



**29th
Annual Report
2011 - 2012**

**WARNER
MULTIMEDIA
LIMITED**

Warner Multimedia Limited

BOARD OF DIRECTORS

Jagdish Prasad Purohit	Chairman & Managing Director
Kailash Prasad Purohit	Executive Director
Dhruva Narayan Jha	Independent Director
Saroj Devi Kothari	Independent Director

REGISTERED OFFICE

75C, Park Street
Kolkata-700 016

BANKERS

ABN Amro Bank
Federal Bank
Kotak Mahindra Bank

AUDITORS

B. S. Kedia & Co.
Chartered Accountants
8/1, Lal Bazar Street, 1st Floor,
Room No. 8,
Kolkata - 700 001

REGISTRAR & SHARE TRANSFER AGENT

Purva Share Registry (India) Pvt. Ltd.

No. 9, Shiv Shakti Ind. Estate
Gr. Floor, J. R. Boricha Marg
Lower Parel, Mumbai-400 011

ANNUAL GENERAL MEETING

Date : 27th September 2012
Time : 11.30 A.M.
Venue : P-27, Princep Street, 3rd Floor
Kolkata-700 072

29th Annual Report 2011 - 2012

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Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of WARNER MULTIMEDIA LIMITED will be held on Thursday, the 27th September 2012 at 11.30 A.M. at P-27, Princep Street, 3rd Floor, Kolkata-700 072 to transact the following businesses as :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2012.
2. To appoint Director in place of Mr. Jagdish Prasad Purohit, who retires by rotation, being eligible offers himself for re-appointment.
3. To appoint Auditors to hold the office from the conclusion of this Annual General Meeting and to fix their remuneration.

Kolkata, June 30, 2012

By order of the Board
For **Warner Multimedia Limited**

Registered Office :

75C, Park Street, Basement
Kolkata-700 016.

Jagdish Prasad Purohit
Chairman & Managing Director

Notes :

1. A member entitled to attend and Vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. The Register of Member and the Share Transfer Books of the Company will remain closed from 20th September 2012 to 27th September 2012 (both days inclusive).
4. A detail of Director seeking re-appointment in this Annual General Meeting is attached separately to the notice.
5. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id warner.multimedia@gmail.com for quick and prompt redressal of their grievances.
6. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
7. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the Depository Participant to the Annual General Meeting.
8. Members, desirous of getting any information about the accounts of the Company are

requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.

9. Members are requested to intimate change in their address immediately to M/s Purva Sharegistry (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011
10. Members holding shares in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
11. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
12. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
13. Members are requested to bring copies of Annual Report to the Annual General Meeting.
14. The Members/Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
15. Members are requested to quote Folio Number/Client ID in their correspondence.
16. The Equity shares of the Company are listed on Kolkata, Mumbai, Delhi, Ahmedabad & Jaipur Stock Exchanges and Listing Fees for the financial year 2011-2012 have been paid to Kolkata & Bombay Stock Exchanges.
17. Green initiatives in Corporate Governance to receive documents through email by registering your email address :

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in the Corporate Governance" by providing an opportunity to the shareholders to register their email address with Company and changes therein from time to time.

The Company will send notices/documents such as Annual Reports and notices by email to the shareholders registering their email address. To support this laudable move of the Government, the members who have not registered their email address, so far, are requested to do so at the earliest, in respect of demat holding through the respective Depository Participant (DP) and in respect of physical holding through the Registrar and Share Transfer Agent (RTA) M/s. Purva Sharegistry (India) Pvt. Ltd.

While every notice/document will be sent through email address registered with the Company, in case you desire to receive any notice/document in physical form, please

intimate by email and the same shall be sent to your address registered with the Company/DP.

We solicit your patronage and support in joining hands with the Company to implement the e-governance initiative.

Details of Director seeking re-appointment in the 29th Annual General Meeting on 27th September 2012 (in term of Clause 49 of the Listing Agreement)

Jagdish Prasad Purohit

Fathers' Name	Balchand Purohit
Date of Birth	24th February 1958
Date of Appointment	23rd May 1983
Expertise in specific functional areas	Expertise in Accounts, Taxation, Capital & Money Market and also having good knowledge of Secretarial matters.
Years of Experience	40 Years
Qualifications	B. Com. LLB
List of outside Directorship held	<ul style="list-style-type: none"> • JMD Telefilms Industries Ltd. • Unisys Softwares & Holding Industries Ltd. • Scan Infrastructure Ltd.
Member of Committee on the Board	<ul style="list-style-type: none"> • Audit Committee - Member • Investor Grievance Committee - Member
Member/Chairman of Committee in other Companies	<p>Unisys Softwares & Holding Industries Limited - Member of Audit Committee and Investor Grievance Committee and Chairman of Share Transfer Committee</p> <p>Scan Infrastructure Ld. - Member of Audit Committee</p>
No. of Shares held in own name or in the name of Relatives	33,560 Shares in Own Name and 61,06,810 Shares in the name of Relatives or in Entities where he/his relatives are holding position as Directors

Kolkata, June 30, 2012

By order of the Board
For **Warner Multimedia Limited**

Registered Office :
75C, Park Street, Basement
Kolkata-700 016.

Jagdish Prasad Purohit
Chairman & Managing Director

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the Twenty Ninth Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2012.

(` in Lacs)

Financial Results	Year Ended 31.03.2012	Year Ended 31.03.2011
Income	15.34	4.01
Profit/(Loss) before Tax & Extraordinary Items	(1.33)	(854.69)
Less : Provision for Taxation	0.00	0.00
Profit/(Loss) after Tax	(1.33)	(854.69)
Add : Balance brought forward from Previous Year	(822.39)	32.30
Balance carried forward to Next Year	(823.72)	(822.39)

BUSINESS OPERATIONS

Virtually there were no business activities during the year under review. During previous the Company disposed off its Plant & Machinery of Wind Project and other Assets were being seized by REC due to non-payment of Loan taken from REC. Even the investments in un-quoted Shares were being disposed off and by this the Company has lost almost of its entire working Capital. Whatever income during the year was on account of commission on few dealings and interest income on lending fund, the Company received by way of sale of un-quoted shares. This income was also set-off as against Expenses for the year and thus the Net revenue for the year remains in negative.

FUTURE PLANS

The Company is in talk with REC for settlement of its dues and only after finalizing the same, the Company will be able to comment on the future plan. As on date the Company has no revival plan whatsoever due to fear of seizing the same by REC.

DIVIDEND

Due to loss in the current financial year as well as due to lack of working capital, your Directors do not recommend any Dividend during the year under review.

SUBSIDIARY COMPANY

The Company does not have any material non-listed Indian subsidiary whose turnover or net worth (i.e. paid-up capital and free reserves exceeding 20% of the consolidated turnover or networth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

MANAGEMENT DISCUSSION & ANALYSIS

As required by Clause 49 of Listing Agreement, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

MANAGEMENT

There is no Change in Management of the Company during the year under review.

DIRECTORS

In accordance with the provisions of Act and Articles of Association of your Company, Mr. Jagdish Prasad Purohit, Director of your Company, retires by rotation and are due for election at the ensuing Annual General Meeting. Mr. Jagdish Prasad Purohit, being eligible, offers himself for re-appointment.

The Board recommends the appointment of Mr. Jagdish Prasad Purohit pursuant to the applicable provisions of the Act. The resolutions seeking your approval on this item along with the requisite disclosures/explanatory statement are included in the Notice for convening the Annual General Meeting.

Further, none of the Directors of the Company are disqualified under section 274(1)(g) of the Companies Act 1956.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

1. In the preparation of the annuals accounts, for the year ended 31st March 2012, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted 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 and of the profit of the Company for that period.
3. 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.
4. The Directors had prepared the annual accounts on a going concern basis.

STATUTORY INFORMATION

As the Company is having no business activity during the year under review, requirement of disclosures of Particulars of conservation of energy and technology absorption prescribed by the rule is not applicable to us.

