

26TH

ANNUAL REPORT

2007 – 2008

SCENARIO MEDIA LIMITED

SCENARIO MEDIA LIMITED

CONTENTS	PAGE NO.
Notice	1 - 4
Director Reports	5 - 11
Corporate Governance Report	12 - 26
CEO and CFO Certification	27 - 29
Declaration	30
Statutory Compliance Report	31
Auditor Reports	32- 36
Balance-Sheet	37
Profit & Loss A/c.	38
Schedule Forming Parts of Accounts	39- 44
Cash Flow Statement	45



SCENARIO MEDIA LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of SCENARIO MEDIA LIMITED will be held at the Registered office of the Company situated at 97, Maker Tower 'F', Cuffe Parade, Mumbai - 400 005 on Tuesday, September 30, 2008 at 11.30 a.m. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2008, Profit and Loss Account for the year ended on that date and the Reports of the Auditors' and the Directors' thereon.
2. To appoint a Director in place of Mr. Balam Mohla, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sameer Kapoor who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Auditors to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to authorize Board to fix their remuneration.

"RESOLVED THAT M/s. Shah & Taparia Chartered Accountants, Mumbai, being retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting until conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Chairperson in consultation with the Auditors, in addition to reimbursement of service tax and all out of pocket expenses in connection with the audit of the Accounts of the Company, which remuneration may be paid on existing terms to be agreed between the Auditors and the Chairperson."

Place : Mumbai
Date : September 04, 2008

By order of the Board
Sd/-
Compliance Officer

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

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and the proxy need not be a member of the Company. Under the Companies Act, 1956, voting is by a show of hands unless a poll is demanded by a member or members present in person, or by proxy, holding at least one-tenth of the total shares entitled to vote on the resolution or by those holding paid-up capital of at least Rs. 50,000. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. An Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the special business to be transacted at the meeting in annexed hereto.
3. Members /Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2008 to September 30, 2008 (both days inclusive) for the purpose of Annual General Meeting.
5. Members holding shares in physical form and desirous of making/changing nomination in respect of their shareholding in the Company, may send their request in the prescribed form 2B to the Registrar & Transfer Agents of the Company.
6. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General meeting.
7. Members desirous of obtaining any information on the Accounts and Operations of the Company are requested to write at least one week before the meeting so that the same could be compiled in advance.
8. Members are requested to notify changes, if any, in their registered addresses along with the pin code to the Company's Registrar and Share Transfer Agent.
9. Members are requested to bring their copy of Annual Report to the Meeting.

SCENARIO MEDIA LIMITED

10. All documents referred to in the notice and explanatory statement are open for inspection at the registered office of the Company between 10.30 a.m. and 1.00 p.m. on all working days upto the date of the meeting.
11. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updations of savings bank account to their respective Depository Participants.
12. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share transfer Agents, M/s. SHAREX DYNAMIC (INDIA) PVT. LTD.17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai
13. As per the provisions of the Companies Act, 1956, facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Transfer agents of the Company.
14. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting.

Place : Mumbai

By order of the Board

Sd/-

Date : September 04, 2008

Compliance Officer

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

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

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

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



SCENARIO MEDIA LIMITED

DIRECTORS' REPORT

The Members of
SCENARIO MEDIA LIMITED

Your Directors present herewith the 26th Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2008.

1. FINANCIAL RESULTS

(Rs. In Lacs)

	2007-08		2006-07	
Profit/(Loss) before interest, depreciation and taxation		45.61		66.62
Less: Interest	2.85		0.001	
Depreciation/Amortisation/ Impairment	20.28		20.16	
Provision for Taxation-current/earlier years	6.23		17.17	
		29.36		37.33
Add : provisions written back		0.00		0.00
Net Profit /(Loss) after Tax		16.25		29.29
Add: Balance in Profit & Loss Account		9.63		(19.65)
Less: Transferred to Reserve Fund		-		-
<i>Balance Carried Forward</i>		25.88		9.63
Appropriations				
Interim Dividend		-		-
Final Dividend		-		-
Dividend Tax		-		-
Balance carried forward		25.88		9.63
<i>Total</i>		25.88		9.63

2. **DIVIDEND**

In the absence of sufficient profits, no dividend is recommended for this year under report.

3. **MANAGEMENT DISCUSSION AND ANALYSIS**

a) Industry structure & Development

The Indian Entertainment and Media industry has out-performed the Indian economy and is one of the fastest growing sectors in India. The Entertainment and Media industry generally tends to grow faster when the economy is expanding. The Indian economy has been growing at a fast clip over the last few years, and the income levels too have been experiencing a high growth rate. Above that, consumer spending is also on the rise, due to a sustained increase in disposable incomes, brought about by reduction in personal income tax over the last decade. All these factors have given an impetus to the Entertainment and Media industry and are likely to contribute to the growth of this industry in the future. The performance of the Indian E&M industry surpassed most other domestic industries. The industry achieved 17% growth, higher than the projected 15% growth, according to the report of FICCI. The sector also attracted record foreign investments at Rs. 8.5 billion during the year 2008.

The Entertainment Industry in India presently stands at over Rs. 200,000 million. For the next 5 years, the industry is expected to grow at an annual rate of 18% to reach Rs. 450,000 million. While films in India represented the evolution in culture, television represented the economic revolution. Television is expected to grow from advertising revenues and subscription revenues. The industry is poised for a second wave of growth where TV contribution would increase to as much as 60% and film production expected to triple in size.

b) Opportunities & Threats

Opportunities

The Government of India has allowed FDI upto 100 percent under the automatic route in many sectors. The entertainment and media industry has also benefited considerably from the initiatives taken by the Government for FDI.

The Government has permitted 100 percent FDI in film industry, i.e. film financing, production, distribution, exhibition, marketing and associated activities relating to film industry. Upto 20 per cent FDI is allowed in Radio Industry while up to 26 per cent is allowed in Indian entities publishing newspapers and periodicals dealing with news and current affairs, subject to certain preconditions. The foreign investment cap under non-news category has been enhanced from 74 percent to 100 percent in case of

Indian entities publishing scientific/ technical /specialty magazines/ periodicals/journals.

Income tax exemption is available on certain categories of media related exports.

RBI has evolved schemes to provide bank finance to film producers, corporate and non - corporate, up to 50 % of the Tax holiday on few sectors of the entertainment industry for a period of five years.

Threats

Ever changing trends in Media sector:

Companies in IT, telecoms, media and entertainment industries should have a sharp customer focus. Consumers' choice and preference vary rapidly along with the trends and environment they live in. The Company has to take measures accordingly for adopting the new changes in the technology so as to respond to the changing consumer behaviour.

Competition from other players:

The Company operates in highly competitive environment that is subject to innovations, changes and varying levels of resources available to each player in each segment of business.

Fluctuations in the foreign[a1] exchange rate:

The Company received some portion of its revenues in foreign currencies US dollars. Accordingly, the Company is exposed to fluctuations in the exchange rates between the US Dollar and the Rupee.

c) Segment wise performance

Exports of Designers Jewellery

The company has a division focused on exporting designer diamond studded gold jewellery to USA and boasts of its presence across leading jewellery retailers across the USA. Some of the retail outlets from where the jewellery are marketed are Gem Boutique (Chicago), Mira Couture (Chicago), Etan (Atlanta), Idazzlers (Miami), Elizabeth & Co (Montana), etc.

