

**INFORMATION MEMORANDUM**

[In accordance with SEBI (Listing of specified securities on Institutional Trading Platform) Regulations, 2013]

Date: 7<sup>th</sup> July, 2014



**SUPERNOVA ADVERTISING LIMITED**  
(CIN: U22212MH2008PLC181088)

Our Company was originally incorporated as “Supernova Advertising Private Limited” on 11<sup>th</sup> April, 2008 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Mumbai, Maharashtra. Our Company was subsequently converted in to a public company and consequently name was changed to “Supernova Advertising Limited” (SAL) vide fresh certificate of incorporation dated 13<sup>th</sup> December, 2013 issued by Registrar of Companies, Mumbai, Maharashtra.

**Registered office & Corporate Office:** Shop No. G/28, Ground Floor, Om Heera Panna Premises CHS, Opp. City International School, Andheri (W), Mumbai - 400 053; Tel: +91 22-69997772;

Website: [www.supernovaads.com](http://www.supernovaads.com); E-Mail: [info@supernovaads.com](mailto:info@supernovaads.com)

**Company Secretary & Compliance Officer:** Ms. Sapna, Company Secretary

**PROMOTERS OF THE COMPANY: MR. BHANU KUMAR ARVIND GOYAL & M/S. KULDEVI ADVISORY SERVICES PRIVATE LIMITED**

This Information Document is In terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009, as amended from time to time and we propose to list our Equity Shares on Institution Trading Platform (ITP) of BSE SME.

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## GENERAL

### DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

In this Information Memorandum, unless the context otherwise indicates, all references to “Supernova”, “the Company”, “our Company” are to Supernova Advertising Limited, a company incorporated in India under the Companies Act, 1956 (the “Companies Act”) with its Registered Office at Shop No. G/28, Ground Floor, Om Heera Panna Premises CHS, Opp. City International School, Andheri (W), Mumbai - 400 053. Furthermore, all references to the terms “we”, “us” and “our” are to Supernova Advertising Limited.

#### Company/ Industry related terms

Term	Description
Act/Companies Act	The Companies Act, 1956 or such other replaced provisions under the Companies Act, 2013 as may be applicable.
Articles/Articles of Association	Articles of Association of the Company
Auditor	M/s ACG & Associates, Chartered Accountants the statutory auditors of our Company.
Board/Board of Directors of the Company	Board of Directors of our Company i.e. Supernova Advertising Limited
BSE	BSE Limited
BSE-SME	SME platform of BSE Limited
BSE-SME-ITP / ITP	Institution Trading Platform under SME platform of BSE Limited
Capital/ Share Capital/Equity Share Capital	Equity Share Capital of the Company
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Depository	The Depositories Act, 1996 and amendment thereto.
Equity Share(s) or Share(s)	Means the equity shares of the Company having a face value of Rs. 10/- unless specified otherwise in the context thereof.
Equity Shareholder	Means a holder of Equity Shares of Our Company
Financial Year/Fiscal/FY	Period of 12 month ended March 31 of that particular year unless stated otherwise.
ITP	Institutional Trading Platform
Memorandum/Memorandum of Association	Memorandum of Association of the Company
NSDL	National Securities Depository Limited
Promoter(s)	Mr. Bhanu Kumar Arvind Goyal & M/s. Kuldevi Advisory Services Private Limited
ROC	Registrar of Companies, Mumbai, Maharashtra.
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
T.P.	Transfer of Property Act, 1882
SEBI	Securities and Exchange Board of India
SEBI Act,	Securities and Exchange Board of India Act, 1992
Stock Exchange	Shall refer to the BSE Limited where the Shares of the Company proposed to list.

**Abbreviations:**

<b>ABBREVIATION</b>	<b>FULL FORM</b>
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
C. A.	Chartered Accountant
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
C.S.	Company Secretary
DP	Depository Participant
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPS	Earnings per Equity Share
FY / Fiscal	Financial Year
GDP	Gross Domestic Product
GRDI	Global Retail Development Index
GIR Number	General Index Registry Number
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
INR / Rs. / Rupees	Indian Rupees, the legal currency of the Republic of India
SME	Small And Medium Enterprises
M&E	Media And Entertainment
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
OOH	Out of Home Media
P/E Ratio	Price/Earnings Ratio
Eqty	Equity
PAN	Permanent Account Number
RoC/Registrar of Companies	Registrar of Company, Mumbai, Maharashtra
RONW	Return on Net Worth
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America

## CURRENCY OF PRESENTATION

All references to "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "\$", "US\$", "USD", "U.S. \$" or "U.S. Dollar(s)" are to United States Dollars, if any, the official currency of the United States of America.

## INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Information Memorandum has been obtained from internal Company reports and Industry publications and the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Information Memorandum is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Information Memorandum is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

## FORWARD LOOKING STATEMENTS

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from expectations include, among others General economic conditions, political conditions, regulatory changes pertaining to the entertainment and advertising industry in India, technological changes, our exposure to market risks which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, etc.

- Our ability to successfully implement our strategy, our growth and expansion, technological changes.
- Our exposure to market risks that have an impact on our business activities or investments.
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and Globally.
- Changes in foreign exchange rates or other rates or prices;
- Our failure to keep pace with rapid changes in advertising and media sector;
- The monetary and interest policies of India, unanticipated turbulence in interest rates;
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
- Changes in the value of the Rupee and other currencies.
- The occurrence of natural disasters or calamities.
- Changes in political condition in India.
- The outcome of legal or regulatory proceedings that we are or might become involved in;
- Government approvals;
- Our ability to compete effectively, particularly in new markets and businesses;
- Our dependence on our Key Management Personnel and Promoter;
- Conflicts of interest with affiliated companies, the Group Entities and other related parties;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

## GENERAL INFORMATION

### SUPERNOVA ADVERTISING LIMITED

Our Company was originally incorporated as “Supernova Advertising Private Limited” on 11<sup>th</sup> April, 2008 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Mumbai, Maharashtra. Our Company was subsequently converted in to a public company and consequently name was changed to “Supernova Advertising Limited” (SAL) vide fresh certificate of incorporation dated 13<sup>th</sup> December, 2013 issued by Registrar of Companies, Mumbai, Maharashtra.

#### REGISTERED OFFICE:

Shop No. G/28, Ground Floor,  
Om Heera Panna Premises CHS,  
Opp. City International School,  
Andheri (W), Mumbai - 400 053  
Tel: 91-22-69997772  
Website: [www.supernovaads.com](http://www.supernovaads.com)  
E-Mail: [info@supernovaads.com](mailto:info@supernovaads.com)

**COMPANY REGISTRATION NUMBER:** 181088

**COMPANY IDENTIFICATION NUMBER:** U22212MH2008PLC181088

#### ADDRESS OF REGISTRAR OF COMPANIES

100, Everest, Marine Drive,  
Mumbai - 400 002  
Tel: 022-22846955, 22812627, 22812645  
Fax: 011-22811977  
Email: [roc.mumbai@mca.gov.in](mailto:roc.mumbai@mca.gov.in)

#### BOARD OF DIRECTORS:

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Bhanu Kumar Arvind Goyal	Whole-time Director	06669447	601, Samrock Apartments, Juhu Lane, Andheri (West), Mumbai - 400058
Mr. Sameer Patel Yeshwant	Non-Executive Independent Director	02231352	B/106, Badrinath Suram Park, Jivdani Road, Behind Ganesh Hospital, Virar (East), Thane - 401303
Mrs. Sunita Kamlesh Patel	Non-Executive Independent Director	06690165	Somnath Society, Devsar, Bilimora Gujarat 396321
Mr. Vijay Kumar Saini	Non-Executive Independent Director	06782120	NalaKaBalaji, Piprali Road, Ward No. 10, Sikar, Rajasthan - 332001

For further details of Management of our Company, please refer to section titled "Our Management" on page 56 of this Information Memorandum.

## **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Ms. Sapna  
Shop No. G/28, Ground Floor,  
Om Heera Panna Premises CHS,  
Opp. City International School,  
Andheri (W), Mumbai - 400 053  
Tel: 91-22-69997772  
Website: [www.supernovaads.com](http://www.supernovaads.com)  
E-Mail: [info@supernovaads.com](mailto:info@supernovaads.com)

## **STATUTORY AUDITORS**

M/s. ACG & Associates  
109 Sai Conark Complex,  
Near Datta Mandir,  
Virar Road, Nallasopara (East)  
Thane 401209  
**Contact Person:** Mr. Antu Gupta  
Membership Number: 149137  
Firm Registration No. -134835W

## **INVESTING VENTURE CAPITAL FUND**

### **NEXT ORBIT VENTURES FUND**

Bldg. No.52, Room No. 11,  
3rd Marine Street,  
Dhobi Talao, Mumbai-400002  
SEBI Regn. No: IN/VCF/11-12/0232

## **REGISTRAR OF THE COMPANY**

### **SHAREPRO SERVICES (INDIA) PVT. LTD.**

13AB Samhita Warehousing Complex,  
2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane  
Andheri Kurla Road  
Mumbai- 400072  
Tel: 022-67720300, 67720400, 28511872  
Fax: 022-28591568  
Email: [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)  
Website: [www.shareproservices.com](http://www.shareproservices.com)  
Contact Person: Mr. Subhash Dhingreja  
SEBI Registration No: INR000001476

## **Absolute Responsibility of Supernova Advertising Limited**

Supernova Advertising Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions are intentions misleading in any material respect.



## ELIGIBILITY CRITERIA

We are an unlisted company as on date and we propose to list our Equity Shares on Institution Trading Platform (ITP) of BSE SME In terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009. Our Company is eligible for the listing in terms of 106 Y and other provisions of Chapter XC of the SEBI (ICDR) Regulations, 2009.

We Confirm that

1. The name of our company, our promoters, any of our group companies or directors do not appear in the wilful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
2. There is no winding up petition against the company that has been admitted by a competent court or a liquidator has been appointed;
3. Our company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction within a period of five years prior to the date of application for listing;
4. No regulatory action has been taken against the company, its promoter or director, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs within a period of five years prior to the date of application for listing;
5. We have been incorporated on 11<sup>th</sup> April, 2008 and thus not completed more than ten years after incorporation and our revenues have not exceeded Rs. One Hundred Crores in any of the previous financial years.
6. The paid up capital of the company has not exceeded twenty five crore rupees in any of the previous financial years;
7. We have completed fiscal 2013-14 being one full year of audited financial statements, for the immediately preceding financial year at the time of making listing application;
8. Next Orbit Ventures Fund (A SEBI Registered Ventures Fund) in accordance with Regulation 106 Y (h) (iv) of SEBI (ICDR) Regulations, 2009, as amended has invested a sum of Rs. 50.00 Lacs on dated 12<sup>th</sup> March, 2014 by applying 5,00,000 Equity Shares of our Company at a price of Rs. 10 Each and these shares would be under lock in for a period of three years from the date of listing.
9. In accordance with Regulation 106 ZB of Chapter XC of the SEBI (ICDR) Regulations, 2009, Our Promoter i.e. M/s. Kuldevi Advisory Services Private Limited has given their consent to lock-in 20,42,640 Equity Share representing 20.00 % of Paid up Capital of the Company.
10. We have entered tripartite depository agreement with CDSL& NSDL.
11. Our Company has Net Tangible Assets of Rs. 640.33 Lacs, which is in excess of Rs. 1 Crore as per the latest audited financial results. Our Net Tangible Assets as on 31<sup>st</sup> December, 2013 are disclosed as under:

	(Rs. Lacs)
<b>Particulars</b>	<b>31.12.2013</b>
Fixed Assets- Net Block	212.04
<i>Current Assets, Loans and Advances:</i>	
Trade Receivables	106.81
Cash & Bank Balances	6.98
Short Term Loans & Advances	472.41
<b>Total Assets (A)</b>	<b>798.24</b>

<b>Particulars</b>	<b>31.12.2013</b>
<i>Less: Current Liabilities &amp; Provisions:</i>	
Trade Payables	87.91
Other Current Liabilities	68.12
Short Term Provisions	1.88
<b>Total Current Liabilities &amp; Provisions (B)</b>	<b>157.91</b>
<b>Net Tangible Assets (A-B)</b>	<b>640.33</b>

12. There has not been any change in promoters of the Company in preceding one year from date of filing the application to BSE for listing under ITP segment.

