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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Gaj Raj Singh (Whole –Time Director)
Mr. Dinesh Kumar Jindal (Independent Director)
Mrs. Kirti (Non-Executive Director)
Mrs. Neena Sood (Independent Director)

STATUTORY AUDITORS

M/s Ranjan Gupta & Co. Chartered Accountants A-3/12, Janakpuri, New Delhi - 110058 Contact Person: Mr Ranjan Gupta

Firm Registration No.: 17319N
Email Id: ranjangupta3d@gmail.com

BANKER TO THE COMPANY

HDFC Bank Limited Surya Kiran Building K G Marg New Delhi - 110001

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial and Computers Services Private Limited Beetal House, 3rd Floor,99, Madangir, Behind Local Shopping centre, Near Dada Harsukh Das Mandir, New Delhi-110062

Tel.: 011-29961281/83; Fax No. - 011-29961284

Email Id: <u>beetal@rediffmail.com</u> Website: <u>www.beetalfinancial.com</u>

REGISTERED OFFICE & CORPORATE OFFICE

3/12, Ground Floor, Asaf Ali Road, New Delhi-110002;

Phone: 011-32315575

Email Id: channelnineentertainment@yahoo.com
Website: www.channelnineentertainment@yahoo.com

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of the Company will be held at 3/12, Ground Floor, Asaf Ali Road, Delhi-110002 on Wednesday the 25th day of September, 2013 at 11:00 A.M. to transact the following business:

Ordinary Business

- To consider and adopt the Balance Sheet for the year ended March 31, 2013 and the Profit and Loss Account, Cash Flow Statement as on that date together with the Reports of the Directors' and Auditors' thereon.
- 2. To appoint M/s. Ranjan Gupta & Co., Chartered Accountants, (Firm Registration No.17319N) as Statutory Auditors of the Company to hold office from conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and for the purpose, to consider and if thought fit, to pass the following resolution with or without modifications.
 - "RESOLVED THAT M/s. Ranjan Gupta & Co., Chartered Accountants, (Firm Registration No 17319N), be and are hereby reappointed as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors."
- 3. To appoint a director in place of Mrs Neena Sood, who retires by rotation and being eligible, offers herself for re-appointment.

Special Business

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

Increase In Authorised Share Capital of the Company

"RESOLVED THAT, the Authorised Share Capital of the Company be and is hereby increased from Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) to Rs. 25,00,00,000 (Rupees twenty Five Crores only) divided into 1,60,00,000 equity shares of Rs. 10/-each to Rs. 2,50,00,000 equity shares of Rs. 10/- each which shall rank parri passu with the existing equity shares in all respects."

"RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association be and is hereby altered to read as follows:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore and Fifty Lacs only) Equity shares of Rs. 10/- each."

By Order of the Board For CHANNEL NINE ENTERTAINMENT LIMITED

Sd/-

Gaj Raj Singh Director

DIN: 02925387

Date: 27.08.2013 Place: New Delhi

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. THE DULY 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.
- 2. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
- 3. 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 Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukdas Mandir, New Delhi-110062. Members holding shares in electronic form may update such details with their respective Depository Participants.
- 4. The share transfer books and Members Register of the Company will remain closed from 21st September, 2013 to 24th September, 2013 (both days inclusive).
- 5. 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.
- 6. 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 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
- 7. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
- 8. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.
 - We request you to update your e-mail address with the Compliance Officer of CHANNEL NINE ENTERTAINMENT LIMITED 3/12, Ground Floor, Asaf Ali Road, New Delhi-11002; Tel: 011-32315575; e-mail: Channelnineentertainment@yahoo.com, to ensure that the annual report and other documents reach you on your preferred e-mail.
- 9. Details of director seeking appointment/ re-appointment at the ensuing Annual General Meeting to be held on Wednesday, 25th day of September, 2013 (in pursuance of Clause 52 of the SME Listing Agreement):

Name of Director	Mrs Neena Sood	
Date of Birth	20/07/1970	
Nationality	Indian	
Date of Original appointment as director	04/04/2011	
Designation	Non – Executive Independent Director	
Qualification	Bachelors Degree in ARTS	

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Experience/ Expertise	21 years of experience in marketing and business	
	development of allied sector	
Shareholding in the Company (Equity Shares of	Nil	
Re.10/- each)		
List of directorships held in other Companies	Nil	
Relationship with other Directors of the Company	Nil	