INFORMATION TECHNOLOGY

Your Company believes that in addition to progressive thought, it is imperative to invest in research and development to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has entered into alliances/tie-ups with an IT solution Company to harness and tap the latest and the best of technology in the world and deploy/absorb technology wherever feasible, relevant and appropriate.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS

The Auditors M/s B. S. Kedia & Co., Chartered Accountants, Kolkata holds the office until the conclusion of ensuing Annual General Meeting. Your Company has received certificate from the Auditors U/S 224(1B) of the Companies Act, 1956 to the effect that their reappointment if made, will be within the limit prescribed. The shareholders are requested to appoint Auditors and fix their remuneration.

COMMENTS ON AUDITOR'S REPORT :

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

There were no employees in Company during the year under review.

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1975 is reported to be NIL.

PARTICULARS UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956

The Company is having no business other than the business of Investing in Securities Market as well as to lend money to Corporate and HNIs during the year under review and hence the information regarding conservation of energy, Technology Absorption, Adoption and innovation, the information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, is reported to be NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the public within the meaning of section 58A of the Companies Act 1956 and the rules there under.

REPORT ON CORPORATE GOVERNANCE

The Company conforms to the norms of Corporate Governance as envisaged in the Companies Act, 1956 and the Listing Agreement with the Bombay Stock Exchange Limited. Pursuant to Clause 49 of the Listing Agreement, a Report on the Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this report.

APPRECIATION

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company's valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Kolkata, June 30, 2012

By order of the Board
For Warner Multimedia Limited

Registered Office :

75C, Park Street, Basement
Kolkata-700 016.

Jagdish Prasad Purohit
Chairman & Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

The growth in global economy during 2011-2012 was affected due to impact of high oil prices and certain other commodity prices, the spillover from the Japanese natural disasters and monetary tightening in the Emerging Market Economies (EMEs) to contain inflationary pressures. The global market was also disturbed by perceptions of inadequate solutions to the Euro zone sovereign debt problem, exposure of banks to Euro zone and renewed fears of recession. However, during the last quarter of 2011, the immediate financial market pressures in the Euro zone have been alleviated to some extent, by the European Central Bank (ECB) injecting liquidity of more than one trillion Euros through the two long term refinancing operations. Growth in the Euro zone, however, was negative in quarter IV. The Emerging and Developing Economies (EDEs) are showing signs of slowdown in growth. As a result, the global growth for 2012 and 2013 is expected to be lower than anticipated earlier.

Indian Economy has witnessed a disturbing turn of events. During the year under review, the Indian Economy recorded a growth of 6.9 percent as compared to 8.4 percent in previous year. Both foreign and domestic investors became jittery in the last few months owing to persistent inflation, fiscal deficits, and lack of meaningful reforms in the Indian economy and continued global uncertainty that lead to lower capital inflows. This has also resulted in sharp depreciation of rupee against US dollar from a level of INR 43.94 per USD on 27th July, 2011 to an all-time low of INR 54.23 per USD on 15th December, 2011.

Rupee depreciation has also resulted in an increase in fuel prices as well as commodity prices. High volatility in Forex Market prompted RBI to take several measures for augmenting foreign exchange reserves and for curbing the speculation in foreign exchange.

Reserve Bank of India made adjustments 13 times in policy rates since March 2010 to control inflation and this lead to an increase in lending rate for commercial borrowings and thus resulting in lower growth in the Indian Economy.

However in March 2012, Reserve Bank of India reduced the CRR from 5.5 percent to 4.75 percent to take care of structural liquidity deficit. Further on 17th April, 2012 Reserve Bank of India cut the repo rate by 50 bps to 8 percent with immediate effect, reverse repo rate, with a spread of 100 bps below repo rate adjusted to 7 percent. This decision to cut the rate was due to growth decelerating significantly to 6.1 percent in the 3rd quarter of the last year and also due to WPI inflation moderating to below 7 percent by March 2012.

REVIEW OF OPERATIONS

Virtually there was no business activity during the year under review. The Company was having lack of requisite finance to carry any business during the year and further the Company did not manage to borrow fund from Money Market due to the fear of seizing the same by REC to recover their debt. Only source of Income was by way of interest income as well as commission received on few dealings between parties.

During the year, the Company registered a gross income of ` 15.34 Lac as compared to ` 4.01 Lac in previous financial year. PBIT/PAT Margin during the year remains negative to ` 1.34 Lac in comparison to last years' figure of Loss of ` 854.69 Lac.

BUSINESS SEGMENT

Virtually there were no business activities during the year under review and thus there is no reportable Segment as required under AS17 issued by the Institute of Chartered Accountants of India.

OPPORTUNITIES

We believe that competitive strength include Leadership in providing innovative solutions that enable our clients to deliver improved business results in addition to optimizing the efficiency of their business, proven global delivery model, commitment to quality and process execution, strong and long standing client relationship, status as an employer of choice, ability to scale and innovation and leadership.

Money markets exist to facilitate efficient transfer of short-term funds between holders and borrowers of cash assets. For the lender/investor, it provides a good return on their funds. For the borrower, it enables rapid and relatively inexpensive acquisition of cash to cover short-term liabilities. One of the primary functions of money market is to provide focal point for RBI's intervention for influencing liquidity and general levels of interest rates in the economy. RBI being the main constituent in the money market aims at ensuring that liquidity and short term interest rates are consistent with the monetary policy objectives.

THREATS & CONCERNS

India may actually end up seeing off an opportunity as a threat. This would largely be driven by the country's weak ability to carry out plans in time due to its political and bureaucratic quality, which is increasingly being accepted as corrupt and inefficient.

Why we say that it would pass off the opportunity as a threat is because this may happen despite India having a top class think tank alive to possible solutions and various scenarios that may emerge.

The current recession does not appear as a purely economic one, and nor will the fallouts be restricted to economics alone. While factors that lead me to conclude this are many, one can quickly look at the maddening fluctuation in oil prices and try convincing them that this is truly economic demand and supply at work. I stand unconvinced.

This recession is a test of political leadership across the world and of the belief in a global economic order.

Unfortunately, performance on both these counts by India's politicians has been far from impressive. One can see it in the state of infrastructure, the delay in taking crucial action and the immediate raising of protective barriers when a global meltdown commenced.

However this can be handled by way of undertaking large private participation projects, Investment and regulate education with a twofold objective - Improve the quality of India's huge population presently in working age group and second undertake effective and radical reforms to ensure all children visit at least part time school, by way of Tax reforms that bring some order in central vs. state taxation. Cracking down on corruption, which is India's single most important threat. Empowering the Vigilance Commission and set up an executive body not answerable from the political framework (like the army / judiciary) with special

windows with judiciary for time bound trials. Focus on ground level corruption initially to ensure public's respect for the law is reinforced first. It would also be more agreeable to the politicians, so there may be a chance that it happens.

RISK MANAGEMENT

We follow Enterprise Risk Management (ERM) tool designed to clarify the risk levels and encourage behavior throughout the Group. The process considers opportunities and threats to short and medium term objectives as defined. ERM ensures the coordination and development of risk management activities throughout all decision making levels and communicates all significant risks to the top level of management. The tool is designed to provide the risk score measures for each of the potential risk as well as its financial, reputational and operational impact by way of quarterly report. The report provides for categorization of risk into threat or opportunity and provides brief statement on its cause, impact, treatment, control measures, level of confidence in the controls, acceptability of identified risks, potential improvements, risk improvement plans critical success factors and target dates to control the risk. The risk assessment is done annually with quarterly updates. The process has been designed to deliver timely results.

The Company has aligned its policy on risk assessment in line with global approach and risk assessment reports are reviewed on regular intervals. The Company has adopted a focused approach towards risk management in the form of a corporate insurance program which has the goal of optimizing the financing of insurable risks by using a combination of risk retention and risk transfer. The program covers all potential risks relating to business operations of the Company at its various locations.

The Company's business critical software is operated on a server with regular maintenance and back-up of data and is connected to centralized computer center with two physically separated server parks operated by the Company. The system's parallel architecture overcomes failures and breakdowns. Reliable and permanently updated tools guard against virus attacks. The global communication network is managed centrally and is equipped to deal with failures and breakdowns. Updated tools are regularly loaded to ensure a virus free environment.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilisation of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

The Company has retained the services of independent firms of professionals to function as internal auditors and provide reports on various activities covering observations on adequacy of internal controls and their recommendations. Findings of internal audit reports and effectiveness of internal control measures are reviewed by top management and audit committee of the Board. During the year, internal audit team of Company performed audits of major operational areas of the Company and carried out elaborate checks and verification

and shared their findings with top management for remediation of minor gaps wherever required.