## SECTION I-BUSINESS

### **Description of our Business and Operations:**

Our Company was originally incorporated as “Supernova Advertising Private Limited” on 11<sup>th</sup> April, 2008 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Mumbai, Maharashtra. Our Company was subsequently converted in to a public company and consequently name was changed to “Supernova Advertising Limited” (SAL) vide fresh certificate of incorporation dated 13<sup>th</sup> December, 2013 issued by Registrar of Companies, Mumbai, Maharashtra.

We are an Out-of-Home (OOH) advertising company, whereby we provide our clients non Digital OOH media solutions for our clients. Our Non Digital OOH media solutions include creating and offering result oriented solutions for clients. We provide brand marketers with a range of out-of home venues, platforms, demographics and psychographics to build brand affinity. Currently our solutions are focused in Mumbai and adjacent suburban regions. Mumbai is considered as Media and advertising Hub of India.

To reach a wide audience of all classes, hoarding advertising is the most preferred outdoor advertising media today. It has been a way for branding products of all kinds and has been in use since long. This trusted medium can be used in the most profitable way in association with us. We offer a wide range of outdoor advertising formats like hoardings, bus shelters, bus panels, pole kiosks, glow sign boards etc. to choose from.

Our main principle is to create an effective outdoor advertising plan for our clients which is not only economic but also focused to tap the target audience. Expert team designs plans to suit the requirements of clients. Every campaign designed by our team goes under scrutiny process in order to ensure the best possible way to benefit the client’s brand/organization.

We explore best locations so that the brand reaches the target audience. We make sure that every plan of ours is economic as well as cost effective. Our media planning research, quick execution and value added monitoring system gives great exposure to one’s campaign. We can deliver desirable and measurable advertising campaigns within a set time frame so that the campaign kick starts quickly. We aim to help make our client’s esteemed brand more popular amongst their target audiences.

### **Our business process can be summarized as under:-**

**Tapping new Clients:** Customers are one of the most important part of any business. Customers are lifeline to profits, respect and reputation It’s typically much more difficult to reach new customers than to get existing ones to buy more. But because of that, once you have a wide, established customer base, sales are going to be easier, more predictable, and easier to grow. Our sales team strives to track people from the “prospect” stage through the “client” stage. They work day and night to Foster enhanced sales to build a wider clientele for the organization.

**Retaining the Clients:** Our team completely understands the need to retain the existing customers. Acquiring new customers can cost five times more than satisfying and retaining the current customers. A 2% increase in customer retention has the same effect on profits as cutting costs by 10%. A 5% reduction in customer defection rate can increase profits by 25-125%, depending on the industry. Our team values our relationship with clients, strives to win their trust, loyalty and support and patronage by delivering quality service at effective costs.

**Execution and fulfillment of orders:** Happy clients are satisfied clients. Execution is the most important part of the chain on which current as well as future profits of the company depend. We devote maximum time to this part of the process wherein we advise our clients on various issues pertaining to hoarding advertising like space, location, size, duration, timing, providing best services at best possible cost, acquiring the space on rent etc. for placing the hoardings.

We give special care to the following aspects for ensuring satisfaction of our clients:-

1. **For Hoarding Advertisement Less is More:** Considering we're on the move when we read hoardings, we don't have a lot of time to take them in. Six seconds has been touted as the industry average for reading a hoarding. So, around six words is all you should use to get the message across. You can push this to a few more words depending on their length and ease of reading, but as a rule of thumb, less is more here. Concision is tough, but headlines that are small paragraphs will not get read.
2. **We make sure that our Hoardings get Noticed, but at the same time are not a Huge Distraction:** Most of the time, hoardings are aimed at drivers, bikers, cyclists or pedestrians (which is why you have just a few seconds to get a message across). This causes an interesting dilemma for the advertiser; you want to get noticed, but you don't want to be responsible for major, or even minor, accidents. We always strive to maintain the delicate balance between attention and distraction.
3. **Hoarding advertisements should be smart, but not too clever:** A boring hoarding will be ignored. A smart hoarding will grab the attention and leave a lasting impression. A hoarding that's trying to be too clever, well, it will get lost on the audience. As a rule, you don't want hoardings to make people scratch their heads and wonder what is going on. Complex visual metaphors are no good here. They say advertising should be like a puzzle to solve, it gives the audience a sense of fulfillment to know they figured it out. But hoardings should be much simpler than that. Be smart, have fun, but don't give people puzzles that Einstein would have trouble solving. You're in the business of advertising, not showing off how clever you are.
4. **The More Hoardings, the Better:** One hoarding is not cheap. But it's also not very effective either. Hoardings are a mass market medium, but they need support. So, you want more than one, and you want as many eyes on them as possible.

**Collection team:** Our collection and accounts team ensures timely collection of payments by sending gentle reminders to clients from time to time as and when their payments fall due, keeping a track of each client's payment cycle, immediate deposit of cheques when received for smooth functioning of the organization from a financial perspective.

**Accounts team:** our Accounts team maintains the accounts for every penny. Keeps the collection team informed of any payments due to be received and gives the company the true financial picture at the end of the year.

### ***Our Competitive Strengths***

#### **Experienced management team and a motivated & efficient work force**

Our Company is managed by a team of experienced and professional personnel with experience in different aspects of Advertising industry. They have an in-depth knowledge of the application, marketing and finance. We believe that our qualified and experienced management has substantially contributed to the growth of our business operations.

#### **Strong relationships with our customers**

Our record of timely performance has helped us to build strong relationships with our customers. We customize the process according to the nature and demand of clients.

#### **Competition**

We operate in a highly competitive industry. Our advertising properties compete for audiences and advertising revenue with other outdoor advertising companies, as well as with other media, such as radio, newspapers, magazines, television, direct mail, satellite radio and Internet based media, within their respective markets. Market shares are subject to change, which could have the effect of reducing one's revenue in that market.

One's competitors may develop services or advertising media that are equal or superior to those one's company provides or that achieve greater market acceptance and brand recognition than they achieve. It is possible that new competitors may emerge and rapidly acquire significant market share in any of our business segments. An increased level of competition may lead to lower advertising rates as one attempts to retain customers or may cause one to lose customers to one's competitors who offer lower rates that one's company is unable or unwilling to match.

#### **Our Products:**

Our range of products consists are:

1. Movies Banner and Hoarding
2. Hoardings
3. Sign Board
4. Glow Sign Boards
5. LED Sign Board
6. Corporate Sign Board
7. Flex boards
8. Bill Boards
9. Flex banner

#### **Images of Hoardings:**

We present some of images of hoarding placed by ourselves as below:-





### Our Clients:

We mainly cater to Mumbai region, Mumbai being hub of Indian Film and Entertainment industry, we were able to establish ourselves in to the outdoor advertisement i.e. hoardings etc. for Indian Movies. Few of our customers are listed below:

- Aum Advertising & Media Pvt. Ltd.
- Music & More
- UEI Media Pvt. Ltd.
- Media Zone Advertising LLP

### Industry Segment overview:

#### Indian Advertising Industry

The Indian advertising industry is talking business today. It has evolved from being a small-scale business to a full-fledged industry. It has emerged as one of the major industries and tertiary sectors and has broadened its horizons be it the creative aspect, the capital employed or the number of personnel involved. Indian advertising industry in very little time has carved a niche for itself and placed itself on the global map.

Indian advertising industry with an estimated value of Rupees 13,200 crore has made jaws drop and set eyeballs gazing with some astonishing pieces of work that it has given in the recent past. The creative minds that the Indian advertising industry incorporates have come up with some mind-boggling concepts and work that can be termed as masterpieces in the field of advertising.

Keeping in mind the current pace at which the Indian advertising industry is moving the industry is expected to witness a major boom in the times ahead. If the experts are to be believed then the industry in the coming times will form a major contribution to the GDP. With all this there is definitely no looking back for the Indian advertising industry that is all set to win accolades from the world over.

- The Indian media and entertainment (M&E) industry grew from Rs. 728 billion (US\$ 11.74 billion) in 2011 to Rs 820 billion (US\$ 13.22 billion) in 2012, a growth of 12.6 per cent.
- Total advertising expenditure (AdEx) across the media sector stood at Rs. 327.4 billion (US\$ 5.28 billion) in 2012, while advertising revenues grew by 9 per cent.
- Print continued to dominate, accounting for 46 per cent of the advertising revenue at Rs 150 billion (US\$ 2.42 billion).
- Television led in the M&E industry while new media segments (like animation/VFX) and Films and Music segments also recorded discernible growth. Radio is projected to record a compounded annual growth rate (CAGR) of 16.6 per cent in the period 2012-17, post the roll out of Phase 3 licensing.

Advertisements on mobile phones and tablets have increased from a 7 per cent share in FY 2011-12 to 10 per cent of the online advertisement market in FY 2012-13, which amounts to expenditure of around Rs 230 crore

(US\$ 37.17 million). Social media, email and video advertising comprise 13 per cent, 3 per cent and 7 per cent of the online advertising market, respectively.

### **Indian Outdoor Advertising Market**

Outdoor advertising is the oldest form of advertising. The outdoor media includes outdoor advertising in several forms- such as posters, billboards, hoardings, unipoles, translights etc. These can be referred to as the traditional media options. Where as, the world of outdoor advertising comprises of much more. There are non-standardized signs such as roadside signs, highway advertising and innovative mediums like transit advertising, mall advertising etc. that all come under outdoors' domain. Hence, evolving a more encompassing form of advertising called **Out-of-Home advertising (OOH)**.

Outdoor advertising is one of those industries that one could say never changes, or is constantly changing. On one hand, it is always the same. Local business is the biggest chunk of revenue for us. Static billboards are still just as impactful today as they ever were. They still break through the clutter by demanding the attention of a captive audience. The out of home medium is still one of the most cost effective ways to reach your target audience.

On the other hand, the industry has seemed to have changed quite a bit in the last few years. Some of the biggest industry transformations have been measurement, technology, and creative elements allowing for customer interaction. In India, the estimated size of the Out of Home (OOH) industry was Rs 15 billion in 2008, which is projected to become almost twice its current size in 2013 i.e. 25 billion.

When looking ahead at what the industry has to look forward to in 2014, one thing is certain - there will be some trends to watch.

#### **Intellectual Property:**

Presently, we do not own any patent or trademark.

#### **Licenses:**

#### **Approvals/ Licenses/Permissions Procured to conduct our Business:**

Sr. No.	Nature of Registration/License	Registration /License No.	Issuing Authority	Date of Issue
<b>Constitutional Registration</b>				
1.	Certificate of Incorporation	U22212MH2008 PTC181088	Registrar of Companies, Mumbai Maharashtra,	April 11, 2008
2.	Fresh Certificate of Incorporation consequent upon change of name on conversion to Public Limited Company	U22212MH2008 PLC181088	Registrar of Companies, Mumbai Maharashtra,	December 13, 2013
<b>Taxation Registration</b>				
1.	Permanent Account Number	AAMCS0163K	Income Tax Department	N.A.
2.	TAN	MUMS68690G	Income Tax Department	N.A.
3.	Service Tax	AAMCS0163KSD001	Central Excise & Service Tax Mumbai	March 26, 2004

Sr. No.	Nature of Registration/License	Registration /License No.	Issuing Authority	Date of Issue
<b>Constitutional Registration</b>				
4.	Professional Tax Enrolment Number	27065278267P	Professional Tax Officer Mumbai	March 20, 2014
<b>Others</b>				
1.	Shops and Commercial Establishment Registration	760379555	Inspector under the Maharashtra Shops and Establishment Act, 1948	March 29, 2014

#### Franchisee / concessions:

As on date we do not have any franchisee. We have not entered in to any concession agreements.

