CHANNEL NINE ENTERTAINMENT LIMITED

{ANNUAL REPORT 2017-18}

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. GAJ RAJ SINGH: WHOLE-TIME DIRECTOR
Mr. RAJESH KUMAR RAMJAS JAISWAR: NON EXECUTIVE NON INDEPENDENT DIRECTOR
Mr. SUNEEL KUMAR: INDEPENDENT DIRECTOR
MR. GEETA: INDEPENDENT DIRECTOR

COMPLIANCE OFFICER:

RAJESH KUMAR RAMJAS JAISWAR
3-12, Ground Floor, Asaf Ali Road, New Delhi-110001

STATUTORY AUDITORS

M/s Ranjan Gupta & Co., Chartered Accountants
1858, Arun vihar, Sector-37, Noida 201303

CORPORATE INDENTIFICATION NUMBER

L92132DL2002PLC116330

REGISTERED OFFICE

3-12, Ground Floor, Asaf Ali Road, New Delhi-110001
Contact No. 011- 32315575;
Email: channelnineentertainment@yahoo.com

STOCK EXCHANGES WHERE COMPANY'S SHARES ARE LISTED

BSE LIMITED

P.J TOWERS DALAL STREET,
MUMBAI-400001

ANNUAL GENERAL MEETING:

Date of AGM: 31st August, 2018
DAY & TIME: on Friday at 9:30 A.M
VENUE: Gauri Shankar Mandir, K- Block, Mangol Puri, Delhi- 110083

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Channel Nine Entertainment Ltd
3/12, Ground Floor, Asaf Ali Road, New Delhi – 110002, Tel: +91-11-32315575, Fax: +91-11-31325575
E-mail : Channelnineentertainment@yahoo.com Website : Www.channelnineentertainment.com
CIN: L92132DL2002PLC116330

NOTICE OF 16th ANNUAL GENERAL MEETING

Notice is hereby given that the 16th Annual General Meeting of Channel Nine Entertainment Limited will be held on Friday, 31st August, 2018 at 09:30 A.M. at Gauri Shankar Mandir, K-Block, Mangol Puri, Delhi - 110083 to transact the following businesses:

ORDINARY BUSINESS

1. To receives, consider and adopted the audited Balance sheet of the Company as at March 31 2018, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.

2. To Appoint a Director in place of **Mr. Rajesh Kumar Ramjas Jaiswar**, who retires by rotation and being eligible offer himself for re – appointment.

3. To Ratify the Appointment of **M/s. Ranjan Gupta & Co., Chartered Accountants (Firm Registration No. 17319N)** as the Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting of the Company at remuneration to be decided mutually.

SPECIAL BUSINESS

4. To appoint Ms. Geeta (DIN: 07956431) as Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Ms. Geeta (DIN: 07956431), who was appointed as an Additional & Independent Director of the Company with effect from 21st June, 2018 and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from 21st June, 2018."

Date: 04.08.2018
Place: New Delhi

By Order of the Board
For CHANNEL NINE ENTERTAINMENT LIMITED
Sd/-
RAJESH KUMAR RAMJAS JAISWAR
DIRECTOR
DIN: 06845321

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THEDULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
3. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

4. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to the Registrar and Share Transfer Agent of the company **Beetal Financial & Computer Services Pvt. Ltd.; Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062; Ph. 011-29961281-283, Fax 011-29961284; Email: beetalrta@gmail.com.**

5. Members holding shares in electronic form may update such details with their respective Depository Participants.

6. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **August 28, 2018** to **August 30, 2018** (both days inclusive).

7. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.

8. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 10.00 AM to 2.00 PM on all working days till the date of Annual General Meeting.

9. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

10. As per Rule 20 (2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015, A Company Listed under chapter XB(Companies listed on SME exchange) or chapter XC(Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity shares listed on a recognized stock exchange, is out of the ambit of E-voting in its General Meeting and Channel Nine Entertainment Limited is a BSE SME Listed company and E-voting is not applicable.

Date: 04.08.2018
Place: New Delhi

By Order of the Board
For CHANNEL NINE ENTERTAINMENT LIMITED
Sd/-
RAJESH KUMAR RAMJAS JAISWAR
DIRECTOR
DIN: 06845321

EXPLANATORY STATEMENT AS PER SECTION 103 OF COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors of the Company at their meeting held on 21st June, 2018 approving appointment of Ms. Ms. Geeta (DIN: 07956431), as Additional Director on the Board of the Company (designated as Independent and Additional Director) in accordance with the provisions contained in Section 149 of the Companies Act, 2013, subject to any regulatory approvals that may be required by operation of law.