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2011-12, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

The Company believes that learning is an ongoing process. Towards this end, the Company has built a training infrastructure which seeks to upgrade skill levels across grades and functions through a combination of in-house and external programme.

The total number of employees on the rolls of the Company as on 31st March 2012 was 3 as against 3 as at 31st March 2011.

CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The Company constantly strives to meet and exceed expectations in terms of the quality of its business and services. The Company commits itself to ethical and sustainable operation and development of all business activities according to responsible care and its own code of conduct. Corporate Social Responsibility is an integral part of the Company's philosophy and participates in activities in the area of education and health.

CAUTIONARY STATEMENT

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. New products and process launched during the year were subjected to scrutiny from the Compliance Standpoint and proposals of financial services were screened from risk control prospective.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years except re-instatement fees paid to BSE for revocation of suspension from trading in the Equity Shares of the Company.

Kolkata, June 30, 2012

By order of the Board
For **Warner Multimedia Limited**

Registered Office :
75C, Park Street, Basement
Kolkata-700 016.

Jagdish Prasad Purohit
Chairman & Managing Director

ANNEXURE TO THE DIRECTOR'S REPORT

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, Compliance with the requirements of Corporate Governance is set out below :-

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the set of systems and practices to ensure that the affairs of the Company are being managed in a way that ensures accountability, transparency and fairness in all its transactions and meet its stakeholders' aspirations and societal expectations.

Warner Multimedia Limited is committed to international compliance standards, to ensure checks and balances between the board and management as well as a sustainable approach to value creation. In defining the management structure, organisation and processes of the Company, the corporate governance principles aim to provide stakeholders value and transparency to promote sustainable long-term success. This is demonstrated in shareholders returns, high credit ratings, governance processes and customer focused work environment. The Company believes that adherence to business ethics and commitment to corporate governance will help the Company to achieve its goal of maximizing value for all its stakeholders and endeavors to not only match international standards but also strives to set a benchmark for corporate governance initiatives.

BOARD OF DIRECTORS

Composition of Directors

The Board has three members with an executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

All the Directors are liable to retire by rotation as per Article 128 of the Article of Association and eligible for re-election.

None of the non-executive directors has any material pecuniary relationships or transactions with the company, its promoters, directors and associates which in their judgment would affect their independence. None of the directors are inter-se related to each other.

The Board of Directors met 5 times on 12th May, 30th June, 12th August, and 11th November in year 2011 and on 14th February in the year 2012 during the financial year 2011-2012.

The composition and category of the Board of Directors as at March 31, 2012, the number of other Directorships/Committee memberships held by them and also the attendance of the Directors at the Board meetings of the Company are as under:

Name	Designation	Board Meetings Attended	Whether Attended AGM	Committee Membership	Committee Chairmanship	No. of Directorship in other Public Ltd. Co.
Jagdish Prasad Purohit*	Chairman & Managing Director	4	Yes	5	1	4
Kailash Prasad Purohit	Whole time Director	4	Yes	5	1	2
Dhruva Narayan Jha	Independent Director	4	Yes	3	2	3
Saroj Devi Kothari	Independent Director	4	Yes	1	2	Nil

* Chairman of the Board

AUDIT COMMITTEE

The Audit Committee consists of two Independent Directors & the Managing Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise.

The primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of Warner Multimedia Ltd., (the "Company") in fulfilling its oversight responsibilities with respect to (a) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, any stock exchange and others, (b) the Company's compliances with legal and regulatory requirements, (c) the Company's independent auditors' qualification and independence, (d) the audit of the Company's Financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

TERMS OF REFERENCE

The terms of reference of the Audit Committee are as under :

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board, the appointment, reappointment and, if required the replacement or removal of the statutory auditor and fixation of audit fees.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to -
 - (i) Matters required being included in the Directors' Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of section 217 of the Companies Act 1956.
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same.

- (iii) Major accounting entries involving estimates based on the exercise of judgment by management.
 - (iv) Significant adjustments made in the financial statements arising out of audit findings.
 - (v) Compliance with listing and other legal requirements relating to financial statements.
 - (vi) Disclosure of any related party transactions.
 - (vii) Qualifications in the draft audit report.
- e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
 - f) Reviewing with the management performance of statutory and internal auditors, adequacy of internal control systems.
 - g) Reviewing with the adequacy of internal audit function, reporting structure, coverage and frequency of internal audit.
 - h) Discussion with internal auditors any significant findings and follow-up thereon.
 - i) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board.
 - j) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any areas of concern.
 - k) To look into the reasons for substantial defaults in the payment to shareholders (in case of non-payment of declared dividend) and creditors.

Authority and Responsibilities

The Audit Committee reviews the Company's financial reporting process, disclosure of accounting treatment, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter, Compliance with listing and other legal requirements relating to financial statements, disclosure norms, internal control systems, risk management policies, accounting policies and practices, ensuring the quality and appropriateness of the Company's accounting and financial disclosures as well as quarterly/half yearly financial statements. It recommends appointment of Statutory Auditors fixes audit fees and reviews internal control systems, discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern, scope for observations of the auditors and adequacy of the internal audit function, discussion with internal auditors any significant findings and follow up there on, To review the functioning of the Whistle Blower mechanism, Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate etc.

In addition to the above, Audit Committee reviews the followings :

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors and qualification in draft audit report;
4. Internal audit reports relating to internal control weaknesses;
5. To review the annual financial statements and to recommend their adoption to the Board, with particular reference to disclosure of any related party transaction.
6. To review the Quarterly financial statements and recommend their adoption to the Board.
7. The appointment, removal and terms of remuneration of the Chief internal auditor;

As required under Section 292A of the Companies Act, 1956 and Clause 49 of Listing Agreement, the new "Terms of Reference" of the Audit Committee were approved by the Board of Directors at its meeting held on 29th January 2010.

The members of Audit Committee met five times on - 12th May, 30th June, 12th August, and 11th November in year 2011 and on 14th February in the year 2012 during the financial year 2011-2012.

Name	Number of Meetings Held	Meetings Attended
Mr. Jagdish Prasad Purohit	5	5
Mrs. Saroj Devi Kothari*	5	5
Mr. Dhruva Narayan Jha	5	5

*Chairman of Committee

REMUNERATION COMMITTEE

Since the Company does not have remuneration Committee (constitution of which is a non-mandatory requirement), the details pertaining to the same are not provided

DETAILS OF REMUNERATION PAID TO DIRECTORS

No remuneration was paid to any of the Directors of the Company during the year under review.

No Stock option has been allotted to any of the Directors during the financial year 2011-2012.

None of the Independent Directors holds any shares in their name or in the name of their relatives.

SHARE TRANSFER COMMITTEE

The Board of Directors has constituted Share Transfer Committee under the Chairmanship of Mr. Kailash Prasad Purohit; whole time Director with two other Independent Director namely Mr. Dhruva Narayan Jha & Mrs. Saroj Devi Kothari.

The members of Share Transfer Committee met sixteen times on 9th April, 20th April, 10th May, 20th May,, 10th June, 15th June, 30th June, 13th August, 31st August, 15th September 31st October, 15th November, 30th November and on 31st December in year 2011 & on 14th January and 31st January 2012 during the financial year ended on 31st March 2012.

Name	Number of Meetings Held	Meetings Attended
Mr. Kailash Prasad Purohit*	16	16
Mr. Dhruva Narayan Jha	16	16
Mrs. Saroj Devi Kothari	16	16

*Chairman of Committee

INVESTORS' GRIEVANCE COMMITTEE

The Board of Warner Multimedia Limited has constituted a Committee of Directors, which inter-alia also functions as "Shareholders/Investors" Grievance Committee, consisting of three members, chaired by a Non-Executive, Independent Director. The Committee meets once a month and inter-alia, deals with various matter relating to:

- Transfer/transmission/transposition of shares;
- Consolidation/splitting of shares/folios;
- Issue of Share Certificates for lost, sub-divided, consolidated, rematerialize, defaced etc;
- Review of Shares dematerialized and all other related matters; and
- Investors' grievances and redressal mechanism and recommend measures to improve the level of Investor Services.

