

5. SHARE CAPITAL

The paid up equity share capital of the company as at 31st March 2017 was Rs.34.22 Crores. The company currently has no outstanding shares issued with differential rights, sweat equity or ESOS

6. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

There is a whistle blower policy in the company and that no personnel has been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimisation of persons who use vigil mechanism.

7. POLICY ON SEXUAL HARASSMENT

The company has a policy in prevention & prohibition of sexual harassment at workplace. However the company is in the process of constituting a committee for the same. The policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints. During the year, no complaints have been received under the policy.

8. SECRETARIAL AUDIT

Practising Company Secretary was appointed as Secretarial Auditors for auditing the secretarial records of the company for the year ended 31st March 2017 and the report is Annexed hereto.

Reply to the comments of the Secretarial Audit Report is as under:

a) Company has no operations and hence could not afford to appoint Key

Managerial Personnel

b) The records/returns were destroyed in flood during 2015 and hence company is retrieving its records.

c) The company is taking all the steps to revoke the suspension with the Stock Exchanges

d) Other observations are explained in the para's below:

9. BOARD OF DIRECTORS

Composition

The Board consists of four directors making the Composition as four Directors of which Ganapathi Lalitha and Kamalnayan Harakchand are the non executive and independent directors, Datu K Keetheeswaran is Non executive Chairman and Promoter, and Mr. R.Chandrasegaran is the whole time Director of the company. Out of the four directors, two are foreign directors, who could attend the meetings through video conferencing.

The category of Directors and their memberships in other Board/Committees during the year 2016-2017 are as under –

S.N o.	Name of the Director	Category	No. of other directorships	No. of Membership in other Board / Committees
1	Datu K Keetheeswaran	Non executive Chairman & Promoter	3	0
2	R Chandrasegaran	Executive Diretor	0	0
3	Kamalnayan Harakchand	Non executive Independent Director	3	0
4	Ganapathi lalitha	Non executive Independent Diretor	3	

The annual operating plans, budgets, quarterly results, performance of the company and other information, including those specified under Annexure 1A to the Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges, as may be amended from time to time, could not be placed before the Board due to the lack of operations.

11. NUMBER OF BOARD MEETINGS HELD DURING THE YEAR ALONG WITH THE DATES OF THE MEETINGS

During the Financial Year 2014- 2015, four Meetings of the Board of Directors were held On 30/05/2016; 31/07/2016; 30/10/2016; 31/01/2017 between the said meetings the gap is not more than 120 days as prescribed under section 173(1) of the Act.

Attendance of Directors at the Board Meetings and last Annual General Meeting –

S.No.	Name of Director	Attendance	
		Board Meeting	Last AGM
1	Datu K Keetheeswaran	0	No
2	Kamalnayan Harakchand	4	Yes

3	R Chandrasegaran	0	No
4	Ganapathi lalitha	4	Yes

The Directors attended the meeting through mode of video conferencing.

12. CHANGE IN DIRECTORS

Mr Datu K Keetheeswaran retires by rotation at the ensuing annual general meeting and being eligible offers himself for reappointment.

A brief note on Director retiring by rotation and eligible for re-appointment is furnished in the Notes to the Notice of the Annual General Meeting.

Except the above, there is no change in the composition of the Board of Directors.

13. KEY MANAGERIAL PERSONNEL

During the year under report the company has Mr. Kamalnayan Harakchand, Wholetime Director, and the company is yet to appoint CFO and a company secretary.

14. BOARD EVALUATION

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of independent directors, Board of Directors and Committees of the Board.

However Audit Committee and other Committee meetings were held only for the four quarters during the year. In view of this, the Board has not carried out evaluation of its own performance as well as that of the Committees of the Board and all the Directors.

15. POLICY ON DIRECTORS' APPOINTMENT AND OTHER DETAILS

The Nomination and Remuneration Committee has laid down the criteria for Directors' appointment and remuneration including criteria for determining qualification, positive attributes and independence of a Director.

