



Date: 24.09.2018

TO,
BSE LIMITED,
SME -ITP PLATFORM
P.J. TOWER,
DALAL STREET,
MUMBAI-400001

SCRIPE ID: CNEL; SCRIBE CODE: 535142

SUBJECT: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-18

Dear Sir/Madam,

Please find attached Annual Report of **CHANNEL NINE ENTERTAINMENT LIMITED** for the financial year 2017-18 as per Regulation 34 of Securities Exchange Board of India (Listing Obligations and Requirements) Regulations, 2015.

Kindly update the same in your Records.

Please update the same in your records.

FOR CHANNEL NINE ENTERTAINMENT LIMITED


RAJESH KUMAR RAMJAS JAISWAR
DIRECTOR

Enclosed: As Attached

Channel Nine Entertainment Ltd

3/12, Ground Floor, Asaf Ali Road, New Delhi - 110002, Tel: +91-11-32315575, Fax: +91-11-31325575

E-mail : Channelnineentertainment@yahoo.com Website : www.channelnineentertainment.com

CIN: L92132DL2002PLC116330

**CHANNEL NINE
ENTERTAINMENT LIMITED**

{ANNUAL REPORT 2017-18}



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. GAJ RAJ SINGH: WHOLE-TIME DIRECTOR

Mr. RAJESH KUMAR RAMJAS JAISWAR: NON EXECUTIVE NON INDEPENDENT DIRECTOR

Mr. SUNEEL KUMAR: INDEPENDENT DIRECTOR

MR. GEETA: INDEPENDENT DIRECTOR

COMPLIANCE OFFICER:

RAJESH KUMAR RAMJAS JAISWAR

3-12, Ground Floor, Asaf Ali Road, New Delhi-110001

STATUTORY AUDITORS

M/s Ranjan Gupta & Co., Chartered Accountants

1858, Arun vihar, Sector-37, Noida 201303

CORPORATE IDENTIFICATION NUMBER

L92132DL2002PLC116330

REGISTERED OFFICE

3-12, Ground Floor, Asaf Ali Road, New Delhi-110001

Contact No. 011- 32315575;

Email: channelnineentertainment@yahoo.com

STOCK EXCHANGES WHERE COMPANY'S SHARES ARE LISTED

BSE LIMITED

**P.J TOWERS DALAL STREET,
MUMBAI-400001**

ANNUAL GENERAL MEETING:

Date of AGM: 31st August, 2018

DAY & TIME: on Friday at 9:30 A.M

VENUE: Gauri Shankar Mandir, K- Block, Mangol Puri, Delhi- 110083



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Channel Nine Entertainment Ltd

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

NOTICE OF 16th ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS

1. To receives, consider and adopted the audited Balance sheet of the Company as at March 31 2018, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To Appoint a Director in place of **Mr. Rajesh Kumar Ramjas Jaiswar**, who retires by rotation and being eligible offer himself for re - appointment.
3. To Ratify the Appointment of **M/s. Ranjan Gupta & Co., Chartered Accountants (Firm Registration No. 17319N)** as the Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting of the Company at remuneration to be decided mutually.

SPECIAL BUSINESS

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

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

Date: 04.08.2018

Place: New Delhi

By Order of the Board
 For CHANNEL NINE ENTERTAINMENT LIMITED

Sd/-
RAJESH KUMAR RAMJAS JAISWAR
 DIRECTOR
 DIN: 06845321

NOTES:

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

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

2. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
3. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to the Registrar and Share Transfer Agent of the company **Beetal Financial & Computer Services Pvt. Ltd.; Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062; Ph. 011-29961281-283, Fax 011-29961284; Email: beetalrta@gmail.com.**
5. Members holding shares in electronic form may update such details with their respective Depository Participants.
6. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **August 28, 2018 to August 30, 2018** (both days inclusive).
7. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
8. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 10.00 AM to 2.00 PM on all working days till the date of Annual General Meeting.
9. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
10. As per Rule 20 (2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015, A Company Listed under chapter XB(Companies listed on SME exchange) or chapter XC(Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity shares listed on a recognized stock exchange, is out of the ambit of E-voting in its General Meeting and Channel Nine Entertainment Limited is a BSE SME Listed company and E-voting is not applicable.

Date: 04.08.2018
Place: New Delhi

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

EXPLANATORY STATEMENT AS PER SECTION 103 OF COMPANIES ACT, 2013

ITEM NO. 4

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

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

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

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

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

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ANNEXURE II TO THE NOTICE

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

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

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ANNEXURE II TO THE NOTICE

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

DIRECTORS' REPORT

To,
The Members,
Channel Nine Entertainment Limited

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

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

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

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

FINANCIAL PERFORMANCE

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

RESERVES & SURPLUS

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

DIVIDEND

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

CHANGE IN THE NATURE OF BUSINESS

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

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

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

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

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

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

RISK MANAGEMENT POLICY

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

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

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

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

PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE

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

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

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

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

					of Employees
1.	Mr. Gaj Raj Singh, Whole Time Director	198,000.00	N.A.	N.A.	N.A.

The number of permanent employees as on 31st March 2018 was 3.

Average of remuneration of employees excluding KMPs - Nil

No employee's remuneration for the year 2017-18 exceeded the remuneration of any of the Directors.

