses 6,450 17,730 Publication expenses 6,003 252,970 445,686 #4.01 Payment to Statutory Auditor 31 March 2017 31 March 2016 Rupess Rupess As Auditor: Audit fee 15,000 15,000 Tax Audit fee 15,000 15,000 4.02 Payment to Secretarial Auditor 31 March 2017 31 March 2016 Rupess Rupess As Auditor: Audit fee 10,000 10,000

10,000

10,000

Other Services

4.03 Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS conputations:

	31 March 2017 Rupees	31 March 2016 Rupees
Total operations for the year Profit/(loss) after tax Less: Dividends on convertible preference share & tax thereon	(610,970)	(756,186)
Net profit/(loss) for calculation of basic EPS	(610,970)	(756,186)
Net profit as above Add: dividend on convertible preference share & tax thereon Add: interest on bonds convertible into equity shares (net of tax)	(610,970) -	(756,186) -
Net profit/(loss) for diluted EPS	(610,970)	(756,186)
Continuing operations Profit/(loss) after tax Less: Dividends on convertible preference share & tax thereon Net profit for calculation of basic EPS	(610,970) - (610,970)	(756,186) - (756,186)
Net profit as above Add: dividend on convertible preference share & tax thereon Add: interest on bonds convertible into equity shares (net of tax) Net profit/(loss) for calculation of diluted EPS	(610,970) - - (610,970)	(756,186) - - (756,186)
Weighted average number of equity shares in calculating basic EPS Effect of dilution: Stock options granted under ESOP	40,500,000 - -	40,500,000 - -
Weighted average number of equity shares in calculating diluted EPS	40,500,000	40,500,000

4.04 Related party disclosures

Names of related parties and related party relationship

A. Related parties with whom transactions have taken place during the year

I Key management personnel

Relative of key management personnel

A. Shri Kishore Wadhwani

- Director

B. Shri Omprakash Wadhwani

- Director

C. Shri Nitesh Wadhwani

- Director

II Enterprises owned or significantly influenced by key management

B. Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

- Loans Taken and repayment thereof						(In Rupees)
		Amount owned by related parties at				Amount owned by related parties at year
	Year ended	Begnning	Loans taken	Repayment	Interest accrues	end
key managerial personnel						
A. Shri Kishore Wadhwani	31 March 2017 31 March 2016	10,500,000 10,500,000	100,000		-	10,600,000 10,500,000
B. Shri Omprakash Wadhwani	31 March 2017 31 March 2016	89,275,000 88,225,000	675,000 1,050,000	500,000		89,450,000 89,275,000
C. Shri Nitesh Wadhwani	31 March 2017 31 March 2016	12,855,000 12,790,000	201,790 65,000	401,790		12,655,000 12,855,000

4.05 NOTES TO ACCOUNTS: -

1) Auditors Remuneration: -

	31/03/2017	<u>31/03/2016</u>
Statutory Audit Fees.	Rs. 15000	Rs. 15000
Total	Rs. 15000	Rs. 15000

- 2) The various balances (Debit and Credit) appearing in the Balance sheet are unconfirmed and are stated as certified by the Management and as recorded in the Books.
- 3) Sundry Debtors, Creditors, Loans & Advances are stated in the ordinary course of business. In case of irrecoverable, un-reconciled, inter party transfer, debit note, credit note of sundry debtors, creditors, loans & advances, are stated as per management's judgments/decision, final settlement of accounts with the parties are subject to confirmation.
- 4) As per information and explanation given by the Management, Advances given to various parties are trade advances hence no interest has been provided during the year. We are further informed that during the year no loans and advances have been given to any director's, or the concerns under the same management.
- 5) The value of expenditure & earnings in foreign currency Nil. (Previous Year Nil)
- 6) Expenditure in respect of which third party evidences were not produced for our verification, are verified from vouchers prepared and certified by the management and as recorded in the books.
- 7) During the year Revenue of the Company is Nil hence there is no to give segment wise reporting.
- 8) The Company has not paid Managerial Remuneration to any of its Directors
- 9) Previous year figures are rearranged and regrouped wherever necessary.

As per Report of Even Date Attached

For & On Behalf of the Board of Directors

For RAMESH BATHAM AND CO

Firm Reg. No:- 123638W Chartered Accountants

(MEDIA SAVVY INDIA LIMITED)

OmPrakash

Nitesh

Wadhwani

Wadhwani

Ramesh Batham Managing Director

Director

Proprietor

DIN:00268022

DIN:00268219

Membership No. 114178

Place: Mumbai Date: 22.05.2017 Place: Mumbai

Date: 22.05.2017

MEDIA SAVVY INDIA LIMITED

Regd. Office: 306, Maker Chambers V, Nariman Point Mumbai, Maharashtra-400021

CIN: L67120MH1987PLC042819, Contact No.: 9826042424;

Email: mediasavvyindialimited@gmail.com

		ATTI	ENDANCE SLIP				
D.P. Id*				Regd. Fo No. No.	lio of		
Client Id*				Share(s) held			
NAME AND	D ADDRESS OF THE	SHAREHOLDER:					
30th of Sep Name of th Signature of	otember, 2017 at 10.00 ne member/Representate of the member/Representation	sence at the THIRTY-FIRST 0 A.M. at 306, Maker Cham ative/Proxy:	bers V, Nariman F	Point, Mumb			rday, the
*Applicable	for investors holding	shares in electronic form.					
	•	and hand it over at the entra an attend the meeting.	ance of the meetir	ng hall.			