Hospitality Business

During the previous Financial year the, company had taken an assignment to manage a Hotel namely "The Tiger villa" situated at Ranthambore, Rajasthan.

Scenario Media Limited seeks to make the framework simplistic and intuitive to facilitate a speedy and appropriate identification of potential risk events / risks and actual risks, its communication, and thereafter escalation of the risk events identified to the appropriate persons to enable a timely and satisfactory risk response to be initiated. Risk responses are generally along pre-set guidelines. Where guidelines do not exist, matters are escalated to the top most authorities depending on the impact severity of the Risk.

f) Internal Control Systems

The Company has in place adequate internal control systems, commensurate with its size and nature of operations so as to ensure smoothness of operations and compliance with applicable legislation. The Company has a well-defined system of management reporting and periodic review of businesses to ensure timely decision making. It has an internal audit team with professionally qualified financial personnel, which conducts periodic audits of all businesses to maintain a proper system of checks and control. The management information system (MIS) forms an integral part of the Company's control mechanism. All operating parameters are monitored and controlled. Any material change in the business outlook is reported to the Board. Material deviations from the annual planning and budgeting, if any, are reported to the Board on quarterly basis. An effective budgetary control on all capital expenditure ensures that actual spending is in line with the Capital Budget.

g) Financial Performance

Your Company completed the Financial Year 2007 – 2008 with a strong performance with robust top-line growth although the same has led to a slight decrease in overall profitability. All business segments posted strong growth in revenues and enhanced their market standing, testifying to the robustness of the corporate strategy of creating multiple drivers of growth.

Gross Turnover for the year grew by 105.62% to Rs. 600.92 lacs. Pre-tax profit decreased by 51.61% to Rs. 22.48 lacs, while Post-tax profit decreased by 44.52% to Rs. 16.25 lacs. Earnings Per Share for the year stands at Rs. 0.73 Cash flows from Operations stood at Rs. 113.28 lacs during the year.

h) Human Resources

The Human Resource function provides significant support and advice to line management. The attraction, preservation and development of high caliber people are a source of competitive advantage for the Company's business.

The Company realizes the importance of human resources, which it considers next only to capital in the order of importance. The Company has a pool of highly qualified and experienced professionals, who are instrumental in achieving giant strides the Company is making year after year towards progress. The Company has a HR policy

which emphasizes the need for attaining organizational goals through individual growth and development.

Staff audit and performance appraisal are the key areas of the Company's HR Policy. The Employee Relations in the company continued to be positive.

The focused approach towards organizational structuring enabled us to establish clearer communication channels and responsibility centers throughout the organization. We expect this to have a positive impact on the organisation in the future.

The Company believes in empowering colleagues through greater knowledge, opportunity, responsibility, accountability and reward. The company provides an equal opportunity work environment and places great emphasis on acquiring, maintaining and developing human asset base.

4. INVESTMENTS

The Book value of the quoted investments for the year under review was Rs. 77,058 and the book value for unquoted investment was Rs. 28,98,000/-

5 CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a compliance report on Corporate Governance together with a Certificate from the Company Secretary is annexed as part of the Annual Report.

6. COST AUDIT

The company is not required to undertake the cost audit as required under Section 233 B of the Companies Act, 1956.

7. DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) that in the preparation of the Annual Accounts for the year ended March 31, 2008, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any.
- b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2008 and of the profit of the Company for that year.

- c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) that the Directors have prepared the Annual Accounts for the year ended March 31, 2008, on a going concern basis.

8. DIRECTORS

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

9. STATUTORY AUDITORS

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

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

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

During the year Foreign Exchange and Outgoing are Nil.

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

11. PARTICULARS OF EMPLOYEES

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

For and on behalf of the Board of Directors

Sd/-

Date : September 04, 2008

CHIRAG PITTIE

Place : Mumbai.

DIRECTOR

Registered Office

97, Maker Tower 'F''

Cuffe Parade, Mumbai - 400 005



SCENARIO MEDIA LIMITED

REPORT OF CORPORATE GOVERNANCE 2007-2008

1. Company's philosophy on Corporate Governance

SCENARIO MEDIA LIMITED believes that the essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the higher echelons of management. It is not only a pre-requisite for facing intense competition for sustainable growth in the emerging global market scenario but is also an embodiment of the parameters of fairness, accountability, disclosures and transparency to maximize value for the stakeholders. Corporate Governance at the Company is not limited to statutory and legal compliances but is the natural and voluntary code of managing its operations which has enabled it to continuously create value for all its stake holders.

Good Corporate Governance contributes to sustainable development by enhancing the performance of Companies. Corporate Governance is one of the pillars of SCENARIO's focus on sustainability. Better Corporate Governance allows companies to recognize and act to fulfill their environmental and social responsibilities. Accordingly, it contributes to long-term, sustainable growth.

In India, corporate governance standards for listed companies are regulated by the Securities and Exchange Board of India (SEBI) through Clause 49 of the listing agreement of the Stock Exchanges. As a Company, which believes in implementing and adopting best-in-class corporate governance policies, SCENARIO MEDIA LIMITED has adopted practices mandated in the revised Clause 49 and has established procedures and systems to be compliant with it.

Corporate governance is about commitment to values and ethical business conduct. The report on the Corporate Governance is to fulfill this commitment. An organization is able to attract investors, and enhance the trust and confidence of all stakeholders by following the best governance practices.

Our governance philosophy is based on the following:-

Management is the trustee of the shareholders capital and not the owner.

Provide an enabling environment to harmonise the goals of maximizing stakeholder value and maintaining a customer centric focus.

Have a simple and transparent corporate structure driven solely by business needs.

Communicate externally, in a truthful manner, about how the Company is running internally.

Make clear distinction between personal conveniences and corporate resources.



SCENARIO MEDIA LIMITED

Be transparent and maintain a high degree of disclosure levels in all facets of its operations.

Satisfy the spirit of the law and not just the letter of the law.

The Company's philosophy on Corporate Governance is thus concerned with the ethics, values and morals of the Company and its Directors, who are expected to act in the best interests of the Company and remain accountable to shareholders and other beneficiaries for their action.

Your Board of Directors presents the Corporate Governance Report for the year 2007- 08.

2. Board of Directors

a. Size and Composition of Board

The composition and category of Directors as on March 31, 2008 are as under:-

Name of Directors	Category	No. of Directorships in other Companies		No. of Membership/Chairmanship of other Board Committees	
		Public	Private	Member	Chairman
Mr. Chirag Pittie	Promoter Executive Director	1	4	0	0
Mr. Sameer Kapoor	Professional Independent Non-Executive	2	0	0	0
Mr. N.K. Mansinghka	Independent Non-executive	1	0	0	0
Mr. Balam Mohla	Independent Non-executive	0	0	0	0

b. Attendance at Board Meeting and Annual General Meeting :-

SCENARIO MEDIA LIMITED

During the accounting year 2007-08, Nine Board Meetings were held on April 2, 2007, April 30, 2007, June 20, 2007, July 30, 2007, August 28, 2007, September 5, 2007, September 28, 2007, October 31st 2007, January 30, 2008.