The Share Department of the Company and the Registrar and Share Transfer Agent, Purva Sharegistry India Pvt. Ltd. attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Shareholders'/Grievances Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Mr. Ashok Bothra, as a Compliance Officer within the meaning of Listing Agreement. Members can approach to Compliance Officer or lodge their complaints on email - warner.multimedia@gmail.com.

Details of Shareholders' Complaints during the Year

During the year the Company did not receive any complaint from its Members and there were Nil Complaints at the end of Financial Year ending on 31st March 2012. Further, as required under Clause 47C of the Listing Agreement, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

Composition of Committee and Meetings attended

During the year, twelve meetings of the Committee of Directors were held on April 4, May 2, June 1, July 1, August 2, September 1, October 3, November 2, and December 1st in year 2011 and on January 3, February 1 and March 2 in year 2012.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Dhruva Narayan Jha *	Chairman	Independent, Non-Executive	12
Mr. Jagdish Prasad Purohit	Member	Promoter, Executive	12
Mrs. Saroj Devi Kothari	Member	Independent, Non-Executive	12

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings :

Annual General Meeting	Date & Time	Venue
28th Annual General Meeting	27th September 2011, 11.30 AM	P-27, Princep Street, 3rd Floor, Kolkata - 700 072.
27th Annual General Meeting	28th July 2010, 11.30 AM	P-27, Princep Street, 3rd Floor, Kolkata - 700 072.
26th Annual General Meeting	16th September 2009, 11.30 AM	P-27, Princep Street, 3rd Floor, Kolkata - 700 072.

EXTRA-ORDINARY GENERAL MEETINGS

No Extra-Ordinary General Meeting was being held in last three years.

PASSING OF RESOLUTION BY POSTAL BALLOT

No Resolution has been passed by way of Postal Ballot Rules, 2000 during last three financial years.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

BOARD DISCLOSURES

Risk Management

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of the followings:-

- Governance of Risk
- Identification of Risk
- Assessment of Control of Risk

The risks have been prioritized through a companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy

and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions.

Risk Officer will make a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provide oversight and review the risk management policy periodically.

SUBSIDIARIES

The Company does not have any material non-listed Indian subsidiary whose turnover or net worth (i.e. paid-up capital and free reserves) exceeding 20% of the consolidated turnover or networth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

INSIDER TRADING

The Securities and Exchange Board of India (SEBI) has over the years introduced various amendments to the Insider Trading Regulations of 1992 which ordain new action steps by corporate and other market intermediaries for the purposes of prevention of Insider Trading.

Pursuant to the above requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, the Company has adopted a `Code of Conduct` for Prevention of Insider Trading (The Code) with effect from October 1, 2002. The Code is applicable to all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Compliance Officer has been appointed for monitoring adherence to the said Regulations.

DISCLOSURES

- (a) There are no transactions with related parties i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 1992) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof.
- (d) Reconciliation of Share Capital : A qualified Practicing Company Secretary carried out Secretarial Audit on quarterly basis to reconcile the total admitted capital with Central Depository Services (India) Ltd. (CDSL), National Securities Depository Ltd. (NSDL) and

the total issued and listed capital. The secretarial audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with CDSL and NSDL.

DISCLOSURES ON NON-MANDATORY REQUIREMENTS

The Company has adopted/complied with the following non-mandatory requirements as prescribed in Annexure I D to Clause 49 of Listing Agreement with the Stock Exchange :-

- a) None of the Independent Directors on the Board of the Company has served for the tenure of exceeding nine years. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- b) The Company has not setup Compensation and Remuneration Committee.
- c) We publish our quarterly results and half yearly results in widely circulated newspapers whereas we did not send half yearly results to any of shareholders.
- d) The financial statements of the Company are unqualified.
- e) The Company has not adopted a Whistle Blower Policy till date.

MEANS OF COMMUNICATIONS

- The Company regularly provides information to the Stock Exchanges as per the requirements of the listing Agreement.
- The Quarterly/Half Yearly/Nine Months & Annual Results have been submitted to BSE & CSE and have been published in the leading English Newspapers i.e. The Echo of India and in vernacular language Newspaper i.e. Arthiklipi.
- Company posts its Quarterly Results/Half Yearly/Nine Months & Annual Results on its website www.warnerfarmacare.com.
- Official News releases have been posted on its web portal www.warnerfarmacare.com.
- No formal representations were made to Institutional Investors or Analysts during the year under review.
- Management Discussion and Analysis forms part of the Annual Report will be posted to the shareholders of the Company.

SHAREHOLDERS' INFORMATION

a. Next Annual General Meeting

The information regarding 29th Annual General Meeting for the financial year ended on 31st March 2012 is as follows :-

Date : 27th September 2012
Time : 11.30 A.M.
Venue : P-27, Princep Street, 3rd Floor, Kolkata - 700 072.

b. Financial Calendar : 1st April to 31st March.

c. Future Calendar :

Subject Matter	Date
Financial Reporting of 1st Quarter ended on 30th June 2011	12th August, 2011
Financial Reporting of 2nd Quarter ended on 30th September 2011	15th November, 2011
Financial Reporting of 3rd Quarter ended on 31st December 2011	15th February 2012
Financial Reporting of 4th Quarter ended on 31st March 2012	30th May 2012
Date of Annual General Meeting	During August 2012

d. **Date of Book Closure** : 20th September 2012 to 27th September 2012 (Both days inclusive)e. **Dividend Payment** : Nilf. **Custody Charges & Listing Fees** : Annual Custody Charges to NSDL & CDSL and Annual for Year 2011-2012 have been paid to both BSE & CSE.g. **Stock Code** : 511690 on BSE, 10013062 on CSEh. **Depository (ISIN Code)** : INE407B01017 (NSDL & CDSL)

i. Market Price Data :

Month	Price on BSE (Rs.)			BSE Sensitive Index	
	High	Low	Volume	High	Low
April 2011	3.20	2.69	45,501	19811.14	18976.19
May 2011	3.10	2.53	53,849	19253.87	17786.13
June 2011	3.20	2.65	50,463	18873.39	17314.38
July 2011	3.20	2.75	45,654	19131.70	18131.86
August 2011	3.08	2.23	57,902	18440.07	15765.53
September 2011	2.90	2.30	44,028	17211.80	15801.01
October 2011	2.41	2.10	23,717	17908.13	15745.43
November 2011	2.48	2.02	14,114	17702.26	15478.69
December 2011	2.20	1.92	23,836	17003.71	15135.86
January 2012	2.41	2.15	4,547	17258.97	15358.02
February 2012	3.30	2.29	21,849	18523.78	17061.55
March 2012	2.90	2.57	6,564	18040.69	16920.61

j. Registrar & Share Transfer Agent.

M/s. Purva Shareregistry (India) Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical and electronic mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address :

M/s. Purva Share registry (India) Pvt. Ltd.

No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel,
Mumbai-400 011, Tel : 022-23016761, website : www.purvashare.com

k. Share Transfer Systems

The Share transfer is processed by the Registrar & Share Transfer Agent, M/s. Purva Share registry (India) Pvt. Ltd. and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment.

l. Shareholding Pattern as on 31st March 2012

Categories	No. of Shares Held	% of Share Holding
Promoters, Directors & Relatives & Person acting in concert	6140370	33.09
Other (Clg. Member/ Clg. Corporation)	100	0.00
NRI/OCBS	45662	0.25
Private Corporate Bodies	5926314	31.94
Hindu Undivided Family	213588	1.15
Indian Public	6229366	33.57
Total ...	18555400	100.00

m. Distribution of Shareholding as on 31st March 2012

No. of Equity Shares held	No. of Share holders	% of Total Holders	No. of Shares Held	Value	% of Total Holding
1-5000	10602	87.36	1431235	14312350	7.71
5001-10000	747	6.16	625845	6258450	3.37
10001-20000	324	2.67	522161	5221610	2.81
20001-30000	130	1.07	342361	3423610	1.85
30001-40000	64	0.53	228891	2288910	1.23
40001-50000	81	0.67	389237	3892370	2.10
50001-100000	76	0.62	539684	5396840	2.91
100001 & Above	112	0.92	14475986	144759860	78.02
Total ...	12136	100.00	18555400	185554000	100.00

n. Dematerialization of Shares & Liquidity

The Company's Equity Shares are in Demat trading segment and the company has established connectivity with both National Securities Depository Limited (NSDL) and Central depository Services (India) Limited (CSDL) by signing the necessary agreements.