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

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

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

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 - NOT APPLICABLE

DEPOSITS

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

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

Since the Company has no subsidiaries as on 31st March, 2017, provision of section 129 of the Companies Act, 2013 is not applicable.

STATE OF COMPANY AFFAIRS:

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

FAMILIARIZATION PROGRAMME:

The Company at its various meetings held during the Financial year 2017-18 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize them with the Company's policies, procedures and practices.

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

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

STATUTORY AUDITORS

In accordance with the provisions of the Companies Act, 2013, the Board of Directors of the company has proposed the ratification of appointment of M/s Ranjan Gupta & Co., Chartered Accountants (Firm Registration No. 17319N), as the statutory auditors of the Company for the financial year 2018-19.

MAINTENANCE OF COST RECORD:

Maintenance of Cost record as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable on the Company.

AUDITORS' REPORT

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

EXTRACT OF THE ANNUAL RETURN

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2018 made under the provisions of Section 92 (3) of the Act in Form MGT -9 is annexed herewith as an Annexure.

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

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

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

DIRECTORS & COMMITTEES:

a) Changes in Directors and Key Managerial Personnel

During the year under review there is no change in the Composition of Board of Directors AND Key Managerial personnel.

However after the Closure of Financial year 2017-18, Ms. Neena Sood has been resigned from the Board

with effect from 25.05.2018 and Ms. Geeta has been appointed as Director with effect From 21.06.2018.

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

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

b) Formal Annual Evaluation

Pursuant to the provisions of companies Act, 2013, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

a. BOARD MEETINGS

During the year Four (04) Board Meetings were convened and held. The details of which are given below.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Sr. No.	Date of Board Meeting	Total No. of Directors as on the date of Board Meeting	No. of Directors attended Meeting
1	27.05.2017	4	4
2	28.08.2017	4	4
3	11.11.2017	4	4
4	14.02.2018	4	4

COMPOSITION AND MEETING OF AUDIT COMMITTEE

Name of the Member	Designation	Category
*Ms. Neena sood	Member	Independent Director
Mr. Rajesh Kumar Ramjas Jaiwar	Member	Non Executive Non Independent Director
Mr. Suneel Kumar	Chairman	Independent Director
*Ms. Neena Sood	Member	Independent Director

- *Ms. Neena Sood has bee resigned form thr Sirector ship with effect from 25.05.2018 and Ms. Geeta has been appointed in place of her with effect from 21.06.2018*
-

COMPOSITION OF MEETING OF STAKEHOLDRES RELATIONSHIP COMMITTEE

Name of the Member	Designation	Category
*Ms. Neena sood	Member	Independent Director
Mr. Rajesh Kumar Ramjas Jaiwar	Member	Non Executive Non Independent Director
Mr. Suneel Kumar	Chairman	Independent Director
*Ms. Neena Sood	Member	Independent Director

- *Ms. Neena Sood has been resigned from the Directorship with effect from 25.05.2018 and Ms. Geeta has been appointed in place of her with effect from 21.06.2018*

NOMINATION & REMUNERATION COMMITTEE

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013.

The details of the Composition of the Nomination and Remuneration Committee are given below:

Name of the Member	Designation	Category
*Ms. Neena sood	Member	Independent Director
Mr. Rajesh Kumar Ramjas Jaiwar	Member	Non Executive Non Independent Director
Mr. Suneel Kumar	Chairman	Independent Director
*Ms. Neena Sood	Member	Independent Director

- *Ms. Neena Sood has been resigned from the Directorship with effect from 25.05.2018 and Ms. Geeta has been appointed in place of her with effect from 21.06.2018*

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy has been posted on the website of company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at workplace; the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are effective in the Company. Under the said Act, every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any women employee. As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder, your Company has constituted Internal Committees (IC). While maintaining the highest governance norms, to build awareness in this area, the Company has been conducting induction / refresher programmes in the organization on a continuous basis.

During the period under review, there was no women employee employed in the company. So there was no complaint on sexual harassment during the year under review.

MANAGERIAL REMUNERATION POLICY

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board has on therecommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, Senior management and their Remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Priyanka Gaeg, Proprietor of Piyanka Garg & Associates, Company Secretaries to undertake the Secretarial audit of the Company. The Secretarial Auditor Report provided By the Secretarial Auditor in Form No. MR-3 has been enclosed as Annexure.

With reference to the qualifications, we wish to explain that the Company is in process to remove all the qualifications and observations given by Secretarial Auditor.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that -

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT AND APPRECIATION

The Directors take this opportunity to thank Company's customers, shareholders, suppliers, bankers, Central and State Government for their consistent support to the Company. The Board also wishes to place on record their appreciation for the hard work, dedication and commitment of the employees at all levels. The enthusiasm and unstinting efforts of the employees have enabled the Company to grow

in the competitive environment .The Board looks forward to their continued support and understanding in the years to come.