#### Working Capital:

Our business requires a substantial amount of working capital. Generally, working capital is required to finance the payments to suppliers, advertising contractors etc., before payment is received from our clients, in addition to that our working capital comprises of receivables from our debtors. Our working capital requirements may increase if, in certain contracts, payment terms do not provide for advance payments to us or if payment schedules are less favorable to us.

As on 31<sup>st</sup> March, 2013 and 31<sup>st</sup> December, 2013 our working capital comprised of followings:

Particulars	Amount (Period Ended 31.12.13) Rs. in Lacs	Amount (FY 2012-13) Rs. in Lacs
Trade Receivables	106.82	194.26
Short Term Loans & Advances	472.41	10.11
Cash and Bank Balances	6.98	1.83
<b>Total (A)</b>	<b>586.20</b>	<b>206.19</b>
<b>Less:</b>		
Trade Payables	87.91	494.38
Expenses & Other Liabilities	68.12	8.73
Short term provisions	1.88	0.58
<b>Total (B)</b>	<b>157.91</b>	<b>503.68</b>
<b>Net Working Capital (A-B)</b>	<b>428.29</b>	<b>(297.49)</b>

We have funded our entire working capital requirement from our own funds. Companies engaged in industry in which we operate, finance its working capital through borrowed funds (mainly bank and financial institutions) and its own funds.

#### Research & Developments:

We have not incurred any amount during the last three fiscal years on company-sponsored research and development activities.

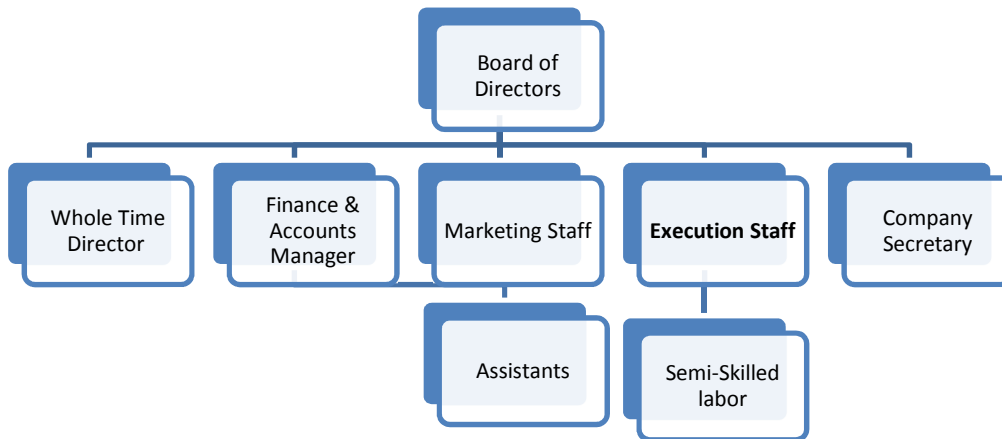
#### Human Resources:

The details of manpower employed as on date are as under:



Category	No. of employees
<b>Management:</b>	
Whole Time Director	1
<b>Administration, Accounts &amp; Finance, Marketing:</b>	
Marketing	2
Execution	2
Accounts, Administration & Finance	2
Company Secretary	1
Assistants	2
<b>Temporary:</b>	
Semi-Skilled labor	26
<b>TOTAL</b>	<b>36</b>

Our Organization structure of the Company is as follows -



## FINANCIAL INFORMATION

THE AUDITED BALANCE SHEET, PROFIT & LOSS ACCOUNT, CASH FLOW STATEMENT, WITH ATTENDANT ANNEXURE AND NOTES TO ACCOUNTS FOR THE NINE MONTHS ENDED 31<sup>ST</sup> DECEMBER, 2013 IS PRODUCED AS UNDER:-

### BALANCE-SHEET AS AT 31<sup>ST</sup> DECEMBER, 2013

PARTICULARS	Note	As at	As at
		31st December, 2013	31st March, 2013
		Amount(Rs)	Amount(Rs)
<b>EQUITY AND LIABILITIES</b>			
<b>1. Shareholder's Funds</b>			
(a) Share Capital	1	709,32,000	15,42,000
(b) Reserves & Surplus	2	10,12,392	707,46,347
		<b>719,44,392</b>	<b>722,88,347</b>
<b>2. Current Liabilities</b>			
(a) Trade Payables	3	87,90,827	494,37,675
(b) Other Current Liabilities	4	68,12,228	8,73,083
(c) Short Term Provisions	5	1,87,680	57,680
		<b>157,90,735</b>	<b>503,68,438</b>
<b>TOTAL</b>		<b>877,35,128</b>	<b>1226,56,785</b>
<b>ASSETS</b>			
<b>1. Non-Current Assets</b>			
(a) Fixed Assets	6	212,04,302	-
(a) Non-Current Investments	7	79,10,467	1020,37,325
		<b>291,14,769</b>	<b>1020,37,325</b>
<b>2. Current Assets</b>			
(a) Trade Receivable	8	106,81,313	194,25,785
(b) Cash and Cash Equivalent	9	6,97,846	1,82,646
(c) Short term Loans & Advances	10	472,41,200	10,11,029
		<b>586,20,359</b>	<b>206,19,460</b>
<b>TOTAL</b>		<b>877,35,128</b>	<b>1226,56,785</b>
The accompanying notes 1-21 are an integral part of the financial statements			

**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST DECEMBER, 2013**

PARTICULARS	Note	Period Ended	Year Ended
		31st December, 2013	31st March, 2013
		Amount(Rs)	Amount(Rs)
<b>INCOME</b>			
Revenue from Operations	11	194,29,500	361,55,000
Other Income	12	16,627	-
<b>Total Revenue</b>		<b>194,46,127</b>	<b>361,55,000</b>
<b>EXPENDITURE</b>			
Operational Expenses		184,60,025	360,00,000
Depreciation		1,778	-
Other Expenses	13	5,63,606	33,372
<b>Total Expenses</b>		<b>190,25,409</b>	<b>360,33,372</b>
<b>Profit/(Loss) Before Tax</b>		<b>4,20,718</b>	<b>1,21,628</b>
<b>Tax Expenses:</b>			
Current Tax		1,30,000	37,580
<b>Profit/(Loss) for the year</b>		<b>2,90,718</b>	<b>84,048</b>
<b>Earnings per equity share of F.V of Rs 10 each</b>			
Basic and Diluted	14	0.04	0.55
<b>Balance Carried to Balance Sheet</b>		<b>2,90,718</b>	<b>84,048</b>

**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31<sup>ST</sup>DECEMBER, 2013**

<b>PARTICULARS</b>	<b>Amounts Rs. 31.12.13</b>	<b>Amounts Rs. 31.03.13</b>
<b><u>(A)CASH FLOW FROM OPERATING ACTIVITIES:-</u></b>		
1.Net profit before tax	4,20,718	1,21,628
<b>2.Adjustment for:</b>		
Add: Depreciation & Amortisation Expenses	1778	-
<b>Operating Profit before Working capital changes</b>	<b>4,22,496</b>	<b>1,21,628</b>
<b>3.Working Capital Changes:</b>		
Decrease (Increase) in Trade & Other Receivables	87,44,472	(194,25,785)
Decrease (Increase) in Inventories	-	-
Decrease (Increase) in Short Term Loans & Advances (Other Than Taxes)	(460,20,025)	-
Decrease (Increase) in Other Current Assets	-	-
Increase (Decrease) in Trade & Other Payables	(406,46,848)	396,40,608
Increase (Decrease) in Other Current Liabilities	59,39,145	8,01,350
<b>Net Changes in Working Capital</b>	<b>(719,83,256)</b>	<b>210,16,173</b>
<b><u>Cash Generated from Operations</u></b>	<b>(715,60,760)</b>	<b>211,37,801</b>
<b>Adjustment of Taxes</b>	<b>(2,10,146)</b>	<b>(8,12,489)</b>
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(717,70,906)</b>	<b>203,25,312</b>
<b><u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u></b>		
Purchase of Fixed Assets including CWIP	(212,06,080)	-
(Increase) Decrease in Other Non-Current Assets	-	-
(Increase) Decrease in Long Term Loans & Advances	-	-
Decrease (Increase) in Non-Current Investments	941,26,858	(209,37,325)
<b>Net Cash Flow from Investing Activities (B)</b>	<b>729,20,778</b>	<b>(209,37,325)</b>
<b><u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u></b>		
Issue of Share Capital	-	-
Preliminary Expenses incurred	(6,34,672)	-
Increase in Short Terms Borrowings	-	-
Proceeds from/(Refund) Share Application Money	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(6,34,672)</b>	<b>-</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents ( A-B+C )</b>	<b>5,15,200</b>	<b>(6,12,013)</b>
<b>Cash and cash equivalents at the beginning of the year / Period</b>	<b>1,82,646</b>	<b>7,94,659</b>
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>6,97,846</b>	<b>1,82,646</b>

NOTES ON FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST DECEMBER, 2013

1. SHARE CAPITAL		
Particulars	As at	As at
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
<b>Authorised</b>		
80,00,000 (1,60,000) Equity Shares of Rs 10/- each	800,00,000	16,00,000
<b>Issued, Subscribed and Paid up</b>		
70,93,200 (154200) Equity Shares of Rs10/- each, fully paid up	709,32,000	15,42,000
<b>TOTAL</b>	<b>709,32,000</b>	<b>15,42,000</b>

1A. RECONCILIATION OF NUMBER OF SHARES				
Particulars	As at 31st December, 2013		As at 31st March, 2013	
	No. of Shares	Amount(Rs)	No. of Shares	Amount(Rs)
Shares outstanding at the beginning of the year	1,54,200	15,42,000	1,54,200	15,42,000
Add: Bonus Shares issued during the period	69,39,000	693,90,000	-	-
Less: Shares bought back during the period	-	-	-	-
Shares outstanding at the end of the period	<b>70,93,200</b>	<b>709,32,000</b>	<b>1,54,200</b>	<b>15,42,000</b>

2. RESERVES & SURPLUS		
Particulars	As at	As at
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
<b>Securities Premium Account</b>		
Balance as at the beginning of the year	706,22,960	706,58,000
Less: Issue of Bonus Shares	693,90,000	-
Less- Share Issue Expenses	6,34,673	35,040
<b>Balance as at the end of the year</b>	<b>5,98,287</b>	<b>706,22,960</b>
<b>Surplus in Statement of Profit &amp; Loss</b>		
Balance as at the beginning of the year	1,23,387	39,339
Add: Net Profit /(Net Loss) for the current year	2,90,718	84,048
<b>Balance as at the end of the year</b>	<b>4,14,105</b>	<b>1,23,387</b>
<b>TOTAL</b>	<b>10,12,392</b>	<b>707,46,347</b>

3. TRADE PAYABLES		
Particulars	As at	As at
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
<b>Trade Payables :</b>		
Sundry Creditors	87,90,827	494,37,675
<b>TOTAL</b>	<b>87,90,827</b>	<b>494,37,675</b>

4. OTHER CURRENT LIABILITIES		
Particulars	As at	As at
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
Liabilities for Expenses	3,38,830	15,000
Liabilities- Others	61,00,000	-
Statutory Dues	3,73,398	8,58,083
<b>TOTAL</b>	<b>68,12,228</b>	<b>8,73,083</b>

5. SHORT TERM PROVISIONS		
Particulars	As at	As at
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
<b>Provision For Income Tax</b>		
Opening Balance	57,680	20,100
Add : During the Year	1,30,000	37,580
<b>TOTAL</b>	<b>1,87,680</b>	<b>57,680</b>