Procedures for dematerialization / rematerialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share

Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within one month from the date of issue of Shares. Shares of Company are traded under "B" category on Bombay Stock Exchange Ltd. 61.74% of the Company's Equity Share Capital held under Public category has been dematerialized up to 31st March 2012.

o. Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

p. Requirement of PAN Card in case of Transfer of Shares in Physical Form

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

q. For the Attention of Shareholders holding shares in electronic form

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

r. Details on use of Public Funds Obtained in the last three years :

No Funds have been raised from the public in the last 3 years.

s. Investors Correspondence

Shareholders can contact the following Officials for secretarial matters of the Company:-
Mr. Ashok Bothra - warner.multimedia@gmail.com

t. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :

Not Applicable.

u. Code of Conduct

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

v. Address for Correspondence

75C Park Street, Basement,
Kolkata-700 016

CHAIRMAN & MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT

As required by Clause 49 of Listing Agreement, the Managing Director and CEO's Declaration for Code of Conduct is given below :

The Members of
Warner Multimedia Limited

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **Warner Multimedia Limited**

Place : Kolkata
Date : 30th June 2012

Jagdish Prasad Purohit
Chairman & Managing Director

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH 2012

The Board of Directors,
Warner Multimedia Limited

We have examined the registers, records and papers of M/s. Warner Multimedia Limited as required to be maintained under the Companies Act, 1956, (hereinafter referred to as "The Act"), the rules made thereunder and also the provisions contained in the Memorandum of Association and Articles of Association of the Company for the year ended 31st March 2012.

On the basis of our examination as well as information and explanations furnished by the Company and the records made available to us, we report that:

1. The Company has kept and maintained all registers and records as per Annexure "A" to this certificate, as per the provisions of the Companies Act 1956 (the Act) and the rules made there under and all entries therein have been duly recorded during the year.
2. The Company has filed the forms and return as stated in Annexure "B" to this certificate, with the Registrar of Companies or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company has given proper notice along with the agenda for convening of Board Meeting, Committee Meetings and Annual General Meetings during the year.
4. The proceedings of the Meetings were properly recorded in the Minutes Books during the year.
5. The Board of Directors of the Company is duly constituted during the year.
6. The Company has obtained all the necessary approvals from the Board and Shareholders as required by the Act during the year.
7. The Company has not accepted any Deposit in terms of Section 58A of the Act read with Companies (Acceptance of Deposit) Rules, 1975 during the year.
8. The Company has complied with the provisions of section 154 of the Act during the year.
9. The Company has not declared dividend during last financial year and thus payment of Dividend is not required in compliance with the provisions of section 205 of the Act.
10. The Company has not paid remuneration to the Managing Director and sitting fees to the Directors of the Company during the year in terms of section 198, 269, 309 read with Schedule XIII of the Act.
11. The Company has not appointed any sole selling agent in terms of section 294 of the Act during the year.
12. The Company has not advanced any loans to its Directors or persons or firms or Companies referred to under section 295 of the Act during the year.
13. The Company has not entered into any transactions, which falls under section 297 of the Act during the year.
14. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions section 299 of the Act.
15. The Company has not appointed any person as a place of profit in terms of section 314 of the Act during the year.
16. The Company has not issued any duplicate share certificate during the financial year.
17. The Company has complied with the provisions of section 372A of the Act.

18. The Company :
 - a) has delivered all the Share Certificates on lodgment thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act;
 - b) Was not required to deposit amount in a separate Bank Account as the Company has not declared Dividend during the year.
 - c) Was not required to post warrants to members of the Company within the required time as the Company has not declared Dividend during the year.
 - d) Was not required to transfer any amount to Investor Education and Protection Fund.
 - e) Was duly complied with the requirement of section 217.
19. The Board of Directors of the Company is duly constituted and there was no appointment of Additional Director/s alternate Director/s and Directors to fill the casual vacancy during the financial year.
20. The Company was not required to obtain approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under the various provisions of the Act.
21. The Company has not issued any Equity Shares under section 81(1A) of Companies Act 1956 and as per SEBI ICDR Regulations during the financial year.
22. The Company has not bought back any share during the financial year.
23. There was no redemption of preference shares or debentures during the financial year.
24. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
25. As per the information and explanation given, the Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 15A during the financial year.
26. The Company has not borrowed fund from its Directors, members, public, financial institutions, banks and others during the financial year ending on 31st March 2012.
27. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny
28. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
30. The Company has not altered its Memorandum of Association and Articles of Association with respect to the Share Capital of the Company.
31. There was no prosecution initiated against the Company, or Show Cause Notices received by the Company, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year 2011-12.

For **P. D. Pandya & Associates**
Company Secretaries

Place : Mumbai
Date : June 30, 2012

Paresh D. Pandya
Proprietor
C. P. No. 4869

Annexure "A"

Register as maintained by the Company :-

Statutory Registers :

1. Register of Members u/s 150
2. Register of Directors, Managing Director, Manager and Secretary u/s 303
3. Register of Disclosures of Interest by Directors u/s 301(3)
4. Minutes Book u/s 301
5. Register of Directors Shareholding u/s 307

Annexure "B"

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other Authorities during the financial year ending on 31st March 2012.

Sr. No.	Form N. / Return	Filed u/s	For	Whether filed within prescribed time Yes / No	If delay in filing whether requisite additional Fees paid Yes/No
1.	Form 23AC and ACA for the Financial Year ended on 31st March 2011	220	Annual Requirement	Yes	N. A.
2.	Form 20B for the Financial Year ended 31st March 2011	159	Annual Requirement	Yes	N. A.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Warner Multimedia Limited

We have examined the compliance of the conditions of Corporate Governance by WARNER MULTIMEDIA LTD. (The Company) for the year ended 31st March 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with all stock exchanges where the Shares of Company are listed.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For **B. S. Kedia & Co.**
Chartered Accountants

Place : Kolkata
Date : June 30, 2012

Vikash Kedia
Partner
M. No. 066852

AUDITORS' REPORT

To the Members of Warner Multimedia Limited

We have audited the attached Balance Sheet of M/s Warner Multimedia Limited as at 31st March 2012 and also the Profit & Loss Account for the year ended on that day annexed hereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also included assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditors' Report) Order, 2003, issued by the Department of Company Affairs in terms of Section 227 (4A) of the Companies Act 1956, we enclose in the Annexure, a statement on the matters specified in Paragraph 4 and 5 of the said order to the extent applicable.
2. Further to our comments in the Annexure referred in paragraph 1 above, attention is invited to the following on accounts:
 - (i) The Company has no provision for non performing assets as per Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 of Reserve Bank of India.
 - (ii) The Company's Non-availability information status of shares held as inventory of companies under liquidation due to which provision there against can not be commented upon presently.
 - (iii) Certain old debt eventual recovery of which and provision there against can not be commented upon presently.
3. Subject to above we Report that :
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper Books of Accounts as required by Law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the Books of Accounts.
 - d) In our opinion the Balance Sheet, Profit & Loss Account & Cash Flow Statement together with this notes of accounts dealt with by this report Comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act 1956 to the extent applicable.