The Annual General Meeting of the Company for the financial year 2006-2007 was held on December 18, 2007.

Attendance at Board Meeting and last Annual General Meeting:-

Name of Directors	No. of Board Meetings attended	Attendance at last AGM
Mr. Chirag Pittie	9	Present
Mr. Balam Mohla	9	Present
Mr. Sameer Kapoor	9	Present
Mr. N.K. Mansinghka	9	Present

c. Board's Functioning & Procedures: -

The Board has complete access to any information within the Company. At meetings of the Board, it welcomes the presence of Managers who can provide additional insights into the items being discussed.

The items placed at the Meeting of the Board include the following:-

- Unaudited Quarterly/half yearly financial results and audited annual accounts of the company including segment wise revenue, results and capital employed, for consideration and approval,
- Minutes of meetings of audit, share holders grievance committee and Remuneration committee
- Abstracts of circular resolutions passed,
- General notices of interest,
- Sale and/or purchase of investments, fixed assets.

SCENARIO MEDIA LIMITED

- Review compliance of all laws applicable to the Company including the requirements of the Listing Agreement with the Stock Exchanges and steps taken by the Company to rectify instances of non compliances, if any.
- Related party transactions,
- Reviewing the company's financial and risk management policies.
- Reviewing the business plan and strategy of the Company.

All the items in the Agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial /business plans, financial results, detailed presentations are made. The Agenda and the relevant notes are sent in advance separately to each Director to enable the Board to take informed decisions.

The Minutes of the Meetings of the Board are circulated through email to all Directors and confirmed at the subsequent Meeting. The Minutes of the Audit committee, Remuneration Committee and shareholders' grievance committee are also individually given to the Board Directors and thereafter tabled for discussion at the subsequent Board Meeting.

3. Audit Committee

Audit committee acts as a link between the statutory and internal auditors and the Board of Directors. The primary objective of the audit committee is to provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures.

a. Size and Composition:-

The Board constituted an Audit Committee of Directors on December 28, 2005 having Mr. Balam Mohla, Non-Executive Independent Director as Chairman of the Committee, Mr. Sameer Kapoor, Independent Executive Director and Mr. Chirag Pittie, Promoter Director as members thereof.

The members of the Committee are well versed in finance / accounts, legal matters and general business practices.

b. Attendance at the Audit Committee Meetings:-

During the accounting year 2007-08, **Four Audit Committee Meetings** were held on April 30, 2007, July 30, 2007, October 31, 2007, and January 30, 2008.

Name of Directors	No. of Audit Committee Meetings attended
Mr. Balam Mohla	4
Mr. Sameer Kapoor	4
Mr. Chirag Pettie	4

c. The functions of the Audit Committee include the following:-

- Reviewing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other expenses.
- Reviewing with management the annual / half-yearly / quarterly financial statements before submission to the Board.
- Reviewing with management and external, the adequacy of the internal control systems.
- Discussion with statutory auditors before the audit, any significant findings and follow up thereon.
- Discussions with statutory auditors before the audit commence nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- Reviewing the company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non payment of declared dividends) and creditors.
- Related party transactions,
- To review the matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956.

- To review the Management discussion and analysis of financial condition and results of operations.
- To recommend re-appointment of Statutory Auditors and to fix their remuneration.

All the items in the Agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial /business plans, financial results, detailed presentations are made. The Agenda and the relevant notes are sent in advance separately to each Member to enable the Committee to take informed decisions.

The Minutes of the Meetings of the Committee are circulated through email to all Directors and confirmed at the subsequent Meeting.

The Statutory Auditors are invitees to the Audit Committee Meetings.

4. Remuneration Committee

The purpose of the committee to determine the remuneration payable to the Company's Executive Directors and senior management taking into account their qualification, experience, contribution and the prevailing level of remuneration in Companies of corresponding size and nature.

a. **Size and Composition:-**

The Board constituted Remuneration Committee of Directors on December 28, 2005 having Mr. Balam Mohla, Non executive Independent Director as Chairman, Mr. Sameer Kapoor, Member and Independent Non-Executive Director and Mr. Chirag Pittie, CFO and Promoter Director as members of the Committee.

The broad terms of the Committee are to determine and review remuneration / compensation package of Directors of the Company.

b. Attendance at the Remuneration Committee Meetings:-

During the accounting year 2007-08, no meeting of the Remuneration Committee was held during the year.

5. Shareholders/ Investors' Grievance Committee

The committee has the mandate to review, redress shareholders' grievances, to approve all share transfers.

a. Size and Composition:-

The Company reconstituted Shareholders Grievance Committee in 28th December, 2005 to specifically look into the redressal of the shareholders grievances and also the share transfers and other investor related matters. The Committee consists of Mr. Balam Mohla - Chairman and Independent Non Executive Director, Mr. Sameer Kapoor - Member and Independent Non-Executive Director and Mr. Chirag Pittie- CFO and Promoter Director has been designated as the Compliance Officer.

b. Meeting of the Shareholders'/ Investors' grievance committee Meetings:-

During the accounting year 2007-08, Four Shareholders' grievance committees Meetings were held on April 30, 2007, July 30, 2007, October 31, 2007, and January 30, 2008.

c. The functions of the Shareholders'/ Investors' Grievance Committee include the following:-

- Transfer /transmission of shares,
- Issue of duplicate share certificates,
- Review of shares dematerialized and all other related matters,
- Monitors expeditious redressal of investors' grievances,
- Non- receipt of Annual report and declared dividend,
- All other matters related to shares.

During the accounting year ended March 31, 2008, no complaint was received from shareholders, all of which have been attended/ resolved

as of date. All valid share transfers received during the accounting year ended March 31, 2008 have been acted upon. There are no share transfers pending as on March 31, 2008, for more than 30 days.

6. Directors retiring by rotation

Their brief resume has been given in the notice of the AGM. The Board of Directors have recommended their re-appointment and seek shareholders' approval.

7. General Body Meetings

The particulars of last three Annual General Meetings are as under:-

Financial Year	Day and Date	Location	Time
2004-2005	Tuesday, September 30, 2005	167, Atlanta Building, Nariman Point, Mumbai - 400 021	4.00 P.M.
2005-2006	Friday, 29 December, 2006	167, Atlanta Building, Nariman Point, Mumbai - 400 021	4.00 P.M.
2006-2007	Tuesday, 18 December, 2007	167, Atlanta Building, Nariman Point, Mumbai - 400 021	4.30 P.M.

Whether any Special Resolution was passed in the previous three AGMs? Yes

At the AGM held for the year 2006-07, Special Resolution for increase in the Managerial Remuneration was passed.

8. Disclosures

- Mr. Ramdev Pittie, Director expired on 28th September, 2007.

SCENARIO MEDIA LIMITED

- Related^[a2] Party Transactions as per AS-18 is set out at note number 18 of Schedule 13 in note forming part of Accounts in this Annual Report. These transactions are not likely to have any conflict with the Company's interest.
- The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authorities on all matters related to capital markets and no penalties / strictures were imposed on the Company during the last three years.
- There were no transfers to Investor Education and Protection Fund.
- No penalty has been imposed on the Company by the Stock Exchange (BSE) or the Securities and Exchange Board of India (SEBI) or any statutory authority on any matters related to capital markets during last three years.
- Adoptions of non- mandatory requirements under Clause 49 of the Listing Agreement are being reviewed by the Board from time to time.