16. REMUNERATION POLICY

The objective and broad framework of the Company's remuneration policy is to consider and determine the remuneration based on the fundamental principles of payment for performance, for potential and for growth. Information about elements of remuneration package of individual directors is provided in the extract of the Annual Return as provided under Section 92(3) of the Companies Act, 2013.

17. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTOR

Details of the familiarization program of independent directors are kept at the Registered Office of the Company.

18. ANNUAL RETURN

The extract of Annual Return in Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is attached separately.

19. CORPORATE GOVERNANCE REPORT

corporate governance is for the year is attached separately.

20. DIRECTORS RESPONSIBILITY STATEMENT

Your Directors confirm:

that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures

that your 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 March 31, 2015 and of the profit of the company or the financial year;

that your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

that your Directors have prepared the annual accounts on a going concern basis

that your directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

that your directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. INDEPENDENT DIRECTORS' DECLARATION

All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 which has been relied on by the Company and placed at the Board Meeting of the Company.

22. AUDIT COMMITTEE

The Audit Committee is having three members. The terms of reference of the Audit Committee are to overview the accounting systems, financial reporting and internal controls of the Company and are wide enough to cover the mandatory items as required under Clause 49 of the Listing Agreement as well as in Section 177 of the Companies Act, 2013.

The Audit Committee could convene only four meetings on 30/05/2016; 31/07/2016; 30/10/2016; 31/01/2017

22. Remuneration to Directors:

The details of the remuneration paid/ payable to the directors during the year 2016-17 are given below:

Name	All elements of remuneration package i.e. salary benefits, bonus, pension, etc. for the period (Rs. lacs)	Commission (Rs.)	Sitting Fees (Rs. Lacs)
Non-Executive Director			
Kamalnayan Harakchand	0		
R Chandrasegaran	0		
Ganapathi lalitha	0		
Total	0	0	0

Presently, the Company has not formulated scheme for grant of Stock options either to the Executive Directors or employees.

The Company's Shares are compulsorily traded in dematerialised form. Hence the Committee meets at relevant intervals considering the volume of transfers received in the physical segment.

Company Secretary was the Compliance Officer of the Company.

Number of complaints received from the investors during the year 2016-17 and their status are as follows.

No. of Complaints received	...
No. of Complaints disposed of	...
No. of Complaints pending at the year end	...

23. General Body Meetings

The location and time of Annual General Meetings (AGM) held during the last 3 years are as follows:

AGM	Date	Time	Venue	No. of Special Resolutions Passed
31.03.2017	30.09.2017	10.00 a.m	9 th floor GEE GEE Emerald, 312 Valluvar Kottam High Road, Nungambakkam, Chennai 600 034	nil
31.03.2016	30.09.2016	10.00 a.m	9 th floor GEE GEE Emerald, 312 Valluvar Kottam High Road, Nungambakkam, Chennai 600 034	nil
31.03.2015	30.09.2015	10.00 a.m	9 th floor GEE GEE Emerald, 312 Valluvar Kottam High Road, Nungambakkam, Chennai 600 034	nil

24. AUDITORS COMMENTS

According to information given to me and explanations provide, the company is not regular in depositing undisputed statutory dues including income tax deducted at source, sales tax, duty of customs, duty of excise, cess and other statutory dues with appropriate authorities. The company has to pay the income tax and fringe benefit tax(FBT) for the years ended march 31,2006,2007,2008,2009 and 2010 amounting to Rs.36,42,653/-,Rs.5,75,40364,Rs.3,51,17,32, Rs.47,76,704 Rs.77,66000 respectively and FBT of Rs165000 (excluding interest) and TDS of Rs.9,90,125 ESI, PF and professional tax of Rs.1,33,849. Respectively.

