

JAIN STUDIOS LTD.

21.10.2016

To,

National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai-400051 Company Code: JAINSTUDIO	The Department of Corporate Services The Stock Exchange, Mumbai P.J Towers, Dalal Street, Mumbai-400001 Scrip Code: 532033
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Sub: Submission of Annual Report to the Stock Exchange

Dear Sir/ Madam,

Please find the enclosed herewith the Annual Report of the company for the Financial Year 2015-16 in pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

This is for your information and record.

Thanking You,
Yours truly,
For Jain Studios Ltd.


Satyendu Pattnaik
Company Secretary
Encl: a/a



JAIN STUDIOS LTD.

(AN ISO 9001:2008 CERTIFIED COMPANY)

CIN No. : L92199DL1991PLC042611

23/07/2016

The Manager, Capital Market (Listing)
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No: C/1, G Block,
Bandra Karla Complex
Bandra (E), Mumbai – 400 051
Company Code: JAIN STUDIO

The Corporate Relationship Dept.
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai – 400 001


Company Code: 532033

Sub: Disclosure of the Impact of Audit Qualifications for the financial year ended 31st March 2016 under Regulation 33/52 of SEBI (LODR), (Amendment) Regulations, 2016

Dear Sir/Madam,

Pursuant to Notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016 issued by the Securities and Exchange Board of India (SEBI) please find enclosed herewith the statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2016 (Annexure I enclosed) under Regulation 33/52 of SEBI (LODR), (Amendment) Regulations, 2016 for your information and record.

Thanking You
Yours faithfully
For Jain Studios Limited


Satyendu Pattnaik
(Company Secretary)

Encl. a/a

ANNEXURE - I

(Rupees. In 000)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2016

[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
1	Turnover / Total income		
2	Total Expenditure	103,408.59	103,408.59
3	Net Profit/(Loss)	114,909.55	234,695.55
4	Earnings Per Share	(8,531.50)	(16,258.50)
5	Total Assets	(0.30)	(0.57)
6	Total Liabilities	741,253.83	741,253.83
7	Net Worth	365,085.20	372,812.20
8	Any other financial item(s) (as felt appropriate by the management)	376,168.63	368,441.63

II.

Audit Qualification (each audit qualification separately):

a. Details of Audit Qualification:

- 1 No provision has been made for the custom duty saved during earlier years as per EPCG Scheme amounting to Rs. 351.48 Lacs (against which sum of Rs. 274.21 lacs are laying deposited with the Customs department) interest thereon and penalties which may be levied.
- 2 Stressed Assets Stabilization Fund (SASF) has denied the further extension and revoked the OTS and subsequent modifications thereof including reversal of dues and restoration of the original liability as per the terms of loan agreement and adjustment of payment received by SASF from the company towards dues. The same has not been effected in the accounts book.

b. Type of Audit Qualification :

Qualified Opinion

c. Frequency of qualification:

Note No. 2.11 of notes to the financial statements appeared during the F.Y. 2013-14 and Note No. 2.27(B) of notes to the financial statements appeared since 2009. Note No. 2.3 of notes to the financial statements, in respect of One Time Settlement (OTS) with Stressed Assets Stabilization Fund (SASF) appeared during the Financial year 2014-15.

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

- 1 With regard to Note No. 2.11 and 2.27(B) of notes to financial statements, in respect of custom duty saved as per EPCG scheme relevant applications to DGFT has already been filed for extension of validity period of license(s), condonation of block-wise fulfillment of Export Obligations (EO) and fixation of EO amount as 8 times of duty saved amount as per the decision of EPCG Committee. Follow up is going on with the DGFT and after getting the relevant permissions, redemption application(s) shall be filed against the EPCG license(s).
- 2 Not Quantified. With regard to Note No. 2.3 of notes to the financial statements, in respect of One Time Settlement (OTS) with Stressed Assets Stabilization Fund (SASF) appeared during the Financial year 2014-15, Auditors has expressed its inability to quantify.



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e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification:

Not Applicable

(ii) If management is unable to estimate the impact, reasons for the same:

With regard to Note No. 2.3 of notes to the financial statements, in respect of One Time Settlement (OTS) with Stressed Assets Stabilization Fund (SASF) appeared during the Financial year 2014-15, Management is of the view that as per the condition of said OTS, Company has paid agreed OTS amount of Rs. 11.00 crore in cash to SASF without any outstanding and issued and allotted 50,00,000 equity shares of Rs. 10/- each fully paid up at par of the Company amounting to Rs. 5.00 crore. Management is of the view that it has no impact on the Company's accounts and financial statements and hence can't be quantified.

(iii) Auditors' Comments on (i) or (ii) above:

Taking into consideration the Management's view as stated above in point e. (ii) we expressed our inability to quantify the impact.

III. Signatories:

- Dr. J.K. Jain, Managing Director

- Sh. Sunil Kumar Malhotra, CFO

- Sh. Vishnu Bhagwan
Audit Committee Chairman

- Sh. N.P. Bansal,
Partner, Giri & Bansal,
(Auditor of the company)

Place: New Delhi

Date: 23.07.2016



Dr. J.K. Jain
Sunil Kumar Malhotra
Vishnu Bhagwan
N.P. Bansal (NIRONJAN PATEL BANSAL),
PCA 80319



26th
ANNUAL REPORT
2015–2016

JAIN STUDIOS LIMITED

BOARD OF DIRECTORS

Dr. J. K. Jain	:	Managing Director
Dr. (Mrs.) Ragini Jain	:	Director
Shri Murlidhar Asthana	:	Director (Independent)
Shri Vishnu Bhagwan	:	Director (Independent)
Sh. Anil Kumar	:	Director (Independent)
Ms. Bharti Jain	:	Director

COMPANY SECRETARY

Mr. Satyendu Pattnaik

INTERNATIONAL GATEWAY
AUDITORS

M/s. Giri & Bansal,
Chartered Accountants
K-37, IInd Floor,
Green Park Main Market
New Delhi - 110023

STUDIO

Scindia Villa, Sarojini Nagar,
Ring Road, New Delhi - 110023,

REGISTERED OFFICE

Scindia Villa, Sarojini Nagar,
Ring Road, New Delhi - 110023
Fax : 011-2687 4046
Tele : 011-32319692
E-mail: jst@jaintv.co.in
Web-site: www.jainstudiosltd.com
CIN: L92199DL1991PLC042611

TWENTY SIXTH ANNUALREPORT 2015-16

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BANKERS

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of Jain Studios Limited will be held on **Friday, 30th Day of September 2016, at Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi -110002, at 11.00A.M. to transact the following business:-**

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. (Mrs.) Ragini Jain, [DIN 00961584] who retires by rotation and being eligible, offers herself for re-appointment.
3. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 139(2) and 142(1) of the Companies Act, 2013 and in continuation of the resolution passed by the members of the Company at 24th AGM, M/s. Giri & Bansal, Chartered Accountants, New Delhi (Registration No. 877N) be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be determined by the Board of Directors of the Company from time to time."

SPECIAL BUSINESS:

4. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Ms. Bharli Jain (holding DIN 00504140) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred to as the "Act") and of the Articles of Association of the Company in the category of Non-Executive Non Independent Director with effect from November 14, 2015 and who holds the office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Bharli Jain for the office of Director be and is hereby appointed as a Director of the Company liable to retirement by rotation."

5. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder and SEBI (LODR) Regulations, 2015 (Including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Shri Anil Kumar (holding DIN 07016780), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013 in the category of Non-Executive Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company for a tenure of five (5) consecutive years not liable to retire by rotation.

6. To Consider and if Thought fit to pass with or without modification the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to approval of any other appropriate authority as may be necessary, approval of the Company be and is hereby accorded for revision in the remuneration of Dr. Jinendra Kumar Jain [DIN:00503820], Chairman & Managing Director of the Company, on the terms and conditions including remuneration as mentioned below:

1. Basic Salary: Rs.5,00,000/- per month w.e.f 01.04.2016 for a period of three years upto 31.03.2019
2. Perquisites and Allowances:
 - i. Company's contribution towards Provident Fund or Superannuation Fund or Annuity Fund as per the rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - ii. Gratuity payable at a rate not exceeding half months salary for each completed year of service.
 - iii. Leave encashment as per rules of the Company.
 - iv. Medical reimbursement for self and family as per rules of the Company.
 - v. Leave travel concession for self and family as per rules of the Company.
 - vi. Club fees as per Rules of the Company.

3. Other Benefits:

- i. Provision for car for office use on Company's business.
- ii. Reimbursement of Telephone expenses for official use and Telephone facility at residence.
- iii. Reimbursement of Travelling expenses (both in India & foreign) for Company's business.

Other Terms and Conditions:

The terms and conditions of appointment of Chairman & Managing Director of the Company may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2016 to 30th September 2016, both days inclusive.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records

No sitting fees will be paid to the Chairman & Managing Director for attending meeting of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT Mr. Satyendu Pattnaik, Company Secretary be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

By order of the Board of Directors

Place: New Delhi
Date: 13th August 2016

Satyendu Pattnaik
(Company Secretary)

- which will help the Company and the Company's Registrars and Transfer Agents, Beetal Financial & Computer Services Pvt. Ltd. (BEETAL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to BEETAL.
6. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to BEETAL.
 7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or BEETAL for assistance in this regard.
 8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or BEETAL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
 9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.jainstudiosltd.com (under 'Investors' section). Members holding shares in physical form may submit the same to BEETAL. Members holding shares in electronic form may submit the same to their respective depository participant.

11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
12. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.jainstudiosltd.com
13. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / BEETAL. Members are requested to provide their e-mail address along with DP ID/Client ID to beetalrta@gmail.com and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
14. The route map showing directions to reach the venue of the twenty-sixth AGM is annexed.
15. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
16. The board of directors has appointed Mr. Ajay Behera of M/s. Ajay Behera & Associates, Practicing Company Secretaries (COP No 7980) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
17. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
18. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. At the AGM the Chairman of the meeting shall after discussions on all the resolutions on which voting is to be held, allow voting by use of Ballot/Poll paper by all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

20. The company has appointed Mr. Ajay Behera, Practicing Company Secretary (CP No. 7980), Proprietor, M/s Ajay Behera & Associates, Company Secretaries as Scrutinizer to conduct remote e-voting process as well as Ballot/Poll paper voting process at the annual General Meeting in a fair and transparent manner.
21. The Scrutinizer after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of atleast two witness not in the employment of the Company and shall make not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the result of the voting forthwith.
22. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days upto the date of Annual General Meeting between 11a.m. and 1.00 p.m.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September 2016 (10.00 am) and ends on 29th September 2016 (05.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <JAIN STUDIOS LTD.> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or

NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors

Place: New Delhi
Date: 13th August 2016

Satyendu Pattnaik
(Company Secretary)

EXPLANATORY STATEMENT*Pursuant to Section 102 of the Companies Act, 2013***Item No. 4**

Ms. Bharti Jain born on 20.11.1971 joined the Board of Directors of the Company on 14.11.2015 as Additional Director (Non-executive Non Independent) in the promoter category and will hold office only upto the date of this ensuing Annual General Meeting.

She 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 Director of the Company. The Company has received requisite notice from a member under Section 160 of the Act, proposing the candidature of Ms. Bharti Jain to the office of Director.

She is a MBA graduate having experience of more than 20 years in the field of Marketing, Administration and overall Strategic development of the Organisation. She is also having expertise knowledge and experience in managing the overall business activities of the Company. The detailed profile of Ms. Bharti Jain and Directorship position held by her in other companies has been accompanied in the notice.

The Board of Directors considers that the association of Ms. Bharti Jain as Director of the Company will benefit our Company.

An Ordinary Resolution in terms as set out in Item no.4 of the accompanying Notice is placed before the members in the Meeting for approval.

Except Ms. Bharti Jain, being an appointee Dr. J.K. Jain Managing Director and Dr. (Mrs.) Ragini Jain Director none of the Director or KMP of the company or their relatives are concerned or interested, financial or otherwise, in this resolution. This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations.

Item No. 5

Shri Anil Kumar, born on 01.01.1942 has acquired rich experience by working on the following important positions:

- Secretary to Government of India, Ministry of Textiles
- Secretary to Government of India, Department of Telecom, (Chairman, Telecom Commission)
- Secretary to Government of India, Department of Fertilizers
- Minister (Economic), Embassy of India, USA
- Ex-Officio Joint Secretary, Department of Economic affairs, Ministry of Finance
- CMD, RIICO
- Managing Director, Rajasthan Financial Corporation

- Director of Industries, Government of Rajasthan
- Secretary to Vice President of India
- Vice-Chairman, Delhi Development Authority
- Secretary to Chief Minister, Rajasthan

He joined the Board of Directors of the Company on 14th November, 2015 as Additional Director (Non-executive Independent). Under the Act, it is required that Independent Directors are not be liable to retire by rotation and be appointed for a fixed term. In terms of Section 149 and other applicable provisions of the Act, Shri Anil Kumar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five (5) consecutive years.

He is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as Director of the Company. The Company has received notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Shri Anil Kumar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act. In the opinion of the Board, Shri Anil Kumar fulfils the conditions in Section 152 of the Act and rules made thereunder for his appointment as Independent Director of the Company and is independent of the management.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is acting as Director ((Non-executive Independent) of Noida Software Technology Park Ltd.

The detailed profile of Shri Anil Kumar and Directorship position held by his in other companies has been accompanied in the notice.

An Ordinary Resolution in terms as set out in Item no. 5 of the accompanying Notice is placed before the members in the Meeting for approval.

Except Shri Anil Kumar, being an appointee none of the Directors or KMP of the Company or their relatives are concerned or interested, financial or otherwise, in this resolution. This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations.

Item No. 6**I. General information about the Company:**

The Company was Incorporated on 3rd January 1991 and obtained Certificate of Commencement of Business on 5th February 1991. It is in to the Media & Broadcasting Industry with the following nature of Business:

JAIN TV (Broadcasting and related activities)
Production (Third party Video productions), JSL Cinema
and Healthcare & related activities.

II. Information about Dr. J.K. Jain, Managing Director:

Dr. J.K. Jain was appointed as Managing Director of the Company for a period of five years w.e.f. 01.10.1999. Thereafter, he re-appointed as Managing Director of the Company by the Board of Directors at their meeting held on 26th August 2004 for a period of five years w.e.f. 01.10.2004 with the approval of members of the Company and of the Central Government. Remuneration of Dr. J.K. Jain, Chairman & Managing Director of the Company was revised @ Rs. 5.00 Lac per month w.e.f. 01.04.2007 with the approval of the members of the Company and of the Central Government. Further, he re-appointed as Chairman & Managing Director of the Company at the remuneration of Rs.5.00 Lac per month for a period of three years w.e.f. 01.10.2009 with the approval of shareholders of the Company and Central Government. He re-appointed as Chairman & Managing Director of the Company at nil remuneration for a period of three years w.e.f. 01.10.2012 with the approval of members of the Company at their AGM held on 29.09.2012. Thereafter, Dr. J.K. Jain was re-appointed as Managing Director of the Company for a period of five years, w.e.f. 01.10.2015 at nil remuneration with the approval of the members of the Company at 25th Annual General Meeting held on 30.08.2015.

He is of 72 years old and having more than 46 years of experience in Media Industry, Telecom Industry, Healthcare Divisions, Medical Centers and other related Organizations. Dr. J.K. Jain has been the driving force in implementation of various initiatives and strategies, which safeguards the Company in many adversities. Dr. J.K. Jain always has been a key resource for the Board of Directors of the Company. He is in-charge of the overall affairs of the Company including its expansion and diversification of projects, subject to the superintendence, control and direction of the Board of

Directors of the Company. Dr. J.K. Jain is recognized as a leader and pioneer in the media Industry. In view of the overall responsibility being taken and taking into consideration his overall knowledge and experience in different fields your Board of Directors of the Company has proposed to revise the terms and conditions of his appointment with regard to his remuneration by way of revising the remuneration of Dr. J.K. Jain, Chairman & Managing Director of the Company from nil to Rs.5.00 Lac per month for a period of three years w.e.f. 01.04.2016 which has been recommended by the Remuneration Committee vide their meeting held on 13th August 2016 and will be in the interest of the Company.

The proposed remuneration of Dr. J.K. Jain is appropriate taking into consideration the size, nature of business, job profile and position in same or similar kind of Industry which has been proposed by the board of Directors of the Company.

Brief Profile and other details of Dr. J.K. Jain forms part of the Corporate Governance Report.

III. Other Information

Due to heavy competition in the market, very low profit margin and lack of arrangement and investment of funds in the business of the Company, the financial performance such as turnover of the Company for the F.Y. 2015-16 has been decreased which ultimately create losses to the Organisation. However, in the coming years, steps are already in process for implementation of some of its business proposals to generate more revenues and thereby the profits which has been detailed in the Directors' Report.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives except Dr. J.K. Jain his wife Dr. (Mrs.) Ragini Jain, his Daughter in law Mrs. Bharti Jain Director of the Company are in any way concerned or interested in this resolution.

Your Board recommends the resolution as set out in the Item No. 6, for your approval.