#### 6. FIXED ASSETS

##### TANGIBLE ASSET

Particulars	Gross Block				Depreciation			Net Block	
	As on 01.04.2013	Additions during the Period	Sale Proceeds	As at 31.12.2013	As on 01.04.2013	Dep. For the Period	As at 31.12.2013	As at 31.12.2013	As at 31.03.2012
Furniture & Fixtures	-	2,56,080	-	2,56,080	-	1,778	1,778	2,54,302	-
<b>TOTAL</b>	-	<b>2,56,080</b>	-	<b>2,56,080</b>	-	<b>1,778</b>	<b>1,778</b>	<b>2,54,302</b>	-
<b>CWIP</b>		<b>209,50,000</b>		<b>209,50,000</b>	-	-	-	<b>209,50,000</b>	-
Previous Year	-	-	-	-	-	-	-	-	-

<b>7. NON CURRENT INVESTMENTS</b>		
Particulars	As at	As at
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
<b><u>Investment in Equity Shares of Listed Companies</u></b>		
146601(5000) Kailash Auto Finance Limited	54,07,778	40,000
-- (12000)Sunstar Realty Development Limited	-	1,95,300
30800 (--- ) Surabhi Chemicals & Investments Ltd	17,86,294	
28500(25500) Suryanagri Finlease Limited	7,16,395	6,56,275
	79,10,467	8,91,575
<b><u>Unquoted Equity Instruments</u></b>		
Investments in Un-quoted Equity Shares	-	1011,45,750
<b>TOTAL</b>	<b>79,10,467</b>	<b>1020,37,325</b>
<b>Aggregate Market Value of Quoted Shares</b>	<b>88,69,364</b>	<b>13,73,975</b>

<b>8. TRADE RECEIVABLE</b>		
Particulars	As at	As at
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
<b><u>Trade Receivables</u></b>		
Sundry Debtors	106,81,313	194,25,785
Unsecured, Considered Good	106,81,313	194,25,785

<b>9. CASH &amp; CASH EQUIVALENTS</b>		
Particulars	As at	As at
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
<b><u>Balance with Bank</u></b>		
In Current Account	6,52,410	79,994
Cash on hand (As certified by the management)	45,436	1,02,652
<b>TOTAL</b>	<b>6,97,846</b>	<b>1,82,646</b>

<b>10. SHORT TERM LOANS &amp; ADVANCES</b>		
Particulars	As at	As at
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
<b><u>Other Advances</u></b>		
Unsecured, Considered Good	460,20,025	-
<b><u>Balance with Revenue Authorities</u></b>		
TDS Receivables	12,21,175	10,11,029
<b>TOTAL</b>	<b>472,41,200</b>	<b>10,11,029</b>

11. REVENUE FROM OPERATIONS		
Particulars	Period Ended	Year Ended
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
Income From Operation	194,29,500	361,55,000
<b>TOTAL</b>	<b>194,29,500</b>	<b>361,55,000</b>

12. OTHER INCOME		
Particulars	Period Ended	Year Ended
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
Interest Income	11,596	-
Short Term Capital Gain	5,031	
<b>TOTAL</b>	<b>16,627</b>	<b>-</b>

13. OTHER EXPENSES		
Particulars	Period Ended	Year Ended
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
Salaries	2,71,750	-
Accounting Charges	-	2,500
Bank Charges	3,742	3,398
Rent	31,500	
General Expenses	8,538	13,873
Interest Paid	1,34,283	
P Tax	4,200	-
Staff Welfare	18,524	
Professional Fees	75,000	
Secretarial Compliance Fees	-	2,500
Printing & Stationary	1,205	
Audit Fees	5,000	10,000
Services Tax & Other Charges	9,864	1,101
<b>TOTAL</b>	<b>5,63,606</b>	<b>33,372</b>

14. EARNING PER SHARE		
Particulars	Period Ended	Year Ended
	31st December, 2013	31st March, 2013
	Amount(Rs)	Amount(Rs)
Basis for calculation of Basic and Diluted Earnings per share is as under:		
Profit after tax (Rs)	2,90,718	84,048
Weighted Average Number of Equity Shares (Nos)	70,93,200	1,54,200
Basic Earnings Per Share	0.04	0.55



## Notes to Financial Statements:

### 15. Significant Accounting Policies:

#### 15.1 Basis of preparation of Financial Statements:

The Financial Statements have been prepared in accordance with the generally accepted accounting principles ('GAAP') applicable in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211 (3C), Companies (Accounting Standard) Rules, 2006, as amended from time to time and the other relevant provisions of the Companies Act, 1956.

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule VI of the Companies Act, 1956.

#### 15.2 Use of Estimates:

The preparation of Financial Statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized. Management believes that the estimates used in preparation of financial statements are prudent and reasonable.

#### 15.3 Revenue Recognition:

Income and expenditure are recognized and accounted on accrual basis as and when they are earned or incurred. Revenue from sales transaction is recognized as and when the significant risk and reward attached to ownership in goods is transferred to the buyer. However leave with wages and bonus is accounted on cash basis.

Profit on sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the carrying value of the investment. Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

#### 15.4 Cash Flow Statement:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### 15.5 Tangible Assets:

Tangible Assets are stated at cost (or revalued amount as the case may be) less accumulated depreciation and accumulated impairment losses if any. Cost Comprises purchase price and any other attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Gain or loss arising from de-recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on fixed assets is provided on written down value method (WDV) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 over their useful life. Depreciation of

asset sold / discarded during the period is proportionately charged. Individual low cost assets (acquired for less than Rs 5000/-) are depreciated within a year of acquisition. Intangible assets are amortized over their estimated useful life on a straight line basis.

**15.6 Employee Benefits:**

Short term benefits and post-employment benefits are accounted in the period during which the services have been rendered.

**15.7 Tax Expense:**

Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on "Accounting for Taxes on Income".

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred Tax represents the tax effect of timing differences between taxable income and accounting income for the reporting period and is capable of reversal in one or more subsequent periods. Deferred tax are quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet Date.

Deferred Tax Assets are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax asset on unabsorbed depreciation and carry forward of losses are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**15.8 Contingent Liabilities and Provisions:**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a. Possible obligation which will be confirmed only by future events not wholly within the control of the company or
- b. Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

**15.9 Earnings per Share:**

In determining the Earnings Per share, the company considers the net profit after tax including any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

**16. Payment to Auditors :**

Particulars	Period Ended December 31, 2013	Year Ending March 31, 2013
As Statutory Auditor	5000	10,000
<b>Total</b>	<b>5000</b>	<b>10,000</b>

**17. Earnings Per Share as per Accounting Standard 20 :**

Particulars	Period Ended	Year Ending
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	December 31, 2013	March31, 2013
Profit after Tax	2,90,718	84,048
Weighted Average number of Equity Shares used as denominator for calculating EPS	70,93,200	1,54,200
Basic Earnings Per Share of Rs.10/- each	Rs0.04	Rs.0.55

18. Contingent Liabilities : Nil (Previous Year Rs. Nil)
19. There was no expenditure done in Foreign Currency and there was no earning in Foreign Currency.
20. There are no dues to Small Scale Industrial Undertaking.
21. Previous Year Figures:  
The figures for the previous year have been regrouped, reclassified or rearranged to meet the recognition and measurement principles followed for preparation of financial statements.

**THE AUDITED ANNUAL BALANCE SHEET, PROFIT & LOSS ACCOUNT, CASH FLOW STATEMENT, WITH ATTENDANT ANNEXURE AND NOTES TO ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2013 IS PRODUCED AS UNDER:-**

#### **INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of  
**SUPERNOVA ADVERTISING PRIVATE LIMITED**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of 'SUPERNOVA ADVERTISING PRIVATE LIMITED' which comprise the Balance Sheet as at **31<sup>st</sup> March, 2013**, and the statement of Profit & Loss Account for the year ended, and a summary of significant accounting policies and other explanatory information.

#### **Management Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at **March 31, 2013** and
- b) In the case of the Profit and Loss Account, of the profit for the year ended on the date

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report ) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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 account as required by law have been kept by the Company so far as appears from our examination of those books
- c) That Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e) On the basis of written representation received from the auditors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules for cess payable by the Company.

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#### ANNEXURE TO THE AUDITORS' REPORT

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The Annexure referred to in paragraph 1 of our Report of even date to the members of M/S. SUPERNOVA ADVERTISING PRIVATE LIMITED on the accounts of the company for the year ended March 31, 2013.

1		The company does not have any Fixed Assets so this clause is not applicable.
2		The Company does not have any inventory so this clause is not applicable
3	a	According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has not granted unsecured loans to parties covered in the register maintained u/s 301 of the Companies Act, 1956.
	b	According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not taken any loans from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
4		In our opinion and according to information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regards to purchase of inventory and fixed assets and for the sale of inventories. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company.
5	a	Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
	b	In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6		The Company has not accepted deposits from public within the meaning of section 58-A or Section 58-AA of the Companies Act, 1956.
7		In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
8		In our opinion and as per the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 for any of the products of the company. Hence, the provisions of clause 4 (viii) of the order are not applicable to the company.
9	a	According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted or accrued in the books of accounts in respect of undisputed statutory dues including provident fund, Income Tax,

	b	Service Tax and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities. As explained to us, the company did not have any dues on account of Employees State Insurance, Wealth Tax, Cess and Investor Education and Protection Fund. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, service tax and material statutory dues were in arrears, as at 31st March, 2013 for a period of more than six months from the date on which they become payable due. According to the information and explanations given to us and the records of the company examined by us there are no dues of income tax, sales tax, Wealth tax, service tax, custom duty, and excise duty which have not been deposited on account of any dispute pending before any forum.
10		The Company does not have accumulated losses as at the end of financial year and has not incurred cash losses in the current financial year and immediately preceding financial year.
11		In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
12		In our opinion and according to the records of the Company, the Company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities and hence the provisions of clause 4(xii) of the Order are not applicable to the Company.
13		The company is not a chit fund, nidhi, mutual benefit fund or a society and clause 12 of the order is not applicable. Therefore the provision of clause 4 (xiii) of the Companies (Auditor's report) order, 2003 are not applicable to the company.
14		In our opinion and according to the information and explanations given to us, the company is not a dealer or trader in securities. The Company has maintained proper records of the transactions and contracts in respect of shares, securities and other investments and timely entries have been made therein.
15		According to the information and explanations given to us, the Company has not given guarantee for loan taken by others from bank or financial institutions, the terms and conditions of which are prejudicial to the interest of company.
16		The Company did not have any term loans outstanding during the year.
17		According to the information and explanations given to us, and on the basis of an Overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long term investment.
18		According to the information and explanations given to us, during the year, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19		During the year covered by our audit report, the company has not issued any Secured debentures. Hence the creation of security in respect of debenture is not applicable.
20		The Company has not raised any Money by the way of Public Issue during the year.
21		Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit during the year.