Sd/-
GAJ RAJ SINGH
Director
DIN: 02925387
HOUSE NO 62 DHAKKA, VILLAGE
GTB Nagar, Delhi-110009

For and on behalf of the Board of Directors
CHANNEL NINE ENTERTAINMENT LIMITED

Sd/-
SUNEEL KUMAR
Director
DIN: 07135321
424, Block 25 Trilok Puri East
Delhi-110091

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Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017
(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

Annexure-I

Form No. MR-3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2018

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

To,

The Members
Channel Nine Entertainment Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Channel Nine Entertainment Limited** (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 my opinion thereon.

Based on our verification of the 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, the Company has, during the audit period ended on 31st March, 2018, 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 **Channel Nine Entertainment Limited** ("The Company") for the financial year ended 31st March, 2018, in accordance 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 and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
 - 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, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. 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;
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
- f. The Memorandum and Articles of Association of the Company.

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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- i. **The Company has not appointed Company Secretary and Chief Financial Officer under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014.**
- ii. **The Company has not appointed an Internal Auditor under Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.**
- iii. **During the period under review, there are some instances where the Company has filed delay intimations/Compliances to the Bombay Stock Exchange and Registrar of Companies, NCT of Delhi & Haryana.**
- iv. **The company has not complied with:**
 - a) **The Regulation 55A of SEBI (DP) Regulations, 1996 for the quarter ended on 31st March, 2017 as only XBRL Filing on BSE Listing Portal has been done and PDF file of the same has not been uploaded by the Company.**
 - b) **The Regulation 44(3) of SEBI (LODR) Reg. 2015 in respect of filing of Voting results of the AGM held for the F.Y. 2017.**
- v. **The management of the Company has reported and certified that the Company has obtained requisite approvals for grant of loans and advances to any party and complied with the provisions of Section 186 of the Companies Act, 2013 and any other applicable laws. However company could not produce necessary records during the audit process.**

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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 during the audit period following specific events/ actions were taken by the Company, which have major bearing on the Company's affairs in pursuance of the act, rules, regulations, guidelines, standards etc. referred above:

There has been no instance of:

- Public/Rights/Preferential issue of shares/debentures/sweat equity.
- Redemption/buy back of securities.
- Major Decision taken by the members in pursuance to section 180 of the Companies Act, 2013
- Merger/amalgamation/reconstruction etc.
- Foreign technical collaborations.



**For Priyanka G & Associates
(Company Secretaries)**

**Place: New Delhi
Dated: 04.08.2018**

**Sd/-
Priyanka Garg (Prop.)
C.P. No.: 18038
Membership No.: 49087**

Annexure -A

To,
The Members,
Channel Nine Entertainment Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**CHANNEL
NINE**

**For Priyanka G & Associates
(Company Secretaries)**

**Place: New Delhi
Dated: 04.08.2018**

**Sd/-
Priyanka Garg (Prop.)
C.P. No.: 18038
Membership No.: 49087**

Annexure - II**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2018**

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	L92132DL2002PLC116330
2	Registration Date	25/07/2002
3	Name of the Company	Channel Nine Entertainment Limited
4	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company
5	Address of the Registered office & contact details	3/12, Ground Floor, Asaf Ali Road, Delhi -110002. Phone: 011-65670010 Email Id: channelnineentertainment@yahoo.com Website: www.channelnineentertainment.com
6	Whether listed company	Listed
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial and Computers Services Private Limited Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping centre, Near Dada Harsukh Das Mandir, New Delhi-110062 Tel.: 011-29961281/83; Fax No. - 011-29961284 Email Id: beetal@rediffmail.com Website: www.beetalfinancial.com

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

Sr no.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Movies & Entertainment	9211	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr no.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N.A.	N.A.	N.A.	N.A.	N.A.
2	N.A.	N.A.	N.A.	N.A.	N.A.
3	N.A.	N.A.	N.A.	N.A.	N.A.

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year[As on 31-March-2017]				No. of Shares held at the Beginning of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individuals/ Hindu Undivided Family	4,79,34,000	-	4,79,34,000	20.58	47934000	-	47934000	20.58	Nil
b) Bodies Corp.	-	-	-	-	-	-	-	-	Nil
Sub-total (A)(1)	4,79,34,000	-	4,79,34,000	20.58	4,79,34,000	-	47934000	20.58	Nil
(2) Foreign									0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	4,79,34,000	-	4,79,34,000	20.58	4,79,34,000	-	4,79,34,000	20.58	Nil
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
Mutual Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	33257821	1097930	34355751	14.75	32594761	1047930	33642691	14.45	0.30
ii) Individual shareholders holding nominal share	5,80,98,300	6231060	64329360	27.62	58498300	6231060	64729360	27.79	0.17

capital in excess of Rs 2 lakhs									
c) Others (specify)	86276889	8020000	78256889	37.05	78569949	8020000	86589949	37.18	0.10
			7661730	3.29	7666050	-	7666050	3.29	Nil
ii) Clearing Members	-	-	-	-	-	-	-	-	-
iii) Non Resident Indians	-	-	-	-	-	-	-	-	-
iv) Trusts	-	-	-	-	-	-	-	-	0.00
Sub-total (B)(2):-	169613010	15348990	184962000	79.42	169663010	15298990	184962000	79.42	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	169613010	15348990	184962000	79.42	169663010	15298990	184962000	79.42	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	222418020	10477980	232896000	100	222418020	15298990	232896000	100	Nil

ii) Shareholding of Promoters: There is no change in the Promoter Shareholding during the Financial Year.