9. Means of Communication:-

- The quarterly and half-yearly results of the Company are published in English and Marathi National dailies.
- The Management Discussion and Analysis Report forms a part of this Annual Report, which is sent to each member by post.
- The Company informs the Stock Exchange all price sensitive matters or such other matters which are material and of relevance to the shareholders and subsequently issues a Press Release on the said matters.

10. Code of Conduct :-

The Board of Directors has adopted the Code of Business Conduct and Ethics for Directors and Senior Management. The Code is reviewed from

time to time by the Board. The said Code has been communicated to the Directors and the Members of the Senior Management.

11. Trading in the Company's shares by Directors and Designated Employees:-

In Compliance with the SEBI (Prevention of Insider Trading) Regulations, 1992, our company has appointed Mr. Chirag Pittie as the Compliance Officer who is responsible for setting policies, procedures for the preservation of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct for trading in Company's securities under the overall supervision of the Board. The Company has adopted a Code of Conduct for Prevention of Insider Trading.

9. General Shareholder Information:

a. Annual General Meeting

- Date : September 30, 2008
- Time : 11.30 a.m.
- Venue : 97, Maker Tower "F" 9th Floor,
Cuffe Parade, Mumbai- 400007

b. Financial Calendar :

• **Financial Reporting for**

Quarter ending June 30,2008	By the end July 2008
Quarter/Half year ending Sept. 30, 2008	By the end October 2008
Quarter ending December 31, 2008	By the end January 2009
Quarter/Year ending March 31, 2009	By the end April 2009

SCENARIO MEDIA LIMITED

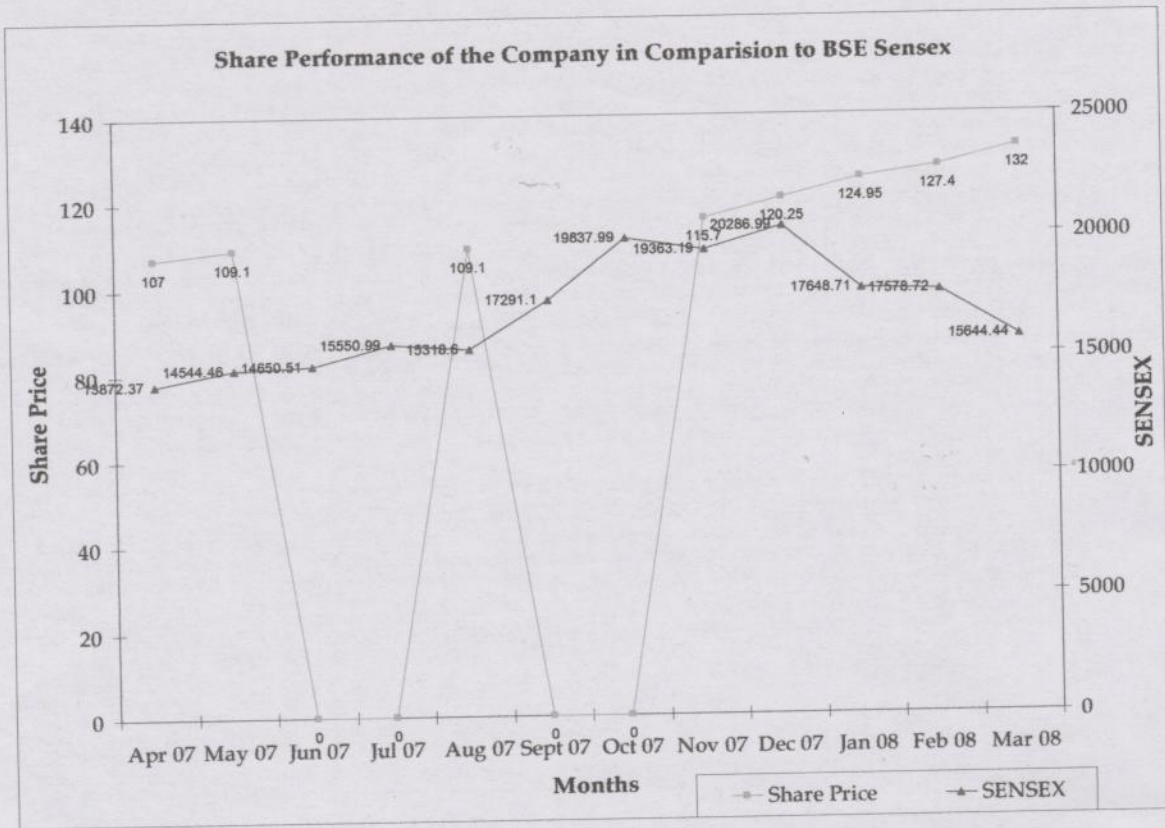
- **Date of Book Closure :** September 22, 2008 to September 30, 2008 (both days inclusive).

c. Market information :

- **Listing on Stock Exchange:** The Stock Exchange, Mumbai.
- **Listing fees** for the year 2007-08 has been paid to the Stock Exchange.
- **Stock Code- Physical :** 505590 on The Stock Exchange, Mumbai.
- **ISIN No. NSDL & CDSL :** INE308E01011.
- **Corporate Identification Number :** L5944MH1982PLCO26358.
- **Market Price Data**

High/Low price during each month of 2007-08 on The Stock Exchange, Mumbai and BSE Sensex are as under:

SCENARIO MEDIA LIMITED								BSE SENSEX		
Date	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of Shares	No. of Trades	Net T/O (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)
2007 Apr	105.15	107.00	105.15	107.00	200	3	21,215.00	14228.88	12455.37	13872.37
May	NO TRADING ACTIVITIES WERE CARRIED ON									
Jun	NO TRADING ACTIVITIES WERE CARRIED ON									
Jul	NO TRADING ACTIVITIES WERE CARRIED ON									
Aug	109.10	109.10	109.10	109.10	500	2	54,550.00	15318.60	13989.11	15318.60
Sept	NO TRADING ACTIVITIES WERE CARRIED ON									
Oct	NO TRADING ACTIVITIES WERE CARRIED ON									
Nov	111.25	115.70	111.25	115.70	650	7	73,865.00	19976.23	18526.32	19363.19
Dec	118.00	122.75	116.25	120.25	850	12	101,927.00	20375.87	19079.64	20286.99
2008 Jan	120.00	124.95	120.00	124.95	850	5	103,157.00	20873.33	18663.16	16677.88
Feb	127.40	127.40	127.40	127.40	50	1	6370.00	18663.16	16608.01	17578.72
Mar	129.90	132.00	129.90	132.00	250	2	32,895.00	16677.88	14809.49	15644.44



d. Share Transfer System and other related matters

- **Share Transfer System :**

The shares lodged for transfer are processed by the Registrar and Transfer Agent and are approved by Shareholders Grievance Committee. Shares sent for transfer in physical form are registered and returned within a maximum period of 30 days from the date of receipt, subject to documents being valid and complete in all respects. Similarly all requests for dematerialisation are received and processed by the Registrar and Transfer Agents and confirmations given to the depositories within the prescribed time limit.