Ms. Geeta (DIN: 07956431), shall hold office up to the date of the Annual General Meeting and shall be eligible for election subject to the approval of the shareholders at this Annual General Meeting. Approval of the Members is required by way of an Ordinary Resolution for appointment of Ms. Geeta (DIN: 07956431).

Ms. Geeta (DIN: 07956431), is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Ms. Geeta (DIN: 07956431), that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Geeta (DIN: 07956431), fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Geeta (DIN: 07956431), is independent of the management and possesses appropriate skills, experience and knowledge. Details of Ms. Geeta (DIN: 07956431), are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the resolution at Item No. 4 for the approval of the Members of the Company.

Ms. Geeta (DIN: 07956431), is interested in the resolution to the extent of her appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

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ANNEXURE II TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Rajesh Kumar Ramjas Jaiswar
Age	32
Qualifications	Graduate
Experience	12 years
Terms and conditions of appointment including details of remuneration	Mr. Rajesh Kumar Ramjas Jaiswar will hold the office of Non Executive Non- Independent Director will retire by rotation.
Last drawn remuneration	N.A
Date of first appointment by the Board of Directors of the Company	31.05.2014
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	4
Other directorship, membership / chairmanship of committees of other board	Designated Partner Akaarah Construction LLP
Justification for appointment of Independent Director	N.A.

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ANNEXURE II TO THE NOTICE

Name	Ms. Geeta
Age	36 years
Qualifications	Graduate
Experience	5 Years
Terms and conditions of appointment including details of remuneration	Ms. Geeta will hold the office of Independent Director for a period of Five years commencing from 21.06.2018. Other terms And Conditions are mentioned in the appointment letter which is available for Inspection by Members on all working days except Holidays from 11:00 am to 05:00 pm at the end of the registered office of the company.
Last drawn remuneration	N.A
Date of first appointment by the Board of Directors of the Company	21.06.2018
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	Nil
Other directorship, membership / chairmanship of committees of other board	Nil
Justification for appointment of Independent Director	The appointment will be for the period mentioned against their respective names ("Term"). The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the 2013 Act. As Independent Directors, they will not be liable to retire by rotation. Reappointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria. Appointment of Independent Director shall be done in accordance with the all the applicable laws of Companies Act 2013 and Listing Agreement entered by the Company with BSE Limited.

CHANNEL NINE

DIRECTORS' REPORT

To,
The Members,
Channel Nine Entertainment Limited

Your Directors have pleasure in presenting the 16th Directors' Report of your Company together with audited Statement of Accounts and the Auditors' Report of your Company for the financial year ended, 31st March 2018.

FINANCIAL SUMMARY OR HIGHSSLIGHTS/PERFORMANCE OF THE COMPANY

The highlights of financial results of your Company are as follows:

Particulars	For the Financial year ended as on 31st March, 2018	For the Financial year ended as on 31st March, 2017
Income	11,077,887.00	26,691,885.00
Less: Expenditure	10,804,502.88	263,02,680.28
Profit/(Loss) before taxation	10,804,502.88	3,89,204.72
Net profit/ (Loss) after Taxation	987,928.12	8,75,963.72

FINANCIAL PERFORMANCE

During the year under review, the Company's income is Rs. 11,077,887/- as against income of Rs. 26,691,885.00/- in 2016-17.

RESERVES & SURPLUS

The Reserves and Surplus is Rs. 77,831,589.46 as on the end of the Current year after transferring Current year profit Rs. 987,928.12.

DIVIDEND

To plough back the profits in to the business activities, no dividend is recommended for the financial year 2017-18.

CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its nature of business.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

But during the financial year 2015-2016, SEBI has passed an ad interim Order dated 29th June, 2015 restraining the Company from Security market and Company has not yet received any and Investigation Report and Final order from SEBI.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory /regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

RISK MANAGEMENT POLICY

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion as per Sec 134 of Companies Act, 2013.

Therefore, in accordance with Companies Act, 2013, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

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PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below.

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for FY 2017-18 (In Rs.)	% increase in Remuneration in FY 2017-18**	Ratio of Remuneration of Director to Median Remuneration of employees	Ratio of Remuneration of Director to Median Remuneration