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual general Meeting
(Pursuant to Regulation 36 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015**

Name of Director	Dr. (Mrs.) Ragini Jain	Shri Anil Khurur	Ms. Bhavni Jain
Director Identification No.			
Date of Birth	26.09.1949	01.01.1942	20.11.1971
Date of Appointment	3 rd January 1991	14 th November 2015	14 th November 2015
Qualification	MBBS, MD	IAS	MBA
Expertise in Specific Functional Area	<i>Dr. (Mrs.) Ragini Jain in her capacity as an eminent Medical Doctor of repute having past qualification experience of about 35 years of managing and running Medical Centers, various magazines and social activities is providing her expertise suggestions and direction to the Company.</i>	<i>He is having rich experience by working on the following important positions: Secretary to Government of India, Ministry of Textiles; Secretary to Government of India, Department of Telecom, (Chairman, Telecom Commission); Secretary to Government of India, Department of Fertilizers Minister (Economic), Embassy of India, USA; Ex-Officio Joint Secretary, Department of Economic affairs, Ministry of Finance; CMD, RHC; Managing Director, Rajasthan Financial Corporation; Director of Industries, Government of Rajasthan; Secretary to Vice President of India; Vice-Chairman, Delhi Development Authority; Secretary to Chief Minister, Rajasthan;</i>	<i>She is having experience of more than 20 years in the field of Marketing, Administration and overall Strategic development of the Organisation. She is also having expertise knowledge and experience in managing the overall business activities of the Company.</i>
Relationship with any Director(s) of the Company	<i>Spouse of Dr. L.K. Jain, Managing Director of Jain Studios Ltd.</i>	<i>None</i>	<i>She is the daughter-in-law of Dr. L. K. Jain, Managing Director and Dr. (Mrs.) Ragini Jain, Director of the Company</i>
Directorship in other Public Limited Companies	<i>None</i>	<i>Nvidia Software Technology Park Ltd. (NSTPL)</i>	<i>Jain Internet Ltd.</i>
Member/Chairman of the Committee of the Board of the Public Limited Companies in which she is Director.	<i>Member of the Audit Committee and Shareholders' Grievance Committee of Jain Studios Ltd.</i>	<i>Member of the Audit Committee of NSTPL and Jain Studios Ltd. Member of the Shareholders' Grievance Committee of Jain Studios Ltd.</i>	<i>None</i>
Shareholding in the Company	<i>100 Equity Shares</i>	<i>NIL</i>	<i>2559 Equity Shares</i>

ROUTE MAP TO THE VENUE OF AGM: Jawahar Lal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi -110002



DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the Twenty Sixth Annual Report of Jain Studios Limited together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2016. The Financial Highlights for the year under review are given below:

	(Rs. in Lakh)	
Financial Results	2015-16	2014-15
Total Income	1034.08	2321.89
Profit/(Loss) before Interest, Depreciation, Exceptional Items and Tax	5.59	59.86
Interest	31.11	15.98
Profit/(Loss) after Interest but before Depreciation, Exceptional Items and Tax	(25.52)	43.88
Depreciation	89.48	91.59
Profit/(Loss) before Exceptional Items and Tax	(116.00)	(47.71)
Exceptional Items (Income)	-	-
Exceptional Items (Expenses)	82.00	-
Profit/(Loss) before Tax	(197.00)	(47.71)
Tax Expense		
MAT/Current Tax	-	-
Deferred Tax	(111.69)	142.17
MAT Credit Entitlement	-	-
Profit/(Loss) after tax	(85.30)	(189.88)
Balance b/f from previous year	(3204.58)	(3014.70)
Net profit/(Loss) & Carried to Balance sheet	(3289.88)	(3204.58)

Performance

During the year under review, the total income of your Company was Rs. 1034.08 Lakh as compared to Rs. 2321.89 Lakh in the previous F.Y. 2014-15. The Loss before Tax for the year under review was Rs. 197.00 Lakh as compared to Loss before Tax of Rs. 47.71 Lakh in the previous financial year. The Net Loss for the year under review was Rs. 85.30 Lakh as compared to Net Loss of Rs. 189.88 Lakh in the previous financial year.

Dividend

In view of the brought forward losses and lack of adequate profits in the current year, your Directors have been unable to recommend any dividend.

Business Operations Overview & Future Outlook.

The principal business activities of the Company are broadly categorized into following areas:

1. Television (Marketing, Production & Broadcasting)
2. Education Infrastructure & Technology
3. Teleport
4. Others including Production and Distribution of Cinema Photographic Film (s) and Mobile Healthcare.

During the year, major revenues generated by the Company from 'Education Infrastructure & Technology' followed by 'Mobile Healthcare' and Television unit. We are hopeful for increase in revenues of the Company in the coming years taking into consideration state-wise requirement of operation of mobile healthcare projects in India and expansion of 'Education Infrastructure & Technology' and Television unit.

Company is concentrating in its existing "JAIN Satellite Television" and Broadcasting business, through a reputed & experienced distribution platform, which will hopefully contribute in enhancing the revenues of the Company.

Further, Company is in discussions with different parties to generate the revenues through other revenue streams apart from its existing business. Shortly, it will come up with additional revenue streams.

The Company is also in talks with various consultants and possible partners regarding re-structuring of its various business activities and to find ways to recognize its investments to achieve better shareholders' value.

Fixed Deposits

The Company has not accepted any deposits during the financial year under review.

Directors' Responsibility Statement

Pursuant to Section 134 of the Companies Act, 2013 ('the Act'), in relation to the Audited Financial Statements for the Financial Year 2015-16, your Directors hereby confirm that:

- a) The Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2016 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis following applicable Accounting Standards and that no material departures have been made from the same;
- b) Accounting policies selected were applied consistently and the judgements and estimates related to the financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act, to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) Requisite internal financial controls were laid down and that such financial controls are adequate and operating effectively; and
- e) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Information Pursuant to Section 134 (3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014:

- A. Energy conservation - The Company makes continuous efforts to explore new technologies and techniques to make the infrastructure more energy efficient. Moreover, the operations of the Company are not energy intensive.
- B. Technology absorption - Company uses Indian technical manpower to operate Indian and imported infrastructure.
- C. Foreign Exchange earnings and out go:

Earnings in foreign exchange	: NIL
Expenditure in foreign exchange	: NIL

Personnel and Particulars of Employees

The Industrial relations with the workers and staff of the Company remained cordial throughout the year. There was unity of purpose among all levels of employees, continuously striving for improvement in work practices and productivity. Training and development of employees continue to be an area of prime importance. Requisite disclosures in terms of Section 197 of the

Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are given to the extent applicable and Particulars of employees are given as none of the employees qualify for such disclosure.

Directors and Key Managerial Personnel

Your Board comprises of 6 Directors including 3 Independent Directors. Independent Directors provide their declarations both at the time of appointment and annually confirming that they meet the criteria of Independence as prescribed under Companies Act, 2013 and SEBI (LODR) Regulations, 2015. During F.Y.2015- 2016 your Board met 5 (five) times, details of which are available in Corporate Governance Report annexed to this report.

Dr.(Mrs.) Ragini Jain, Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible offered herself for re-appointment. Your Board recommends her re-appointment.

Ms. Bharti Jain joined the Board of Directors of the Company on 14.11.2015 as Additional Director (Non-executive Non Independent) in the promoter category will hold office only upto the date of this ensuing Annual General Meeting and is proposed to be appointed as Director of the Company liable to retire by rotation.

Shri Anil Kumar joined the Board of Directors of the Company on 14.11.2015 as Additional Director (Non-executive Non Independent) and is proposed to be appointed as Independent Directors for a term of five consecutive years pursuant to provisions of Companies Act, 2013 possesses appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

Necessary resolutions regarding appointment of aforesaid Directors have been included in the notice convening the ensuing AGM and details of proposal for appointment are mentioned in the explanatory statement to the notice.

In compliance with the requirements of Section 203 of the Companies Act, 2013, Dr. J. K. Jain, Chairman & Managing Director, Mr. Sunil Kumar Malhotra, Chief Finance Officer and Mr. Satyendu Pattnaik, Chief Compliance Officer & Company Secretary of the Company were nominated as Key Managerial personnel.

Board Evaluation

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated. Based on such report of the meeting of Independent Directors and taking into account the views of executive directors and non-executive directors the Board had evaluated its

One Time Settlement (OTS) with SASF and Issue of Equity Shares.

With reference to OTS arrived with Stressed Assets Stabilization Fund (SASF) by the Company, agreed OTS amount of Rs. 11.00 Crore in cash has been paid by the Company to SASF without any outstanding and 50,00,000 equity shares of Rs.10/- each fully paid up at par of the Company amounting to Rs. 5.00 Crore has been issued and allotted to SASF on 23.04.2012.

Issue of Equity shares and Warrants to the Promoters of the Company.

60,50,000 equity shares of Rs. 10/- each fully paid up of the Company at a premium of Rs. 2.50/- each per share and 51,50,000 Warrants convertible into equivalent number of equity shares of Rs.10/- each at premium of Rs.2.50/- each per share issued and allotted to the Promoter of the Company on 23.04.2012 against the consideration of full application money and 25% warrant money. Thereafter, Company allotted 31,58,700 equity shares of Rs. 10/- each fully paid up at a premium of Rs.2.50/- per share to the Promoter(s) of the Company on 17.10.2013 by converting 31,58,700 Warrants out of 51,50,000 allotted Warrants on receiving balance warrant money. Total consideration from issue of equity shares and warrants as mentioned above was utilized by the Company to clear the agreed OTS amount of Rs.11.00 Crore in cash to SASF and some outstanding statutory dues of the Company.

Listing of Equity Shares

Listing Application alongwith necessary documents and certificates filed with BSE and NSE for listing of 60,50,000 equity shares of Rs. 10/- each fully paid up of the Company at a premium of Rs. 2.50/- each per share allotted to the Promoter of the Company and 50,00,000 equity shares of Rs.10/- each fully paid up at par of the Company allotted to Stressed Assets Stabilization Fund (SASF) respectively. With reference to our said listing application, BSE vide their letter dated 30.07.2012 has given the listing approval. But trading permission will be granted by BSE subject to obtaining of listing approval from NSE and some other formalities with NSDL & CDSL. Listing approval from NSE is awaited.

Further, on allotment of 31,58,700 equity shares on 17.10.2013, listing application had been filed with BSE & NSE along-with other certificates and documents. Follow up is going on for listing of these shares at BSE & NSE.

Pending Status of Preferential Issues and Reduction of Share Capital

Company had allotted 38,00,000 and 15,00,000 equity shares on 25.08.2005 and on 25.02.2006 respectively to the Indian Promoter Group Companies against the conversion of 53,00,000 share warrants allotted on 26.08.2004. Thereafter, Company got the in-principle approval from BSE for listing of said shares vide their letter dated 26.05.2008 with the condition of in-principle

approval from NSE also. However, NSE did not grant any listing and trading permission of said 53,00,000 shares allotted by the Company on preferential basis due to certain lapses of erstwhile SEBI (DIP) Guidelines.

Non listing of the said 53,00,000 Equity Shares led to a mismatch between the "Issued Equity Share Capital" & "Listed Equity Share Capital" of the Company.

It may be noted that the "Issued Equity Share Capital" has to be in line with the "Listed Equity Share Capital", as per the Stock Exchanges.

Hence it was proposed by the Board for reduction of the unlisted 53,00,000 Equity Shares of Rs. 10/- each, issued at a premium of Rs.9/- each, by paying off/ returning the entire paid up share capital on the unlisted 53,00,000 (Fifty Three Lac) Equity Shares of Rs. 10/- each fully paid up, to those allottees, who had subscribed to the said preferential allotment of 53,00,000 equity shares made by the Company and thereby extinguishing all those shares. Further, apart from above, it was proposed to issue upto 4,77,000 (Four Lac Seventy Seven Thousand) Redeemable Preference Shares of Rs.100/- each fully paid up at par in one or more tranches to these allottees against and in proportion to the share premium amount received by the Company @ Rs.9/- each per share (53,00,000 equity shares) from these allottees. The said resolutions were approved by the shareholders of the Company at their AGM held on 30th September 2011.

Company received NOC from NSE and BSE vide their letter dated 06.03.2012 and 04.04.2012 respectively and part creditor(s) of the Company for filing of Scheme of Arrangement relating to Re-Organisation and Reduction of share capital with the Hon'ble High Court of Delhi pursuant to Section 391 and other applicable provisions of the Companies Act, 1956. However, pursuant to SEBI circular dated 04.02.2013, Company was required again, to obtain the NOC from BSE and NSE alongwith the observation/approval of SEBI, as the Company did not able to file the said scheme with the Hon'ble High Court of Delhi before 04.02.2013 due to some technical and procedural formalities including non-issue of NOC by SASF.

Therefore, Company once again filed the draft copy of said scheme alongwith other certificates and documents with BSE and NSE for their NOC with the observation and approval of SEBI. However, after review and observation of SEBI, again Scheme of Reduction shall be modified and shall be filed with BSE & NSE for their NOC subject to observation and approval of SEBI before filing the same with the Hon'ble High Court of Delhi/any other appropriate authority.

Listing with Stock Exchanges

The Company confirms that it has paid the Annual Listing Fees for the year 2015-16 to NSE and BSE where the Company's shares are listed.

performance on various parameters such as Board composition and structure, effectiveness of board processes, effectiveness of flow of information, contributions from each Directors etc.

Terms of Appointment of Dr. J.K. Jain

Dr. J.K. Jain was appointed as Managing Director of the Company for a period of five years w.e.f. 01.10.1999. Thereafter, he re-appointed as Managing Director of the Company by the Board of Directors at their meeting held on 28th August 2004 for a period of five years w.e.f. 01.10.2004 with the approval of members of the Company and of the Central Government. Remuneration of Dr. J.K. Jain, Chairman & Managing Director of the Company was revised @ Rs. 5.00 Lac per month w.e.f. 01.04.2007 with the approval of the members of the Company and of the Central Government. Further, he re-appointed as Chairman & Managing Director of the Company at the remuneration of Rs.5.00 Lac per month for a period of three years w.e.f. 01.10.2009 with the approval of shareholders of the Company and Central Government. He re-appointed as Chairman & Managing Director of the Company at nil remuneration for a period of three years w.e.f. 01.10.2012 with the approval of members of the Company at their AGM held on 29.09.2012. Thereafter, he re-appointed as Chairman & Managing Director of the Company at nil remuneration for a period of five years w.e.f. 01.10.2015 with the approval of members of the Company at their AGM held on 30.09.2015.

Nature of appointment of Dr. J.K. Jain, Chairman & Managing Director: Contractual

No. of equity shares of Jain Studios Ltd. held by Dr. J.K. Jain as on 31.03.2016 are 62,50,100, which constitutes 21.86% of the paid up share capital of the Company.

Auditors

Statutory Audit: The Statutory Auditors M/s N.P. Bansal & Co., Chartered Accountants, New Delhi, having Firm Registration No. 877N, holds office until the conclusion of the ensuing Annual General Meeting and is eligible for reappointment. Your Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules 2014. Your Board is of the opinion that continuation of M/s N.P. Bansal & Co., as Statutory Auditors during FY 2016-17 will be in the best interests of the Company and therefore, Members are requested to consider their re-appointment as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting till next Annual General Meeting at remuneration be decided by the Board.

Secretarial Audit: During the year, Secretarial Audit was carried out by Mr. Ajay Behera, Proprietor of M/s. Ajay

Behera & Associates, Company Secretaries in compliance with Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The report of Statutory Auditor and/or Secretarial Auditor forming part of this Annual report having any qualification, reservation or adverse remarks are self-explanatory and do not call for further explanation.

Disclosures

- i. Particulars of loans, guarantees and investments: Particulars of loans, guarantees and investments made by the Company required under section 186 (4) of the Companies Act, 2013 are contained in Note No. 2.9 and 2.27 to the Financial Statements.
- ii. Transactions with Related Parties: None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Information on material transactions with related parties pursuant to Section 134(3)(h) of the Act, read with rule 8(2) of the Companies (Accounts) Rules, 2014, in form AOC-2 is annexed to this report.
- iii. Deposits: Your Company has not accepted any public deposit under Chapter V of the Companies Act, 2013.
- iv. Extract of Annual Return: The extract of Annual Return in Form MGT-9 as required under Section 92(3) of the Act read with Companies (Management & Administration) Rules, 2014 is annexed to this report.
- v. Sexual Harassment: The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the year under review there is no complaint has been received on sexual harassment.
- vi. Regulatory Orders: No significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future.

Auditors' Report

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory and therefore do not call for any further explanation.

Audit Committee recommendations

The Audit Committee has recommended for deposit of all statutory dues, such as, Provident Fund, Employees State Insurance, Service Tax, Sales Tax/VAT, Custom Duty, Cess, TDS and any other material statutory dues before due date and file the necessary returns to the concerned department before due date to avoid unnecessary interest, penalties and prosecutions.

Dematerialization of Shares

16.79% of the Company's paid up equity share capital is in dematerialized form as on 31.03.2016.

The Registrars of the Company is Beetal Computer & Financial Services Pvt. Ltd. Beetal, House, 3rd Floor, 99, Madangir, BH - Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110 062.

Corporate Governance & Policies

We strive to attain high standards of corporate governance while interacting with all our stakeholders. The Company has duly complied with Corporate Governance Code as stipulated in the listing agreement with Stock Exchanges and SEBI (LODR) Regulations, 2015. A separate section on Corporate Governance, alongwith Certificate from Ajay Behera & Associates, Company Secretaries, confirming level of Compliance is annexed and forms part of the Directors' Report.

A detailed report on Corporate Governance together with the compliance certificate from Ajay Behera & Associates, Company Secretaries is attached to this Annual Report. Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (LODR) Regulations, 2015 are presented in separate sections forming part of the Annual Report.