- **Nomination Facility for Shareholding :**

As per the provisions of the Companies Act, 1956, facility for making nominations is available for shareholders, in respect of

SCENARIO MEDIA LIMITED

the shares held by them. Nomination forms can be obtained from the Registrar and Transfer agents of the Company.

- **Correspondence regarding Change in Address :**

Members are requested to address all correspondences, including dividend matters, to the Registrar and Share transfer Agents:

M/s. Sharex Dynamic (India) Private Limited

17/B, Dena Bank Building,

2nd Floor, Horiman Circle,

Fort, Mumbai - 400 001

Tel No: 22641376/22702485,

Fax No.: 22641349

Email:sharexindia@vsnl.com

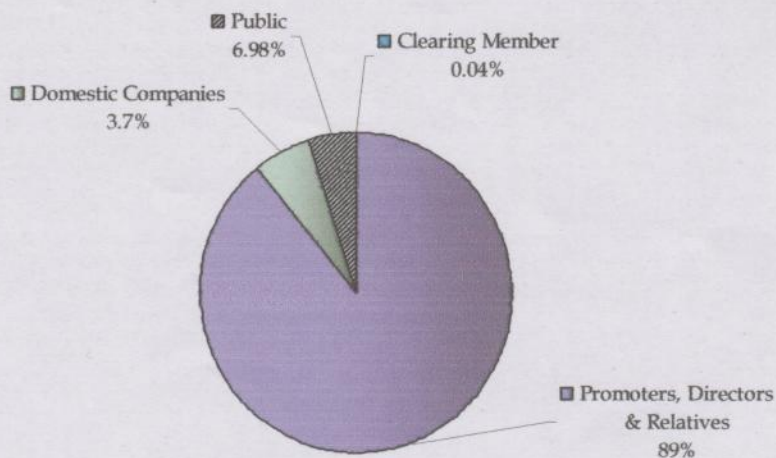
- **Distribution of Shareholding as on 31.3.2008**

NO. OF EQUITY SHARES HELD	NO. OF SHARE-HOLDERS	% OF SHARE-HOLDERS	NO. OF SHARES HELD	% OF SHARE HOLDING
1 - 100	189	76.52	453500	2.02
101 - 200	38	15.38	282000	1.26
201 - 500	5	2.02	88000	0.39
501 - 1000	1	0.4	24000	0.11
1001 - 5000	3	1.21	106500	0.48
5001 - 10000	1	0.40	49000	0.22
10001 - 100000	4	1.62	292000	1.30
100000 - ABOVE	6	2.43	21105000	94.22
TOTAL	247	100	2,24,00,000	100

• Shareholding Pattern as on 31.3.2008

Category	No. of Shares held	Percentage to total (%)
a. Promoters, Directors & Relatives	2000000	89.29
b. Mutual Funds / UTI	-	-
c. Banks, FIs & Insurance Cos.	-	-
d. Foreign Institutional Investors (FIIs)	-	-
e. Domestic Companies	82900	3.70
f. NRIs/OCBs/Pak Enemy Cases	-	-
g. Public	156250	6.98
h. Clearing Member	850	0.04
Total	2240000	100

SHAREHOLDING PATERN AS ON 31/03/2008



SCENARIO MEDIA LIMITED

- **Dematerialisation of Shares :**

The shares of the Company can be held and traded in electronic form 7.86% (176000 no. of shares) of the Company's share holdings have been dematerialised as on 31.3.2008

- There are no Outstanding GDRs/ ADRs / Warrants or any convertible Instrument conversion date and likely impact on equity.

- **Address for Correspondence**

SCENARIO MEDIA LIMITED

97, Maker Tower "F" 9th Floor,

Cuffe Parade, Mumbai - 400 005

E-mail ID: scenariomedia@gmail.com

- **The E-mail ID for Investors' Grievance**

The Company has designated separate E-mail ID for Investors' Grievance and to improve the quality of the services to the Investors.

E-mail ID: scenariomedia@yahoo.com

CHIEF EXECUTIVE OFFICER (CEO) and CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATION.

We, Mr. Sameer Kapoor, non executive Independent Director and Mr. Chirag Pittie, Promoter, Executive Director & Compliance Officer of SCENARIO MEDIA LIMITED, to the best of our knowledge and belief, certify that:

1. We have reviewed the balance sheet and profit and loss account and notes on accounts, as well as the cash flow statements and the directors' report;
2. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statements made;
3. Based on our knowledge and information, the financial statements and other financial information included in this report, fairly present in all material respects, the financial condition, results of the operations and cash flows of the Company as of, and for, the periods presented in this report, and are in compliance with the existing accounting standards and/or applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
5. The Company's other certifying officers and we, are responsible for establishing and maintaining disclosure controls and procedures for the Company, and we have :

SCENARIO MEDIA LIMITED

- a. designed such disclosure controls and procedures to ensure that material information relating to the Company, is made known to us by others within those entities particularly during the period during which this report is being prepared; and
 - b. evaluated the effectiveness of the company's disclosure, controls and procedures.
6. The Company's other certifying officers and we, have disclosed based on our most recent evaluation, wherever applicable, to the Company's auditors and the Audit Committee of the Company's Board of Directors (and persons performing equivalent functions):
- a. all significant deficiencies in the design or operation of internal controls , which could adversely affect the Company's ability to record, process, summarize and report financial data, and have identified for the Company's auditors, any material weakness in internal controls;
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal controls;
 - c. the company's other certifying officers and we, have indicated in this report whether or not there were significant changes in internal controls or other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weakness; and
 - d. all significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
7. In the event of any materially significant misstatements or omissions, the signing officers will return to the Company that part of any bonus

SCENARIO MEDIA LIMITED

- or incentive or equity -based compensation, which was inflated on account of such errors, as decided by the Audit Committee;
8. We affirm that we have not denied any personnel access to the Audit Committee of the Company;
 9. We further declare that all Board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

Sd/-

Sameer Kapoor

Chief Executive Officer

Sd/-

Chirag Pittie

Chief Financial Officer

Date: - September 4, 2008

Place: - Mumbai

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March 2008.

For SCENARIO MEDIA LIMITED

Sd/-
Chirag Pittie
Director

Mumbai

Date: September 4, 2008



SCENARIO MEDIA LIMITED

STATUTORY COMPLIANCE REPORT

The Board of Directors
Scenario Media Limited
Mumbai

As Certified by the functional heads of the respective Departments, it is confirmed that month wise payments of all the Statutory Liabilities of Income Tax, Professional Tax, Provident Fund and Service Tax as applicable to the Company, have been duly made within the respective due dates and there has been due compliances with the applicable provisions, orders, regulations and legal requirements of the Central, State and Local authorities under the following laws concerning business and affairs of the Company, relating to the period April to June, 2008

Statutes / Regulations

- a) The Companies Act, 1956
- b) Listing Agreement with the Stock Exchange, Mumbai
- c) SEBI Act, 1992
- d) SEBI (Prohibition of Insider Trading) Regulations 1992
- e) Income Tax Act, 1961
- f) Service Tax Act, 1994
- g) The FEMA 2000
- h) Accounting Standards / Accounting Policy
- i) The Employees Provident Funds and Miscellaneous Provisions Act, 1952
- j) Maharashtra State Tax on Professions & Employment Act, 1975
- k) BMC ACT
- l) Maharashtra Value Added Tax, 2002

It is further certified that during the period April to June, 2008 no contravention of any applicable provisions under the above statutes / regulations has come to the knowledge of the Management.