- e) On the basis of written representations received from the Directors, as on 31st March, 2012 and taken on record by the Board of Directors. We report that none of the directors is disqualified as on 31st March, 2012. From being appointed as a director in terms of clause (g) of sub Section 274 of the Companies Act, 1956.
- f) We would also like to mention that any contingent liability arising in regard to above matter would be met out of the head "Provision for others".
- g) The Books of Accounts has been verified related to above notifications and the same has been discussed in the AGM of the company.
- h) In our opinion and to the best of our information and according to the Explanations given to us, the said accounts, give the information required by the Companies Act, 1956 and give a true and fair view in conformity with the accounting principles and generally accepted in India :-
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012;
 - ii) in the case of the Profit and Loss Account, of the Loss for the year ended on that date;
 - iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **B. S. KEDIA & CO.**
Chartered Accountants

Place : Kolkata
Date : June 30, 2012

Vikash Kedia
Partner
M. No. 066852

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 1 of our report of even date)

1.
 - a. The Company has maintained proper books of records showing full particulars including quantitative details and situations of fixed assets.
 - b. As per the information and explanations given to us, the Company has carried out physical verification of fixed assets during the year. In our opinion, the frequency of such verification is reasonable.
 - c. In our opinion and according to the information and explanation given to us, the Company has made substantial disposal during the year incurring huge losses on such sale.
 - d. The procedure of physical verification of stock & securities followed by management are reasonable and adequate in relation to the size of the Company nature of its business.
 - e. The Company has maintained proper record of Inventories. No discrepancies noticed on physical verification of Investments as compared to the books & records.
2. The Company does not have any inventories. Accordingly the Clause 4(ii) of the Companies, (Auditors' Report) Order 2003 is not applicable.
3.
 - a. According to the information and explanation given to us and on the basis of records furnished before us, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
 - b. In view of above, Clause 4(iii)(a),(b),(c) and (d) of Companies (Auditors' Report) Order, 2003 are not applicable.
 - c. According to the information and explanation given to us and on the basis of records furnished before us for the verification, the Company has not taken any loans, secured or unsecured from Companies, firms or other parties covered in the register maintained under section 301 of the Act.
 - d. In view of above, clause 4(iii)(e), (f) and (g) of Companies (Auditors' Report) Order, 2003 are not applicable.
4. In our opinion and according the information & explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of business with regard to purchase and sales. During the course of our Audit, we have not observed any continuing failure to correct major weakness of internal audit.
5.
 - a. In our opinion and according the information & explanations given to us, the particulars of contract or arrangements that were required to be entered in the register maintained under Section 301 of the Companies Act 1956 have been so entered in the said register.
 - b. In respect of transactions entered exceeding the value of five Lac in the register

maintained in pursuance of Section 301 of the Companies Act 1956, according to information and explanation given to us, the transactions made pursuance of such contracts or arrangements have been made at prices which are prima-facie reasonable having regard to prevailing market prices at the relevant time.

6. The Company has not accepted any deposits from the public in the current year; hence Clause 4(vi) of Companies (Auditors' Report) Order 2003 is not applicable.
7. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
8. We are informed that the Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act 1956 in respect of products dealt with by the Company.
9. (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including Provident Fund, Investors' Education & Protection Fund, Employees State Insurance Scheme, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, CESS and any other statutory dues have been regularly deposited in time during the year with appropriate authorities and there are no undisputed statutory dues payable for a period of six months from the date they became payable as at 31st March 2012.

(b) According to the information and explanation given to us, except for disputed Sales tax dues and Income Tax dues as detailed below there are no disputes pending before the authorities in respect of Sales Tax, Income Tax, Custom Duty and CESS.
10. The Company does not have accumulated losses at the end of financial year and has not incurred cash losses in the current financial year and in the immediate preceding financial year.
11. According to the records made available to us and information and explanation given to us by the management, the Company has not defaulted in repayment of any dues to financial institutions or banks.
12. According to the information and explanations given to us, the Company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not chit fund, nidhi, mutual fund and societies and accordingly clause 4(xiii) of Companies (Auditors' Report) Order, 2003 is not applicable.
14. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of transactions and contracts relating to dealing in shares, securities and other investments during the year and timely entries have been made therein. Further, such securities have been held by the Company in its own name or are in the process of transfer in its name, except to the extent of the exemption granted section 49 of the Act.
15. In our opinion and according to the information and explanations given to us, the Company has not given guarantees for loans taken by others from Banks & Financial

Institutions. Accordingly Clause 4(xv) of Companies (Auditors' Report) Order, 2003 is not applicable.

16. In our opinion and according to the information and explanations given to us, the Company has not obtained any Term Loan. Accordingly Clause 4(xvi) of Companies (Auditors' Report) Order, 2003 is not applicable.
17. According to the information and explanations given to us and on the basis of and overall examination of the Balance Sheet of the Company, no funds raised on short term basis have been utilized for long term investment and vice versa.
18. The company has not made preferential allotment of shares to parties and/or to the companies covered in the register maintained under section 301 of the Companies Act 1956. Therefore, the provisions of clause 4(xviii) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
19. During the period, the Company has not issued unsecured debentures on private placement basis and therefore, the provisions of clause 4(xix) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
20. The Company has not raised any money through public issue during the year and therefore, the provisions of clause 4(xx) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
21. During the course of examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the period nor we have been informed of such instances by the management.

For **B. S. KEDIA & CO.**
Chartered Accountants

Place : Kolkata
Date : June 30, 2012

Vikash Kedia
Partner
M. No. 066852

BALANCE SHEET AS AT MARCH 31, 2012

Particulars	Note No.	31.3.2012	31.3.2011
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	185,554,000	185,554,000
Reserves and Surplus	2.2	(21,745,622)	(21,612,136)
		<u>163,808,378</u>	<u>163,941,864</u>
NON-CURRENT LIABILITIES			
Long Term Borrowing	2.3	32,780,389	32,780,389
Deferred tax Liabilities	2.4	16,242,359	16,242,359
CURRENT LIABILITIES			
Trade Payables	2.5	236,554,903	187,154,903
Other Current Liabilities	2.6	340,291	340,099
Short-Term Provision	2.7	11,112	28,257
		<u>236,906,306</u>	<u>187,523,259</u>
TOTAL		<u><u>449,737,432</u></u>	<u><u>400,487,871</u></u>
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	2.8	472,673	548,917
Non-Current Investments	2.9	325,051,510	323,607,600
		<u>325,524,183</u>	<u>324,156,517</u>
CURRENT ASSETS			
Trade Receivable	2.10	576,820	326,820
Cash and Bank Balances	2.11	2,206,932	4,059,082
Short-term loans and advances	2.12	121,429,497	71,945,452
		<u>124,213,249</u>	<u>76,331,354</u>
TOTAL		<u><u>449,737,432</u></u>	<u><u>400,487,871</u></u>

Significant Accounting Policies and Notes to Accounts 1

As per our report of even date

For & on behalf of Board

For **B. S. Kedia & Co.**
Chartered Accountants**Jagdish Prasad Purohit**
Director**Vikash Kedia**
Partner
Membership No.066852Place : Kolkata
Date : 30th June 2012**Kailash Prasad Purohit**
Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	Note No.	31.3.2012	31.3.2011
INCOME			
Revenue from operations	2.13	662,894	-
Other Income	2.14	871,375	401,278
TOTAL INCOME		1,534,269	401,278
EXPENSES			
Employee Cost	2.15	199,692	204,432
Depreciation Expenses	2.8	76,244	-
Other Expenses	2.16	1,391,819	1,328,014
Loss on Sale of Investment		-	54,113,917
Loss on sale of plant & Machinery		-	30,224,232
TOTAL EXPENSES		1,667,755	85,870,595
PROFIT/(LOSS) BEFORE TAXATION		(133,486)	(85,469,317)
NET PROFIT/(LOSS) FOR THE YEAR		(133,486)	(85,469,317)
Earnings per equity share:			
Basic and Diluted (Face Value of ` 10/- each, Previous Year ` 10/- each)		(0.01)	(4.61)

As per our report of even date

For & on behalf of Board

For **B. S. Kedia & Co.**
Chartered Accountants**Jagdish Prasad Purohit**
Director**Vikash Kedia**
Partner
Membership No.066852Place : Kolkata
Date : 30th June 2012**Kailash Prasad Purohit**
Director