S N	Shareholder's Name	Shareholding at the beginning of the Year [31-03-2018]			Share holding at the end of the year [31-03-2017]			Change in share holding 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	Gaj Raj Singh	4,79,33,000	20.58	-	4,79,33,000	20.58	-	-
2	Kirti	1000	0.00	-	1000	0.00	-	-

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

Sr. No.	Particulars	Shareholding at the Beginning of the Year		Shareholding at the end of the year	
1.	At the beginning of the year				
	Gaj Raj Singh	4,79,33,000	20.58	4,79,33,000	20.58
	Kirti	1000	0.00	1000	0.00
	Total	4,79,34,000	20.58	4,79,34,000	20.58
2.	At the End of the year				
	Gaj Raj Singh	4,79,33,000	20.58	4,79,33,000	20.58

	Kirti	1000	0.00	1000	0.00
	Total	4,79,34,000	20.58	4,79,34,000	20.58

Note :There is no change in the shareholding pattern during the financial year.

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

Sr. No.	For Each of the Top 10 Shareholders	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
1.	R K Stockholding Pvt. Ltd				
	At the beginning of the year	4780000	2.05	4780000	2.05
	At the end of the year	4725000	2.03	4725000	2.03
2.	RUPESH JHA				
	At the beginning of the year	4340000	1.86	4340000	1.86
	At the end of the year	4340000	1.86	4340000	1.86
3.	Trivikram Real Est Developers & Cons. Pvt Ltd				
	At the beginning of the year	4000000	1.72	4000000	1.72
	At the end of the year	4000000	1.72	4000000	1.72
4.	Hype Realtors Pvt Ltd				
	At the beginning of the year	4000000	1.72	4000000	1.72
	At the end of the year	4000000	1.72	4000000	1.72
4.	SIDHIMAN VYAPAAR PRIVATE LIMITED				
	At the beginning of the year	3825000	1.64	3825000	1.64
	At the end of the year	3825000	1.64	3825000	1.64
5.	Manoj Singhal				
	At the beginning of the year	3370000	1.45	3370000	1.45
	At the end of the year	3370000	1.45	3370000	1.45
6.	BRIJESH K PATEL				
	At the beginning of the year	3000000	1.29	3000000	1.29
	At the end of the year	3000000	1.29	3000000	1.29
7.	MRUNAL K PATEL				
	At the beginning of the year	3000000	1.29	3000000	1.29
	At the end of the year	3000000	1.29	3000000	1.29
8.	RIVER HIGH RIGHT SHARE BROKERS PRIVATE L				
	At the beginning of the year	2980000	1.28	2980000	1.28
	At the end of the year	2980000	1.28	2980000	1.28
9.	DREAMLIGHT EXIM PRIVATE LIMITED				
	At the beginning of the year	2575000	1.11	2575000	1.11
	At the end of the year	2575000	1.11	2575000	1.11

10.	LUNAR BUILDERS PVT LTD				
	At the beginning of the year	2570000	1.10	2570000	1.10
	At the end of the year	2570000	1.10	2570000	1.10

v) Shareholding of Directors and Key Managerial Personnel: There is no Change during the Financial Year

Sr. no.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	Gajraj Singh				
	At the Beginning of the year	4,79,33,000	20.58	4,79,33,000	20.58
	At the End of the Year	4,79,33,000	20.58	4,79,33,000	20.58

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	473,674.54	-	473,674.54
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	84079.77	-	84079.77
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	389,594.77	-	389,594.77
	-	-	-	-
i) Principal Amount	-	389,594.77	-	389,594.77
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	389,594.77	-	389,594.77
	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Total Amount	
		Mr. Gaj Rraj singh, Whole-Time Director	Total
1	Gross salary	1,98,000	1,98,000

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	NA	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	NA	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	NA	NIL
2	Stock Option	Nil	NA	NIL
3	Sweat Equity	Nil	NA	NIL
4	Commission - as % of profit - others, specify...	Nil	NA	NIL
5	Others, please specify	Nil	NA	NIL
	Total (A)	1,98,000	-	1,98,000

B. Remuneration to other directors:-

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission				
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings				
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)				
	Total Managerial Remuneration	NIL	NIL	NIL	NIL

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	N.A.	N.A.	N.A.	N.A.
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
2	Stock Option	N.A.	Nil	N.A.	Nil
3	Sweat Equity	N.A.	Nil	N.A.	Nil
4	Commission	N.A.	Nil	N.A.	Nil
	- as % of profit	N.A.	Nil	N.A.	Nil

	others, specify...	N.A.	Nil	N.A.	Nil
5	Others, please specify	N.A.	Nil	N.A.	Nil
	Total	N.A.	N.A.	N.A.	N.A.