MEDIA SAVVY INDIA LIMITED

Regd. Office: 306, Maker Chambers V, Nariman Point Mumbai, Maharashtra-400021 CIN: L67120MH1987PLC042819, Contact No.: 9826042424; Email: mediasavvyindialimited@gmail.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

FORM MGT-11

CIN:	L67120MH1987PLC042819
Name of the Company:	Media Savvy (India) Limited
Registered office:	306, Maker Chambers V, Nariman Point, Mumbai, Maharashtra- 400021
Name of the Member(s):	
Registered Address:	
E-mail id:	
Folio No./Client Id:	
DP ID	

1	Name		
	Address		
	E-mail id	Signature	
	Or falling him/her		
2	Name		
	Address		
	E-mail id	Signature	
	Or falling him/her		
3	Name		
	Address		
	E-mail id	Signature	
	Or falling him/her		

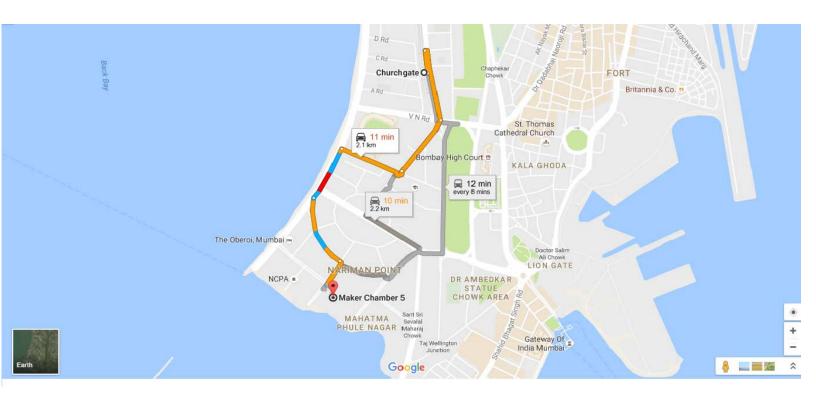
as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the THIRTYFIRST ANNUAL GENERAL MEETING of the Company being to be held at Maker Chambers V, Nariman Point, Mumbai, Maharashtra - 400021 on Saturday, the 30th September, 2017 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. Resolutions	Vote (optional see Note 2) (Please mention no. of shares)		
	For	Against	Abstain
Y BUSINESS	I		
To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017.			
To appoint a Director in place of Mr. Anil Babulal Mehta who retires by rotation and being eligible, offers himself for re-appointment.			
To appoint a Director in place of Mrs. Meghna Wadhwani who retires by rotation and being eligible, offers himself for re-appointment			
To ratify the appointment of M/s. Ramesh Batham & Co., Chartered Accountants (ICAI Firm Registration Number 123638W) and fix their remuneration.			
	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017. To appoint a Director in place of Mr. Anil Babulal Mehta who retires by rotation and being eligible, offers himself for re-appointment. To appoint a Director in place of Mrs. Meghna Wadhwani who retires by rotation and being eligible, offers himself for re-appointment To ratify the appointment of M/s. Ramesh Batham & Co., Chartered Accountants (ICAI Firm Registration Number 123638W) and fix their	For BUSINESS To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017. To appoint a Director in place of Mr. Anil Babulal Mehta who retires by rotation and being eligible, offers himself for re-appointment. To appoint a Director in place of Mrs. Meghna Wadhwani who retires by rotation and being eligible, offers himself for re-appointment To ratify the appointment of M/s. Ramesh Batham & Co., Chartered Accountants (ICAI Firm Registration Number 123638W) and fix their	(Please mention no. For Against BUSINESS To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017. To appoint a Director in place of Mr. Anil Babulal Mehta who retires by rotation and being eligible, offers himself for re-appointment. To appoint a Director in place of Mrs. Meghna Wadhwani who retires by rotation and being eligible, offers himself for re-appointment To ratify the appointment of M/s. Ramesh Batham & Co., Chartered Accountants (ICAI Firm Registration Number 123638W) and fix their

Signed thisday of2017.	
Signature of the Member:	Affix Revenue Stamp of not less
	Stamp of
C' (D 111 ()	not less
Signature of Proxy holder(s):	than Re 1

Notes:

- This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered
 office of the Company, not less than 48 hours before the commencement of the Meeting;
- 2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



• 306, Maker Chambers V, Nariman Point Mumbai – 400021, Maharashtra