By Order of the Board For CHANNEL NINE ENTERTAINMENT LIMITED

Sd/-

Gaj Raj Singh Director DIN: 02925387

Date: 27.08.2013 Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 4

The present Authorized Share Capital of the Company is Rs.16,00,00,000 (Rupees Sixteen crore only) divided into 1,60,00,000 Equity Shares of Rs. 10/- each. With growing expansion of the business of the Company, it is necessary to increase Authorized Share Capital of the Company from Rs.16,00,00,000 (Rupees Sixteen crore only) divided into 1,60,00,000 Equity Shares of Rs. 10/- each to Rs. 25,00,00,000/(Rupees Twenty Five Crore only) divided into 2,50,00,000 Equity Shares of Rs. 10/- each. In terms of the provisions of Section 94(1)(a) of the Companies Act, 1956, the Amendment in the Capital Clause of the Memorandum can be made by way of passing an Ordinary Resolution at the General Meeting. Therefore the Board of Directors recommends this resolution for your approval.

None of the directors is interested or concerned in the above said resolution.

By Order of the Board For CHANNEL NINE ENTERTAINMENT LIMITED

Sd/-

Gaj Raj Singh Director DIN: 02925387

Date: 27.08.2013 Place: New Delhi

DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasure in presenting the **Annual Report** together with the Audited Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date.

FINANCIAL HIGHLIGHTS

The summarized performance of the Company for the years 2012-13 and 2011-12 is given below:

(In Lacs)

Particulars	For Financ	For Financial Year Ended	
	31st March, 2013	31st March, 2012	
Total Income	314.80	25.30	
Total Expenditure	298.27	16.17	
Profit before Tax	16.52	9.13	
Less: Tax Expense	4.85	1.74	
Profit / (Loss) After Tax	11.7	7.39	

OPERATIONS

During the year under review, your Company has recorded a total income of Rs. 314.80 Lacs, against Rs. 25.30 Lacs in the previous year. Net Profit before Taxation for the financial year ended March 31, 2013 increased to Rs. 16.52 Lacs from Rs. 9.13 Lacs. Consequently, the Profit after Tax increased from Rs. 7.39 Lacs to Rs.11.7 Lacs.

DIVIDEND

To conserve the resources of the company, your directors do not recommend any dividend during the year under review.

LISTING ON SME PLATFORM OF THE BSE LIMITED

Yours Directors are pleased to inform you that your Company successfully listed its securities on the SME Platform of the BSE Limited on 12th March, 2013 and the Company has paid Listing Fees to the Exchange for the year 2013-14.

INITIAL PUBLIC OFFERING

During the year the Company came out with an initial public offering of 46, 68,000 Equity shares of the face value of Rs. 10/- each for cash at a price of Rs. 25/- per share (including a share premium of Rs. 15/- per Equity share) aggregating to Rs. 1167 Lacs. The public issue opened for subscription on 22nd February, 2013 and closed on 26th February, 2013. The basis of allotment was finalized in consultation with the Designated Stock Exchange – Bombay Stock Exchange Limited. The Company's shares got listed on the SME platform of BSE Limited on 12th March, 2013.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956, and the Company's Articles of Association, Mrs Neena Sood retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. Your Directors recommend her re-appointment for your approval.

During the year, Mr. Manoj Kumar resigned from the Directorship.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- 1. That in the preparation of the annual accounts for the year ended March 31 2013, the applicable Accounting Standards read with the requirements set out under Schedule VI of the Companies Act, 1956 have been followed and there are no material departures from the same, if any;
- 2. That they have selected such Accounting Policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of affairs of the Company as at March 31, 2013 and of the Profit of the Company for the year ended on that date:
- 3. That they 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;
- 4. That they have prepared the Annual accounts of the Company on a 'going concern' basis.

STATUTORY AUDITORS

M/s Ranjan Gupta & Co, Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting of the Company. They have offered themselves for re-appointment as Statutory Auditors and have provided a certificate that their re-appointment, if made, will be in conformity with the provisions of Section 224(1B) of the Companies Act, 1956. The Board of Directors and the Audit Committee recommend their appointment for the ensuing year.

The specific notes forming part of the Accounts referred to in the Auditor's Report are self-explanatory and give complete information.