VII. 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	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Signed By-

Sd/-
GAJ RAJ SINGH
Director
DIN: 02925387
HOUSE NO 62 DHAKKA, VILLAGE
GTB Nagar, Delhi-110009

For and on behalf of the Board of Directors
CHANNEL NINE ENTERTAINMENT LIMITED

Sd/-
SUNEEL KUMAR
Director
DIN: 07135321
424, Block 25 Trilok Puri East
Delhi-110091



Ranjan Gupta & Co.
Chartered Accountants
ADD: 1858, ARUN VIHAR, SECTOR-37, NOIDA-201303

INDEPENDENT AUDITORS' REPORT

TO,
THE MEMBERS
M/S CHANNEL NINE ENTERTAINMENT LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **CHANNEL NINE ENTERTAINMENT LIMITED** (CIN: L92132DL2002PLC116330) ("the company"), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of 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 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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 there under.

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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 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;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the 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 Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 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 appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and 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 written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) 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".

For M/s. Ranjan Gupta & Co
Chartered Accountants



Sd/-
CA. Ranjan Gupta
(Prop.)
Membership No. 082408
FRN: 17319N

Date: 29.05.2018
Place: New Delhi

CHANNEL NINE ENTERTAINMENT LIMITED

“Annexure A” to the Independent Auditors’ Report Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company..
- 2) (a) Company does not have any inventory at the end of the year.
 - (b) In view of our comment in paragraph (a) above, clause (ii) (a) (b) and (c) of paragraph 2 of the aforesaid order are not applicable to the company.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations 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.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
 - (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For M/s. Ranjan Gupta & Co
Chartered Accountants

Sd/-
CA. Ranjan Gupta
(Prop.)
Membership No. 082408
FRN: 17319N

Date: 29.05.2018
Place: New Delhi

CHANNEL NINE ENTERTAINMENT LIMITED

“Annexure B” to the Independent Auditors’ Report

Report on the Internal Financial Controls under Clause (i) 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 **CHANNEL NINE ENTERTAINMENT LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the 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”. 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 judgement, 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 2018, 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 M/s. Ranjan Gupta & Co
Chartered Accountants**

Sd/-

**CA. Ranjan Gupta
(Prop.)**

**Membership No. 082408
FRN: 17319N**

**Date: 29.05.2018
Place: New Delhi**

CHANNEL NINE ENTERTAINMENT LIMITED
Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002
CIN: L92132DL2002PLC116330
Balance Sheet as at 31st March 2018

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	1	232,896,000.00	232,896,000.00
(b) Reserves and Surplus	2	77,831,589.46	76,843,661.34
(c) Money received against share warrants		-	-
<u>(2) Share application money pending allotment</u>			
(a) Share Application Maoney		-	-
<u>(3) Non-Current Liabilities</u>			
(a) Long-term borrowings	3	389,594.77	473,674.54
(b) Deferred tax liabilities (Net)	4	402,176.00	1,168,813.10
(c) Other Long term liabilities	5	2,247,200.00	2,247,200.00
(d) Long term provisions	6	-	-
<u>(4) Current Liabilities</u>			
(a) Short-term borrowings	7	-	-
(b) Trade payables	8	28,505,197.00	24,884,267.00
(c) Other current liabilities	9	7,954,968.00	7,209,991.00
(d) Short-term provisions	10	151,256.00	99,163.00
Total		350,377,981.23	345,822,769.98
II. ASSETS			
<u>(1) Non-current assets</u>			
<u>(a) Fixed assets</u>			
(i) Tangible assets	11	51,750,170.39	55,746,175.57
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	4,978,000.00	4,978,000.00
(c) Deferred tax assets (net)	13	-	-
(d) Long term loans and advances	14	47,098,018.00	57,904,328.00
(e) Other non-current assets	15	4,780,008.70	5,681,000.20
<u>(2) Current assets</u>			
(a) Current investments	16	-	-
(b) Inventories	17	-	-
(c) Trade receivables	18	80,849,202.00	76,175,240.00
(d) Cash and cash equivalents	19	565,149.14	996,387.21
(e) Short-term loans and advances	20	158,340,395.00	142,049,659.00
(f) Other current assets	21	2,017,038.00	2,291,980.00
Total		350,377,981.23	345,822,769.98

NOTES TO ACCOUNTS

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As per our report of even date attached.

For **Ranjan Gupta & Co.**
Chartered Accountants

For and on behalf of the Board of Directors
CHANNEL NINE ENTERTAINMENT LIMITED

Sd/-
CA. Ranjan Gupta
Prop.
Membership No.: 082408
Firm Regd. No. 17319N

Sd/-
Gaj Raj Singh
(Director)
DIN: 02925387

Sd/-
Suneel Kumar
(Director)
DIN: 007135321

Place: Delhi
Date:- 29.05.2018

**CHANNEL
NINE**

CHANNEL NINE ENTERTAINMENT LIMITED
Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002
CIN: L92132DL2002PLC116330

Profit and Loss statement for the period ended 31st March 2018

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
I. Revenue from operations	22	6,493,100.00	23,808,477.00
II. Other Income		4,584,787.00	2,883,408.00
III. Total Revenue (I +II)		11,077,887.00	26,691,885.00
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Purchase	23	3,620,930.00	16,951,924.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	-	-
Employee benefit expense	25	1,070,902.00	1,396,684.00
Financial costs	26	-	-
Depreciation and amortization expense	27	3,996,005.18	4,276,737.56
Other expenses	28	2,116,665.70	3,677,334.72
Total Expenses		10,804,502.88	26,302,680.28
V. Profit before exceptional and extraordinary items and tax.	(III - IV)	273,384.12	389,204.72
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		273,384.12	389,204.72
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		273,384.12	389,204.72
X. Tax expense:			
(1) Minimum Alternate Tax		52,093.00	74,163.00
(2) Deferred tax		(766,637.00)	(560,922.00)
(3) Income tax Adjustment		-	-
(4) Deffered tax Adjustment		-	-
XI. Profit (Loss) for the period from continuing operations	(IX-X)	987,928.12	875,963.72
XII. Profit/(loss) from discontinuing operations			
XIII. Tax expense of discontinuing operations			