This certificate is being submitted by the undersigned with full knowledge that the Board of Scenario Media Limited relies on it.

Sd/-
(Chirag Pittie)
Compliance Officer



SHAH & TAPARIA

CHARTERED ACCOUNTANTS

12, NAVJEEVAN WADI, DHOBI TALAO, MUMBAI-400 002.
TELFAX : 56319266 / 67 / 68 EMAIL : shahandtaparia@hotmail.com

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

- (1) We have audited the attached Balance sheet of **M/S. SCENARIO MEDIA LIMITED**. as at 31st March 2008 and also the Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are responsibility of the company management. Our responsibility is to express an opinion on these financial statements based on our audit.
- (2) We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes
 - (a) examining, on a test basis, evidence to support the financial statement amounts and disclosures in the financial statement
 - (b) assessing the accounting principles used in the preparation of financial statements
 - (c) assessing significant estimates made by the management in the preparation of the financial statements, and,
 - (d) evaluating overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraph 4 and 5 of the said order.
- (4) Further we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law, have been kept by the Company so far, as appears from our examination of the books of the company;
 - (c) The Balance Sheet ,the Profit and Loss Account and cash flow statement referred to in this report are in agreement with the books of account of the Company;
 - (d) In our opinion, the accounts comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 Except as listed in clause (f) below.
 - (e) On the basis of written representations received from the directors, and taken on record by the Board of Directors, in our opinion, non of the directors is disqualified from being appointed as director u/s 274(1)(g) of Companies Act, 1956;
 - (f) *Attention is drawn on the following points*
That accounting of retirement benefits is on cash basis which not in compliance with Accounting standard 15 issued by the Institute of Chartered

SHAH & TAPARIA

CHARTERED ACCOUNTANTS

12, NAVJEEVAN WADI, DHOBI TALAO, MUMBAI-400 002.
TELFAX : 56319266 / 67 / 68 EMAIL : shahandtalaria@hotmail.com

Accountants of India for want of information we are unable to quantify impact of the same on profit/ Loss of the company

That balances of debtors. Creditors, loans & advances are subject to confirmation by the respective parties.

That the balance of sundry debtors recoverable in foreign currency have not been adjusted with the currency rate at the year end which is not in compliance with AS 11 issued by the Institute of Chartered Accountants of India.

That the company is working under two different segment but the company is not maintaining segment wise report which is not in compliance with AS 17 issued by the Institute of Chartered Accountants of India.

(g) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and Profit & Loss Account, together with other notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India: -

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2008, and
- (ii) In the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date.
- (iii) In case of the cash flow statement, of the cash flows for the year ended on that date.

Place : Mumbai
Date : 29th August, 2008

For **SHAH & TAPARIA**
Chartered Accountants
Sd/-

S.K. SHAH
Partner
M.No.40633

SHAH & TAPARIA

CHARTERED ACCOUNTANTS

12, NAVJEEVAN WADI, DHOBITALAO, MUMBAI-400 002.
TELFAX : 56319266 / 67 / 68 EMAIL : shahandtalaria@hotmail.com

ANNEXURE

Referred to in para 1 of our report of even date: -

- (i) (a) The Company is yet to maintain proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) The fixed assets have been physically verified by the management and no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, no substantial part of fixed assets have been disposed off by the Company during the year.
- (ii) (a) Physical verification has been conducted by the management at reasonable intervals in respect of inventory.
- (b) *In our opinion physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and nature of the business.*
- (c) *No material discrepancies have been noticed on physical verification of stocks as compared to books and records.*
- (iii) (a) *The Company has taken loans from parties listed in registers maintained under section 301 of the Act. In our opinion, the rate of interest and other terms and conditions of such loans are not prima facie, prejudicial to the interest of the company. The Company has also given the company and directors listed in register maintained under section 301 of the Companies Act, 1956. The said loans are interest free, in our opinion in the absence of specified terms and conditions we are unable to comment whether there are prima facie prejudicial to the interest of company.*
- (iv) *In our opinion & according to the information & explanations given to us, there are internal control procedures commensurate with size of the company & the nature of its business with the regard to purchase of inventory and fixed assets and for the sale of goods.*
- (v) (a) *In our opinion & according to the information & explanations given to us, the transactions that need to be entered into the Register maintained under section 301 of the Act, have been so entered.*
- (b) *In our opinion & according to the information & explanations given to us, transactions made in pursuance of contracts or arrangements entered into the register in pursuance of Section 301 of the Act, and exceeding the value Rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regards to the prevailing market prices at the relevant time.*
- (vi) *The Company has accepted Deposits from the public. The directives issued by the Reserve Bank of India and the provisions of section 58A and 58AA of the*

SHAH & TAPARIA

CHARTERED ACCOUNTANTS

12, NAVJEEVAN WADI, DHOBI TALAO, MUMBAI-400 002.
TELFAX : 56319266 / 67 / 68 EMAIL : shahandtataria@hotmail.com

Companies Act 1956 and the Companies (Acceptance of Deposits) Rules 1975 are not Complied with by the party.

- (vii) *In our opinion, the company do not have any internal audit system commensurate with the size and nature of it's business.*
- (viii) The provisions relating to the maintenance of Cost Records u/s 209(1)(d) of the Companies Act, 1956 is not applicable to the Company.
- (ix) (a) According to the information and explanations given to us and records of the company examined by us, in our opinion, the company is regular in depositing undisputed statutory dues in respect of profession tax, income-tax, investor education and protection fund, wealth tax, cess and other material statutory dues as applicable, with the appropriate authorities Except service Tax of Rs. 6,93,396/- which is outstanding for more than one year.

(b) According to the information and explanation given to us no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty, and Excise duty were outstanding as at 31st March, 2008 for a period of more than 6 months from the date they become payable.
- (x) The Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xi) In our opinion & according to the information & explanations given to us the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xii) The Company is not a Chit fund, nidhi, mutual benefit fund or a society.
- (xiii) In our opinion & according to the information & explanations given to us proper records have been maintained of the transactions and contracts and timely entries have been made therein, also the shares, securities, debentures and other securities have been held by the company, in its own name.
- (xiv) According to the information given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xv) The Company has not obtained any term loans.
- (xvi) According to the information given to us, the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Act.
- (xvii) According to records examined by us and the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment and vice versa.

SHAH & TAPARIA
CHARTERED ACCOUNTANTS

12, NAVJEEVAN WADI, DHOBI TALAO, MUMBAI-400 002.
TELFAX : 56319266 / 67 / 68 EMAIL : shahandtaparia@hotmail.com

(xviii) The Company has not issued any debenture.

(xix) The Company has not raised any money by any public issue.