**For A C G & ASSOCIATES**  
**Chartered Accountants**  
**FRN: 134835W**  
**Sd/-**  
**MR. ANTU C. GUPTA**  
**Proprietor**  
**Membership No: 149137**  
**Place: Mumbai**  
**Date: August 28, 2013**

**BALANCE-SHEET AS AT 31<sup>ST</sup> MARCH, 2013**

Particulars	Note	As at	As at
		31st March, 2013	31st March, 2012
		Amount(Rs)	Amount(Rs)
<b>EQUITY AND LIABILITIES</b>			
<b>1. Shareholder's Funds</b>			
(a) Share Capital	1	15,42,000	15,42,000
(b) Reserves & Surplus	2	707,46,347	706,97,339
		<b>722,88,347</b>	<b>722,39,339</b>
<b>2. Current Liabilities</b>			
(a) Trade Payables	3	494,37,675	97,97,067
(b) Other Current Liabilities	4	8,73,083	71,733
(c) Short Term Provisions	5	57,680	20,100
		<b>503,68,438</b>	<b>98,88,900</b>
<b>TOTAL</b>		<b>1226,56,785</b>	<b>821,28,239</b>
<b>ASSETS</b>			
<b>1. Non Current Assets</b>			
(a) Non Current Investments	6	1020,37,325	811,00,000
(b) Other Non-Current Assets	7	-	35,040
		<b>1020,37,325</b>	<b>811,35,040</b>
<b>2. Current Assets</b>			
(a) Trade Receivable	8	194,25,785	-
(b) Cash and Cash Equivalents	9	1,82,646	7,94,659
(c) Short term Loans & Advances	10	10,11,029	1,98,540
		<b>206,19,460</b>	<b>9,93,199</b>
<b>TOTAL</b>		<b>1226,56,785</b>	<b>821,28,239</b>
<b>The accompanying notes 1-19 are an integral part of the financial statements</b>			

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2013**

Particulars	Note	Year Ended	Year Ended
		31st March, 2013	31st March, 2012
		Amount(Rs)	Amount(Rs)
<b>INCOME</b>			
Revenue from Operations	11	361,55,000	90,00,000
<b>Total Revenue</b>		<b>361,55,000</b>	<b>90,00,000</b>
<b>EXPENDITURE</b>			
Depreciation and Amortisation Expenses	12	-	8,368
Other Expenses	13	360,33,372	89,17,057
<b>Total Expenses</b>		<b>360,33,372</b>	<b>89,25,425</b>
<b>Profit/(Loss) Before Tax</b>		<b>1,21,628</b>	<b>74,575</b>
<b>Tax Expenses:</b>			
Current Tax		37,580	20,100
<b>Profit/(Loss) for the year</b>		<b>84,048</b>	<b>54,475</b>
<b>Earnings per equity share of F.V of Rs 10 each</b>			
Basic and Diluted	14	0.55	5.24
<b>Balance Carried to Balance Sheet</b>		<b>84,048</b>	<b>54,475</b>
<b>The accompanying notes 1-19 are an integral part of the financial statements</b>			



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2013**

PARTICULARS	Amounts Rs. 31.03.13	Amounts Rs. 31.03.12
<b><u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u></b>		
1. Net profit before tax	1,21,628	74,575
<b>2. <u>Adjustment for:</u></b>		
Add: Depreciation & Amortisation Expenses	-	8,368
<b>Operating Profit before Working capital changes</b>	<b>1,21,628</b>	<b>82,943</b>
<b>3. <u>Working Capital Changes:</u></b>		
Decrease (Increase) in Trade & Other Receivables	(194,25,785)	-
Decrease (Increase) in Inventories	-	-
Decrease (Increase) in Short Term Loans & Advances (Other Than Taxes)	-	-
Decrease (Increase) in Other Current Assets	-	-
Increase (Decrease) in Trade & Other Payables	396,40,608	97,97,067
Increase (Decrease) in Other Current Liabilities	8,01,350	59,733
<b>Net Changes in Working Capital</b>	<b>210,16,173</b>	<b>98,56,800</b>
<b><u>Cash Generated from Operations</u></b>		
Adjustment of Taxes	(8,12,489)	(1,98,540)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>203,25,312</b>	<b>97,41,203</b>
<b><u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u></b>		
Purchase of Fixed Assets	-	-
(Increase) Decrease in Other Non-Current Assets	-	-
(Increase) Decrease in Long Term Loans & Advances	-	-
Decrease (Increase) in Non-Current Investments	(209,37,325)	(811,00,000)
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(209,37,325)</b>	<b>(811,00,000)</b>
<b><u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u></b>		
Issue of Share Capital	-	721,00,000
Preliminary Expenses	-	(34,000)
Increase in Short Terms Borrowings	-	-
Proceeds from/(Refund) Share Application Money	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>-</b>	<b>720,66,000</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents ( A-B+C )</b>	<b>(6,12,013)</b>	<b>7,07,203</b>
<b>Cash and cash equivalents at the beginning of the year / Period</b>	<b>7,94,659</b>	<b>87,456</b>
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>1,82,646</b>	<b>7,94,659</b>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

1. SHARE CAPITAL		
Particulars	As at	As at
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
<b>Authorised</b>		
160000 (160000) Equity Shares of Rs 10/- each	16,00,000	16,00,000
<b>Issued, Subscribed and Paid up</b>		
154200 (154200) Equity Shares of Rs10/- each, fully paid up	15,42,000	15,42,000
<b>TOTAL</b>	<b>15,42,000</b>	<b>15,42,000</b>

2. RESERVES & SURPLUS		
Particulars	As at	As at
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
<b>Securities Premium Account</b>		
Balance as at the beginning of the year	706,58,000	-
Add: On issue of Shares	-	706,58,000
Less- Amortisation Expenses written Off	35,040	-
<b>Balance as at the end of the year</b>	<b>706,22,960</b>	<b>706,58,000</b>
<b>Surplus in Statement of Profit &amp; Loss</b>		
Balance as at the beginning of the year	39,339	(15,136)
Add: Net Profit / (Net Loss) for the current year	84,048	54,475
<b>Balance as at the end of the year</b>	<b>1,23,387</b>	<b>39,339</b>
<b>TOTAL</b>	<b>707,46,347</b>	<b>706,97,339</b>

3. TRADE PAYABLES		
Particulars	As at	As at
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
<b>Trade Payables :</b>		
Others	494,37,675	97,97,067
<b>TOTAL</b>	<b>494,37,675</b>	<b>97,97,067</b>

<b>4. OTHER CURRENT LIABILITIES</b>		
Particulars	As at	As at
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
Liabilities for Expenses	15,000	41,800
<b>Statutory Dues</b>		
Service Tax Payable	29,458	10,300
TDS Payable	8,28,625	19,633
<b>TOTAL</b>	<b>8,73,083</b>	<b>71,733</b>

<b>5. SHORT TERM PROVISIONS</b>		
Particulars	As at	As at
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
<b>Provision For Income Tax</b>		
Opening Balance	20,100	-
Add : During the Year	37,580	20,100
<b>TOTAL</b>	<b>57,680</b>	<b>20,100</b>

<b>6. NON CURRENT INVESTMENTS</b>		
Particulars	As at	As at
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
<b>Investment in Equity Shares of Listed Companies</b>		
5000 ( - ) Kailash Auto Finance Limited	40,000	-
12000 ( - ) Sunstar Realty Development Limited	1,95,300	-
25500 ( - ) Suryanagri Finlease Limited	6,56,275	-
	8,91,575	-
<b>Unquoted Equity Instruments</b>		
Investments in Un-quoted Equity Shares	1011,45,750	811,00,000
<b>TOTAL</b>	<b>1020,37,325</b>	<b>811,00,000</b>
<b>Aggregate Market Value of Quoted Shares</b>	<b>13,73,975</b>	

<b>7. OTHER NON CURRENT ASSETS</b>		
Particulars	As at	As at
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
Preliminary Expenses as per last year account	35,040	9,408
Add: Addition during the year	-	34,000
	35,040	43,408
Less: Adjusted/Written off during the year	35,040	8,368
<b>TOTAL</b>	<b>-</b>	<b>35,040</b>

8. TRADE RECEIVABLE		
Particulars	As at	As at
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
<b>Other Trade Receivables</b>		
Unsecured, Considered Good	194,25,785	-
	<b>194,25,785</b>	-

9. CASH & CASH EQUIVALENTS		
Particulars	As at	As at
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
<b>Balance with Bank</b>		
In Current Account	79,994	7,46,870
Cash on hand (As certified by the management)	1,02,652	47,789
<b>TOTAL</b>	<b>1,82,646</b>	<b>7,94,659</b>

10. SHORT TERM LOANS & ADVANCES		
Particulars	As at	As at
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
<b>Balance with Revenue Authorities</b>		
TDS (A.Y. 12-13)	1,98,540	1,98,540
TDS (A.Y. 13-14)	8,12,489	-
<b>TOTAL</b>	<b>10,11,029</b>	<b>1,98,540</b>

11. REVENUE FROM OPERATIONS		
Particulars	Year Ended	Year Ended
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
Professional Fees	361,55,000	90,00,000
<b>TOTAL</b>	<b>361,55,000</b>	<b>90,00,000</b>

12. DEPRECIATION AND AMORTISATION EXPENSES		
Particulars	Year Ended	Year Ended
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
Preliminary Expenses written off	-	8,368
<b>TOTAL</b>	<b>-</b>	<b>8,368</b>

13. OTHER EXPENSES		
Particulars	Year Ended	Year Ended
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
Accounting Charges	2,500	2,500
Bank Charges	3,398	3,523
Filing Fees	11,492	1,100
General Expenses	1,845	1,434
Professional Fees	360,00,000	89,03,500
Secretarial Compliance Fees	2,500	2,500
Audit Fees	10,000	2,500
Services Tax & Other Charges	1,101	-
Demat Charges	536	-
<b>TOTAL</b>	<b>360,33,372</b>	<b>89,17,057</b>

14. EARNING PER SHARE		
Particulars	Year Ended	Year Ended
	31st March, 2013	31st March, 2012
	Amount(Rs)	Amount(Rs)
Basis for calculation of Basic and Diluted Earnings per share is as under:		
Profit after tax (Rs)	84,048	54,475
Weighted Average Number of Equity Shares (Nos)	1,54,200	10,395
Basic Earnings Per Share	0.55	5.24

#### Notes to Financial Statements:

#### 15. Significant Accounting Policies:

##### 15.1 Basis of preparation of Financial Statements:

The Financial Statements have been prepared in accordance with the generally accepted accounting principles ('GAAP') applicable in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211 (3C), Companies (Accounting Standard) Rules, 2006, as amended from time to time and the other relevant provisions of the Companies Act, 1956.

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule VI of the Companies Act, 1956.

##### 15.2 Use of Estimates:

The preparation of Financial Statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized. Management believes that the estimates used in preparation of financial statements are prudent and reasonable.

##### 15.3 Revenue Recognition:

Income and expenditure are recognized and accounted on accrual basis as and when they are earned or incurred. Revenue from sales transaction is recognized as and when the significant risk and reward

attached to ownership in goods is transferred to the buyer. However leave with wages and bonus is accounted on cash basis.

Profit on sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the carrying value of the investment. Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

**15.4 Employee Benefits:**

Short term benefits and post-employment benefits are accounted in the period during which the services have been rendered.

**15.5 Tax Expense:**

Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on “Accounting for Taxes on Income”.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred Tax represents the tax effect of timing differences between taxable income and accounting income for the reporting period and is capable of reversal in one or more subsequent periods. Deferred tax are quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet Date.

Deferred Tax Assets are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax asset on unabsorbed depreciation and carry forward of losses are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**15.6 Contingent Liabilities and Provisions:**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- d. Possible obligation which will be confirmed only by future events not wholly within the control of the company or
- e. Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- f. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

**15.7 Earnings per Share:**

In determining the Earnings Per share, the company considers the net profit after tax including any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

**16. Payment to Auditors :**

Particulars	Year Ending March31, 2013	Year Ending March31, 2012
As Statutory Auditor	10,,000	2,500
<b>Total</b>	<b>10,000</b>	<b>2,500</b>

**17. Earnings Per Share as per Accounting Standard 20 :**

Particulars	Year Ending March31, 2013	Year Ending March31, 2012
Profit after Tax	84,048	54,475
Weighted Average number of Equity Shares used as denominator for calculating EPS	1,54,200	10,395
Basic Earnings Per Share of Rs.10/- each	Rs.0.55	Rs. 5.24

**18. Contingent Liabilities : Nil (Previous Year Rs. Nil)**

**19. Previous Year Figures :**

The financial statements for the year ended March 31, 2013 have been prepared as per Revised Schedule VI. The figures for the previous year have been regrouped, reclassified or rearranged to meet the recognition and measurement principles followed for preparation of financial statements.

## CAPITAL STRUCTURE

The share capital of the Company as at the date of this Information Memorandum is set forth below.