XIV. Profit/(loss) from Discontinuing operations (after tax)	(XII-XIII)	-	-
XV. Profit (Loss) for the period (XI + XIV)		987,928.12	875,963.72
XVI. Earning per equity share:			
(1) Basic		0.004	0.005
(2) Diluted		0.004	0.005

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

For Ranjan Gupta & Co.

Chartered Accountants

For and on behalf of the Board of
Directors
CHANNEL NINE ENTERTAINMENT
LIMITED

Sd/-

CA. Ranjan Gupta

Prop.

Membership No.: 082408

Firm Regd. No. 17319N

Sd/-

Gaj Raj Singh

(Director)

DIN: 02925387

Sd/-

Suneel Kumar

(Director)

DIN: 007135321

Place: Delhi

Date:- 29.05.2018

**CHANNEL
NINE**

CHANNEL NINE ENTERTAINMENT LIMITED
Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002
CIN: L92132DL2002PLC116330

Cash Flow Statement
For the year ended 31st-March 2018

(Amount in Rs)

Particulars	31.03.2018	31.03.2017
(A) CASH FLOW FROM OPERATING ACTIVITIES:-		
Net profit before tax	273,384	389,205
Adjustment for:		
Add: Depreciation & Amortisation Expenses	4,896,997	6,534,739
Less: Interest Received	(4,584,787)	(2,883,408)
	585,594	4,040,535
Operating Profit before Working capital changes		
Adjustments for:		
Decrease (Increase) in Trade & Other Receivables	(4,673,962)	(15,086,077)
Decrease (Increase) in Current Assets	-	-
Decrease (Increase) in Other Current Assets	274,942	(41,545)
Decrease (Increase) in Inventories	-	-
Increase (Decrease) in Trade & Other Payables	3,620,930	8,531,924
Increase (Decrease) in Current Liabilities	-	-
Increase (Decrease) in Other Liabilities	744,977	3,912,423
	(33,113)	(2,683,275)
Net Changes in Working Capital		
	552,481	1,357,260
Cash Generated from Operations		
Adjustment of Taxes	-	245,895
	552,481	1,111,365
Net Cash Flow from Operating Activities (A)		
(B) CASH FLOW FROM INVESTING ACTIVITIES :		
(-) Purchase of Fixed Assets	-	(807,282)
(Increase)/Decrease in Long Term Loans & Advances	10,806,310	22,811,874
(Increase)/Decrease in Non-Current Assets	-	-
(Increase)/Decrease in Short Term Loans & Advances	(16,290,736)	(28,269,252)
Interest Received	4,584,787	2,883,408
Increase/(Decrease) in Long Term Borrowings	(84,080)	473,675
	(983,719)	(2,907,577)
Net Cash Flow from Investing Activities (B)		
(C) CASH FLOW FROM FINANCING ACTIVITIES :		
Issue of share capital and Proceeds from Share Application	-	-

Money		
Increase In Short term Liabilities	-	-
Preliminary Expenses incurred	-	-
Net Cash Flow from Financing Activities (C)	-	-
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(431,238)	(1,796,212)
Cash and cash equivalents at the beginning of the year / Period	996,387	2,792,599
Cash and cash equivalents at the end of the year/ Period	565,149	996,387
* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) - 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.		

As per our report of even date

For Ranjan Gupta & Co.
Chartered Accountants

For and on behalf of the Board of
Directors

CHANNEL NINE
ENTERTAINMENT LIMITED

Sd/-
CA. Ranjan Gupta
Prop.
Membership No.: 082408
Firm Regd. No. 17319N

Sd/-
Gaj Raj Singh
(Director)
DIN: 02925387

Sd/-
Suneel Kumar
(Director)
DIN: 007135321

Place: Delhi
Date:- 29.05.2018

CHANNEL
NINE

CHANNEL NINE ENTERTAINMENT LIMITED
Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002
CIN: L92132DL2002PLC116330

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED ON 31 March 2018

Note 1

Share Capital

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Authorised Capital</u>		
2,50,00,000 Equity Shares of Re 1 Each	250,000,000.00	250,000,000.00
<u>Issued</u>		
232896000 Equity Shares of Re 1 Each	232,896,000.00	232,896,000.00
<u>Subscribed & Paid up Capital</u>		
232896000 Equity Shares of Re 1 Each	232,896,000.00	232,896,000.00
Total	232,896,000.00	232,896,000.00

Note 1A

Reconciliation of Number of Shares:

Particulars	As at 31.03.2018		As at 31.03.2017	
	Number	Amount	Number	Amount
<i>Shares outstanding at the beginning of the year*</i>	232,896,000	232,896,000.00	232,896,000	232,896,000.00
<i>Shares Issued during the year*</i>	-	-	-	-
<i>Shares bought back during the year</i>	-	-	-	-
<i>Shares outstanding at the end of year</i>	-	-	-	-
Total	232,896,000	232,896,000.00	232,896,000	232,896,000.00

Note 1B

Details of Shareholders holding more than 5% Shares

Particulars	As at 31.03.2018		As at 31.03.2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Gajraj Singh	47,933,000	20.58%	47,933,000	20.58%

CHANNEL NINE ENTERTAINMENT LIMITED
Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002
CIN: L92132DL2002PLC116330

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED ON 31 March 2018

Note 2

Reserve & Surplus

Particulars	As at 31.03.2018	As at 31.03.2017
Capital Reserve	-	-
Reserve & Surplus	70,936,000.00	70,936,000.00
Securities Premium	-	-
Add: Share Premium (in Current Year)		
Less: Bonus Share (in Current Year)		
Total (A)	70,936,000.00	70,936,000.00
Debenture Redemption Reserve	-	-
Revaluation Reserve	-	-
Shares Option Outstanding Account	-	-
Other Reserve (General Reserve)	-	-
Surplus (Profit & Loss Account)	-	-
Op. Balance of Profits & Loss A/C	5,907,661.34	5,031,697.62
Current Year Profit & Loss A/C	987,928.12	875,963.72
Total (B)	6,895,589.46	5,907,661.34
Total (A) + (B)	77,831,589.46	76,843,661.34

Note 3

Long Term Borrowings

Particulars	As at 31.03.2018	As at 31.03.2017
Bonds / Debentures	-	-
Term Loan		
- From Bank	389,594.77	473,674.54
- From Other Parties	-	-
Deferred Payment Liabilities	-	-
Deposit	-	-
Loans & Advances From Related Parties	-	-
Long Term Maturities of Finance lease obligation	-	-
Loans From Directors	-	-
Other Loans	-	-
Total	389,594.77	473,674.54

Note 4

Deferred Tax Liabilities (Net)

Particulars	As at 31.03.2018	As at 31.03.2017
-------------	------------------	------------------

Deferred Tax Liability	402,176.00	1,168,813.10
Total	402,176.00	1,168,813.10

Note 5**Other Long Term Liabilities**

Particulars	As at 31.03.2018	As at 31.03.2017
Liabilities & Payables	-	-
Other Payables	2,247,200.00	2,247,200.00
Total	2,247,200.00	2,247,200.00

Note 6**Long Term Provisions**

Particulars	As at 31.03.2018	As at 31.03.2017
Provision from Employment Benefit	-	-
Other	-	-
Total	-	-

Note 7**Short Term Borrowings**

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Loan Repayable on Demand</u>		
- From Bank	-	-
- From Other Parties	-	-
Borrowings from Parties	-	-
Loans & Advances From Related Parties	-	-
Deposits	-	-
Others	-	-
Total	-	-

Note 8**Trade Payables**

Particulars	As at 31.03.2018	As at 31.03.2017
Sundry Creditors	28,505,197.00	24,884,267.00
Total	28,505,197.00	24,884,267.00

Note 9**Other Current Liabilities**

Particulars	As at 31.03.2018	As at 31.03.2017
Other Payables	50,904.00	50,904.00
TDS Payable	27,000.00	9,000.00
Salary payable	517,046.00	97,746.00
Other Payables	7,360,018.00	7,052,341.00
Total	7,954,968.00	7,209,991.00

Note 10**Short Term Provisions**

Particulars	As at 31.03.2018	As at 31.03.2017
Provision For Employees Benefit	-	-
Others:-		
Audit Fees Payable	25,000.00	25,000.00
Provision For Income Tax / MAT	126,256.00	74,163.00
Total	151,256.00	99,163.00

CHANNEL NINE ENTERTAINMENT LIMITED

Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002

CIN: L92132DL2002PLC116330

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED ON 31 March 2018**Note 12****Non Current Investment**

Particulars	As at 31.03.2018	As at 31.03.2017
Investment in Property	-	-
Investment in Equity Instrument		
<u>Other Investment</u>		
Other Investment (Long Term)	4,978,000.00	4,978,000.00
Investment in Mutual Fund		
Investment in Partnership Firm		
Total	4,978,000.00	4,978,000.00

Note 13**Deferred Tax Assets (Net)**

Particulars	As at 31.03.2018	As at 31.03.2017
	-	-
Total	-	-

Note 14**Long Term Loans and Advances**

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Capital Assets</u>		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	-
c) Doubtful	-	-
<u>Security Deposit</u>		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	-

c) Doubtful	-	-
<u>Loans & Advances to related parties</u>	-	-
<u>Other Loans & Advances</u>		
Other Advances	47,098,018.00	57,904,328.00
Total	47,098,018.00	57,904,328.00

Note : 15**Other Non Current Assets**

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Long Term Trade Recievables</u>		
a) Secured, Considered Good	-	-
b) Unsecured, Considered Good	-	-
c) Doubtful	-	-
-	-	-
<u>Others Non Current Assets</u>		
Deferred Revenue Expenditure	1,616,944.50	2,155,926.20
Preliminary Exps	408,244.20	640,254.00
Issue Exps	40,000.00	170,000.00
Securtiy Deposit	2,714,820.00	2,714,820.00
Total	4,780,008.70	5,681,000.20