(xx) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **SHAH & TAPARIA**
Chartered Accountants,
Sd/-

Place: Mumbai
Date : 29/08/2008

S.K.Shah
(Partner)
M. No. 40633

M/S. SCENARIO MEDIA LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2008

	SOURCES OF FUNDS	Schedule	As at 31.03.2008 Rs.	As at 31.03.2007 Rs.
I.	Shareholder's Funds			
	a. Share Capital	1	22,400,000	22,400,000
	b. Reserve & Surplus	2	2,587,840	963,268
	Total Shareholder's Fund		24,987,840	23,363,268
II.	Loan Funds	3	30,613,023	12,884,976
III.	Deferred Tax Liability		1,052,380	704,200
	TOTAL		56,653,243	36,952,444
	APPLICATION OF FUNDS			
I.	Fixed Assets	4		
	a. Gross Block		20,356,576	20,293,216
	b. Less : Depreciation		4,611,501	2,583,334
	c. Net Block		15,745,075	17,709,882
II.	Investments	5	2,975,058	77,058
III.	Current Assets, Loans & Advances	6		36,588
	a. Inventories			13,850,274
	b. Debtors		6,147,120	3,060,007
	c. Cash & Bank Balances		11,328,273	9,263,211
	d. Loans & Advances		35,316,198	26,210,080
			52,791,591	26,210,080
	Less : Current Liabilities & Provisions	7		
	a. Current Liabilities		13,517,057	6,016,650
	b. Provisions		1,618,000	1,343,000
			15,135,057	7,359,650
	Net Current Assets		37,656,534	18,850,430
IV.	Miscellaneous Expenditure (to the extent not written off or adjusted)	8	276,575	315,075
	TOTAL		56,653,242	36,952,445

Notes on Accounts

13

Schedule 1 to 13 forms parts of this Balance Sheet

As Per our Report of even date

Shah & Taparia

Chartered Accountants

Sd/-

S.K.Shah

Partner

Membership No. 40633

Mumbai :

Date:29/08/2008.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Mr.Chirag Pittie

Director

Sd/-

Mr.Sameer Kapoor

Director

M/S. SCENARIO MEDIA LIMITED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2008

	Schedule	Year Ended 31.03.2008 Rs.	Year Ended 31.03.2008 Rs.	Year Ended 31.03.2007 Rs.	Year Ended 31.03.2007 Rs.
I. INCOME	9		60,092,004		29,223,646
II. EXPENDITURE					
Cost of Sales	10		49,072,244		17,391,393
Administrative & Other Exps.	11		6,655,357		5,131,868
Depreciation			2,028,167		2,015,978
Misc. Expenses Written/Off			38,500		38,500
			57,794,267		24,577,739
PROFIT BEFORE TAX			2,297,737		4,645,907
Less: Prior period expenses			49,984		-
			2,247,753		4,645,907
III. PROVISION FOR TAXATION					
Fringe Benefit Tax		25,000		43,000	
Income Tax		250,000		970,000	
Deferred Tax		348,180	623,180	704,200	1,717,200
PROFIT AFTER TAX			1,624,573		2,928,707
Add : Balance in Profit & Loss Account			963,267		(1,965,440)
Surplus Carried over to Balance Sheet			2,587,840		963,267
IV. EARNINGS PER SHARE (Face Value Rs. 10/- Per Shares)	12				
Basic Earning Per Share			0.73		1.31
Dilutive Earning Per Share			0.73		1.31

Notes on Accounts

13

Schedule 1 to 13 forms parts of this Balance Sheet

As Per our Report of even date

Shah & Taparua

Chartered Accountants

Sd/-

S.K.Shah

Partner

Membership No. 40633

Mumbai :

Date:29/08/2008.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Mr.Chirag Pittie

Director

Sd/-

Mr.Sameer Kapoor

Director

M/S. SCENARIO MEDIA LIMITED
SCHEDULE ATTACHED TO AND FORMING PART OF ANNUAL
ACCOUNTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2008

	As at 31.03.2008 Rs.	As at 31.03.2008 Rs.	As at 31.03.2007 Rs.	As at 31.03.2007 Rs.
SCHEDULE 1 : SHARE CAPITAL :-				
<i>Authorised Capital</i> 50,00,000 Equity Shares of Rs.10 each.		50,000,000		50,000,000
<i>Issued & Subscribed & Paid-up Capital</i> 22,40,000 Equity fully paid up Shares of Rs.10 each.		22,400,000		22,400,000
		22,400,000		22,400,000
SCHEDULE 2 : RESERVE & SURPLUS :-				
Profit & Loss Account As per Last Balance Sheet	963,267		(1,965,440)	
Add : Current Years Profit	1,624,573	2,587,840	2,928,708	963,268
		2,587,840		963,268.00
SCHEDULE 3 : LOAN FUNDS :-				
Unsecured Loans :		30,613,023		12,884,976
TOTAL LOAN FUND		30,613,023		12,884,976

SCHEDULE 4 : FIXED ASSETS :-

Asset Description	Rate	Gross Block			Depreciation			Net Block	
		As on 01.04.07	Additions	As on 31.03.08	Upto 01.04.07	For the Year	Upto 31.03.08	As on 31.03.07	As on 31.03.08
<u>Intangible</u>									
Goodwill	10%	89,666	-	89,666	21,670	8,967	30,637	67,996	59,029
Motion Film	10%	3,671,649	-	3,671,649	887,315	367,165	1,254,480	2,784,334	2,417,169
Brand & Copy Right	10%	15,954,948	-	15,954,948	1,595,495	1,595,495	3,190,990	14,359,453	12,763,958
<u>Tangible</u>									
Computers & Software	16.21%	170,771	9,360	180,131	57,237	28,979	86,216	113,534	93,915
Mobile	4.75%	-	54,000	54,000	-	1,850	1,850	52,150	52,150
Furniture & Fixtures	6.33%	406,182	-	406,182	21,617	25,711	47,328	384,565	358,854
Previous Year		20,293,216	63,360	20,356,576	2,583,334	2,028,167	4,611,501	17,762,032	15,745,075
		3,943,387	16,349,829	20,293,216	567,356	2,015,978	2,583,334	3,326,031	17,709,882

Note :

Brand & Copy Right Capitalised from Deferred Revenue Expenditure comprising of Launching & Marketing Expenses of Magazine 'CAFÉ CELEB'.

M/S. SCENARIO MEDIA LIMITED
SCHEDULE ATTACHED TO AND FORMING PART OF ANNUAL
ACCOUNTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2008

		2007-08	2006-07
SCHEDULE 5 : INVESTMENTS :- (Refer Notes 'e' of Schedule 13)			
Long Term Investments in Equity shares - quoted (Market Value Rs.82,985/-)		77,058	77,058
Long Term Investments in Equity shares - unquoted		2,898,000	-
		2,975,058	77,058
SCHEDULE 6 : CURRENT ASSETS, LOANS AND ADVANCES :-			
1. Inventories :			
Inventory of Shares		-	36,588
		-	36,588
2. Sundry Debtors : (Unsecured & Considered Good, unless otherwise stated)			
a. Over six months		-	72,900
b. Others		6,147,120	13,777,374
		6,147,120	13,850,274
3. Cash & Bank Balances :			
a. Cash in Hand		2,793,949	841,601
b. Balances with scheduled banks In Current account		8,534,324	2,218,406
		11,328,273	3,060,007
4. Loans and Advances : (Unsecured & Considered Good, unless otherwise stated)			
a. Advance Payment Against Taxes		815,675	524,186
b. Advance Recoverable in Cash or Kind or Value to be Received		1,144,753	2,989,025
c. Deposits		30,025	100,000
d. Loans & Advances		33,325,746	5,650,000
		35,316,198	9,263,211
	Total (1+2+3+4)	52,791,591	26,210,080
SCHEDULE 7 : CURRENT LIABILITIES AND PROVISIONS :-			
1. Current Liabilities :			
a. Sundry Creditors for supplies and others		7,884,506	3,658,410
b. Liabilities for Expenses		3,944,973	1,751,957
c. Other Liabilities		1,687,577	606,283
		13,517,057	6,016,650
2. Provisions			
Provisions for Taxes		1,618,000	1,343,000
		1,618,000	1,343,000
	Total (1+2)	15,135,057	7,359,650