**Statement of Cash Flow Annexed to the Balance Sheet
as at 31st March, 2012**

	31.03.2012	31.03.2011
Amount in `		
A. Cash Flow from Operating Activities		
Net Profit before tax and extraordinary Items	(133,486)	(85,469,316)
Adjustments for		
Interest Received	661,644	67,315
Dividend	1,250	-
Depreciation	76,244	-
Operating profit before working capital changes	605,652	(85,402,001)
Adjustments for Capital Changes		
Inventories	-	-
Decrease (Increase) in Trade and other Receivables	(250,000)	(315,260)
Decrease (Increase) Loan & Advances	(49,484,045)	23,979,558
Trade Payable and Provisions	49,383,047	(21,727,500)
Cash Generated from operations	(350,998)	1,936,798
Income Tax Liability For The Year	-	-
Extraordinary Items	-	-
Net Cash From Operating Activities	254,654	(83,465,203)
B. Cash Flow From Investing Activities		
Decrease / (Increase) in Fixed Assets	76,244	39,586,832
Decrease / (Increase) in Investments	(1,443,910)	56,153,555
Interest Received	(661,644)	(67,315)
Dividend Received	(1,250)	-
Adjustments for Depreciation	(76,244)	-
Net Cash from Investing Activities	(2,106,804)	95,673,072
C. Cash Flow From Financing Activities		
Secured/ Unsecured loan	-	(9,362,600)
Net Cash used in Financing Activities	(1,852,150)	2,845,269
Net Increase in Cash & Cash Equivalents	1,852,150	(2,845,269)
Opening Balance of Cash & Cash Equivalents	4,059,082	1,213,813
Closing Balance of Cash & Cash Equivalents	2,206,932	4,059,082

For and on behalf of the Board

Kolkata, June 30, 2012

Jagdish Prasad Purohit
Chairman & Managing Director

We have verified the attached Cash Flow Statement of M/s. Warner Multimedia Limited, derived from Audited Financial Statements and the books and records maintained by the Company for the year ended on 31st March 2012 and found the same in agreement therewith.

For **B. S. Kedia & Co.**
Chartered Accountants

Kolkata, June 30, 2012

Vikash Kedia
Partner
Membership No.066852

Note - 1

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Convention

Financial statements have been prepared on Historical Cost convention and in accordance with normally accepted accounting principles.

2. Income & Expenditure Recognition

All Income & expenditure have been accounted for on accrual basis except Dividend which is accounted for on Cash basis.

3. Fixed Assets

a. All Fixed Assets are accounted for at cost inclusive of Legal and / or installation and incidental Expenses less Depreciation.

b. Depreciation on Fixed Assets has been provided on Written-Down Value (WDV) as per rate prescribed under schedule XIV to the Companies Act,1956.

4. Valuation of Investment in Shares :

Investments in shares & securities have been valued at Cost.

5. Gratuity :

None of the Employee has completed the service period to become eligible for payment of Gratuity.

6. Deferred Revenue Expenditures :

a. No Share issue expenses and Preliminary expenses are being written off during the year.

b. No Deferred Revenue Expenditure is being written off during the year.

7. Taxation :

Provision for taxes comprising of current tax is measured in accordance with Accounting Standard 22- "Accounting For Taxes On Income" issued by the Institute of Chartered Accountants of India :

Income Tax expenses comprise current tax and deferred tax charges to credit. The deferred tax charges to credit are recognized using current tax rates. When there are unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if the is virtual certainty of realization of such assets. Other deferred assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the year and available case law, to reassess realization/liabilities.

B. NOTES ON ACCOUNTS

1. Estimated accounts of Capital Contracts remaining to be executed on Capital Account & not provided for : ` Nil
2. Earning / Expenditure in foreign Currency : ` Nil
3. The Company has provided Depreciation on Office Equipments.
4. The Reserve Bank of India has rejected renewal application of the Company as NBFC.

Disclosures in terms of Accounting Standards (AS 29) Provisions, Contingent Liabilities and Contingent Assets issued by the Institute of Chartered Accountants of India :

5. The Company has not made provisions for non-performing assets as per prudential norms prescribed by Reserve Bank of India.
6. The Company has valued the Investments at cost against the cost or Market value of each of scrip individually as recommended by accounting standard issued by the Institute of Chartered Accountants of India. As a value of invest has been shown higher.
7. The Company has made no provision for interest accrued amounting to in respect of fixed deposits and unsecured Loans and no provision for interest Secured Loan from Rural Electrification Corporation during the year.
8. In our opinion of the Board of Directors, Currents Assets, Loans & Advances have a value on the realization in the ordinary course of business at cost equal to amount what has been in the Balance Sheet.
9. Certain Debit and credit balances including Sundry debtors and Creditors, Bank balances and Advances are subject to confirmation and consequential reconciliation thereof.
10. Auditors Remuneration :

	31.03.2012	31.03.2011
For Audit (in `)	28000	28000
For Tax Audit (in `)	5900	5900

11. Related Party Disclosures

ii. Key Management Personnel & Relatives

Name of Related Party	Nature of Relationship
Mr. Jagdish Prasad Purohit	Chairman & Managing Director
Mr. Kailash Prasad Purohit	Whole-time Director

iii. Enterprises in which above person has significant influence :-

Name of Related Party	Nature of Relationship
Unisys Softwares & Holding Industries Ltd.	Jagdish Prasad Purohit, M.D. Kailash Prasad Purohit, Director
JMD Telefilms Industries Ltd.	Jagdish Prasad Purohit, Director Kailash Prasad Purohit, M.D.
Scan Infrastructure Ltd.	Jagdish Prasad Purohit, M.D. Kailash Prasad Purohit, Director

iv. Transactions with the Party mentioned in a) above :-

No Remuneration or other type of payment was being made to any of the above parties.

12. Segment Report

The Company has operated only in a segment during the year thus Segmental Report is not applicable for the year under review.

13. Company has recorded the cumulative net deferred tax liabilities of ₹ 1,62,42,359/- since 31st March 2003, which has been debited to Profit & Loss appropriation. Deferred tax adjustment for the year ended 31st March, 2012 amount to Rs. Nil (Additional Provision required for deferred tax Liabilities accrued during the year.

14. NBFC Companies

Information as required in terms of paragraph 13 of Non Banking Financial (Non Deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is given in separate annexure.

15. Earning per Equity Share

	Unit	31.03.2012	31.03.2011
Numerator used : Profit (Loss) after Tax	₹ in Lac	-1.33	-854.69
Denominator used : No. of Equity Shares of ₹ 10/- each outstanding for the year	No.	18555400	18555400
Earnings Per Share	₹	-0.01	-4.60

*The Company does not have any outstanding dilutive potential equity shares.

16. Information required under part IV of the Companies Act has been given Annexure - I
17. Information pursuant to Paragraph 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 has been given in Annexure II.
18. The Company has operated in only one segment i. e. Finance and Investment, no segment wise report are applicable as required under AS- 17 issued by ICAI.
19. Previous Years' figures have been regrouped / rearranged wherever necessary as to make them comparable with figures of the year under consideration.
20. Note "2" to "2.16" forms part of the balance Sheet and Profit & Loss Account.

As per our report of even date

For **B. S. Kedia & Co.**
Chartered Accountants

Vikash Kedia
Partner
M. No. 066852

Jagdish Prasad Purohit
Director

Kailash Prasad Purohit
Director

Notes on the Financial Statements for the year ended March 31, 2012

2.1 SHARE CAPITAL

Particulars	31.03.2012		31.03.2011	
	Number		Number	
Authorised Equity Shares of ` 10/- each (Previous Year ` 10/-)	19,000,000	190,000,000	19,000,000	190,000,000
Issued, Subscribed & Paid Up: Equity Shares of ` 10/- each (Previous Year ` 10/-)	18,555,400	185,554,000	18,555,400	185,554,000
Total	18,555,400	185,554,000	18,555,400	185,554,000

Reconciliation of number of shares.

Particulars	31.03.2012		31.03.2011	
	Number		Number	
Shares outstanding at the beginning of the year	18,555,400	185,554,000	18,555,400	185,554,000
Add : Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	18,555,400	185,554,000	18,555,400	185,554,000

Rights, preference and restrictions attached to Equity Shares

The Company has one class of Equity shares having a par value of ` 10/- each. Each shareholder is eligible to one vote per share held.