Sr. No	Particulars	Aggregate value at face value / Aggregate Nominal Value (Rs. in Lacs)
<b>A.</b>	<b>Authorized Share Capital</b>	
	1,10,00,000 Equity Shares of face value of Rs.10 each	1100.00
<b>B.</b>	<b>Issued, subscribed and paid-up Equity Share Capital</b>	
	1,02,13,200 Equity Shares of face value of Rs.10 each	1021.32

The Equity Share Capital history of our Company, is set forth below.

Date of/ issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Consideration (cash, bonus, consideration other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
11/04/2008	10,000	10	10	Cash	Subscription to MOA	10,000	1,00,000	Nil
31/03/2012	1,44,200	10	500	Cash	Further Allotment	1,54,200	15,42,000	7,06,58,000
10/09/2013	69,39,000	10	NA	NA	Bonus Ratio 45:1	70,93,200	7,09,32,000	Nil
14/02/2014	26,20,000	10	10	Cash	Further Allotment	97,13,200	9,71,32,000	Nil
12/03/2014	5,00,000	10	10	Cash	Further Allotment	1,02,13,200	10,21,32,000	Nil

### NOTES FORMING PART OF CAPITAL STRUCTURE

1. We have not issued any Equity Shares for consideration other than cash except bonus issue in the ratio of 45:1 on 10<sup>th</sup> September, 2013.
2. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act, 1956.
3. Issue of Equity Shares in the last one (1) year:

Except as stated below we have not issued any Equity Shares in the preceding one year:



Date of Allotment	Number of Equity Shares	Name of the Allottee	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
10/09/2013	69,39,000	All Shareholding appearing in Register of Members as on 09/09/2013	Promoter and Non Promoters	Bonus Issue for Capitalization of Reserve.	10	Nil
14/02/2014	26,20,000	R K Nakarani -HUF (20,000), Jayantilal Khimjibhai Nakrani (60,000), Gaurav Naresh Makad (80,000), Pathik Chaturbhai Thumar (80,000), Savita Vithaldas Thakker (80,000), Rahi Govind Vaghani (80,000), Meet Govind Vaghani (80,000), Rajesh Dharmvir Gulati (80,000), Aparajita Deepshankar Roy (80,000), Mukesh Manuprasad Trivedi (80,000), Kailash Devi Dhaliwal (1,00,000), Rajendra Sunki Reddy (1,00,000), Swathi Sunki Reddy (1,00,000), Sarita Agarwal (1,00,000), Vinodkumar T Kachhara (50,000), Laxmidevi Vinodkumar Jain (50,000) Rajnikant Jayantilal Parekh (1,00,000), Ashwani Modi (3,00,000), Ektabhoomi Developers & Infrastructure Private Limited (4,90,000), Ajita Advisory & Financial Services Private Limited (5,10,000)	No	Further Allotment	10	10
12/03/2014	5,00,000	Next Orbit Ventures Fund	No	Further Allotment for eligibility for listing on BSE-SME-ITP	10	10

**Shareholding of our Promoters:**

Set forth below are the details of the build-up of shareholding of our Promoters

1. MR. BHANU KUMAR ARVIND GOYAL						
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Shareholding %
15/01/2013	Cash	5000	10	500	Acquire	
10/09/2013	NA	225000	10	NA	Bonus (Ratio45:1)	
<b>Total</b>		<b>2,30,000</b>				<b>2.25</b>

2. M/S.KULDEVI ADVISORY SERVICES PRIVATE LIMITED						
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Shareholding %
30/08/2013	Cash	66600	10	500	Acquire	
10/09/2013	NA	2997000	10	NA	Bonus (Ratio45:1)	
04/10/2013	Cash	230000	10	10	Acquire	
15/11/2013	Cash	(890000)	10	10	Transfer / Sale	
<b>Total</b>		<b>24,03,600</b>				<b>23.53</b>

Statement showing Share Holding Pattern of Supernova Advertising Limited as per clause 34 of Listing on Institutional Trading Platform as on 30<sup>th</sup> June, 2014

(I)(a)

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise Encumbered	
					As a percentage of (A+B) (VI)	Number of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
(A)	Promoter and Promoter Group						
(1)	Indian						

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise Encumbered	
					As a percentage of (A+B) (VI)	Number of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
(a)	Individuals/ Hindu Undivided Family	1	230000	230000	2.25	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Bodies Corporate	1	2403600	2403600	23.53	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	<b>Sub-Total (A)(1)</b>	<b>2</b>	<b>2633600</b>	<b>2633600</b>	<b>25.78</b>	-	-
<b>(2)</b>	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>2</b>	<b>2633600</b>	<b>2633600</b>	<b>25.78</b>	-	-
<b>(B)</b>	<b>Public shareholding</b>						
<b>(1)</b>	<b>Institutions</b>						
(a)	Mutual Funds/UTI	-	-	-		NA	NA
(b)	Financial Institutions/ Banks	-	-	-		NA	NA
(c)	Central Government/ State Government(s)	-	-	-		NA	NA
(d)	Alternate Investment Funds / Venture Capital Funds	1	500000	500000	4.90	NA	NA

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise Encumbered	
					As a percentage of (A+B) (VI)	Number of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
(e)	Insurance Companies	-	-	-		NA	NA
(f)	Foreign Institutional Investors	-	-	-		NA	NA
(g)	Foreign Venture Capital Investors	-	-	-		NA	NA
(h)	Any Other	-	-	-		NA	NA
	<b>Sub-Total (B)(1)</b>	<b>1</b>	<b>500000</b>	<b>500000</b>	<b>4.90</b>	NA	NA
<b>(2)</b>	<b>Non- institutions</b>						
(a)	Bodies Corporate	8	930600	930600	9.11	NA	NA
(b)	Individuals	309	6149000	6149000	60.21		
(c)	Qualified Foreign Investors	-	-	-	-	N.A	N.A
(d)	Any Other	-	-	-	-		
	<b>Sub-Total (B)(2)</b>	<b>317</b>	<b>7079600</b>	<b>7079600</b>	<b>69.32</b>	<b>N.A</b>	<b>N.A</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>318</b>	<b>7579600</b>	<b>7579600</b>	<b>74.22</b>	<b>N.A</b>	<b>N.A</b>
	<b>TOTAL (A)+(B)</b>	<b>320</b>	<b>10213200</b>	<b>10213200</b>	<b>100.00</b>	<b>N.A</b>	<b>N.A</b>

**(I)(b) Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group”**

Sr. No.	Name of Shareholder	Details of Shares Held		Shares pledged or otherwise Encumbered			Details of warrants		Details of convertible Securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares Held	As a % of grand total (A) + (B) + (C)	No.	As a Percentage	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of warrants of the same class	
1	Mr. Bhanu Kumar Arvind Goyal	230000	2.25	0	0.00	0.00	0	0.00	0	0.00	-
2	Kuldevi Advisory Services Pvt. Ltd.	2403600	23.53	0	0.00	0.00	0	0.00	0	0.00	-
	<b>TOTAL</b>	<b>2633600</b>	<b>25.78</b>	<b>0</b>	<b>0.0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>-</b>

**(I)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1% of the total number of shares**

Sr. No.	Name of Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total(A)+(B)+(C) indicated in Statement at para (I)(a) above}
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Sr. No.	Name of Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total(A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Stonekey Developers and Infrastructure Pvt. Ltd.	4,05,500	3.97
2	Ektabhoomi Developers and Infrastructure Pvt. Ltd.	2,13,900	2.09
3	Next Orbit Venttures Fund	5,00,000	4.90
4	Ashwin Modi	3,00,000	2.94
5	Manuprasad Mangalal Trivedi	2,50,000	2.45
6	Anil Kumar Khemka	3,00,000	2.94
7	Parineeti Fincorp Services Pvt. Ltd.	1,80,000	1.76
	<b>TOTAL</b>	<b>21,49,400</b>	<b>21.05</b>

d) Statement showing details of locked-in shares

Sr. No.	Name of Shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para(I)(a) above}
1	Kuldevi Advisory Services Pvt. Ltd.	20,42,640	20.00
2	Next Orbit Ventures Fund	5,00,000	4.90
	<b>TOTAL</b>	<b>25,42,640</b>	<b>24.90</b>

(II) (a) Statement showing details of Depository Receipts(DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e. Grand Total(A)+(B)+(C)indicated in Statement at para(I)(a) above}
		NIL		
	<b>TOTAL</b>	<b>NIL</b>		

(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares are in excess of 1 % o f the total number:

Sr. No.	Name of DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e. Grand Total(A)+(B)+(C)indicated in Statement at para(l)(a) above}
		NA		
<b>TOTAL</b>		<b>NIL</b>		

## PROPERTY

Descriptions of Properties of Company are set forth below.

### **Registered Office:**

We operate from our registered office situated at Shop No. G/28, Ground Floor, Om Heera Panna Premises CHS, Opp. City International School, Andheri (W), Mumbai - 400 053, which is a rented premise.

### **CWIP:**

Our Company has awarded work order to M/s Leone Infrastructure Private Limited to acquire and construct office in Mumbai for a total consideration of Rs. 300 Lacs and out of which Rs. 209.50 Lacs has been paid.



## KEY INDUSTRY REGULATIONS AND POLICIES

*The regulations and policies set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India that are applicable to our Company. The statements below are based on the provisions of Indian law in force, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

### Industry Specific Regulations

At present in India, there is no central statutory agency or uniform legislation regulating the advertising industry. The Indian advertising market as a whole is regulated and controlled by a non-statutory body, the **Advertising Standards Council of India (ASCI)**. In the absence of uniform integrated legislation, it is necessary for advertisers to ensure that an advertisement is in compliance with all local and national advertisement laws.

### Labour Laws

#### Shops and Establishment Act

Under various State laws dealing with shops and establishments, any shop or commercial establishment has to obtain a certificate of registration from the supervising inspector and also has to comply with certain rules laid down in the act governing that particular State. These rules and regulations regulate the opening and closing hours of shops and commercial establishments, daily and weekly work hours, closing dates and holidays, health and safety of persons working in shops and commercial establishments, payment of wages and maintenance of records and registers by the employers, among others.

#### Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus to the employees specified under the Act. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also requires for the submission of Annual Return in the prescribed form (FORM D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

#### The Maternity Benefit Act, 1961 ("Maternity Act")

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc.

### Criminal laws

#### Negotiable Instruments Act, 1881

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments

(Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

## **Business laws**

### **Indian Contract Act 1872**

Indian Contract Act 1872 is the main source of law regulating contracts in Indian law, as subsequently amended. The Indian Contract Act 1872 sections 1-75 came into force on 1 September 1872. It applies to the whole of India except the state of Jammu and Kashmir. It is not a complete and exhaustive law on all types of contracts. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. Each contract creates some right and duties upon the contracting parties. Indian contract deals with the enforcement of these rights and duties upon the parties. As per the provisions of the Indian Contract Act all agreements are contracts if they are made by the free consent of the parties competent to contract, for a lawful consideration and with a lawful object and are not expressly declared to be void. The parties to a contract must either perform or offer to perform their respective promises unless such performance is dispensed with or excused under the provisions of the Act or of any other law. Promises bind the representative of the promisers in case of death of such promisers before performance, unless a contrary intention appears from the contract. When a contract has been broken the party who suffers by such breach is entitled to receive from the party who has broken the contract, compensation for any loss or damage caused to him thereby, which naturally arose in the usual course of things from such breach or which the parties knew, when they made the contract, to be likely to result from the breach of it. Under the Act it is also provided that when a contract has been broken, if a sum is named in the contract as the amount to be paid in case of such breach, or if the contract contains any other stipulation by way of penalty, the party complaining of the breach is entitled, whether or not actual damage or loss is proved to have been caused thereby, to receive from the party who has broken the contract reasonable compensation not exceeding the amount so named or, as the case may be, the penalty stipulated for. Even a person who rightfully rescinds a contract is entitled to a compensation for any damage which he has sustained for a non-fulfillment of the contract. The Indian Contract Act also lays down provisions of indemnity, guarantee, bailment and agency. Provisions relating to sale of goods and partnership which were originally in the act are now subject matter of separate enactments viz., the Sale of Goods Act and the Indian Partnership Act.