The Audit Committee of the Board has been vested with powers and functions relating to Risk Management which inter alia includes (a) review of risk management policies and business processes to ensure that the business processes adopted and transactions entered into by the Company are designed to identify and mitigate potential risk; (b) laying down procedures

relating to Risk assessment and minimization; and (c) formulation, implementation and monitoring of the risk management plan.

In compliance with the requirements of Section 178 of the Companies Act, 2013, the Nomination & Remuneration Committee of your Board had fixed various criteria for nominating a person on the Board which inter alia include desired size and composition of the Board, age limits, qualification / experience, areas of expertise and independence of individual. The Committee had also approved in-principle that the initial term of an Independent Director shall not exceed 5 years. Your Company has also adopted a Remuneration Policy, salient features whereof is annexed to this report.

Your Board has in accordance with the requirements of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 has adopted new policies and amended existing policies such as policy on Related Party Transaction, Code of Conduct for Directors and Senior Management, Remuneration Policy, Whistle Blower and Vigil Mechanism Policy etc. These policies are available on the website of the Company and can be viewed on www.jainstudiosltd.com.

Appreciation

Your Directors greatly appreciate the dedication and commitment of employees at all levels who have contributed towards the effective functioning of the Company. We also wish to convey gratitude to Company's Bankers, Financial Institutions, Government Authorities, Clients, Vendors, and Investors for their support and encouragement and look forward for their continued support in the future.

For and on Behalf of the Board

(J.K. Jain)
Chairman & Managing Director

Place: New Delhi
Dated: 13th August 2016

PARTICULARS OF RELATED PARTY TRANSACTIONS
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2015-16

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship: Dr. Jain Video On wheels Ltd. (DJVOW)

(b) Nature of contracts/arrangements/transactions: Mobile Healthcare Services

(c) Duration of the contracts / arrangements/transactions: Contract entered w.ef.01.07.2011 for a term of Three years and Nine Months, renewable on mutually agreeable terms.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Providing of Mobile Healthcare Services in rural Bihar of curative, preventive and rehabilitative nature alongwith all deliverables like Mobile Clinic, Professional manpower and such other services mutually agreed by the parties to provide and supplement primary health care services for different areas of the district.

(e) Date(s) of approval by the Board, if any: Not applicable since the contract was entered into in the ordinary course of business and on arm's length basis.

(f) Amount paid as advances, if any: Nil

For and on behalf of the Board of Directors of Jain Studios Ltd.

Dr. J.K. Jain
Chairman & Managing Director

EXTRACT OF REMUNERATION POLICY
1. OBJECTIVE

This Policy aims to attract, retain and motivate the Members of the Board of Directors, Senior Managers viz: CEO, and other employees who are at one level below the Key Managerial Personnel or Functional Heads of the Company, by remunerating them reasonably and sufficiently so as to run the operations of the Company successfully. The Policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

2. GUIDING PRINCIPLES

The guiding principle of this Policy is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. While designing the remuneration package, efforts are to be made to ensure that the remuneration matches the level in comparable companies, whilst also taking into consideration requisite competencies, qualifications, industry experience, efforts required and the scope of the work. The Nomination and Remuneration Committee while considering a remuneration package shall ensure balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals. The Nomination and Remuneration Committee believes that a successful remuneration policy must ensure that a significant part of the remuneration package should be linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

2.1. Remuneration of Executive Members on the Board:

Any Executive Member(s) on the Board shall be paid remuneration which shall comprise of fixed monthly basic salary, perquisites such as House Rent Allowance or furnished / unfurnished housing accommodation in lieu thereof, car with or without chauffeur, telephone for office as well as personal use, reimbursement of medical expenses, leave travel allowance, club membership, statutory and non-statutory allowances such as education allowances, personal allowances, travel allowances etc. as may be recommended by the Nomination and Remuneration Committee / Board of Directors and approved by the Members of the Company from time to time unless voluntarily not opting for any remuneration. However, As per the Companies Act, 2013 and relevant Rules made there-under, the overall remuneration of executive member(s) on the Board, where there are more than one, shall not exceed 10% of the net profit calculated in the manner provided under the Companies Act, 2013 and Rules framed there-under, and shall not exceed 5% in case there is only one executive member on the Board. In the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of an executive member of the Board, the payment of remuneration shall be governed by the applicable limits prescribed under the Companies

Act, 2013 and Rules framed there-under, as amended from time to time. Executive Members of the Board other than the Managing Director shall be employed under service contracts for a period not exceeding 3 (three) years at a time, on the terms & other conditions and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Members of the Company at the General Meeting(s). The term of appointment of Managing Director shall be fixed at 5 (five) years. Executive members of the Board and Chairman & Managing Director appointed without any remuneration shall not be eligible to receive any sitting fees for attending any meeting of the Board of Directors or Committee thereof.

2.2. Remuneration of Non-Executive Members of the Board:

Non-Executive members of the Board excluding Chairman & Managing Director voluntarily not opting for any remuneration and has been appointed without any remuneration, shall be paid sitting fees for attending the meetings of the Board and / or Committees thereof, excluding Stakeholders Relationship Committee and Nomination & Remuneration Committee and expenses for participation in the Board and other meetings shall be reimbursed. Independent Director(s) of the Company shall not be entitled to any stock option issued or proposed to be issued by the Company. The performance of the non-executive members of the Board shall be reviewed by the Board on an annual basis.

2.3 Remuneration of Executive Management comprising of Senior Management & Key Managerial Personnel:

The Company believes that a combination of fixed and performance-linked pay to the Executive Management shall ensure that the company can attract and retain key employees. The performance-linked incentive based on Company performance and performance of the employee concerned each year shall be considered and approved by the Nomination & Compensation Committee, annually inter-alia for the Executive Management. Additionally subject to appropriate approval of shareholders, the Company may consider issuance of stock options to Senior Management. The Nomination & Compensation Committee will from time to time consider proposals concerning the appointment and remuneration of the Key Managerial Personnel and ensure that the proposed remuneration is in line with industry standards in comparable companies. Such proposals then shall be submitted to the Board for approval. The remuneration of the members of the Executive Management may consist of the following components:

1. Basic salary and Allowances
2. Performance linked incentive / bonus
3. Perquisites as per rules of the Company including Company car, telephone etc.

Executive Management shall not be eligible to receive any remuneration, including sitting fees, for directorships held in any of the Jain TV Group of Companies, whether listed or otherwise.

**FORM NO.-MGT-9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L92199DL1991PLC042611
2.	Registration Date	03/01/1991
3.	Name of the Company	Jain Studios Ltd
4.	Category/Sub-category of the Company	Company listed by shares Indian non government company
5.	Address of the Registered office & contact details	Scindia Villa, Sarojini Nagar, Ring Road New Delhi-110023. Fax: 011-29874046 Tel No.-91-11-32319692
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Beetal Financial & Computer Services (p) Ltd. Beetal House, 3 rd Floor, 99 Madan Girdi, BH-Local Shopping Complex New Delhi-110052 Tel No.- 91-11-29961281-83

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NFC Code of the Product/service	% to total turnover of the company
1	Television programming and broadcasting activities	602	25.92
2	Other human health activities	869	28.55
3	Other education	854	43.54

III. PARTICULAR OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY: NOT APPLICABLE

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/HUF	200,100	60,50,300	62,50,400	21.86	201,600	60,50,300	62,51,900	21.86	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	3,02,657	104,68,900	108,81,557	37.95	3,96,295	104,68,900	1,08,65,195	38.00	0.03
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	2539	-	2539	0.01	2539	-	2539	0.01	0.00
Total shareholding of Promoter (A)	3,02,657	104,68,900	108,81,557	37.95	3,96,295	104,68,900	1,08,65,195	38.00	0.03
B. Public Shareholding									
I. Institutional									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
	-	1900	1900	0.01	-	1900	1900	0.01	0.00

b) Banks / FI	-	50,00,000	50,00,000	17.49	-	50,00,800	50,00,000	17.49	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-		50,01,900	50,01,900	17.49		50,01,800	50,01,900	17.49	0.00
2. Non-Institutions									
							8,28,966		
a) Bodies Corp.	8,60,064	21,900	8,81,964	3.08	8,97,066	21,900		2.90	-0.18
f) Indian	-	-	-	-	-	-	-	-	-
ff) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
f) Individual shareholders holding nominal share capital upto Rs. 2 lakh	20,53,148	1,30,336	22,03,484	7.71	23,34,496	1,65,135	24,99,631	8.74	1.03
ff) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	11,09,364	99,509	12,08,864	4.23	8,66,561	84,500	9,51,061	3.33	0.99
c) Others (specify)									
Non Resident Indians	32,027	-	32,027	0.11	30,926	-	30,920	0.11	0.00
Overseas Corporate Bodies	-	20,00,000	20,00,000	6.99		20,00,000	20,00,000	6.99	0.00
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	710	-	710	0.00	710	-	178	0.00	0.00
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R									
HUF (INSERTED)	1,62,224	100	1,62,324	0.57	1,62,272	100	162372	0.57	0.00
Sub-total (B)(2):-	42,16,430	22,71,836	64,88,266	22.69	42,01,493	22,71,635	64,73,128	22.64	-0.05
Total Public Shareholding (B)=(B)(1)+ (B)(2)	42,16,430	72,73,736	114,90,166	40.18	42,01,493	72,73,535	114,75,028	40.13	-0.05
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	48,01,746	237,92,936	285,94,682	100	48,01,947	2,37,92,735	285,94,682	100	0.00

B) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ragini Jain	100	0.00		100	0.00		0
2	Rikabh Chand Jain	100	0.00		100	0.00		0
3	Sadhna Ashiana	100	0.00		100	0.01		0.01
4	Jinendra Kumar Jain	200,100	0.70		200,300	0.70		0
5	Dr. Jain Clinic Pvt. Ltd.	5000	0.02		5000	0.02		0
6	Ankur Services & Growth Fund Ltd.	5000	0.02		5000	0.02		
7	Dr Jain Airways Pvt. Ltd.	6000	0.02		6000	0.02		0
8	Ankur Services & Growth Fund Ltd.	67,857	0.24		84,495	0.28		0.04
9	Sona Press Pvt. Ltd.	3,08,800	1.08	0.70	3,08,800	1.06	0.70	0
10	Sadhna Publicity Services Pvt. Ltd.	3,40,000	1.19		3,40,000	1.19		0
11	Shambhu Dayal Ilam Chand Pvt. Ltd.	3,64,000	1.27	1.27	3,64,000	1.27	1.27	0
12	Jain Communication Electronics Pvt Ltd.	3,66,000	1.28	1.28	3,66,000	1.28	1.28	0
13	Dr. Jain Airways Pvt. Ltd.	4,50,000	1.57		4,50,000	1.57		0
14	Sadhna Publicity Services Pvt. Ltd.	5,84,000	2.04	2.04	5,84,000	2.04	2.04	0
15	Dr. Jain Clinic Pvt. Ltd.	6,45,000	2.26	2.26	6,45,000	2.26	2.26	0
16	Jain Communication & Electronics Pvt. Ltd.	15,00,000	5.25		15,00,000	5.25		0
17	Shambhu Dayal Ilam Chand Pvt. Ltd.	15,00,000	5.25		15,00,000	5.25		0
18	Sona Press Pvt. Ltd.	15,51,200	5.42	0.18	15,51,200	5.42	0.18	0
19	Bharti Jain	2559	0.01		2559	0.01		0
20	Jinendra Kumar Jain	60,50,000	21.16		60,50,000	21.16		0
21	Dr. Jain Video On Wheels Ltd.	15,79,350	5.52		15,79,350	5.52		0
22	Noida Software Technology Park Ltd.	15,79,350	5.52		15,79,350	5.52		0
	TOTAL	17104516	59.82	7.73	17119654	59.87	7.73	0.05

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	171,04,516	59.82		
	Date wise Increase / Decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year			1,71,19,654	59.87

D) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Stress Assets Stabilization Fund	50,00,000	17.49	50,00,000	17.49
2	Gaynor Ltd.	20,00,000	6.99	20,00,000	6.99
3	R.B Mercantile Pvt. Ltd.	5,53,800	1.94	5,53,800	1.94
4	Naresh Kumar Jain	0	0.40	1,22,000	0.43
5	Sandeep Jain	1,90,000	0.35	1,00,000	0.35
6	Chandrabharsha Shubhoji Amre	57,100	2.20	57,100	2.20
7	Ved Prakash Gool	48,248	0.17	54,848	0.19
8	Nahid Zafar Shaikh	53,517	0.19	53,517	0.19
9	Mustafa Arif	35,850	0.13	50,850	0.18
10	Satyu Narain Khemka	45,381	0.16	43,800	0.17

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Dr. Jineshwar Kumar Jain (Managing Director)				
	At the beginning of the year	62,50,100	21.86	62,50,100	21.86
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	N.A	N.A	N.A	N.A
	At the end of the year			62,50,100	21.86
	Smit Kumar Malhotra (CFO)				
	At the beginning of the year	15,000	0.052	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	N.A	N.A	N.A	N.A
	At the end of the year			0	0.00

F) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits (Rs. In Thousands)	Unsecured Loans (Rs. In Thousands)	Deposits (Rs. In Thousands)	Total Indebtedness (Rs. In Thousands)
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	0	0	0.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0.00	0	0	0.00

Change in indebtedness during the financial year		0	0	
* Addition		0	0	0
* Reduction	0.00	0		0.00
Net Change	0.00	0	0	0.00
Indebtedness at the end of the financial year	0.00	0	0	0
i) Principal Amount	0	0		0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)				

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SN.	Particulars of Remuneration	Dr. J.K. Jain, Chairman & Managing Director				Total Amount
1	Gross salary	NIL	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Shri Hari Dhor Ashoka	Shri Vishnu Bhagwan	Anil Kumar	---	
1	Independent Directors					
	Fee for attending board /committee meetings	36,000	36,000	8,000		80,000
	Commission	0	0	0		0
	Others, please specify	0	0	0		0
	Total (1)	36,000	36,000	8,000		80,000
2	Other Non-Executive Directors					
	Fee for attending board /committee meetings	16,000	0			16,000
	Commission	0	0			0
	Others, please specify	0	0			0
	Total (2)	16,000	0			16,000
	Total (Sum 1+2)					96,000
	Total Managerial Remuneration	0	0			96,000
	Overall Ceiling as per the Act (within the limit as specified in the Act)					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(In Rs.)

SN	Particulars of Remuneration	Key Managerial Personnel			
		*CEO	CS	CFO	Total
1	Gross salary	-	30,00,000	51,00,000	81,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	25,14,204	45,54,000	70,68,204
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	4,85,796	5,46,000	10,31,796
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
	Total	-	30,00,000	51,00,000	81,00,000
2	Stock Option	-	-	-	-
3	Sweet Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	30,00,000	51,00,000	81,00,000

* Dr. J.K. Jale, Chairman & Managing Director of the Company is not drawing any remuneration.

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
B. DIRECTORS					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A

PARTICULARS OF REMUNERATION OF EMPLOYEES

(Pursuant to Section 197 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

A. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the financial year, ratio of remuneration of Directors to the Median remuneration of employees and comparison of remuneration of each KMP against Company's standalone performance:

Name of Director /Key Managerial Personnel	*Remuneration (Rs. In Lacs)	% Increase in Remuneration	Ratio of Director's Remuneration to Median Remuneration	Comparison of remuneration of each KMP against Company's performance	
				% of Turnover	% of Net Profit before Tax
Non-Executive Directors					
Ragini Jain	0.00	Nil	Nil	Nil	Nil
M D Asthana	0.00	Nil	Nil	Nil	Nil
Vishnu Bhaowan	0.00	Nil	Nil	Nil	Nil
Anil Kumar	0.00	Nil	Nil	Nil	Nil
Bharti Jain	0.00	Nil	Nil	Nil	Nil
Executive Directors					
Jinendra Kumar Jain	0.00	Nil	Nil	Nil	Nil
Key Managerial Personnel					
Sunil Kumar Malhotra	51.00	Nil	NA	4.93	#
Satyendu Pattnaik	30.00	Nil	NA	2.90	#

*Non-Executive Directors remuneration excludes Sitting Fees.

During the F.Y.2015-16 there is Loss before Tax of Rs.197.00 Lacs

Sl. No.	Requirement	Disclosure			
01	The Percentage increase in median remuneration of employees in FY	nil			
02	Number of permanent employees on the rolls of the Company	53 (As at 31 st March 2016)			
03	The explanation on the relationship between average increase in remuneration and Company's performance	The average increment of remuneration was 18.39% during the year. In order to ensure that remuneration reflects Company performance, the performance incentive is also linked to organization performance, apart from individual performance.			
04	Comparison of the remuneration of the key managerial personnel against the performance of the Company.	The aggregate remuneration of Executive Directors & Key Managerial Personnel was 7.83% of turnover and there is Loss before Tax of Rs. 197.00 Lacs during financial year.			
		Particulars	Market Capitalization (Rs. In Lacs)	Price Ratio	Earnings
05	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current and previous financial year.	31.03.2016 31.03.2015 Change %	1329.65 1572.71 (15.45)	# #	
			Closing Market Price (In Rs.)		
06	Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer	31.03.2016 28.06.1996* Change %	BSE 4.65 90.00 (94.83%)	NSE 3.90 90.00 (95.67%)	

* Public Issue for Equity Shares of the face value of Rs10/- each for cash at a premium of Rs. 80/- per share.