		2007-08	2006-07
SCHEDULE 8 : MISCELLANEOUS EXPENDITURE :- (to the extent not written off or adjusted)			
a. Authorised Capital Increased Expenditure:			
Opening Balance		315,075	178,075
Add : Expenses Incurred During the Year		-	175,500
Less : Written off during the year		38,500	38,500
		276,575	315,075
b. Deferred Revenue Expenditure:			
Opening Balance:		-	15,954,948
Less: Capitalised during the year		-	15,954,948
		-	-
		-	-
c. Profit & Loss Account			
		-	-
		-	-
Total		276,575	315,075
SCHEDULE 9 : INCOME :-			
<u>Sales :</u>			
Sales - Exports		10,923,228	8,965,522
Sale of Shares		41,732,450	3,423,437
<u>Service Income :</u>			
Royalty Income		2,754,975	9,865,000
Hospitality Income		200,000	7,350,000
	1	55,610,653	29,603,959
<u>Other Income :</u>			
Sale of Scrap		549,548	110,000
Dividend on Shares		9	10,495
Interest Income		1,372	1,033
Other Income		-	25,604
Discount/Sundries Written Back		270	-
Profit/Loss from Derivatives Transactions		3,930,152	(425,671)
Loss from Investment		-	(101,774)
	2	4,481,350	(380,313)
Total Income	(1+2)	60,092,003	29,223,646
SCHEDULE 10 : COST OF SALES :-			
a. Jewellery			
Opening Stock		-	-
Add : Purchases		8,527,008	7,274,110
Less : Closing Stock		-	-
		8,527,008	7,274,110
b. Shares			
Opening Stock		36,588	-
Add : Purchases		40,508,648	4,058,029
Less : Closing Stock		-	36,588
		40,545,236	4,021,441
c. Consumption of Cloth for Hospitality Business			
		-	6,095,842
		-	6,095,842
		-	-
Total Cost of Sales		49,072,244	17,391,393

SCHEDULE 11 : ADMINISTRATIVE & OTHER EXPENSES :-	2007-08	2006-07
Auditors Remuneration	224,720	68,060
Bank Charges	18,072	15,591
Bank Interest	-	107
CDSL	4,000	4,590
Clearing & Forwarding Charges	55,353	42,090
Consultant Fees & Charges	195,000	126,000
RNT Charges	24,875	-
Editorial Charges	-	71,797
Electricity Expenses	167,414	242,055
Foreign Exchange Fluctuation Loss	78,403	165,253
Filing Fees	3,500	-
Freight Charges	11,640	14,047
Office Expenses	37,600	13,634
Printing Charges	-	447,500
Internet Expenses	20,466	6,083
Exhibition Charges	-	20,000
Listing Fees	10,000	10,000
Printing & Stationery	198,575	112,656
Membership & Subscription	7,500	-
Duties & Taxes	2,235	1,128
Professional Fees	369,581	189,050
Publishing & advertisement	40,669	26,034
Business Promotion Expenses	66,816	-
Books & Periodicals	3,580	-
Rent	-	10,000
Salaries	3,100,675	2,534,142
Employee Welfare	18,486	183,682
Repair & Maintenance	21,599	1,716
Repair & Maintenance(Society)	45,435	-
STT	214,992	9,796
Service Tax (Shares)	103,090	5,171
Service Tax (Input Expenses)	63,989	-
Share Trading Expenses	371,108	12,581
Travelling & other Expenses	684,597	546,871
Telephone Expenses	146,887	250,234
Web Design Charges	57,000	2,000
Finance Charges	285,000	-
Professional Tax On Company	2,500	-
	6,655,357	5,131,868

SCHEDULE 12 : EARNINGS PER SHARE :- (In accordance with Accounting Standard 20 -Earnings Per Share)		2007-08	2006-07
Net Profit After Tax (A)		1,624,573	2,928,707
Weighted Average Number of Equity Shares outstanding during the year (B)		2,240,000	2,240,000
Number of Dilutive Potential Equity Shares (C)		NIL	NIL
Basic Earning Per Share (A/B) (Rs.)		0.73	1.31
Dilutive Earning Per Share (A/(B+C)) (Rs.)		0.73	1.31

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration details:

Registration No. : L65944MH1982PLC026358 State Code : 11

Balance Sheet Date : March 31, 2008

II. Capital raised during the period : Amount in Rs. Thousand)Public Issue
NILRight Issue
NILBonus Issue
NILPrivate Placement
NILIII. Position of mobilisation and deployment of Funds : (Amount in Rs. Thousand)Total Liabilities
56,653Total Assets
56,653

Sources of Fund :

Paid up Capital
22,400Reserve and Surplus
2,588Secured Loans
NILUnsecured Loans
30613Deferred Tax Liability
1,052

Application of Funds :

Net Fixed Assets
15,745Investments
2,975Net Current Assets
37,657Miscellaneous Expenditure
277Accumulated Losses
NILIV. Performance of Company : (Amount in Rs. Thousand)Turnover
60,092Total Expenditure
57,794Profit/Loss Before Tax
2,298Profit/Loss After Tax
1,625Earning per Shares in Rs.
0.73Dividend @ %
NILV. Generic Names of Three Principal Product/Services of Company (as per monetary terms)
(as per Monetary terms)Item Code No. : N.A.
(ITC Code)

Product Description : N.A.

As Per our Report of even date,

Shah & Talaria
chartered accountants
Sd/-

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/- Sd/-

S.K.Shah
Partner
Membership No:40633
Mumbai :
Date:29/08/2008Mr.Chirag Pittie
DirectorMr.Sameer Kapoor
Director

PROXY FORM

SCENARIO MEDIA LIMITED

Registered Office: 97, Maker Tower "F" 9th Floor, Cuffe Parade, Mumbai - 400 005.

Membership Folio No : _____ No. of shares held : _____

I/We _____ of _____

_____ being a member/members of SCENARIO MEDIA LIMITED,

hereby appoint _____ of

_____ or failing him/her _____

of _____ as my/our proxy to vote for me/us and on my/our

behalf at the Annual General Meeting of the Company to be held on Tuesday,

September 30, 2008 at 11.30 A.M. at 97, Maker Tower "F" 9th Floor, Cuffe Parade,

Mumbai - 400 005 or at the adjournment thereof.

Signed this _____ day of _____ 2008.

Important

- a. Revenue Stamp of Rs. 1/- is to be affixed on this form.
- b. The Form should be signed across the stamp as per the specimen signature Registered with the Company.
- c. The Companies, 1956 lays down that an instrument appointing a Proxy shall be deposited at the Registered Office of the Company and not less than **FORTY-EIGHT-HOURS** before the time fixed for the Meeting,
- d. A proxy need not be a Member.