## **Tax Related Legislations**

### **Service Tax**

Chapter V of the Finance Act 1994 (as amended), and Chapter V-A of the Finance Act 2003 requires that where provision of certain listed services, whole taxable services exceeds Rs. 10,00,000, a service tax with respect to the same must be paid. Every person who is liable to pay service tax must register himself for the same.

### **Income Tax Act, 1961**

The Income Tax Act, 1961 (“IT Act”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like. Every such company is also required to file its returns by 30<sup>th</sup> September of each assessment year.

## **The Companies Act, 1956 & 2013**

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

## **Consumer Protection Act, 1986**

The Consumer Protection Act, 1986 (“COPRA”) aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non compliance of the orders of these authorities attracts criminal penalties.

## **Intellectual Property Laws**

### **Intellectual Property Rights**

Intellectual Property in India enjoys protection under both common law and statute. Under statute, India provides for the protection of patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement. In addition to the above domestic legislations India is a party to several international treaties related to intellectual property including the Patent Co-operation Treaty, 1970, the Paris Convention for the Protection of Industrial Property, 1883, the International Convention for the Protection of Literary and Artistic Works signed at Berne in 1886 (the Universal Copyright Convention of 1952), the Rome Convention for the Protection of Performers, Producers of Phonograms and Broadcasting Organisations 1961 and as a member of the World Trade Organisation is a signatory to the Agreement on Trade Related aspects of Intellectual Property Rights, 1995 (the TRIPS Agreement).

### **Trade Marks Act, 1999**

The Indian Law on trademarks is enshrined in the Trade Marks Act, 1999. Under the existing Legislation, a trademark is a mark used in relation to goods so as to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A mark may consist of a word or invented word, signature, device, Letter, numeral, brand, heading, Label, name written in a particular style and so forth. The trademark once applied for, is advertised in the trademarks journal, oppositions, if any are invited and after satisfactory adjudications of the same, a certificate of registration is issued. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fee.

### **The Patents Act, 1970**

The Patents Act, 1970 (“Patents Act”) is the primary legislation governing patent protection in India. In addition to broadly requiring that an invention satisfy the requirements of novelty, utility and non obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of application

for the patent. The Patents Act deems that computer programmes per se are not 'inventions' and are therefore not entitled to patent protection.

## **Property related laws**

### **Registration Act, 1908**

The Registration Act, 1908 (the "Registration Act") details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, inter alia, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in the present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of Rs. 100 or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. The Registration Act also stipulates the time for registration, the place for registration and the persons who may present documents for registration.

Any document which is required to be compulsorily registered but is not registered will not affect the subject property, nor be received as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance of a contract under the TP Act or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

### **Indian Stamp Act, 1899**

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the "Stamp Act") provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state.

Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

## SECTION II - RISK FACTORS

### INTERNAL RISK FACTORS

**1. The Registered Office of our Company are not owned by us.**

We operate from our registered office situated at Shop No. G/28, Ground Floor, Om Heera Panna Premises CHS, Opp. City International School, Andheri (W), Mumbai - 400 053, which is a rented premise. Any discontinuance of rent agreement / facility will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

**2. We have reported negative cash flows.**

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

*(Rs. Lacs)*

Particulars	31.12.13	31.03.13
Net Cash flow from Operative activities	(717.71)	203.25
Net Cash Flow from investing activities	729.21	(209.37)
Net Cash Flow from Financing activities	(6.35)	-
<b>Net Cash Flow for the Year</b>	<b>5.15</b>	<b>(6.12)</b>

**3. We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.**

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

**4. Our business is dependent on a continuing relationship with our clients/customers.**

We are engaged into operations as outdoor media and advertising entity. We undertake assignments for application of Hoarding, Sign Board etc. Our business is therefore significantly dependent on developing and maintaining relationships with various customers. Our business will be adversely affected if we are unable to develop and maintain relationships with our clients/customers. The loss of clients/customers may have a material adverse effect on our operations.

**5. Our Company does not have any long term service contracts with our customers which may adversely affect our results of operations.**

Our Company does not have any long term commitments with our customers for supply of our services. As a result, we may be dependent on the recurring work / service orders received from time to time. There is no assurance that our Company will continue to receive work / service orders for our products either on substantially the same terms or at all, which could have an adverse effect on our Company's operations and profitability. Further, any change in the pattern of our end users can adversely affect the business and results of operations of our Company.

- 6. We have not protected our assets through insurance coverage and our assets are certain operating risks and this may have a material adverse impact on our business.**

We have not maintained any insurance policy to provide adequate coverage to our assets. Any damage or loss of our assets would have a material and adverse impact on our business operations and profitability.

- 7. Our response to latest trends in the Advertising industry may adversely affect the competitiveness and the ability of the Company to grab.**

Our success depends in part on our ability to cope with latest trends in the advertising industry. We are constantly scanning the environment for developments related to market perceptions, infrastructure needs, competition, regulation, etc. However, our failure to cope with the changes in the trends and industry or develop markets may have an adverse effect on our business.

- 8. Our trademark is not registered under the Trade Marks Act our ability to use the trademark may be impaired.**

Our company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection.

- 9. Rise in Input Costs may affect profitability**

The input costs of the products of the Company may increase due to various reasons. In case the Company is not able to pass on such increase to the consumers because of competition or otherwise, it may affect the profitability of the Company.

- 10. The Company has not appointed any independent agency for the appraisal of the proposed project and expansion plans.**

The projects and expansion program of the company, have not been appraised by any bank or financial institution, which may require us to reschedule our project expenditure and may have an adverse impact on our business, financial condition and results of operations.

- 11. We face substantial competition in the industry, our revenues could get affected in case we are not able to obtain customers and orders.**

The advertisement industry is a highly fragmented and competitive. We face significant competition from existing players and potential entrants in the industry. Further, we will face significant competition mainly from large vertically integrated and diversified companies in the industry. Our revenues could get affected adversely in case we are not able to secure new customers and orders.

- 12. All of our facilities would be geographically located in one area only**

All of our facilities would be geographically located in one area only. As a result of this, if there is any localized social unrest, natural disaster or breakdown of services and utilities in that area, it may affect our business adversely.

## EXTERNAL RISK FACTORS

### **13. Political, economic and social changes in India could adversely affect our business.**

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

### **14. Natural calamities and force majeure events may have an adverse impact on our business.**

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

### **15. Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.**

Our Company may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, the IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 ("IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 32 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined and will be notified by the Ministry of Corporate Affairs after various tax related issues are resolved. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period.

### **16. Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.**

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

### **17. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.**

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our Equity Shares will trade. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political

events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

**18. The new Companies Act, 2013 is in the process of being implemented and any developments in the near future may be material with respect to the disclosures to be made in this Information memorandum.**

The Companies Act, 2013 has been published on August 29, 2013. Section 1 of the said Act was notified on August 30, 2013, while 98 more sections were notified as on September 12, 2013, section 135 and rules thereunder on 27/02/2014. The Ministry of Company Affairs has further notified 183 sections of the Act and Rules thereunder to be made effective from 01.04.2014. Though we have incorporated the relevant details pertaining to the new Companies Act, 2013 (to the extent notified) in this Information Memorandum, any further notifications by the MCA after our filing of this Information Memorandum may be material with respect to the disclosures to be made in the Prospectus as well as other rules and formalities for completing the Issue. The Companies Act, 2013 is expected to replace the existing Companies Act, 1956. The Companies Act, 2013 provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures, corporate social responsibility, the requirements for independent directors, director's liability, class action suits, and the inclusion of women directors on the boards of companies. The Companies Act, 2013 is expected to be complemented by a set of rules that shall set out the procedure for compliance with the substantive provisions of the Companies Act, 2013. In the absence of such rules, it is difficult to predict with any degree of certainty the impact, adverse or otherwise, of the Companies Act, 2013 on the Issue, and on the business, prospects and results of operations of the Company.

#### **RISKS RELATING TO THE EQUITY SHARES**

**19. Our Company may raise further rounds of equity financing in which the existing shareholders may not participate resulting in reduction of their percentage of holding in our company.**

In order to grow business, our Company may require additional funds at various points of time. Our Company may raise funds through various means including debt, equity and securities convertible into equity. Any such issuances of equity and securities convertible into equity would dilute the holding of Equity Shareholders. Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of the transactions involving our media and advertising business, and these could materially reduce our revenue or income.

**20. Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.**

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

**21. The price of our Equity Shares may be volatile.**

The trading price of our Equity Shares may fluctuate after the listing due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if



the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares.

**22. Active trading market for our Equity Shares may not develop.**

Till date there has been no public market for our Equity Shares. We propose to list our Equity Shares on Equity Shares on Institution Trading Platform (ITP) of BSE SME. We cannot assure that pursuant to listing on ITP, active trading market of our Equity Shares or for securities convertible in to Equity Shares would develop as trading on ITP is subject to certain restrictions viz minimum trading lot on institutional trading platform is Rs. 10 Lacs. Further the securities listed on ITP will be mandatorily exited within 18 months of triggering various events such as completion of ten years on listing of ITP or attaining paid up capital of Rs. 25 Crores or attaining revenue of Rs. 300 Crores or attaining market capitalization of Rs. 500 Crores.

Pursuant to There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after the listing.

**23. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.**

Pursuant to listing, we will be subject to a daily "circuit breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The BSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding shareholders ability to sell Equity Shares at any particular time.

### SECTION III - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the beneficial ownership of our shares of by each person known by us to be the beneficial owner (In case different from registered owner) of the issued and subscribed capital.

Class / Type of Securities	Name and Address of Benefice Owner	Amount and nature of beneficial ownership	Percent
Equity Shares	Nil	N.A.	N.A.

### SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of this Information Memorandum.

## SECTION IV - OUR MANAGEMENT

### BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than twelve (12) Directors. Our Company currently has four (4) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Date of Assuming office in the Company	Status of Directorship in our Company
1. Mr. Bhanu Kumar Arvind Goyal S/o Mr. Arvind Goyal 601, Samrock Apartments, Juhu Lane, Andheri (West), Mumbai - 400058 Occupation: Business Nationality: Indian Tenure: 3 years w.e.f. 2 <sup>nd</sup> January, 2014 DIN: 06669447	25 Yrs	02/01/2014	Whole-time Director
2. Mr. Sameer Patel Yeshwant S/o Mr. Yashwant Patel B/106, Badrinath Suram Park, Jivdani Road, Behind Ganesh Hospital, Virar (East), Thane - 401303 Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 02231352	33 Yrs	27/07/2012	Non Executive Independent Director
3. Mrs. Sunita Kamlesh Patel D/o Mr. Mangubhai Patel Somnath Society, Devsar, Bilimora Gujarat 396321 Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 06690165	37 Yrs	02/01/2014	Non Executive Independent Director
4. Mr. Vijay Kumar Saini S/o Mr. Ghanshyam Saini Nala Ka Balaji, Piprali Road, Ward No. 10, Sikar, Rajasthan - 332001 Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 06782120	24 Yrs	18/02/2014	Non Executive Independent Director

### DETAILS OF DIRECTORS

**Mr. Bhanu Kumar Arvind Goyal** aged 25, is a Whole Time Director of the Company. He is Chartered Accountant by qualification and has over 3 years of experience in advertising industry. He promoted our Company and his contribution to our Company has enabled ourselves to establish in advertising industry. He is responsible for business policies, strategic decisions, marketing and business development of our Company. He has been designated as Whole-Time Director of our Company on January, 2014.

**Mr. Sameer Patel Yeshwant** aged 33 years, is an Independent Director of our Company. He is Bachelor in Commerce. He has more than 7 years of experience in administration and commercial operation of the Industry.