During the F.Y.2014-15 and 2015-16 there are Loss before Tax of Rs.47.71 Lacs and 197.00 Lacs respectively.

07	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average annual increase in the salaries of employees during the year was 18.39%, while the average increase in managerial remuneration during the year was nil as no managerial remuneration has been paid.
08	Key parameters for any variable component of remuneration availed by the Directors.	No Managerial Remuneration has been paid during year as the Managing Director voluntarily has not opted for the remuneration. No Variable Component of Remuneration availed by the Directors.
09	The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not applicable
10	Affirmation that the remuneration is as per the remuneration policy of the Company.	The Company affirms that the remuneration is as per the remuneration Policy of the Company.

Secretarial Audit Report

(For the period 31st March 2016)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Jain Studios Ltd.
Scindia Villa, Sarojini Nagar
Ring Road, New Delhi-110023

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jain Studios Limited (CIN: L92199DL1991PLC042611) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, during the audit period covering the financial year ended on 31st March, 2016 ('Audit Period'), the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations & Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not Applicable to the Company during the Audit Period
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not Applicable to the Company during the Audit Period
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not Applicable to the Company during the Audit Period;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable to the Company during the Audit Period;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable to the Company during the Audit period; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable to the Company during Audit period.
- VI. The Company has identified the following laws as specifically applicable to the Company:
 - (i) Uplinking / downlinking policy/guidelines issued by Ministry of Information and Broadcasting;
 - (ii) The Cable Television Network (Regulations) Act, 1995 and rules framed thereunder;
 - (iii) Intellectual Property Rights related laws;
 - (iv) Standards of Quality of Service (Duration of Advertisements in Television Channels) (Amendment) Regulations, 2013 issued by Telecom Regulatory Authority of India; and

- (v) The Telecommunication (Broadcasting and Cable Services) Interconnection (Digital Addressable Cable Television Systems) Regulations, 2012.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited and SEBI (LODR) Regulations, 2015.

During the Audit period under review and as per representations and clarifications provided by the management, we confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc as mentioned hereinabove.

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- Adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:

- The Company has been directed by SEBI and BSE to file the Scheme of Reduction of Share Capital by modifying the scheme filed earlier, with BSE and NSE for their NOC subject to further observation/approval of SEBI before filing the said scheme with the Hon'ble High Court of Delhi/any other appropriate authority for regularization of pending unlisted 53,00,000 Equity Shares of Rs. 10/- each, issued at a premium of Rs.9/- each to the promoters of the Company during F.Y.2005-06.
- Listing Approval from BSE had been obtained for listing of 60,50,000 equity shares of Rs. 10/- each fully paid up of the Company at a premium of Rs. 2.50/- each per share allotted to the Promoter of the Company and 50,00,000 equity shares of Rs.10/- each fully paid up at par of the Company allotted to Stressed Assets Stabilization Fund (SASF) respectively. However Listing approval from NSE is awaited.
- Further on allotment of 31,58,700 equity shares on 17.10.2013 by conversion of warrants, listing application had been filed with BSE & NSE along-with other certificates and documents. Follow up is going on for listing of these shares at BSE & NSE.

**For Ajay Behera & Associates
Company Secretaries**

**(Ajay Behera)
Proprietor
C.P. No.7980**

Place: New Delhi
Date: 13th August 2016

REPORT ON CORPORATE GOVERNANCE
COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance assumes a great deal of importance in the business life of Jain Studios Limited. The Company's philosophy on corporate governance is based on the belief that timely disclosures, transparent accounting policies, and a strong and independent Board go a long way in preserving shareholders trust while maximizing long-term shareholders value. It has been a constant endeavor on the part of the Company to follow

good Corporate Governance by following the principles of transparency, accountability and integrity in functioning, so as to constantly enhance value for all stakeholders and fulfill the social obligation entrusted upon the corporate sector.

BOARD OF DIRECTORS
Composition of Board of Directors

Composition of the Board of Directors as at March 31, 2016

Category of Directors	No. of Directors	Percentage to total no. of Directors
Executive Directors	0	0
Non-Executive Independent Directors	3	50%
Other Non-Executive Directors	3	50%
Total	6	100%

The present Board of Directors of the Company has a balanced Board to ensure independent functioning and the current composition of the Board is in conformity with Clause 49 (II)(A) of the Listing Agreement. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149 (6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

During the financial year 2015-2016 the Board of

Directors met five (5) times. The dates of the meetings are 28th May 2015, 22nd July 2015, 13th August 2015, 14th November 2015 and 13th February 2016.

Particulars of Directors and their attendance at the Board meetings, General Meeting held during the year, i.e. between April 1, 2015 to March 31, 2016 and also their other Directorships/Chairmanship held in Indian public companies and membership/chairmanship of various Board committees as at 31st March 2016 are as under:

Name	Category	Board Meeting attended during the year	Attendance at Last AGM	No. of Directorship in other companies \$	No. of Committee positions held	
					Chairman	Member
Dr. J. K Jain	Promoter-Non-Executive Director	5	Yes	0	-	-
Dr. (Mrs.) Ragini Jain	Promoter-Non-Executive Director	2	No	0	-	2
Sh. Murlidhar Asthana	Non-Executive Independent Director	5	No	1	1	1
Sh. Vishnu Bhagwan	Non-Executive Independent Director	4	Yes	2	1	1
Sh. Anil Kumar*	Non-Executive Independent Director	1	No	2	-	1
Ms. Bharti Jain**	Non-Executive Non-Independent Director	1	No	2	-	-

#Includes only chairmanship/membership of Audit Committee, Stakeholders' Relationship Committee.

\$ Exclusive of the Directorship in Private Limited Companies, Non-Corporate Institutions, foreign Companies and Section 8 Companies.

* Sh. Anil Kumar appointed as Additional Director (Non-Executive Independent Category) w.e.f. 14.11.2015 at the Board meeting.

** Ms. Bharti Jain appointed as Additional Director (Non-Executive Non-Independent Category) w.e.f. 14.11.2015 at the Board meeting.

Board Procedure

The Board Meetings of the Company are governed by a structured agenda. The Board meetings are generally held at the Registered and Corporate office of the Company at New Delhi. The Company Secretary in consultation with the Chairman and Managing Director & Chief Finance Officer finalizes the agenda of the Board meetings. All major agenda items, backed up by relevant and comprehensive background information, are sent well in advance of the date of the Board meeting(s) to enable the Board members to take informed decision. Any Board Member may, in consultation with the Chairman, bring up any matter at the meeting for consideration by the Board. Senior management personnel are invited from time to time to the Board meetings to make requisite presentations on relevant issues or provide necessary insights into the operations / working of the Company and corporate strategies. The Board periodically reviews Compliance Reports in respect of various laws and regulations applicable to the Company.

Information supplied to the Board:

The Board has complete access to all information with the Company. The information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes following apart from other routine business matter:

- Business/Operating Plans,
- Quarterly, Half yearly and yearly results of the Company
- Minutes of the Meetings of Audit Committee and other Committees of the Board.

The Board reviews various Compliances under different Acts/Rules/Regulations/Guidelines/Listing Agreement as applicable to the Company and has put in place procedure to review steps taken by the Company to rectify the instances of non-compliances, if any.

Brief profile of the Directors of the Company to be appointed/re-appointed at the Annual General Meeting

1. Dr. (Mrs.) Ragini Jain, 65, is one of the Founder-Promoter and Non- Executive Director, associated with the Company since its inception. In her capacity she is an eminent Medical Doctor (MBBS, MD) of repute having post qualification experience of about 35 years of managing and running Medical Centers, various magazines and social activities. She is providing her expertise suggestions and direction to the Company.

Apart from the Directorship in Jain Studios Ltd. she is not the Director in any public limited company.

As on March 31, 2016, Dr. (Mrs.) Ragini Jain hold 100 equity shares of Rs.10/- each fully paid up in the Company.

2. Sh. Anil Kumar

Shri Anil Kumar, born on 01.01.1942 has vast experience

He joined the Board of Directors of the Company on 14.11.2015 as Additional Director (Non-executive Independent category) and acting as Independent Director (Non-Executive and Independent) in Noida Software Technology Park Ltd. Shri Anil Kumar is not holding any equity shares of Company.

3. Ms. Bharti Jain

Ms. Bharti Jain born on 20.11.1971 joined the Board of Directors of the Company on 14.11.2015 as Additional Director (Non-executive Non Independent) in the promoter category. She is a MBA graduate having experience of more than 20 years in the field of Marketing, Administration and overall Strategic development of the Organisation. She is also having expertise knowledge and experience in managing the overall business activities of the Company.

She is also acting as Director in Youngmen Printers and Publishers Pvt. Ltd., Subhag Traders Pvt. Ltd., Jain Communication & Electronics Pvt. Ltd. and Jain Internet Ltd.

As on March 31, 2016, Dr. (Mrs.) Ragini Jain is holding 2559 equity shares of Rs.10/- each fully paid up in the Company.

4. Dr. J.K. Jain, 71, is one of the Founder-Promoter and Non- Executive Director, associated with the Company since its inception.

He is the Chairman & Managing Director of the Company and having more than 46 years of experience in Media Industry, Telecom Industry, Healthcare Divisions, Medical Centers and other related Organizations. Dr. J.K. Jain has been the driving force in implementation of various initiatives and strategies, which safeguards the Company in many adversities. Dr. J.K. Jain always has been a key resource for the Board of Directors of the Company. He is in-charge of the overall affairs of the Company including its expansion and diversification of projects, subject to the superintendence, control and direction of the Board of Directors of the Company. Dr. J.K. Jain is recognized as a leader and pioneer in the media industry. Apart from the Directorship in Jain Studios Ltd. he is not the Director in any public limited company.

As on March 31, 2016, Dr. J.K. Jain holds 62,50,100 equity shares of Rs.10/- each fully paid up in the Company.

BOARD COMMITTEES

Particulars of Meetings of Board Committees held during the year along with details of Directors attendance at such Committee Meeting(s) are detailed herein:

	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee
No. of Meetings held	4	1	1
Dr. J.K. Jain	NA	NA	NA
Dr. (Mrs.) Ragini Jain	2	Nil	Nil
Shri Vishnu Bhagwan	4/4	1/1	1/1
Shri M D Asthana	4/4	1/1	1/1
Shri Anil Kumar	1/1	NA	NA

* Sh. Anil Kumar appointed as Additional Director (Non-Executive Independent Category) w.e.f. 14.11.2015 at the Board meeting and become the member of the Audit committee.

Note: NA denotes that the director is not a Member of such Committee. Nil denotes that the director has not attended any meeting of such Committee during the year.

In compliance with the requirements of SEBI (LODR) Regulations and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on November, 14, 2016 to review performance of the Chairman and other Non Independent Directors, evaluate performance of the Board and review flow of information between the management and the Board.

Details of Board Committees are as mentioned herein:

a) Audit Committee:
Constitution

As at March 31, 2016, the Audit Committee of the Board comprised of four (4) Non-Executive Directors including Shri Vishnu Bhagwan, Independent Director as Chairman, Shri M.D. Asthana Independent Director, Shri Anil Kumar Independent Director and Dr. (Mrs.) Ragini Jain, Non-Independent Director as Members.

During the year under review, four (4) meetings of the Audit Committee were held on 28th May 2015, 13th August 2015, 14th November 2015 and 13th February 2016 respectively.

Terms of reference

The Terms of reference and role of the Audit Committee are as per guidelines set out in Clause 49 of the Listing Agreement (later on as per SEBI (LODR) Regulations, 2015) and Section 178 of Companies Act, 2013. The Committee meets periodically and inter alia reviews:

- Accounting and financial reporting process of the Company;
- Audited and Un-audited financial results;
- Internal Audit reports, risk management policies and reports on internal control system;
- Discusses the larger issues that are of vital concern to the Company including adequacy of internal controls, reliability of financial statements/other management information, adequacy of provisions for liabilities and whether the audit tests are appropriate and scientifically carried out in accordance with Company's current business and size of operations;
- Transactions proposed to be entered into by the Company with related parties and approves such transactions including any subsequent modifications thereto;
- Functioning of Whistle Blower & Vigil Mechanism Policy; and
- Recommends proposals for appointment and remuneration payable to the Statutory Auditor, Internal Auditors and Chief Financial Officer.

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws. In addition to these, in compliance with requirements of SEBI (LODR) Regulations, 2015, the Audit Committee has been vested with powers and functions relating to Risk Management which inter alia includes (a) review of risk management policies and business processes to ensure that the business processes adopted and transactions entered into by the Company are designed to identify and mitigate potential risk; (b) laying down procedures relating to Risk assessment and minimization; and (c) formulation, implementation and monitoring of the risk management plan.

Audit Committee meetings are generally attended by the Chief Financial Officer and representative of Statutory Auditors of the Company. Internal Auditors attend Audit Committee Meetings wherein the Internal Audit reports are considered by the Committee. The Company Secretary acts as the Secretary of the Audit Committee.

b) Nomination and Remuneration Committee

Constitution

In compliance with requirements of Clause 49 of the Listing Agreement and SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013, during financial year 2014-15, the Board had combined and renamed the existing Remuneration Committee and Nomination Committee as 'Nomination and Remuneration Committee' which comprises of Shri M.D. Asthana Independent Director as Chairman, Shri Vishnu Bhagwan, Independent Director and Dr. (Mrs.) Ragini Jain as Members. During the year under review the Committee met once on November 14, 2015.

Terms of reference

The terms of reference of the Nomination and Remuneration Committee include:

- Formulation of guidelines for evaluation of candidature of individuals for nominating and/ or appointing as a Director on the Board including but not limited to recommendation on the optimum size of the Board, age / gender / functional profile, qualification / experience, retirement age, number of terms one individual can serve as Director, suggested focus areas of involvement in the Company, process of determination for evaluation of skill sets, etc.
- Formulation of the process for evaluation of functioning of the Board - individually and collectively and making recommendation as to the Board remuneration including the salary and/or commission payable to the Directors;
- Recommend nominations / appointments to the Board, including Executive Directors /Independent Directors and suggest the terms of such appointments;
- Recommend all elements of remuneration package of Whole-time Directors including increment / incentives payable to them within the limits approved by the Board /Members; and

Remuneration Policy

The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. An extract of the Remuneration Policy approved by the Nomination & Remuneration Committee of the Board has been included as a part of this Annual report.

Remuneration payable to Executive Directors

- a) Dr. J.K. Jain is working as Chairman & Managing Director of the Company at Nil remuneration w.e.f. 01.10.2012 for a period of three years.
- b) Dr. J.K. Jain was re-appointed as Chairman & Managing Director of the Company w.e.f. 01.10.2009 with the remuneration of Rs. 5.00 Lakh p.m. for a period of three years duly approved by the members of the Company at 19th AGM held on 30.09.2009 and by the Central Government.
- c) During the Financial Year 2014-2015, no remuneration has been paid to Dr. J.K. Jain, Chairman & Managing Director of the Company

No commission was paid to Dr. J.K. Jain during the year.
Notice period /severance fee: NIL
The Company does not have any stock option scheme.
- d) Dr. J.K. Jain is holding 62,50,100 equity shares of the Company.

Remuneration payable to Non-Executive Directors

- a) The Non-Executive Directors of the Company are entitled to sitting fee only for attending Board/Committee meetings. A sitting Fee of Rs. 2500/- has been increased to Rs.4,000/- per meeting w.e.f. 01.02.2010, which has been paid for attending Board/Committee meeting.
- b) During the year under review, the Company has not paid any remuneration to any Non-Executive Directors.
- c) There has been no pecuniary relationships or transactions of the non-executive directors vis-à-vis the Company during the year.
- d) During the year, Company has paid sitting fee aggregating Rs. 92,000/- to the Non Executive Directors of the Company which is within the limits as prescribed under the Companies Act 2013 and relevant rules made there-under.
- e) No other payments were made to such directors.

Number of Shares held by Non-Executive Director

Except Dr. J.K. Jain who is holding 62,50,100 equity shares of the Company and Dr. (Mrs.) Ragini Jain, who is holding 100 equity shares in the Company and Ms. Bharli Jain, who is holding 2559 equity shares in the Company, no other Non - Executive Directors have any shareholding in the Company.

C) Shareholders' / Investors' Grievance/Stakeholders' Relationship Committee:

The Board of Directors of the Company had constituted a Shareholders/ Investors' Grievance Committee on 30th April 2001. The Stakeholders' Relationship Committee

presently comprises of three (3) Non-Executive Directors viz. Shri M.D. Asthana, Sh. Vishnu Bhagwan and Dr. (Mrs.) Ragini Jain. The terms of reference stipulated by the Board to the Stakeholders' Relationship Committee is as contained under Clause 49 of the standard Listing Agreement and SEBI (LODR) Regulations, 2015. Shri. M D Asthana is the Chairman of the Committee.

In compliance with the SEBI guidelines the Company has appointed M/s. Beetal Financial & Computer Services Pvt. Limited as RTA (Registered Transfer Agent) w.e.f. 1st October 2005 in place of M/s. MAS Services Pvt. Limited to look after the share transfer, transmission, transposition, issuance of duplicate share certificate, share dematerialization / rematerialization etc. independently under the supervision and control of the Shareholders'/ Investors' Grievance Committee.

Mr. Satyendu Pattnaik who has been appointed as Company Secretary w.e.f. 2nd January 2007 is also appointed as Compliance Officer in terms of Clause 47 of the Listing Agreement.

