



ENTERTAINMENT LIMITED

14TH ANNUAL REPORT
2015-16

CHANNEL NINE

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Gajraj Singh	:	Whole-Time Director
Rajesh Kumar Ramjas Jaiswar	:	Non Independent Non Executive Director
Neena Sood	:	Independent Director
Suneel Kumar	:	Independent Director

COMPLIANCE OFFICER

GAJ RAJ SINGH

STATUTORY AUDITORS

M/s Ranjan Gupta & Co.
Chartered Accountants

518, Kirti Shikhar, Janakpuri Dist. Centre,
Janakpuri New Delhi-110058

BANKER TO THE COMPANY

HDFC BANK LIMITED

Surya Kiran Building
K G Marg
New Delhi - 110001

REGISTERED OFFICE

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

Phone: 011-32315575

Email Id: channelnineentertainment@yahoo.com

Website: www.channelnineentertainment.com

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: beetalrta@gmail.com

Website: www.beetalfinancial.com

CIN : L92132DL2002PLC116330

ANNUAL GENERAL MEETING

Date & Time : 24th August, 2016 at 09:30 A.M.

Day : Wednesday

Venue : Retreat Motel/Resort, Alipur, Main G.T. Road, Near Palla Mod, Delhi -110036

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 : Wwww.channelnineentertainment.com

CIN: L92132DL2002PLC116330

NOTICE OF 14TH AGM

Notice is hereby given that the 14th Annual General Meeting of Channel Nine Entertainment Limited will be held on Wednesday, 24th August, 2016 at 09:30 A.M. at Retreat Motel/Resort, Alipur, Main G.T. Road, Near Palla Mod, Delhi -110036 to transact the following businesses:

ORDINARY BUSINESS

1. To receives, consider and adopted the audited Balance sheet of the Company as at March 31 2016, 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. Appointment of M/s Ranjan Gupta & Co., Chartered Accountants (Firm Registration No. 17319N) as 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.

Date: 27.07.2016

Place: New Delhi

By Order of the Board

For CHANNEL NINE ENTERTAINMENT LIMITED

Sd/-

GAJ RAJ SINGH

WHOLE - TIME DIRECTOR

(DIN: 02925387)

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.

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 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 20, 2016 to August 23, 2016 (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 Evoting is not applicable.

Date: 27/07/2016

Place: New Delhi

By Order of the Board
For CHANNEL NINE ENTERTAINMENT LIMITED

Sd/-
GAJ RAJ SINGH
WHOLE - TIME DIRECTOR
(DIN: 02925387)

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.

Name	Rajesh Kumar Ramjas Jaiswar
Age	30 years
Qualifications	Graduate
Experience	5
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	NIL
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 2015-16	
Other directorship, membership / chairmanship of committees of other board	Director/Designated partner in: Purple Buildtech Private Limited, Akaarah Construction LLP
Justification for appointment of Independent Director	NA
Performance evaluation report	NA

DIRECTORS' REPORT

To

**The Members,
Channel Nine Entertainment Limited**

Your Directors have pleasure in presenting the 14th 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 2016.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

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

Particulars	For the Financial year ended as on 31 st March, 2016	For the Financial year ended as on 31 st March, 2015
	Amount (in Rs.)	Amount (in Rs.)
Income	34,158,434.00	42,094,908
Less: Expenditure	32,867,984.43	40,170,903.62
Profit/(Loss) before taxation	1,290,449.57	1,924,004.38
Net profit/ (Loss) after taxation	1,201,457.57	1,344,496.38

FINANCIAL PERFORMANCE

During the year under review, the Company's income is **Rs. 34,158,434.00** as against income of **Rs. 42,094,908** in 2015-16.

RESERVES & SURPLUS

The Reserves and Surplus is Rs. 759.67 Lacs as on the end of the Current year and the Profit of the Current year Rs. 12.01 Lacs has been transferred to Reserve and Surplus.

DIVIDEND

To plough back the profits in to the business activities, no dividend is recommended for the Financial year 2015-16.

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.

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.

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 2015-16 (In Rs.)	% increase in Remuneration in FY 2015-16**	Ratio of Remuneration of Director to Median Remuneration of employees	Ratio of Remuneration of Director to Median Remuneration of Employees
1.	Mr. Gaj Raj Singh, Whole Time Director	2,88,000	N.A.	N.A.	N.A.
2.	Hitesh Khandelwal Company Secretary	48,000	N.A.	N.A.	N.A.

The number of permanent employees as on 31st March 2016 was 2.

Average of remuneration of employees excluding KMPs – Nil

No employee's remuneration for the year 2015-16 exceeded the remuneration of any of the Directors.

Company's performance has been provided in the Directors' Report which forms part of the Board Report.

The key parameter for the variable component of key managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015 – NOT APPLICABLE

DEPOSITS

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR

Since the Company has no subsidiaries as on 31st March, 2016, provision of section 129 of the Companies Act, 2013 is not applicable.

STATE OF COMPANY AFFAIRS:

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

FAMILIARIZATION PROGRAMME

The Company at its various meetings held during the Financial year 2015-16 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize then with the Company's policies, procedures and practices.

Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors.

STATUTORY AUDITORS

In accordance with the provisions of the Companies Act, 2013, the Board of Directors of Your company has proposed the ratification of appointment of **M/s Ranjan Gupta & Co., Chartered Accountants(Firm Registration No. 17319N)**, as Statutory Auditors of the Company for the financial year 2016-17.

AUDITORS' REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

EXTRACT OF THE ANNUAL RETURN

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2016 made under the provisions of Section 92 (3) of the Act in Form MGT -9 is annexed herewith as an Annexure.

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

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

DIRECTORS & COMMITTEES:**a) Changes in Directors and Key Managerial Personnel**

During the year there was no change in the Key Managerial Personnel.

b) Declaration by an Independent Director(s) and re- appointment, if any

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, and Listing Agreement.

c) Formal Annual Evaluation

Pursuant to the provisions of companies Act, 2013, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**a. BOARD MEETINGS**

During the year Six (06) Board Meetings were convened and held. The details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.