Details of Share held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	31.03.2012		31.03.2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Prime Capital Market Limited	2,503,000	13.49	2,503,000	13.49
Shweta Trust	1,000,000	5.39	-	-
Kritikanidhi Trust	1,000,000	5.39	-	-
Merit Merchants Pvt Limited	-	-	1,000,000	5.39
Pragati Merchants Pvt Limited	-	-	1,000,000	5.39

Notes on the Financial Statements for the year ended March 31, 2012

2.2 RESERVES AND SURPLUS

Particulars	31.03.2012	31.03.2011
Securities Premium Reserve	48,263,500	48,263,500
	<u>48,263,500</u>	<u>48,263,500</u>
General Reserve- Openig Balance	12,363,000	12,363,000
	<u>12,363,000</u>	<u>12,363,000</u>
Surplus/(Deficit) in Profit & Loss Statement		
Opening balance	(82,238,636)	3,230,681
Add: Net Profit/(Loss) for the year	(133,486)	(85,469,317)
Amount available for Appropriations	<u>(82,372,122)</u>	<u>(82,238,636)</u>
Total	<u>-21,745,622</u>	<u>-21,612,13</u>

3.3 LONG TERM BORROWINGS

Particulars	31.03.2012	31.03.2011
Secured Loan		
Rural Electrification Corporation Limited	24,812,310	24,812,310
	<u>24,812,310</u>	<u>24,812,310</u>
Unsecured Loan		
Public Deposit	115,207	115,207
from Bodies Corporate	7,852,872	7,852,872
	<u>7,968,079</u>	<u>7,968,079</u>
Total	<u>32,780,389</u>	<u>32,780,389</u>

2.4 DEFERRED TAX LIABILITIES

Particulars	31.03.2012	31.03.2011
Deferred Tax	16,242,359	16,242,359
Total	<u>16,242,359</u>	<u>16,242,359</u>

Notes on the Financial Statements for the year ended March 31, 2012

2.5 TRADE PAYABLES

Particulars	31.03.2012	31.03.2011
Total outstanding dues of Creditors	279,903	279,903
Trade Advance	236,275,000	186,875,000
Total	236,554,903	187,154,903

2.6 OTHER CURRENT LIABILITIES

Particulars	31.03.2012	31.03.2011
Other payables		
Provision for Expenses	33,900	33,708
Other Liabilities	306,391	306,391
Total	340,291	340,099

2.7 SHORT TERM PROVISIONS

Particulars	31.03.2012	31.03.2011
Proposed Dividend	-	17,145
Provision for FBT	11,112	11,112
Total	11,112	28,257

Notes on the Financial Statements for the year ended March 31, 2012

2.5. INTANGIBLE ASSETS

	Cost / Book Value as at 1st April 2011	Additions during the year	Deductions/ Adjustments during the year	Cost/Book Value as at 31st March 2012	Depreciation on Cost / Book Value as at 1st April 2011	Deductions / Adjustments during the year	Depreciation for the year	Depreciation on Cost / Book Value as at 31st March 2012	Balance as at 31st March 2012	Balance as at 31st March 2011
Office Equipment	1,463,302	-	-	1,463,302	914,385	-	76,244	990,629	472,673	548,917
	1,463,302	-	-	1,463,302	914,385	-	76,244	990,629	472,673	548,917
Previous Year	1,463,302	-	-	1,463,302	914,385	-	-	914,385	1,463,302	-

Notes on the Financial Statements for the year ended March 31, 2012

2.9 NON CURRENT INVESTMENTS

Particulars	Numbers	Face Value	31.03.2012	31.03.2011
Long Term Investments (Trade)				
(1) IN FULLY PAID-UP EQUITY SHARES (UN-QUOTED)				
Varaha Infra Limited	57,000	10.00	57,000,000	57,000,000
Neha Cassettes Pvt Limited	250,000	10.00	25,000,000	25,000,000
Jaiambe Cassettes Pvt Limited	230,000	10.00	23,000,000	23,000,000
Himgiri Comtrade Pvt Limited	18,000	10.00	1,800,000	-
Orchid Vintrade Pvt Limited	264,000	10.00	14,900,000	26,400,000
Mandakini Distributors Pvt Limited	350,000	10.00	25,000,000	25,000,000
Maa Sharda Tradecom Pvt Limited	300,000	10.00	20,000,000	20,000,000
Concord Vincom Pvt Limited	300,000	10.00	30,000,000	30,000,000
Amber Vincom Pvt Limited	319,000	10.00	21,800,000	21,800,000
Amber Tradecom Pvt Limited	250,000	10.00	25,000,000	25,000,000
Scan steels Limited	115,000	10.00	11,500,000	-
Natural Marketing Pvt Limitrd	330,000	10.00	20,000,000	20,000,000
Amber Vintrade Pvt Limited	300,000	10.00	30,000,000	30,000,000
Jmd Sounds Limited	200,000	10.00	20,000,000	20,000,000
Kaleidoscope Films Ltd	4,076	10.00	51,510	407,600
Total			325,051,510	323,607,600
Aggregate Market Value of un Quoted Investments			2,420,000	6,250,000

2.10 TRADE RECEIVABLE

(Unsecured Considerd Goods)

Particulars	31.03.2012	31.03.2011
Outstanding for a period of exceeding 6 months	326,820	11,560
Other debts	250,000	315,260
Total	576,820	326,820

Notes on the Financial Statements for the year ended March 31, 2012

2.11 CASH AND BANK BALANCES

Particulars	31.03.2012	31.03.2011
Cash and Cash Equivalents		
Balances with Banks	924,249	3,588,725
In current accounts		
Cash on hand	1,282,683	470,357
Total	2,206,932	4,059,082

2.12 SHORT-TERM LOANS & ADVANCES (Unsecured)

Particulars	31.03.2012	31.03.2011
	15,000	3,000
Tax Deducted at Source	517,455	390,153
Loan & Advances to Related Party	5,542,090	-
Loans to Others	115,354,952	71,552,299
Total	121,429,497	71,945,452

2.13 Revenue form Operation

Particulars	31.03.2012	31.03.2011
Interest on Loan	661,644	-
Dividend Income	1,250	-
Total	662,894	-

2.14 Other Income

Particulars	31.03.2012	31.03.2011
Commission	611,375	-
Miscellaneous income	260,000	401,278
Total	871,375	401,278

Notes on the Financial Statements for the year ended March 31, 2012

2.15 Employee Cost

Particulars	31.03.2012	31.03.2011
Salaries	141,000	141,000
Contribution to Provident and other fund	36,132	36,132
Staff Welfare Expenses	22,560	27,300
Total	199,692	204,432

2.16 Other Expenses

Particulars	31.03.2012	31.03.2011
Paymant to Auditor	33,900	33,900
RTA Fees	17,362	21,074
Convyeance & Travelling Exp.	175,244	398,800
Listing & Depository Fees	561,438	298,449
Postage & Telephone Exp.	14,891	13,280
Professional Fees	25,750	19,000
Bank Charges	1,716	3,139
Printing & stationery	61,024	57,324
Misc. Expense	183,450	172,213
Advertisements	22,516	14,510
Rent Expenses	36,000	36,000
Donation	88,167	-
Filling fee	-	1,000
Office Maintanance Charges	128,688	224,325
Board Meeting & AGM Expenses	41,673	35,000
Total	1,391,819	1,328,014

Warner Multimedia Limited

75C, Park Street, Kolkata-700 016.

PROXY FORM

I/We _____ resident of _____ in the district of _____ being member/members of the above named Company, hereby appoint _____ resident of _____ in the district of _____ or failing him _____ resident of _____ in the district of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, the 27th day of September 2012 at 11.30 A.M., at P-27, Princep Street, 3rd Floor, Kolkata-700 072 and any adjournment thereof.

Registered Folio No./DP-Client ID _____ No. of Shares held _____

Signed on this _____ day of _____ 2012.

Signed by the said _____

Signature of Proxy _____

Attested by Shareholder _____

Affix
Revenue
Stamp

\$

Warner Multimedia Limited

75C, Park Street, Kolkata-700 016.

ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of the Company held on Thursday, the 27th day of September 2012 at 11.30 A.M., at Registered Office of the Company at P-27, Princep Street, 3rd Floor, Kolkata-700 072.

Name of Shareholder/s _____

Father/Husband's Name _____

Name of Proxy or Company Representative _____

Registered Folio No./DP-Client ID _____ No. of Shares held _____

Signature of the Shareholder(s) or Proxy or Company Representative _____

BOOK-POST

If undelivered, please return to :

WARNER MULTIMEDIA LIMITED
75C, Park Street, Kolkata-700 016