During the 12 months period from 1st April 2015 to 31st March 2016, one (1) Stakeholders' Relationship Committee meeting has been held i.e. 13th February 2016.

The Company has not received any complaint from investor during the financial year 2015-2016.

The Company constitute a sub-committee of its Executives for approval of generally, the share transfer, transmission, issuance of duplicate share certificate, share dematerialization/rematerialization etc. The Sub-Committee meets twice a month. The duly transferred share certificates were sent to the shareholders within a period of 30 days and there is no pending transfer of shares.

SUBSIDIARY COMPANY

Relevant clauses of the SEBI (LODR) Regulations, 2015 as applicable to the Holding Company having subsidiary Company(ies) for necessary compliance(s) is not applicable to Jain Studios Ltd. (JSL) as there is no such subsidiary company of JSL.

DISCLOSURES

Policies

In compliance with the requirements of Clause 49 of the Listing Agreement, SEBI (LODR) Regulations, 2015 and Companies Act, 2013, Board of Directors of the Company has approved various policies, as detailed herein:

Whistle Blower & Vigil Mechanism Policy

As per Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and SEBI (LODR) Regulations, 2015, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of conduct or ethics policy. This Policy (copy of which is uploaded on the website of the Company www.jainstudiosltd.com) safeguards whistleblowers from reprisals or victimization.

Code of Conduct

The Company has also adopted a Code of Conduct for the Members of the Board of Directors and Senior Management and all the Directors and senior functionaries as defined in the Code provide their annual confirmation of compliance with the Code. Copy of the Code is available on the website of the Company www.jainstudiosltd.com Besides the Code, the Company has also put in place a policy on Ethics at Work place, applicable to all employees. A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel is given below:

DECLARATION

I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the Code of Conduct for Members of the Board and Senior Management of the Company for the financial year ended March 31, 2016.

New Delhi
13.08.2016

Dr. J.K. Jain
Chairman & Managing Director

Related Party Transaction Policy

In compliance with the requirements of Clause 49 of the Listing Agreement and SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on the website of the Company www.jainstudiosltd.com

Policies & Code as per SEBI Insider Trading Regulations

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information.

Mr. Satyendu Pattnaik, Chief Compliance Officer & Company Secretary of the Company is Compliance officer for the purposes of Insider Trading Code, while Mr. Sunil Kumar Malhotra, Chief Finance Officer of the Company has been appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure policy.

Risk Management

In terms of provision of Clause 49 of the Listing agreement, SEBI (LODR) Regulations, 2015 & contemporary practices of good corporate governance, Company has developed the policies and procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Audit Committee and/or Board for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

Familiarisation Program for Independent Directors

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of Industry and business model of the Company through induction programs at the time of their appointment as Directors. While review and approval of quarterly and annual financial statements of the Company are taken up detailed presentation covering inter alia economy and industry overview, key regulatory developments, strategy and performance of each business unit / profit centre is made to the Board.

Cases of Non-Compliances/Penalties

There is no penalty, strictures imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority on any matter related to Capital Market during last three years, however 53,00,000 equity shares of

Rs.10/- each fully paid up allotted at a premium of Rs.9/- each per share to promoters of the Company on preferential basis during the F.Y.2005-06 has not been listed at Stock Exchanges due to certain lapses of erstwhile SEBI (DIP) Guidelines. Pursuant to SEBI Circular dated 04.02.2013, Company again filed the draft 'Scheme of Arrangement and Reduction of share capital' for reduction of said 53,00,000 equity shares with BSE and NSE for their NOC and the observation/approval of SEBI before filing of the said scheme with the Hon'ble High Court of Delhi/any other appropriate authority for approval. However, after review and observation of SEBI, again Scheme of Reduction shall be modified and shall be filed with BSE & NSE for their NOC subject to observation and approval of SEBI before filing the same with the Hon'ble High Court of Delhi.

Disclosure of Accounting Treatment

During the year, there has been no change in the accounting treatment of Accounting Standard applicable to the Company.

Management

Management Discussion and Analysis

Management Discussion and Analysis has been provided separately as a part of this annual report.

CEO/CFO Certification

The Managing Director & CFO have certified to the Board of Directors of the Company that:

- (a) They have reviewed financial statement and cash flow statement for the year ended 31st March 2016 and to the best of their knowledge and belief:
 - (i) These statements do not contain any material untrue statement or omit any material fact or contain that might be misleading.
 - (ii) These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

- (d) They have indicated to the Auditors and Audit Committee wherever applicable:
- (i) significant changes in internal control over financial reporting during the year.
 - (ii) significant changes in accounting policies during the year if any and that same has been disclosed in the notes to financial statements, and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

REPORT ON CORPORATE GOVERNANCE

The quarterly compliance report has been submitted to the stock exchanges where the companies' equity shares are listed in the requisite format and duly signed by the compliance officer.

COMPLIANCE

The other information for the benefit of the shareholders is as under:

General Body Meetings:

Details of Location, Date and Time of Annual General Meetings held during last three years are given below:

Particulars	Time	Dated on which held	Venue
25th AGM	10.30 A.M.	30th September 2015	Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi - 110 002
24th AGM	11.00 A.M.	30th September 2014	Lily White Hotel, Chhatarpur Main Road, New Delhi - 110 074
23rd AGM	11.00 A.M.	30th September 2013	Shagun Garden, Bandh Road, Near Radhey Mohan Drive, Chhatarpur, Mehrauli, New Delhi - 110 030

The Company has passed the following special resolution(s) in the previous 3 AGMs:

Sl. No.	Subject matter of Resolution	Date of AGM
1.	Re-appointment of Dr. J.K. Jain as Chairman & Managing Director of the Company	30th September 2016

At the ensuing Annual General Meeting there is one Special Resolution proposed to be passed through the postal ballot as specified in the notice.

Means of Communications:

- The Company has promptly reported all material information including declaration of quarterly financial results, press releases, etc. to all Stock Exchanges where the securities of the Company are listed. Such information is also simultaneously displayed immediately on the Company's corporate website, www.jainstudiosltd.com.
- Quarterly Results/half-yearly/Annual Audited Results and other statutory information are generally communicated to the shareholders by way of advertisement in prominent Hindi & English newspapers.
- Company issued press releases from time to time.
- Information of the Company are available on website of the Company: www.jainstudiosltd.com

- The financial and other information are filed by the Company on NEAPS & Corporate Filing platforms of NSE and BSE respectively.

A detailed Management Discussion and Analysis as per requirement of Clause 49 of the Listing agreement is forming part of Annual report.

General shareholder information:
Annual General Meeting

Day & Date : Friday, 30th September, 2016
 Time : 11.00 a.m.
 Venue : Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi - 110002

Financial Calendar (Tentative):

-Unaudited results for the quarter ended June 2016	: By end July-1st fortnight of Aug. 2016
-Next Annual General Meeting	: By September 2016
-Unaudited results for the quarter/half year ended Sept. 2016	: By end October-1st fortnight of Nov. 2016
-Unaudited results for the quarter ended December 2016	: By end January-1st fortnight of Feb. 2017
-Unaudited results for the quarter ended March 2017/ or	: By end April-1st fortnight of May 2017
-Audited Results for the Year ending March 2017	: By end May 2017

Dates of Book Closure:

From 24th day of September 2016 to day of September 2016 (both days inclusive) for the purpose of Annual General Meeting.

Dividend Payment date:

The Board of Directors have not recommended any dividend on equity shares for the financial year 2015-16.

Name of the Stock Exchanges on which the equity shares of the Company are listed:

Mumbai, NSE, Chennai, Vadodara and Calcutta.

Stock Code:

National Stock Exchange : JAINSTUDIO

The Stock Exchange Mumbai : 532033

Listing Fee

Listing fees has been paid to BSE and NSE upto the financial year 2015-2016.

ISIN :

INE486B01011.

Market Price Data:

Monthly high and low of the equity shares of the Company in The Stock Exchange, Mumbai (BSE) and National Stock Exchange of India Ltd (NSE) for the F.Y. 2015-16 are stated herein below:

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2015	6.83	4.71	6.60	5.00
May 2015	7.17	6.14	5.75	4.90
June 2015	5.99	5.13	5.15	4.35
July 2015	5.74	4.50	5.05	4.25
August 2015	5.73	4.77	5.65	4.80
September 2015	5.79	5.32	4.60	4.30
October 2015	6.05	4.75	4.85	4.30
November 2015	5.91	5.13	4.35	3.80
December 2015	5.91	4.76	4.90	4.30
January 2016	6.30	5.26	5.60	4.70
February 2016	5.85	4.36	5.35	4.90
March 2016	5.15	4.07	4.70	3.85

Jain Studios Ltd (JSL) Share Performance v/s S&P BSE SENSEX (1st April 2015 to 31st March 2016)

Month	JSL (BSE) Share Price (Closing)	S & P BSE SENSEX (Closing)	S & P BSE SENSEX Relative to 100	JSL (BSE) SHARE PRICE Relative to 100
April 15	6.83	27011.31	100	100
May 15	6.14	27828.44	103.03	89.90
June 15	5.13	27780.83	102.85	75.11
July 15	5.45	28114.56	104.08	79.80
Aug. 15	5.60	28283.09	97.30	81.99
Sept. 15	5.79	26154.83	96.83	84.77
Oct. 15	5.42	26656.83	98.69	79.36
Nov. 15	5.13	26145.67	96.80	75.11
Dec. 15	5.68	26117.54	96.69	83.31
Jan 16	6.07	24870.69	92.08	88.87
Feb 16	5.00	23002.00	85.16	73.21
March 16	4.65	25341.86	93.82	68.08

Distribution of shareholding as on 31.03.2016:

Nominal Value of Each Equity Share: Rs.10/- each

Shareholding of nominal value Rs.	Shareholders		Share	
	Number	% to Total	No. of shares	% to Total
Upto - 5000	6423	86.15	8,52,878	2.9826
5001-10000	496	6.85	4,14,209	1.4486
10001-20000	263	3.52	3,98,682	1.3977
20001-30000	82	1.09	2,09,132	0.7314
30001-40000	41	0.55	1,48,165	0.5182
40001-50000	37	0.49	1,73,675	0.6074
50001-100000	54	0.72	3,94,833	1.3808
100001 and above	59	0.79	2,60,02,108	90.9334
Total	7506	100.00	2,85,94,682*	100.00

Shareholding Pattern as on 31st March 2016:

Shareholders Category	Number of Shares	Percentage
(A) Promoter and Promoter Group		
(1) Indian Promoters:		
- Individual/HUF	6254459	21.87
- Bodies Corporate	10865195	38.80
(2) Foreign Promoters:	Nil	Nil
Total Shareholding (A)	17119654	59.87
(B) Public Shareholding		
(1) Institutions:		
Financial Institution (SASF)	50,00,000	17.49
Mutual Funds/UTI	1,900	0.80
(2) Non-Institutions:		
Bodies Corporate	8,28,966	2.90
Individuals	34,50,692	12.87
HUF	162372	0.57
Clearing Members	178	0.00
Non Resident Indians	30,920	0.11
Overseas Corporate Body	20,00,800	6.89
Sub Total	6473128	22.64
Total Shareholding (B)	11475828	40.13
Total (A+B)	2,85,94,682*	100.00

*Includes unlisted 53,00,000 equity shares of Rs. 10/- each issued at a premium of Rs. 9/- each and allotted during the F.Y. 2005-06 on conversion of 53,00,000 warrants, against which modified 'Scheme of Reduction of share Capital' petition has to be filed with the Hon'ble High court of Delhi after getting the NOC from BSE and NSE subject to observation/approval from SEBI. It also includes 60,50,000 equity shares of Rs. 10/- each issued at a premium of Rs. 2.50/- each per share to the Promoter of the Company and 50,00,000 equity shares of Rs. 10/- each issued at par to Stressed Assets Stabilization Fund (SASF) for which Company has received listing approval from BSE and listing approval from NSE is awaited. It also includes 31,58,700 equity shares of Rs. 10/- each issued at a premium of Rs. 2.50/- each per share to the Promoter(s) of the Company which are pending for listing at BSE and NSE.

Particulars of Shareholding:
a) Shareholding of Promoter & Promoter Group as on March 31, 2016:

Sl. No.	Name of Shareholder(s)	Number of Equity Shares	Percentage
01	Jinendra Kumar Jain	62,50,100	21.86
02	Ragini Jain	100	0.00
03	Rikhab Chand Jain	100	0.00
04	Sadhna Bhardwaj	1600	0.01
05	Bharti Jain	2559	0.01
06	Dr. Jain Clinic Pvt. Ltd.	6,50,000	2.27
07	Sadhna Publicity & Services Pvt. Ltd.	9,24,000	3.23
08	Dr. Jain Airways Pvt. Ltd.	4,56,000	1.60
09	Shambhudayal Ilam Chand Pvt. Ltd.	18,64,000	6.52
10	Jain Communication & Electronics Pvt. Ltd.	18,66,000	6.53
11	Sona Press Pvt. Ltd.	18,60,000	6.50
12	Ankur Services & Growth Fund Ltd.	86,495	0.30
13	Noida Software Technology Park Ltd.	15,79,350	5.52
14	Dr. Jain Video On Wheels Ltd.	15,79,350	5.52
	Total Shareholding (A)	17119654	59.87

b) Top Ten shareholders as on March 31, 2016 (Non-Promoter)

Sl. No.	Name of Shareholder(s)	Number of Equity Shares	Percentage
01	Stressed Assets Stabilization Fund	50,00,000	17.49
02	Gaynor Ltd.	20,00,000	6.99
03	R. B. Mercantile Pvt. Ltd.	5,53,800	1.94
04	Naresh Kumar Jain	1,22,000	0.43
05	Sandeep Jain	1,00,000	0.35
06	Chandra Harsha Angre	57,100	0.20
07	Ved Prakash Goel	54,848	0.19
08	Nahid Zafar Shaikh	53,517	0.19
09	Mustafa Arif	50,850	0.18
10	Satya Narain Khemka	49,781	0.17

Registrar & Share Transfer Agents:

M/s. Beetal Financial & Computer Services Pvt. Ltd
 Beetal House, 3rd Floor, 99, Madangir,
 BH - Local Shopping Centre,
 Near Dada Harsukhdas Mandir,
 New Delhi - 110 062.
 Tele: 011-29961281-83
 Email ID: beetalrta@gmail.com

System of Share Transfer/ dematerialisation/ rematerialisation etc.: The aforementioned RTA has its own infrastructure commensurate with the work undertaken and is manned by skilled and trained staff.

SCORES (SEBI complaints redressal system): SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be

viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

Exclusive email ID for investors: The Company has designated the email id jsl@jaintv.co.in exclusively for investor servicing, and the same is prominently displayed on the Company's website www.jainstudiosltd.com

Dematerialisation of shares and liquidity: Company's shares are in Compulsory Demat category. Over 16.79 % of the shares have been dematerialized.

Address for correspondence:

Company:

Company Secretary
Jain Studios Limited
Jain Studio Campus
Scindia Villa, Sarojini Nagar,
Ring Road, New Delhi - 110 023
Tele : 011-32319692
Fax: 011-2687 4046
E-mail: jsl@jaintv.co.in
Web-site: www.jainstudiosltd.com
CIN: L92199DL1991PLC042611

Declaration:

This is to confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management adopted by the Board.

Place: New Delhi
Date: 13th August 2016

The Equity Shares are listed on major Stock Exchanges in India, such as BSE and NSE.

Outstanding GDRs/ADRs/Warrants and Convertible Bonds, Conversion date and likely impact on equity:

NOT APPLICABLE

Plant Locations: Studio of the company is situated at Scindia Villa, Sarojini Nagar, Ring Road, New Delhi. International Gateway project, such as Teleport is situated at Surajpur, Dist. Gautambudh Nagar, Greater Noida, UP.

Registrar:

M/s. Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor, 99, Madangir,
BH - Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi - 110 062
E-mail ID: beetalrta@gmail.com
Tele: 011-29961281-83

Dr. J.K Jain
(Chairman & Managing Director)

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**TO THE MEMBERS OF JAIN STUDIOS LIMITED**

We have examined the compliance of conditions of Corporate Governance by Jain Studios Limited for the year ended March 31, 2016 as stipulated in SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) of the said Company.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

As informed we state that, in respect of investor grievances received during the year ended 31st March 2016, no investor grievances is unattended/pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to Shareholders/Investors grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Ajay Behera & Associates
Company Secretaries**

**(Ajay Behera)
Proprietor
C.P. No.7980**

Place: New Delhi
Date: 13th August 2016

MANAGEMENT DISCUSSIONS AND ANALYSIS
Industry Structure and Developments:
Company Business

The Company's primary business is broadcasting. The Company currently operates a 24-hour News and Current Affairs Channel under the brand name "JAIN

Television". Apart from the above-said primary business, Company is having other revenue and investments segment, i.e. Teleport, Mobile Healthcare, Education Infrastructure & Technology, Others including production and Distribution of Cinema photographic films.

Segment or Product Wise Performance

The financial performance of the Company under different segment with performance indicators for the year under review is given below:

(Rs. in Lakh)

Particulars	Television	Educational Infrastructure and Technology	Teleport	Mobile Health Services	Others
Revenue: Total Sales	265.12	465.83	-	265.12	-
Segment Results:					
Profit/Loss before Interest and Tax (PBIT)	(234.06)	198.53	(56.62)	89.20	-

A detail financial performance may be viewed from the Balance Sheet, Profit & Loss A/c and Annexure thereto in the Annual report.