According to the information and explanation given to me and explanations given to me, the company is liable to pay Rs.61.71 lakhs together with interest due for the delayed payment of tax in respect of income tax relating to assessment year 2002-2003 which is pending before the first level of appeal, viz., CIT(APPEALS), CHENNAI

DIRECTOR'S COMMENTS :

The Directors are taking necessary steps for making payments the statutory authorities

25 . DISCLOSURE**a) Related Party Transactions**

No fresh transactions under section 188 of the Companies Act 2013 were entered during the year

Similarly, no fresh loans and advances were given to the Subsidiary companies during the year as per Section 185 of the Companies Act, 2013. Hence AOC-2 not required to be attached.

b) Listing Compliances

No compliance could be done during the year due to suspension of trading of the equity shares with both Bombay Stock Exchange and National Stock Exchange. No data made available by RTA, hence could not provide list of shareholding pattern of shareholders.

As per requirement, pursuant to the provision of Section 129 of the Companies Act, 2013, the abstract of the details of the subsidiaries are not received and hence not attached and also the consolidated accounts are not provided.

c) Subsidiaries

The company has two subsidiary companies and one associate company as under.

Midvalley Entertainment International Pvt Ltd	Associate company
Midvalley Contents &Distributions Pvt Ltd	Wholly owned subsidiary
Midvalley Hospitality Pvt Ltd	Wholly owned subsidiary

Since company subsidiary has not made their financials no AOC 1 is attached.

d) Code of conduct

The Company has complied with all the mandatory requirements of the Corporate Governance Code including Board Composition, Audit Committee, Share holders relationship Committee, except the filling of vacancy of one independent director on these committees.

26. DETAILS OF DIRECTOR SEEKING REAPPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING.

(in pursuance of Clause 49 of the Listing Agreement)

Name of Director	Datu K Keetheeswaran
Date of Birth	18/01/1961
Age	55
Appointed on	01/07/2011
Qualification	Graduate
Expertise	Management of affairs of the company
Directorships held in other public companies	3
Memberships/ Chairmanships of Committees across Public Companies	0

27. CEO Certification

As required under Clause 49 of the Listing Agreement a Certificate duly signed by the CEO is not available.

28. MEANS OF COMMUNICATION

The financial results of the company could not be published in English & Tamil Newspapers except for the first two quarters and also submitted to the Exchanges.

29. GENERAL SHAREHOLDERS INFORMATION

- | | |
|-----------------------------|---|
| i)AGM date, time and venue | 30 th September 2017 at 10.00 a.m.
9 th floor GEE GEE Emerald, 312 Valluvar Kottam
High Road, Nungambakkam, Chennai 600 034 |
| ii)Financial Calendar | April 1 st 2016 to 31 st March 2017 |
| iii)Dividend payment | Nil |
| iv)Listing of Equity shares | i) Bombay Stock Exchange Ltd (BSE) |

Bhiroze Jheejheebhoy Towers
Dalal street, Mumbai 400 001
Tel: 91-22-2272 1234, 1233
Fax:91-22-2272 3353/3355
Website: www.bseindia.com
Website:www.nseindia.com

v)Listing fees

for the year 2013-14
for the year 2014-15

Will be paid in the current year

v)Address of Registered Office

9th floor, GG Emerald, 312 VKH Road
Nungambakkam, Chennai 600 034
Phone:044 28144763
Email id:venkatesh&co@gmail.com

vi) a) stock exchange security code for Equity shares The Bombay Stock Exchange Limited
Mumbai

b)Corporate Identity Number (CIN) of the company L85110TN1989PLC062297

c)demat ISIN Numbers in NSDL & CDSL of ISIN INE422B01016
the company

vii)Monthly High and Low quotations along with the volume of shares traded in BSE during
the year 2014-2015

NO DATA AVAILABLE DUE TO SUSPENSION FROM TRADING

viii) Registrar & Share Transfer Agent:

Cameo Corporate Services Ltd
No.1, Club House Road,
Subramanian Building,
Chennai 600 002
Phone (044) 28460390
Email id: investor@cameoindia.com

ix) i)Share transfer system

Share transfer requests for shares held in physical for received by the company are processed
and the share certificates are returned within the stipulated time under the companies act and