**Mrs. Sunita Kamlesh Patel** aged 37 Years, is an Independent Director of our Company. She is diploma holder in Plastic Engineering. She has more than 15 years of experience in the Engineering field.

**Mr. Vijay Kumar Saini** aged 24 years is an Independent Director of our Company. He is Masters in Commerce. He has more than 3 years of experience in the field of accounting and finance. As an Independent Director of our Company with corporate acumen & experience, he brings value addition to our Company.

#### **NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS**

None of directors are having family relations with each other.

#### **TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS**

<b>Name</b>	Mr. Bhanu Kumar Arvind Goyal
<b>Designation</b>	Whole-time Director
<b>Period</b>	Three years with effect from 2 <sup>nd</sup> January, 2014
<b>Date of Appointment</b>	2 <sup>nd</sup> January, 2014
<b>Remuneration</b>	a) Remuneration Rs. 3,00,000/- p.a. (Rupees Three Lacs Only) a) Perquisites & Allowances <ul style="list-style-type: none"> <li>• HRA &amp; Transport allowances</li> <li>• Contribution to provident fund, superannuation fund and payment to gratuity as per rules of the Company.</li> <li>• Other Perquisites &amp; Allowances as per service rules of the Company, as applicable.</li> </ul>
<b>Remuneration paid in FY 31st March, 2013</b>	Rs. Nil

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

#### **NON - EXECUTIVE DIRECTORS**

Currently, non-executive Directors are not being paid sitting fees or any other kind of remuneration.

#### **CORPORATE GOVERNANCE**

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has four (4) Directors. We have one (1) executive non independent director and three (3) independent non-executive directors. The constitution of our Board is in compliance with the requirements of Clause 42 of the Listing Agreement.

The following committees have been formed in compliance with the corporate governance norms:

- A) Audit Committee
- B) Shareholders/Investors Grievance Committee

#### AUDIT COMMITTEE

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on 28<sup>th</sup>February, 2014.

The terms of reference of Audit Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Sameer Patel Yeshwant is the Chairman of the Audit Committee.

S.No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Sameer Patel Yeshwant	Chairman	Independent Director
2.	Mr. Vijay Kumar Saini	Member	Independent Director
3.	Mr. Bhanu Kumar Arvind Goyal	Member	Executive Non Independent Director

#### Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. 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.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - (a) Matters required to be 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
  - (b) Changes, if any, in accounting policies and practices and reasons for the same
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management
  - (d) Significant adjustments arising out of audit

- (e) Compliance with listing and other legal requirements relating to financial statements
  - (f) Disclosure of any related party transactions
  - (g) Qualifications in the draft audit report.
9. Reviewing, with the management, the half-yearly financial statements before submission to the board for approval
  10. Reviewing, with the management, the statement of uses / application of funds raised through an 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.
  11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
  12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  13. Discussion with internal auditors any significant findings and follow up there on.
  14. 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 systems of a material nature and reporting the matter to the board.
  15. 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.
  16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  17. To review the functioning of the Whistle Blower mechanism, in case if the same is existing.
  18. 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.
  19. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

#### **SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE**

Our Company has constituted a shareholder / investors grievance committee ("**Shareholders / Investors Grievance Committee**") to redress the complaints of the shareholders. The Shareholders/Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 28<sup>th</sup> February, 2014. The committee currently comprises of three (3) Directors. Mr. Sameer Patel Yeshwant is the Chairman of the Shareholders/ Investors Grievance committee.

S. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Sameer Patel Yeshwant	Chairman	Independent Director
2.	Ms. Sunita Kamlesh Patel	Member	Independent Director
3.	Mr. Bhanu Kumar Arvind Goyal	Member	Executive Non Independent Director

#### Role of shareholders/investors grievance committee

The Shareholders / Investors Grievance Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

#### SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors:

Name of Director	Number of Equity Shares	% of Paid up Share Capital
Mr. Bhanu Kumar Arvind Goyal	230000	2.25
Mr. Sameer Patel Yeshwant	-	-
Mrs. Sunita Kamlesh Patel	-	-
Mr. Vijay Kumar Saini	-	-
<b>Total</b>	<b>230000</b>	<b>2.25</b>

#### CONFIRMATIONS

There is no arrangement or understanding between any Director and any other person(s) (naming pursuant to which he was or is to be selected as a director or nominee.

## SCTION V - OUR PROMOTERS


### OUR PROMOTERS

The Promoters of our Company are:

1. Mr. Bhanu Kumar Arvind Goyal
2. M/s Kuldevi Advisory Services Private Limited

### DETAILS OF OUR PROMOTERS ARE AS UNDER

#### 1. Mr. Bhanu Kumar Arvind Goyal

	<p><b>Mr. Bhanu Kumar Arvind Goyal</b>, aged 25, is a Whole Time Director of the Company. He is Chartered Accountant by qualification and has over 3 years of experience in advertising industry. He promoted our Company and his contribution to our Company has enabled ourselves to establish in advertising industry. He is responsible for business policies, strategic decisions, marketing and business development of our Company. He has been designated as Whole-Time Director of our Company on January, 2014.</p>
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#### Identification

<b>Name</b>	<b>Mr. Bhanu Kumar Arvind Goyal</b>
<b>Permanent Account Number</b>	APJPG7315L
<b>Passport No.</b>	Not Available
<b>Voter ID</b>	ZZN0566547
<b>Driving License</b>	Not Available
<b>Bank Account Details</b>	A/c no. 505201011002956 Vijaya Bank

#### 2. M/s. Kuldevi Advisory Services Private Limited

M/s. Kuldevi Advisory Services Private Limited Company was incorporated on 08<sup>th</sup> August, 2013 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Hyderabad, Andhra Pradesh. The Registered office of the Company is situated at 6-3-1216/111/A, Methodist Colony, Begumpet, Hyderabad - 500 016,

The main Object of the Company is stated as below:

To provide consultancy, assistance on every aspect in Foreign Exchange Regulation Act, Non Resident Indian Over Seas Corporate Body investment in India, Securities & Exchange Board Of India, Reserve Bank Of India, Customs, Central Excise, Income Tax, Company Law, Import-Export Policies, Insurance Laws and all related matters, to residents as well as non-residents..

Kuldevi Advisory Services Private Limited holds 24,03,600 Equity Shares of our Company, which constitutes 23.53% of Total Capital.

**Board of Directors of Kuldevi Advisory Services Private Limited as on the date of this Information Memorandum is as follows:**

- Mr. Bhanu Kumar Arvind Goyal
- Mr. Vimal Arunbhai Mehta



**Shareholding Pattern:**

As on date of filing, the shareholding pattern of Kuldevi Advisory Services Private Limited as follows:-

<b>Sr. No.</b>	<b>Name of Shareholder</b>	<b>No. of shares</b>
1	Mr. Bhanu Kumar Arvind Goyal	15000
2	Mr. Uttam Kumar Sharma	5000
	<b>TOTAL</b>	<b>20000</b>

Kuldevi Advisory Services Private Limited Company was incorporated on 08<sup>th</sup> August, 2013 therefore Fiscal 2013-14 being the first year of operations, financial performance is not depicted.

## SECTION VI - RELATED PARTY TRANSACTIONS

Transaction with related party as identified by the management in accordance with Accounting Standard 18 “Related party disclosures” issued by The Institute of Chartered Accountants of India, are as follows:

### *I. List of Related Parties*

31.03.2013	31.03.2012	31.03.2011
<b>Party Where Control Exists</b>		
Mr. Bhanu Kumar Arvind Goyal	-	-
<b>Other Parties Where Transaction have taken place</b>		
<b>Group Companies</b>		
-	-	-
<b>Key Managerial Persons</b>		
-	-	-
<b>Relatives of Key Managerial Persons</b>		
-	-	-

### *II. Details of Transactions with Related party:*

No transactions has been entered with any related parties during the preceding three fiscal years.

## SECTION VII: OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company, our Directors, our Promoters and Group Companies and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Group Companies.*

### I. CASES FILED BY OUR COMPANY

#### *Civil Cases*

There are no civil proceedings filed by our Company.

#### *Criminal Cases*

There are no criminal proceedings filed by our Company.

### II. CASES FILED AGAINST OUR COMPANY

#### *Civil proceedings*

There are no civil proceedings filed against our Company.

#### *Criminal Proceedings*

There are no criminal proceedings filed against our Company.

### III. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

### IV. LITIGATIONS INVOLVING OUR PROMOTER

#### (i) Proceedings of Civil nature

(a) By the promoters

NIL

(b) Against the promoters

NIL

#### (ii) Proceedings of a Criminal nature-

(a) By the promoters

NIL

(b) Against the promoters

NIL

**V. LITIGATIONS INVOLVING DIRECTORS OF OUR COMPANY**

**(i) Proceedings of Civil nature**

(a) By the Directors of our Company

**NIL**

(b) Against the Directors of our Company

**NIL**

**(ii) Proceedings of a Criminal nature-**

(a) By the Directors of our Company

**NIL**

(b) Against the Directors of our Company

**NIL**

**VI. LITIGATIONS INVOLVING OUR GROUP COMPANIES**

**(i) Proceedings of Civil nature**

(a) By our Group Companies

**NIL**

(b) Against our Group Companies

**NIL**

**(ii) Proceedings of a Criminal nature-**

(a) By our Group Companies

**NIL**

(b) Against our Group Companies

**NIL**

**MATERIAL DEVELOPMENTS**

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last audited financial statements disclosed in this Information Memorandum, any circumstances that materially or adversely affect or are likely to affect our profitability or value of assets or our ability to pay material liabilities within the next twelve (12) months.

## SECTION VIII

### LIST OF MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements referred to which are or may be deemed to be material have been entered into by or on behalf of the Company.

#### I. MATERIAL CONTRACTS -

1. Agreement dated 1<sup>st</sup> January, 2014 entered into between our Company and Sharepro Services (India) Private Limited, Registrar and Share Transfer Agent of the Company.
2. Tripartite agreement dated 8<sup>th</sup> January, 2014 entered into between our Company, CDSL and Registrar and Share Transfer Agent of the Company.
3. Tripartite agreement dated 25<sup>th</sup> February, 2014 entered into between our Company, NSDL and Registrar and Share Transfer Agent of the Company.

#### II. MATERIAL DOCUMENTS -

1. Memorandum of Association and Articles of Association of our Company, as amended.
2. Certificate of incorporation dated 11<sup>th</sup> April, 2008 issued to our Company in the name of Supernova Advertising Private Limited, by the Registrar of Companies, Mumbai, Maharashtra.
3. Fresh certificate of incorporation dated 13<sup>th</sup> December, 2013 issued to our Company in the name of Supernova Advertising Limited, by the Registrar of Companies, Mumbai, Maharashtra.
4. Resolution passed by the members of our Company at the Extra Ordinary General Meeting held on 15<sup>th</sup> January, 2014 appointing Mr. Bhanu Kumar Arvind Goyal as Whole Time Director of the Company.
5. Resolution passed at the meeting of the Board of Directors held on 28<sup>th</sup> February, 2014 constituting various Committees of the Board.
6. Audited Annual Reports including audited Balance Sheets and Profit & Loss Accounts of the Company for the year ended 31<sup>st</sup> March, 2011, 31<sup>st</sup> March, 2012 and 31<sup>st</sup> March, 2013.

## **SECTION IX**

### **DECLARATION**

All relevant provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, applicable, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) the Securities and Exchange Board of India Act, 1992 or the rules made thereunder or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

#### **SIGNED BY ALL THE DIRECTORS**

Mr. Bhanu Kumar Arvind Goyal

Mr. Sameer Patel Yeshwant

Mrs. Sunita Kamlesh Patel

Mr. Vijay Kumar Saini

#### **SIGNED BY THE COMPANY SECRETARY**

Ms. Sapna

#### **SIGNED BY THE WHOLE-TIME DIRECTOR CUM FINANCE HEAD**

Mr. Bhanu Kumar Arvind Goyal

**Date:** 07.07.2014

**Place:** Mumbai