Discussions on Financial Performance in respect to Operational Performance

During the year under review, the income from operation of your Company was Rs. 1022.96 Lakh as compared to Rs. 2309.49 Lakh in the previous F.Y. 2014-15. The Loss before Interest, exceptional Item and Tax of the Company for the year under review was Rs.83.89 Lakh as compared to Rs. 31.73 Lakh in the previous year. There is a Cash Loss of Rs. 107.52 Lakh during the F.Y. 2015-16 as compared to Cash Profit of Rs. 43.88 Lakh in the previous F.Y. 2014-15. The Net Loss for the year under review was Rs. 85.30 Lakh as compared to Net Loss of Rs. 189.88 Lakh in the previous financial year.

The company is following stringent measures, which assures better collection and quicker action in case of default. The company is also following the evolved strategies taking into consideration the different segment of business apart from primary business of Satellite Television and related activities.

Outlook

As already mentioned above, as the Company is now debt free with some sort of obligation on the part of the Promoters towards the OTS arrived with SASF, which will pave the way for its growth and hopeful for its enhanced performance in the forthcoming financial years.

The Company is also in talks with various consultants and possible partners regarding re-structuring of its

various business activities and to find ways to recognize its investments to achieve better shareholders' value.

Human Resources

During the year 2015-16 your Company's Human Resources has undergone large-scale initiatives in the form of total revamping and restructuring.

Category	As on 31.03.2016	As on 31.03.2015
Skilled Employees	47	66
Non-Skilled Employees	06	14
TOTAL	53	80

Internal Control System and Their Adequacy

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- ❖ Safeguarding Assets and their usage,
- ❖ Maintenance of Proper Accounting Records and
- ❖ Adequacy and Reliability of the Information used for carrying on Business Operations.

Broadly the internal controls and systems are broken up into following areas:

- ❖ Financial Systems and Reporting
- ❖ Management Reporting
- ❖ H R Systems and Reporting

- ❖ Sales Systems and Reporting
- ❖ Capital Asset Systems and Reporting
- ❖ Operational Fulfillment Systems and Reporting
- ❖ General Administrative Systems and Reporting
- ❖ Knowledge Management Systems

For the size of the business, most of the systems are considered adequate. It has already implemented automotive systems of internal control in the Organisation.

Company also has appointed the Internal Auditor to audit the day to day financial transaction and internal control system in the Organisation.

The Audit Committee is regularly reviewing the Internal Audit Reports for the auditing carried out in all the key areas of the operation.

Risk and Concerns

The Company is operating its business with the highly competitive environment that is subject to Innovations, changes and varying levels of resources available to each player in each segment of business.

The periodical decision making of most customers affects the revenue in different period, which could have the impact on the Company's results of operations.

The overall performance of the Company depends substantially on its senior management and other skilled personnel and may be adversely affected if it loses their services and fails to equipped with equally talented and skilled personnel.

The Company does not experience operational risk relating to CAS, since the "JAIN TV" channel is "Free to Air" (FTA). Infact it will benefit from CAS due to availability of more frequencies for FTA channels.

Place: New Delhi
Dated: 13th August 2016

The quick pace of evolution of technology and distribution channels such as IPTV, Web casting, DTH and HITS are all bringing up new and never before seen risks and opportunities.

Future Plans

In the coming financial year Company has planned to stage a recovery and growth through

- (a) Release of all the movable & immovable properties of the Company from IDBI/SASF by complying with necessary formalities.
- (b) Reviving of Jain Satellite and Broadcasting business.
- (c) Revamp of its TV channel and distribute the same on various DTH platforms to maximize revenues.
- (d) Restructuring of Existing Business and evaluate restructuring of its investments to achieve better shareholders' value.
- (e) Encashment of other available business opportunities.

Cautionary Statement

"Management Discussion and Analysis" report contains forward looking statements, which may be identified by the use of the words in that direction or connoting the same. All the statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditure and financial results are forward looking statements.

The Company's actual results, performance or achievements could thus differ materially from those projected in such forward looking statements. The Company assumes no responsibility to public, to amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.

For and on Behalf of the Board

(Dr. J.K. Jain)
Chairman & Managing Director

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF JAIN STUDIOS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of JAIN STUDIOS LIMITED which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial

statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we have given in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and 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 it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) In our opinion, none of the financial transaction & other matters has adverse effect on functioning of the company.
- (g) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information, to the extent applicable and according to the explanations given to us:
- I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer note no. 2.27 to the financial statements.
 - II. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts.
 - III. There has been no situation requiring transfer of funds to the Investor Education and Protection Fund by the Company.

(i) attention is invited to:

- a. The company has made no provision in the accounts, for the custom duty saved amounting to Rs 351.48 lacs, interest thereon and penalties which may be levied by the office of Directorate General Of Foreign Trade on account of non fulfillment of the export obligation, as per EPCG scheme against which a sum of Rs 274.21 lacs are lying deposited with custom department.
- b. **One time settlement with SASF (OTS) - Refer note no. 2.3 to the financial statements.**

In respect of one time settlement (OTS) arrived at with SASF, SASF vide its letter dated 12th February 2015 and 5th March 2015 respectively denied the further extension and revoked the OTS and subsequent modifications thereof including reversal of waiver of dues and restoration of the original liability as per the terms of loan agreement and adjustment of payment received by SASF from the company towards the dues. The same has not been effected in the accounts book due to explanation of the Management as given below. (Benefits availed under OTS amount Rs. 1120.59 lacs).

As explained to us Management is of the view that as per the condition of said OTS, Company has paid agreed OTS amount of Rs. 11.00 crore in cash to SASF without any outstanding and issued and allotted 50,00,000 equity shares of Rs. 10/- each fully paid up at par of the Company amounting to Rs. 5.00 crore. Company has complied with the terms & conditions of OTS arrived with SASF. Besides, Management is of the view that it has no direct impact on the Company's accounts and financial statements.

**For GIRI & BANSAL
(Chartered Accountants)**

(N.P. BANSAL)
Partner
Membership No.080319
FRN: 0877

Place : New Delhi
Date: 24.05.2016

ANNEXURE - A TO AUDITORS' REPORT

The Annexure A referred to in our report to the member's of JAIN STUDIOS LIMITED for the year ended on 31st March, 2016:

- i. a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The company has a regular program of physical verification of its fixed assets by which these assets are verified in a phased manner over a period of three years. In accordance with this certain assets are verified during the year and some discrepancies were found which were immaterial in nature. Having regard to nature of asset and size of company, periodicity of physical verification is reasonable.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.
- ii. The Company is a service company, primarily rendering news media services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii. According to explanation and information given to us and on examination of records, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the companies Act. Thus, paragraph 3(iii) of the Order is not applicable to the Company.
- iv. In our opinion and according to information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security provided by the company.

- v. In our opinion, and on the basis of audit procedures and according to information and explanation given to us, the company has not accepted any deposits from public.
- vi. In our opinion, maintenance of cost records under section 148(1) is not applicable to the company.
- vii. a. According to our information and explanation given to us and from examination of records of the company, the company is not regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, duty of customs, service tax, value added tax, cess and any other statutory dues with the appropriate authorities and there are undisputed statutory dues which remain in arrear for a period of more than six month as on 31st March 2016.

NATURE OF DUES	AMOUNT OF DUES
Central sales tax (UP)	1262756/-
TDS	5908460/-
Bonus Payable	1483679/-
Service Tax	5377251/-

- b. According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, duty of excise, service tax and value added tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of Dues	Amount Involved (Rs.)	Forum where dispute is pending
The Income Tax Act, 1961	Matter in Appeal for A.Y. 2009-10. (u/s 271(1)(c) of the Act)	33,99,000/-	Income Tax Appellate Tribunal (Delhi)
The Income Tax Act, 1961	Matter in Appeal for A.Y. 2011-12. (u/s 271(1)(c) of the Act)	52,83,477/-	Income Tax Appellate Tribunal (Delhi)
The Income Tax Act, 1961)	Matter in Appeal for A.Y. 2012-13. (u/s 271(1)(c) of the Act)	28,76,165/-	Income Tax Commissioner (Appeals)-5, (Delhi)
The Income Tax Act, 1961	Matter in Appeal for A.Y. 2013-14. (u/s 271(1)(c) of the Act)	23,58,021/-	Income Tax Commissioner (Appeals)-5, (Delhi)

- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix. According to our information and explanation given to us and from examination of records, the company has not raised any moneys by way of Initial Public Offer (IPO) or further public offer (including debt instruments).
- x. According to information and explanation given to us, no material fraud on or by the company has been noticed or reported during the year.
- xi. During the year, the Company has not paid/provided for any managerial remuneration to its Managing Director. Accordingly, paragraph 3 (xi) of the Order is not applicable.
- xii. The company is not a Nidhi Company.
- xiii. According to the information and explanations given to us and based on our examination of the

records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting.

- xiv. According to information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. In our opinion, and on the basis of our audit procedures and according to information and explanation given to us, the company do not require registration under section 45-IA of the Reserve Bank of India Act, 1934.

Place: New Delhi
Date: 24th May 2016

For GIRI & BANSAL
(Chartered Accountants)

(N.P. BANSAL)
Partner
Membership No.080319
FRN: 0877

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (f) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of JAIN STUDIOS LIMITED ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures

selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For GIRI & BANSAL
(Chartered Accountants)

(N.P. BANSAL)

Partner

Membership No.080319

FRN: 0877

Place:

Date:

BALANCE SHEET AS AT 31ST MARCH 2016

(Rupees. in '000)

Particulars	Note No.	As on 31.03.2016	As on 31.03.2015
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2.1	285,946.82	285,946.82
(b) Reserves and Surplus	2.2	90,221.81	98,847.30
2 Non Current Liabilities			
(a) Long Term Borrowings	2.3	-	-
(b) Other Long Term Liabilities	2.4	4,007.63	4,014.38
(c) Long Term Provisions	2.5	8,296.32	6,698.96
3 Current Liabilities			
(a) Trade Payables		229,987.42	230,454.61
(b) Other Current Liabilities	2.7	122,793.82	77,190.01
TOTAL		741,253.83	703,152.08
II. ASSETS			
1 Non-Current Assets			
(a) Fixed Assets	2.8		
(i) Tangible Assets		124,508.83	133,419.38
(ii) Intangible Assets		-	-
(b) Non-Current Investments	2.9	52,000.00	63,600.00
(c) Deferred Tax Assets (Net)	2.10	70,651.54	59,482.07
(d) Long Term Loans and Advances	2.11	48,661.80	48,594.80
(e) Other non-current Assets	2.12	2,645.30	2,645.30
2 Current Assets			
(a) Trade Receivables	2.13	420,505.58	376,713.95
(b) Cash and Cash equivalents	2.14	2,098.21	4,206.17
(c) Short Term Loans and Advances	2.15	12,805.60	7,844.34
(d) Other Current Assets	2.16	7,376.96	6,646.08
TOTAL		741,253.83	703,152.08

(See accompanying notes to the financial statements)

As per our report of even date

for Giti & Bansal
 Chartered Accountants

For and on Behalf of the Board of Directors
(N P Bansal)
 Partner
 (M. No. 80319)

'Dr. J K Jain
 Managing Director
 DIN: 00503820

Dr. (Mrs.) Ragini Jain
 Director
 DIN: 00961564

Vishnu Bhagwar
 Director
 DIN: 00605506

Sunil K Malhotra
 Chief Finance Officer

Satyendu Pattnaik
 Company Secretary

 Place : New
 Date : 24th May, 2016

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR
ENDED 31ST MARCH 2016**

(Rupees, in '000)

Particulars	Note No.	For the Financial Year 31,03,2016	For the Financial Year 31,03,2015
I. Revenue from Operations	2.17	102,296.45	230,948.68
II. Other Income	2.18	1,112.14	1,240.01
III. Total Revenue (I+II)		103,408.59	232,188.69
IV. EXPENSES:			
Production Expenses	2.19	30,432.94	153,431.74
Employee benefits expense	2.20	45,982.08	45,197.15
Finance costs	2.21	3,111.04	1,597.57
Depreciation/Amortization	2.22	8,947.67	9,158.86
Other expenses	2.23	26,435.82	27,574.66
Total Expenses		114,909.55	236,959.96
V. Profit/(Loss) before exceptional items (II-IV)		(11,500.97)	(4,771.29)
VI. Exceptional Items (Expenses)	2.24	(8,200.60)	-
Profit/(Loss) before extra ordinary items (V-VI)		(19,700.97)	(4,771.29)
Extraordinary Items		-	-
VII. Profit/(Loss) before tax (V-VI)		(19,700.97)	(4,771.29)
VIII. TAX EXPENSES			
- Current Tax		-	-
- Fringe Benefit Tax		-	-
- Deferred tax liabilities/(assets)	2.25	(11,169.47)	14,216.58
- MAT Credit Entitlement		-	-
IX. Profit/(Loss) after tax (VII-VIII)		(8,531.50)	(18,967.87)
XI. Add : Balance Brought Forward		(260,494.43)	(260,494.43)
XII. Profit/(loss) Available For Appropriation (X+XI)		(269,025.93)	(273,989.49)
XIII. Balance Carried to Balance Sheet		(269,025.93)	(273,989.49)
X. Earning per share	2.26		
Basic		(0.30)	(0.66)
Diluted		(0.30)	(0.66)

(See accompanying notes to the financial statements)

As per our report of even date
for Giri & Bansal
Chartered Accountants

For and on behalf of the Board of Directors

(N P Bansal)
Partner
(M. No. 80319)

Dr. J K Jain
Managing Director

Dr. (Mrs.) Ragini Jain
Director

Wishnu Bhagwan
Director

Place : New Delhi
Date : 24th May, 2016

Sunil K Malhotra
Chief Finance Officer

Satyeeadu Pattnaik
Company Secretary

**Significant Accounting Policies and Notes to the Financial Statements
Annexure I**

(Rs. in '000)

PARTICULARS	GROSS BOOK VALUE		DEPRECIATION		NET BOOK VALUE	
	As on 01/04/2015	Additions Sales/ Adjustment	As on 31/03/2016	During the year (Adjustment)	upto 01/04/2016	upto 31/03/2016
Fixed Assets						
Land -Leasehold	52,125.19	-	52,125.19	587.33	8,643.00	42,899.87
-Freshhold	29,679.63	-	29,679.63	-	-	29,679.63
	81,804.82	-	81,804.82	587.33	8,643.00	72,879.50
Building	31,771.69	30.00	31,801.69	819.10	10,299.83	20,882.96
Plant & Machinery	149,605.51	108.13	149,606.74	7,597.50	114,545.28	26,525.96
Furniture & Fixtures	3,296.42	-	3,296.42	181.88	2,799.48	2,891.35
Office Equipments	19,540.29	-	19,540.39	695.47	18,979.44	1,955.48
Vehicles	5,553.91	-	5,553.91	-	5,276.22	277.70
Intangible Assets	7,890.25	-	7,890.25	-	7,890.25	-
Programme Software Library						
Total	299,843.66	138.13	299,975.79	9,041.67	186,423.28	125,415.26
Previous Year	299,484.40	281.94	299,943.66	9,252.58	187,074.19	123,419.95

Note: The leasehold land is being amortised over the life of the lease.

 As per our report of even date
for Gini & Bansal
Chartered Accountants

 (R P Bansal)
Partner

Dr. J K Jain

Managing Director

Dr (Mrs.) Ragini Jain

Director

Sumil K Malhotra

(Chief Financial Officer)

Satyendra Patilraik

Company Secretary

 Place : New Deh
Date : 24th May, 2016

Significant Accounting Policies and Notes to the Financial Statements

1 Significant Accounting Policies

1.1 Accounting Convention

- i) The financial statements have been prepared under the historical cost convention (except for certain fixed assets, which have been revalued) in accordance with the generally accepted accounting principles, read with what is stated herein below, as adopted consistently by the company.
- ii) The company generally follows mercantile system of accounting and recognises significant items of Income and expenditure on accrual basis.

1.2 Revenue Recognition

- i) Advertisements income is recognised when the related advertisement or commercial appears before the public i.e. on telecast.
- ii) Time Slot and the other related income is recognised on availment of the respective time slot.
- iii) Revenue in respect of Internet Services is recognised for both limited and unlimited number of usage hours proportionately within the period prescribed under the respective scheme.
- iv) For other services such as Uplinking and video production, revenue is recognised when the service is rendered.

1.3 Fixed Assets

Fixed Assets are stated at cost, adjusted by revaluation in case of certain land and buildings.

1.4 Depreciation / Amortisation

- i) Depreciation on Fixed Assets (including revalued assets) is provided on straight-line method at the rates and in the manner specified in schedule II of the Companies Act, 2013. The value of leasehold land is amortised over the period of the lease. Intangible Assets: Specialized Programme Software (Library) is amortised over the estimated useful life of the asset i.e. 10 years.
- ii) Where the recoverable amount of fixed assets is

lower than its carrying amount, a provision is made for the impairment loss. Post impairment, depreciation is provided on revised carrying value of the asset over its remaining useful life.

1.5 Treatment of Expenditure during Pre-operative period

Expenditure during pre-operative period is allocated to the respective assets on completion of such erection / installation. Direct expenses as well as identifiable indirect expense, incurred on project during the period of erection / installation are capitalised along with the respective assets.

1.6 Borrowing Costs

Borrowing costs attributable to acquisition and construction of qualifying assets are capitalised as a part of the cost of such asset upto the date when such asset is ready for its intended use. Other borrowing costs are charged to Profit and Loss Account.

1.7 Investments

Long Term Investments are stated at cost. When there is a decline in the value of any investment, which is not considered temporary, then the same is provided for by reducing the value of the investment and charging the same to the Profit & Loss Account.

1.8 Inventories

Inventories (Compact Disc/ Cassettes/feature films) are valued at lower of the cost and net realisable value.

1.9 Foreign Currency Transaction

Foreign currency transactions are recorded at the rate of exchange in force at the date of transactions. Foreign currency monetary assets and liabilities are converted at the exchange rates prevailing at the year end. The increase/decrease of liabilities arising in respect of fixed assets acquired from country outside India is adjusted to the cost of fixed assets and in respect of others is charged to revenue account.

1.10 Retirement Benefits

Provisions for gratuity and leave encashment liability are provided on accrual basis as determined on actuarial valuation.

1.11 Provision for Tax

- (i) Provision is made for current income tax, estimated to arise on the results for the year, in accordance with the Income Tax Act, 1961.
- (ii) Deferred tax Assets and liabilities arising on account of timing differences, which are capable of reversal in subsequent periods are recognised using the tax rates and tax laws that have been enacted or substantially enacted on the balance sheet date. The deferred tax assets is recognised and carried forward only to the extent that there is

2 Notes to the Financial Statements
2.1 Share Capital Authorised

3,05,80,000 Equity Shares of Rs. 10/- each
5,00,000 Preference Shares of Rs. 100/- each

Issued, Subscribed and Paid-up

2,85,94,682 Equity Shares of Rs 10/- each fully paid up
(Previous Year 2,54,35,982 Equity Shares of Rs. 10/- each fully paid up)

Disclosures:-
1. Reconciliation of Shares
Particulars

Opening Number of Shares
Add: Shares Issued on conversion of Share Warrants
Closing Number of Shares

2. a) During the financial year 2011-12 the company at the AGM held on 30th September 2011 obtained approval of shareholders to increase authorised share capital from Rs. 30,50,00,000/- divided into 305,00,000 equity shares of Rs. 10/- each to Rs. 35,50,00,000/- divided into 305,00,000 equity shares of Rs. 10/- each and 5,00,000 preference shares of Rs. 100/- each by creation of additional 5,00,000 Preference Shares of Rs. 100/- each.

- b) On 23/04/2012, the company made an allotment of 50,00,000 (fifty lac) Equity Shares of Rs 10/- (Rs ten) each at par to SASF (in terms of the OTS with SASF), in lieu of outstanding balance loan of SASF amounting to Rs. 5,00,00,000/- (Rupees five crore) only with a condition to buy back of said shares by company/promoters from SASF on or before 30th September 2014 at par with a return calculated @10% p.a. (Read with 2.4 (iv)).

- c) On 23/04/2012, the company made an allotment of 60,50,000 (sixty lac fifty thousand) Equity Shares of Rs 10/- (Rs ten) each at a premium of Rs. 2.50/- per share to promoter on preferential basis.

a reasonable/virtual certainty that sufficient taxable profit will be available against which such deferred tax assets can be realised.

1.12 Provision, Contingent Liability and Contingent Assets

- (i) Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past event and is probable that there will be an outflow of resources.
- (ii) Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

	31-03-2016	(Rupees in '000) 31-03-2015
	305,000.00	305,000.00
	50,000.00	50,000.00
	<u>355,000.00</u>	<u>355,000.00</u>
	285,946.82	285,946.82
	<u>285,946.82</u>	<u>285,946.82</u>

	This Year		Previous Year	
	No. of Shares	Amount	No. of Shares	Amount
	28,594,682	285,946.82	28,594,682	285,946.82
	-	-	-	-
	<u>28,594,682</u>	<u>285,946.82</u>	<u>28,594,682</u>	<u>285,946.82</u>

- d) Share capital includes 53,00,000 equity shares of Rs. 10/- each allotted at a premium of Rs 9/- each during the F. Y. 2005-06 which was not listed and on request of the company, NSE and BSE have given NOC for filling of 'scheme of arrangement and capital reduction' before the Hon'ble High Court of Delhi. The said scheme is duly approved by the Board and thereafter by the shareholders of the company at AGM held on 30th September 2011. However, as per the SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013, the company re-submitted the said scheme with BSE and NSE for their NOC with the approval/observation of SEBI.
- e) On 17/10/2013, the company made an allotment of 31,58,700 Equity Shares of Rs 10/- (Rs ten) each at Rs. 12.50/- per share on conversion of equivalent numbers of Share Warrants (read with note no 2.3).

1) The following hold more than 5% shares:

Name of Shareholder	31-03-2016		31-03-2015	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Equity Shares				
Sona Press Pvt. Ltd.	1,860,000	6.50	1,860,000	6.50
Jain Communication & Electronics Pvt Ltd	1,866,000	6.53	1,866,000	6.53
Shambhu Dayal Ilam Chand Pvt Ltd.	1,864,000	6.52	1,864,000	6.52
Gaynor Limited	2,000,000	6.99	2,000,000	6.99
IDBUSASP	5,000,000	17.49	5,000,000	17.49
DR. J. K. JAIN	6,250,100	21.88	6,250,100	21.88
Ndda Software Technology Park Limited	1,579,350	5.52	1,579,350	5.52
Dr. Jain Video on Wheels Limited	1,579,350	5.52	1,579,350	5.52
	21,998,800	76.93	21,998,800	76.93

2.2 Reserves & Surplus
(a) Capital Reserve

As per Last Balance Sheet

Additions during the year

(see (i) & (ii) below)

31-03-2016

24,222.81

0.00

24,222.81
31-03-2015

24,222.81

-

24,222.81
(b) Revaluation Reserve

As per last Balance Sheet

Less : Transferred to Statement of Profit & Loss

(see (iii) & (iv) below)

32,198.16

94.00

32,198.16

32,292.16

94.00

32,198.16
(c) Share Premium Account

As per Last Balance Sheet

362,884.56
362,884.56
362,884.56
362,884.56
(d) Carried Forward from Statement of Profit and Loss

As per Last Statement of Profit and Loss

Add: Profit/ (Loss) during the year

(326,458.23)

(8,531.50)
(326,989.73)
90,221.81

(301,470.36)

(16,987.87)
(326,458.23)
90,847.30

- i) A sum of Rs. 6,222.81 thousands, i.e. 25% of share warrants money, received as application money against 19,91,300 share warrants was forfeited during the Financial Year 2013-14 and transferred to Capital Reserve on non-compliance of certain terms of issue of Share Warrants.
- ii) Freehold land and certain buildings were revalued on 31.03.1998 by approved valuers on the basis of assessment about the Fair Market Value of the similar assets. As a result book value of such assets was increased by Rs 39,779 thousands, which was transferred to Revaluation Reserve. Gross Block as at 31.03.2016 includes cumulative surplus of Rs. 33,800 thousands (31.03.2011: Rs. 33,800 thousands) arising on revaluation of assets.

- iii) Depreciation for the period includes Rs. 94 thousands (Previous Year: Rs.94 thousands) being depreciation on increased amount of assets due to revaluation and an equivalent amount has been transferred from revaluation reserve to profit and loss account.
- iv) On 17/10/2013, the company made an allotment of 31,58,700 Equity Shares of Rs 10/- (Rs ten) each at Rs. 12.50/- per share on conversion of equivalent numbers of Share Warrants and the premium received on the said allotment of Equity Shares has been transferred to share premium account.

2.3 Long Term Borrowings

Loan from SASF (Stressed Assets Stabilisation Fund)

- (i) One time settlement proposal of the company was agreed in principal by SASF vide its letter dated February 26, 2011 which envisaged payment of Rs.160,000 thousand towards full and final settlement of dues to SASF as per details given below.
- a) Rs.10,000 thousand to be paid on or before issue of letter of approval (LOA) (Paid on 31st March 2011).
- b) Rs.100,000 thousand to be paid within a period of six months from the date of LOA on interest free basis.
- c) Allotment of Equity Shares with face value of Rs. 10/- each for aggregate value of Rs 50,000 thousand within three months from the date of issue of LOA.
- d) Promoters to execute an agreement for buy back of shares at par with a return of 10% p.a. within a

period of two years from the date of approval. SASF shall have the right to dispose off the shares in open market in case promoters/ company fail to pay buy back."

- (ii) The above proposal was approved and accepted by the Board of Directors during their meeting held on 15th March 2011 and accordingly the shareholders in the Extra Ordinary General Meeting on 13th April 2011 have approved the said proposal.
- (iii) In pursuance of the OTS, Management is of the view that as per the condition of said OTS, Company has paid agreed OTS amount of Rs. 11.00 crore in cash to SASF without any outstanding and issued and allotted 50,00,000 equity shares of Rs. 10/- each fully paid up at par of the Company amounting to Rs. 5.00 crore. Company has complied with the terms & conditions of OTS arrived with SASF. Besides, Management is of the view that it has no direct impact on the Company's accounts and financial statements

2.4 Other Long Term Liabilities

Other Liabilities

31-03-2016
31-03-2015

4,007.63

4,014.38

4,007.63
4,014.38
2.5 Long Term Provisions

For retirement benefits

31-03-2016
31-03-2015

8,898.96

6,898.96

8,898.96
6,898.96
2.6 Short Term Borrowings

Vehicle Loan from ICICI Bank

31-03-2016
31-03-2015

-

-

-
-
2.7 Other Current Liabilities:

Advance from Customers

Other liabilities

Statutory Dues:

EPF

ESI

CST

TDS

Service Tax & Swachh Bharat Cess

31-03-2016
31-03-2015

51,029.87

33,102.78

49,654.85

30,551.94

1,304.39

1,267.95

59.41

55.95

1,292.76

1,292.76

9,427.87

8,499.06

10,056.28
4,429.57
122,793.82
77,190.01

In the opinion of the management, in respect of disputes regarding amount payable to statutory authorities relating to provident fund, etc, the same will be settled within next financial year.

2.8 Fixed Assets (Annexure I)
I Tangible assets

Gross Block

Less: Depreciation

31-03-2016
31-03-2015

292,093.54

291,866.09

167,584.71
158,446.71
124,508.83
133,419.38
II Intangible assets

Gross Block

Less: Depreciation

7,880.25

7,880.25

7,880.25
7,880.25

-

-

124,508.83
133,419.38
Total Fixed Assets (I+II)

	31-03-2016	31-03-2015
2.9 Non-Current Investments (At Cost)		
Long Term-other than trade		
Unquoted-Fully Paid Up		
In Body Corporates		
40,80,000 Equity Shares of Rs. 10/- each of Noida Software Technology Park Ltd (at cost) (Value as per rule 1D of The Wealth Tax Act 1957 vide valuation certificate dated 24th October 2011 is Rs. 10,50,88,000/- (40,00,000 shares * Rs. 26.27 per share))	40,000.00	40,000.00
In Body Corporates		
12,80,000 Equity Shares (Previous year 29 lakhs Equity shares) of Rs. 10/- each of Dr Jain Video on Wheels Ltd (at cost) (refer note (f) below) (Value as per rule 1D of The Wealth Tax Act 1957 vide valuation certificate dated 24th October 2011 is Rs. 3,72,24,000/- (12,00,000 shares * Rs.31.02 per share))(Previous year Rs. 8,99,58000/- (29,80,000 shares * Rs. 31.02 per share))	12,000.00	23,600.00
	<u>52,000.00</u>	<u>63,600.00</u>
(f) Company has sold 17 lacs Equity Shares of Rs. 10 each fully paid-up held in Dr. Jain Video On Wheels Ltd. (a closely held company) at a loss of Rs. 82 lacs included in the exceptional items.		
2.10 a) The major components of deferred tax assets and liabilities are as given below:	31-03-2016	31-03-2015
Deferred Tax Assets		
- Depreciation	1,861.85	-
- Unabsorbed depreciation	37,035.65	29,282.70
- Expenses allowable on payment basis/as per section 40a	12,046.95	10,462.28
- Business Loss*	38,509.75	38,509.75
	<u>79,124.20</u>	<u>67,954.73</u>
Deferred tax Liabilities		
- Depreciation	8,472.66	8,472.66
Net Deferred tax assets/(liabilities) (net)	<u>70,651.54</u>	<u>59,482.07</u>
* deferred tax has been recognised based on the income tax returns		
The net deferred tax assets recognized in compliance with AS22 "Accounting for Taxes on Income" upto 31.03.2015 has been updated for items giving rise to timing difference upto 31.03.2016. In view of the cost reduction measures and addition of new business and based on future projection, the Board believes that there is a virtual certainty that the future taxable income would be sufficient against which such carried forward deferred tax asset can be realized.		
2.11 Long Term Loans and Advances	31-03-2016	31-03-2015
(Unsecured considered good)		
Deposit with Government Authorities & others		
- with Government Authorities	3,855.55	3,835.55
- with others towards use of various rented premises	17,385.25	17,338.25
- with Custom Department (see note (f) below)	27,421.00	27,421.00
	<u>48,661.80</u>	<u>48,594.80</u>
(i) In addition to deposit of Rs. 22,313.00 thousand with the Custom Department towards custom duty saved under EPCG licences as was made till 31.03.2012, during the financial year 2011-12 the company has further deposited Rs. 5,106.00 thousand with Customs Department as security deposit (refundable after fulfillment of Export Obligation) towards balance amount of 50% of duty saved amount vide their meeting held on 04.05.2011 and vide order dated 23.06.2011 of Jt. DGFT, CLA, New Delhi (Appellate Authority), wherein extension upto 12 years (upto September 2011) has been allowed against one license from the date of issue of this licence subject to compliance of specified conditions and with reference to the above said decision. The company has filed with the office of DGFT on 27.04.2012, the redemption application against the said licence for issue of export obligation discharge certificate.		
(ii) On filing of petition with office of the DGFT, EPCG Committee vide their meeting held on 23.09.2010, had allowed extension upto 12 years against four EPCG Licenses from the date of issue of these licences subject to deposit of the balance 50% custom duty saved (net of deposit lying with the custom department), i.e. Rs. 341.84 thousands as security deposit and on payment of requisite composition fee. The company has		
	completed with the necessary conditions of deposit of 50% custom duty saved, deposited the necessary composition fee and filed with the DGFT for extension of validity period of all the above said four licences upto 12 years from the date of issue of the licence, condonation of block-wise fulfillment of export obligation and re-fixation of export obligation on the basis of duty saved amount.	
	(iii) On filing of petition with office of the DGFT, EPCG Committee vide their meeting held on 20.12.2010 for extension upto 12 years and re-fixation of EO (export obligation) and condonation of blockwise fulfillment of EO against fifth EPCG License from the date of issue of this licence, the DGFT has issued a show cause notice on 06.04.2015 asking for why action should not be taken and fiscal penalty should not be imposed, declare the company as defaulter and place in the Denied Entity List under Foreign Trade (Development & Regulation) Act, 1992 and Rules made thereunder due to non deposit of custom duty saved and interest thereon. However, the company has contested the matter and submitted a reply alongwith necessary documents with DGFT vide letter dated 21.04.2015 with proper justification and the management of the company is confident that such action shall be avoided.	

	31-03-2016	31-03-2015
2.12 Other non-current Assets		
MAT Credit Entitlement	2,645.30	2,645.30
	<u>2,645.30</u>	<u>2,645.30</u>
MAT credit entitlement has been recognized in view of addition of new business and based on future projections; the board believes that future taxable income would be sufficient so as the tax credit for such carried forward MAT credit entitlement can be set off as per provision of section 115JAA of the Income Tax Act, 1961.		
2.13 Trade Receivables (Unconfirmed, Unsecured)	31-03-2016	31-03-2015
- exceeding six months considered good	269,773.06	269,773.06
considered doubtful	-	-
- others considered good	150,732.50	106,940.87
considered doubtful	-	-
	<u>420,505.56</u>	<u>376,713.95</u>
Less : Provision for doubtful debts	-	-
	<u>420,505.56</u>	<u>376,713.95</u>
2.14 Cash and Bank equivalents	31-03-2016	31-03-2015
Cash in hand	761.91	1,303.38
Balances with scheduled banks in Current account	874.78	2,440.38
in Fixed Deposits	461.52	461.52
	<u>2,098.21</u>	<u>4,205.17</u>
2.15 Short Term Loans and Advances (Unsecured, considered good)	31-03-2016	31-03-2015
Advances recoverable in cash or in kind or for value to be received	12,805.60	7,844.84
	<u>12,805.60</u>	<u>7,844.84</u>
Advances recoverable in cash or in kind or value to be received include interest free Advances given to bodies Corporates and Others (in terms of clause 32 of listing agreement):		
a) Directors Interested: NIL		
2.16 Other Current Assets	31-03-2016	31-03-2015
Interest receivable	4.40	-
Prepaid Expenses	11.27	93.61
TDS Recoverable	7,261.30	6,547.48
	<u>7,276.97</u>	<u>6,641.09</u>
The value of current assets and loans and advances in the ordinary course of business, to the best of management's knowledge and belief, will not be less than the stated value.		
2.17 Income from Operations	31-03-2016	31-03-2015
Advertisement / Slot Sale	16,102.90	12,371.52
Production & Other Incomes	10,160.00	8,860.33
Mobile Health Services (Govt.)	28,282.14	164,371.89
Enrollment Fees	46,582.71	43,744.84
Equipment Sale	249.70	1,500.00
	<u>102,259.45</u>	<u>230,948.58</u>
2.18 Other Income	31-03-2016	31-03-2015
Interest Income on FDR's (Gross)	15.98	101.30
Miscellaneous Income	1,096.56	1,138.71
	<u>1,112.54</u>	<u>1,240.01</u>
2.19 Production/Operative Expenses	31-03-2016	31-03-2015
Production Expenses		
- Production & Shooting Expenses	34.37	103.88
- Cost of Goods Sold	186.22	1,455.57
- Mobile Health Services Running Exp	20,281.92	142,122.23
- Facility Charges	1,888.94	1,768.48
- Computers/Laptops for Students	-	-
- Other Expenses	8,036.49	7,981.58
	<u>30,432.94</u>	<u>153,431.74</u>
2.20 Employee benefits expense	31-03-2016	31-03-2015
Salary, Wages and Allowances	45,130.41	44,044.77
Contribution to Provident Fund	421.24	480.75
Staff Welfare Expenses	430.43	871.83
	<u>45,982.08</u>	<u>45,397.35</u>

	31-03-2016	31-03-2015
2.21 Finance costs		
Interest on		
- Fixed Loans	-	1,500.00
- Others	3,019.71	-
Financial Charges	91.32	97.67
	<u>3,111.04</u>	<u>1,597.67</u>
2.22 Depreciation/Amortisation (refer note 2.11)	31-03-2016	31-03-2015
Depreciation/Amortisation	9,041.67	9,252.86
Less: Transfer from Revaluation Reserve	94.00	94.00
	<u>8,947.67</u>	<u>9,158.86</u>
2.23 Other expenses	31-03-2016	31-03-2015
(a) Administrative & Other Expenses		
Electricity & Water Charges	4,404.94	4,262.17
Conveyance Expenses	919.63	1,407.79
Traveling Expenses	642.65	1,610.68
Legal & Professional Charges	1,624.00	1,995.92
Consultancy Charges	4,478.45	4,099.34
Repair & Maintenance		
- Plant & Machinery	125.30	105.73
- Building	448.55	141.57
- Others	352.96	228.96
Printing & Stationery	539.70	317.01
Telephone, Postage & Courier Charges	794.69	1,091.19
Rent	1,376.00	1,282.00
Rates & Taxes	68.12	93.42
Insurance Charges	-	120.25
Security Charges	210.60	458.11
Directors sitting fees	88.00	76.00
Prior period expenses	67.07	119.17
Other Expenses	6,657.78	7,915.55
	<u>22,616.40</u>	<u>25,375.85</u>
(b) Selling & Distribution Expenses		
Advertisement & Publicity	2,035.95	2,091.09
Business Promotion & Others	1,573.00	72.71
Commission	10.45	35.00
	<u>3,619.40</u>	<u>2,198.80</u>
	<u>26,435.82</u>	<u>27,574.66</u>
2.24 Exceptional Item (Expenses)	31-03-2016	31-03-2015
Loss on sale of investments	8,200.00	-
	<u>8,200.00</u>	<u>-</u>
During the year, the Company has sold investments being 17 lots Equity (Rs.10 each fully paid-up) shares of Dr. Jais Video On Wheels Ltd. (a closely held company) at a loss of Rs. 82 lots reported in the exceptional items.		
2.25 Deferred tax liabilities/ (assets)		
During the year the company has created deferred tax asset amounting to Rs. 11168.47 thousand P.Y. Rs. 14216.66 thousand (refer note no. 2.12).		
	(Rupees in '000)	
2.26 Earning Per Share ["EPS"] computed in accordance with Accounting Standard 20:	31-03-2016	31-03-2015
a) Profit/(Loss) attributable to equity shareholders:		
Profit/(Loss) after tax (Rs. in thousands)	(5,531.50)	(18,986.88)
b) Weighted average number of equity shares outstanding (face value of Rs 10/- each):		
i) Basic		
Number of Equity Shares at the beginning	28,594,682.00	28,594,682.00
Equity shares issued	-	-
Weighted Average Number of Share Warrants (equivalent to money received)	-	-
Weighted Average Number of Equity Shares	<u>28,594,682.00</u>	<u>28,594,682.00</u>
ii) Diluted		
Number of Equity Shares at the beginning	28,441,662.41	28,441,662.41
Number of Equity Shares at the end of the year	<u>28,594,682.00</u>	<u>28,594,682.00</u>
c) (i) Basic earnings per share (In Rs.)	(0.30)	(0.66)
(ii) Diluted earnings per share (In Rs.)	(0.30)	(0.66)

Activity in Foreign Currency:

a) The company is in the business of Television, Network and Teleport, which is not subject to licence for capacity. Hence licensed capacity is not given. Further the nature of business of the company is such that the installed capacity is not quantifiable.

		31-03-2016	31-03-2015
b)	C.I.F. value of imports:	NIL	NIL
c)	Expenditure in Foreign Currency (Account Basis):		
	(i) Foreign Travelling	NIL	NIL
	(ii) Transponder Charges	NIL	NIL
d)	Earnings in Foreign Currency (Realisation Basis):		
	Advertisement Income/Reimbursement	NIL	NIL
2.27	Contingent Liabilities (to the extent as ascertained by the Management)	2015-16	2014-15
	A) Claims against the Company not acknowledged as debts	74,734.22	66,500.00
	B) Others:		
	i) Customs Duty stored which may arise if obligation for exports is not fulfilled against import of certain machinery under EPCG Scheme (EPCG license (obligation fulfilled) of custom duty saved of Rs.3,623.94 thousands where company has applied for discharge) (BG of Rs. Nil thousands given (P. Y. Rs Nil florenedis))	36,148.08	36,148.08
	C) Corporate Guarantees	1,272,000.00	1,123,900.00
	D) Registered Office is situated at premises which is available to the company at free of cost.		
2.28	a. Auditors' Remuneration	31-03-2016	31-03-2015
	Audit Fee (including service tax)	399.88	393.26
	Other Services	295.83	191.01
	Total	695.71	584.27
	b. Remuneration to the Managing Director	31-03-2016	31-03-2015
	Salary & Other Allowances	NIL	NIL
2.29	The company has not received any reply/information from suppliers regarding their status under 'Micro, Small & Medium Enterprises Development Act 2006 and hence disclosures, if any relating to amount unpaid as at year end together with interest paid/payable as required under the said Act have not been given.		
2.30	Segment Reporting:		
	a) Primary Segment Reporting (by business segment) - in line with Accounting Standard (AS) 17 on Segment Reporting, the Company has identified business segment as given below taking into account the organisational structure as well as differential nature, risk and return.		
	Television : Marketing, Production & Broadcasting of TV Programmes and Advertisement.		
	Educational Infrastructure and Technology : Imparting the full and part time education		
	Teleport : Up-linking, Video Clipping & News Feeding Charges through Digital Satellite News Gathering equipment.		
	Others : Feature film production & distribution		

Information about business segments

Fig. in thousands

Particulars	Television	Mobile Health Services	Educational Infrastructure and	Teleport	Other	Total
A REVENUE:						
1 Sales (External)	26,511.60 (22,831.85)	29,202.14 (164,371.99)	46,582.71 (43,744.84)	NIL NIL	NIL NIL	102,296.45 (230,948.68)
Total Sales	26,511.60 (22,831.85)	29,202.14 (164,371.99)	46,582.71 (43,744.84)	NIL NIL	NIL NIL	102,296.45 (230,948.68)
B RESULTS:						
1 Segment Results (PBIT)	(20,137.78) (-23892.37)	8,920.21 (22,249.76)	20,019.30 (14,862.02)	- (-5559.66)	-	8,801.82 (6,859.74)
2 Interest Expense						3,111.04 (1,597.57)
3 Interest Income						15.58 (101.30)
4 Unallocable expenditure net of Unallocable income						19,505.83 (10,014.51)
5 Profit/ (-) Loss Before Tax						(19,700.96) (-4771.28)
Provision for Current Tax						NIL (NIL)
Provision for Deferred Tax						(11,169.47) (14,216.58)
Profit/ (-) Loss After Tax						(8,531.49) (-18987.86)
C OTHER INFORMATION						
1 Segment Assets	117,978.50 (84,133.52)	255,581.98 (255,581.98)	68,186.88 (61,001.13)	113,905.77 (119,467.71)	NIL (NIL)	555,653.13 (520,184.34)
2 Unallocated Assets						114,948.15 (123,484.67)
3 Deferred Tax Assets (net)						70,651.54 (59,482.87)
4 Total Assets						741,252.83 (703,151.08)
5 Segment Liabilities	26,338.72 (1,871.98)	230,023.78 (230,023.78)	46,526.21 (39,935.20)	NIL NIL	-	302,888.71 (271,820.96)
Unallocated Liabilities						62,196.48 (35,757.80)
Total Liabilities						365,085.20 (307,588.76)
6 Capital Expenditure	- (287.78)	-	130.13 (14.16)	NIL NIL	NIL NIL	130.13 (251.94)
7 Depreciation	3,268.72 (3,490.86)	-	177.01 (108.34)	5,561.94 (5,559.66)	NIL NIL	8,947.67 (9,158.86)

- Note: - (i) Figures for previous year are given in brackets.
 b) Secondary Segment Reporting (by Geographical Segment) " Since the Company's activities/operations are mainly within India, hence there is no separate geographical segment."
 c) Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

2.31 Related Party disclosures:

Due to increase in capital base of Dr. Jain Video on Wheels Ltd. during previous year 2010-11 the shareholding in Dr. Jain Video on Wheels Ltd has reduced from 52.727% to 45.944% and consequently ceased to be a subsidiary company. During the current financial year, Company has further reduced its shareholding in Dr. Jain Video on Wheels Ltd. to 19.01%.

a. Other Related Parties where transactions have been taken place during the year:

Key Management Personnel & their Relatives:

Dr J K Jain (Managing Director) – Key Management Personnel

Dr. (Mrs.) Ragini Jain (Director, Wife of Dr. J.K.Jain)

Mr. Ankur Jain (Son of Dr. J.K.Jain)

Mr. S.K. Malhotra (CFO)

Mr. Satyendu Patnayak (Company Secretary)

b. Enterprises over which Key Management Personnel and their relatives have significant influence:

Dr Jain Clinic Pvt. Ltd.

Dr. Jain Laboratories Pvt. Ltd.

Ankur Services and Growth Fund Ltd.

Dalmia Foundation for Medical Research

The Development Group Jain Internet Ltd.

Noida Software Technology Park Ltd.

Dr. Jain Video on Wheels Ltd.

For Transactions with the related parties:

Nature of Transactions	Key Managerial Persons and their relatives		(Rs. in '000)	
			Enterprises Where KMP and their relatives' Significant Influence	Total
Rendering of Services	NIL (NIL)		NIL (NIL)	NIL (NIL)
Sales	NIL (NIL)		NIL (95,300.24)	NIL (95,300.24)
Receiving of Services	NIL (NIL)		12,000.00 (52,426.81)	12,000.00 (52,426.81)
Payment of Salary	8,940.00 (240.00)		NIL (NIL)	8,940.00 (240.00)
Payment on behalf of/Received from)	NIL (NIL)		NIL (NIL)	NIL (NIL)
Advances given	NIL (NIL)		NIL (NIL)	NIL (NIL)
Advances recovered/ received	NIL (NIL)		NIL (NIL)	NIL (NIL)
Balance outstanding as at year end: -				
- Loans & Advances	NIL (NIL)		NIL (NIL)	NIL (NIL)
- Security Deposit	NIL (NIL)		15,950.00 (15,950.00)	15,950.00 (15,950.00)
-Accounts receivable	657.24 (NIL)		34,404.83 (43,645.74)	35,062.07 (43,645.74)
- Accounts Payable	6,143.68 (154.28)		226,733.34 (222,840.22)	232,677.02 (222,994.50)

Note:

i) The company has given corporate guarantee for the loans taken from bank By Noida Software Technology Park Ltd and Dr. Jain Video on Wheels Ltd Dundaikera, Gurgaon has been re-mortgaged against group's borrowings from Punjab National Bank which includes Noida Software Technology Park Ltd. and Wheels Ltd.

ii) Company has given interest free security deposit for rented premises.

iii) 22,10,300 Equity Shares of Jain Studios Ltd held by Promoters are pledged for loan taken from Financial Institutions by the company.

iv) Details of remuneration to Key Management Personnel are given in Note.

v) Figures for previous year are given in brackets.

2.32 Figures for the previous year have been re-grouped/ re-arranged/ recast wherever considered necessary, to conform current year's classification.

As per our report of even date
for G&A Board
Chartered Accountants

For and on behalf of the Board of Directors

(N P Bansa) (M. No. 80319)
Partner
(M. No. 68389)

Dr. J K Jain
Managing Director

Dr. (Mrs.) Rajni Jain
Director

Vishal Bhagwan
Director

Place : New Delhi
Date : 24th May, 2016

Sunil K Malhotra
Chief Finance Officer

Satyendu Patnaik
Company Secretary

		(Rs. in 000)	
Cash Flow Statement for the year ended 31.03.2016			
Particulars	2015-16	2014-15	
A Cash Flow from Operating activities			
Net profit/(loss) before tax and exceptional items	(19,700.97)	(4,771.29)	
Adjustments for:			
Depreciation	8,947.67	9,138.86	
Interest expenses	3,111.04	1,597.57	
Interest Income	(15.38)	(101.30)	
Profit/(loss) before Exceptional items	(7,657.83)	5,883.86	
Exceptional Items (Loss)	8,200.00	-	
Operating Profit/(loss) before working capital changes	542.17	5,883.86	
Adjustments for:			
(Increase)/decrease in trade & other receivables	(43,791.63)	(143,028.27)	
(Increase)/decrease in long term advances and other non current assets	(67.08)	(735.50)	
(Increase)/decrease in short term loans and advances and other current assets	(5,692.14)	6,507.42	
Increase/(decrease) in other long term liabilities and provisions	1,590.61	4,424.26	
Increase/(decrease) in trade payables, other current liabilities and short term provisions	45,136.63	131,626.07	
Cash generated from operations	(2,281.37)	4,677.86	
Direct taxes (paid)/Refund	-	-	
Net cash flow from operating activities	(2,281.37)	4,677.86	
B Cash Flow from Investing activities			
Interest received	15.58	101.30	
Purchase of fixed assets	(130.13)	(251.94)	
Sale of Investment	3,400.00	-	
Net cash flow from Investing activities	3,285.45	(150.64)	
C Cash Flow from Financing activities			
Interest paid	(3,111.04)	(1,597.57)	
Short Term Loan Taken/(repaid)	-	(12.24)	
Net cash flow from financing activities	(3,111.03)	(1,609.81)	
Net Decrease in cash & cash equivalents(A+B+C)	(2,106.96)	2,917.14	
Opening balance of cash & cash equivalents	4,205.17	1,287.76	
Closing balance of cash & cash equivalents	2,098.21	4,205.17	

Note: Figures for the previous year have been re-grouped/re-arranged wherever considered necessary, to confirm current year's

As per our report of even date
for Giri & Bansal
Chartered Accountants

For and on behalf of Board of Directors

N P Bansal
Partner
(M. No. 80319)

Dr. J K Jain
Managing Director

Dr. (Mrs.) Ragini Jain
Director

Vishnu Bhagwan
Director

Souil K Mathotra
Chief Finance Officer

Satyendu Pattnaik
Company Secretary

Place : New Delhi
Date : 24th May, 2016

FORM NO.-MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014]

JAIN STUDIOS LIMITED

CIN- L92199DL1991PLC042611

Registered Office Address: Scindia Villa, Sarojini Nagar, Ring Road, New Delhi – 110023,

Fax : 011-2687 4046, Tele : 011-32319692. E-mail: jsl@jaintv.co.in, Web-site: www.jainstudiosltd.com

Name of the Member(s): _____
Registered Address: _____
Email ID: _____
Folio No./Client Id: _____
DP ID _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____
Address: _____
Email ID: _____
Signature _____ or failing him
2. Name: _____
Address: _____
Email ID: _____
Signature _____ or failing him
3. Name: _____
Address: _____
Email ID: _____
Signature _____

As my /our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the _____ Annual General Meeting/ Extraordinary General Meeting of the Company, to be held on the _____ day of _____ at _____ a.m/p.m at _____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.
1. _____
 2. _____
 3. _____
 4. _____
 5. _____
 6. _____



Signed this _____ day of _____ 2016

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

JAIN STUDIOS LIMITED

CIN- L92199DL1991PLC042611

Registered Office Address: Scindia Villa, Sarojini Nagar, Ring Road, New Delhi – 110023,
Fax : 011-2687 4046, Tele : 011-32319692. E-mail: jsl@jaintv.co.in, Web-site: www.jainstudiosltd.com

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

I hereby record my presence at the **26TH ANNUAL GENERAL MEETING OF JAIN STUDIOS LTD.** at Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi –110002 at **11.00 A.M. on Friday, 30th day of September 2016.**

Client ID:

Folio No.

DP ID:

No. of Shares held:

Name of the Shareholder
(Block Letters)

Signature

Name of the Proxy*
(Block Letters)

Signature

* To be filled if Proxy attends instead of member

NOTES

1. Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signature registered with the Company. The admission will, however, be subject to verification of signatures and such other checks, as may be necessary. Under no circumstances will any duplicate slip be issued at the entrance to the meeting hall.
2. **No Gifts/Coupons will be distributed at the meeting.**

BOOK-POST

If undelivered please return to:

JAIN STUDIOS LIMITED

Scindia Villa, Sarojini Nagar,
Ring Road, New Delhi-110023.