Note 16**Current Investment**

Particulars	As at 31.03.2018	As at 31.03.2017
Investment in Equity	-	-
Investment in Prefrence Shares	-	-
Investment in Govt Securities	-	-
Investment in debentures & Bonds	-	-
Investment in Mutual Fund	-	-
Investment in Partnership Firm	-	-
Others		
FDR & Accrued Interest	-	-
Total	-	-

Note 17
Inventories

Particulars	As at 31.03.2018	As at 31.03.2017
Raw Material	-	-
Work-in-Progress	-	-
Finished Goods	-	-
Stock-in-Trade	-	-
Stores & Spares	-	-
Loose Tools	-	-
Other (Specify the nature)	-	-
Goods-in-transit	-	-
Total	-	-

Note 18
Trade Receivables

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Outstanding for more than six months</u>		
a) Secured, Considered Good :		-
b) Unsecured, Considered Good :		-
c) Doubtful	-	-
-		
<u>Others</u>		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :		
Trade Receivable	80,849,202.00	76,175,240.00
c) Doubtful	-	-
-		
-		
Total	80,849,202.00	76,175,240.00

Note 19
Cash & Cash Equivalent

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Cash-in-Hand</u>		
Cash Balance	120,318.13	288,985.23
Sub Total (A)	120,318.13	288,985.23

<u>Bank Balance</u>		
Bank Balance (With Schedule Bank)	444,831.01	707,401.98
Sub Total (B)	444,831.01	707,401.98
Sub Total (C)	-	-
Total [A + B + C]	565,149.14	996,387.21

Note 20**Short Terms Loans and Advances**

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Loans & Advances from related parties</u>		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :		
c) Doubtful	-	-
Others		
Loans & Advances	158,340,395.00	142,049,659.00
Total	158,340,395.00	142,049,659.00

Note 21**Other Current Assets**

Particulars	As at 31.03.2018	As at 31.03.2017
Advance Income Tax	-	-
TDS on Contractor	659.00	659.00
TDS Receivable	-	32,222.00
TDS Receivable for AY2015-16	1,216,004.00	725,306.00
CENVAT Credit	707,675.00	1,533,793.00
Other	92,700.00	-
Issue Expenses	-	-
Filing Fees	-	-
Total	2,017,038.00	2,291,980.00

CHANNEL NINE ENTERTAINMENT LIMITED
Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002
CIN: L92132DL2002PLC116330
Notes Forming Part of the Profit & Loss Account

Note 22**Income**

Particulars	As at 31.03.2018	As at 31.03.2017
Income		
Sales	6,493,100.00	23,808,477.00
Sub-Total (A)	6,493,100.00	23,808,477.00
Other Income		
Interest (Others)	4,584,787.00	2,883,408.00
Misc. Income	-	-
Sub-Total (B)	4,584,787.00	2,883,408.00
Total (A) + (B)	11,077,887.00	26,691,885.00

Note 23**Cost of Material Consumed**

Particulars	As at 31.03.2018	As at 31.03.2017
Purchase	3,620,930.00	16,951,924.00
Total	3,620,930.00	16,951,924.00

Note 24**Change in Inventories**

Particulars	As at 31.03.2018	As at 31.03.2017
Closing Stock	-	-
Opening Stock	-	-
Total	-	-

Note 25**Employment Benefit Expenses**

Particulars	As at 31.03.2018	As at 31.03.2017
-------------	------------------	------------------

Remuneration to Director	198,000.00	396,000.00
Salary	821,300.00	890,300.00
Staff Welfare	51,602.00	110,384.00
Total	1,070,902.00	1,396,684.00

Note 26**Financial Cost**

Particulars	As at 31.03.2018	As at 31.03.2017
Bank Interest	-	-
Total	-	-

Note 27**Depreciation & Amortised Cost**

Particulars	As at 31.03.2018	As at 31.03.2017
Depreciation	3,996,005.18	4,276,737.56
Total	3,996,005.18	4,276,737.56

Note 28**Other Expenses**

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Administrative Expenses:</u>		
Advertisement Expenses	28,525.00	44,885.00
Audit Fees	25,000.00	25,000.00
Bank Charges	3,983.97	5,931.93
Business Promotion Exp.	-	32,986.00
Custodian fees	88,376.00	171,750.00
Commission Expenses	-	-
Conveyance Exp.	29,167.00	57,512.00
D P Charges	-	-
Electricity Expenses	17,630.00	51,360.00
Filing Fee	124,310.00	9,704.00
Listing Fees	70,305.00	153,868.00
General & Miscellaneous Expenses	176,769.00	133,594.25
Market Making Fees	282,010.00	-
Legal and Professional Expenses	131,378.00	538,432.00
Business Support Services	-	-
Office Maintenance Exp.	37,250.00	40,620.00
Service Tax Penalty	64,200.00	-
Printing and Stationary Charges	-	-
Storage Expenses	20,000.00	-

Telephone Expenses	21,300.00	25,537.00
Tour & Travelling Expenses	19,734.00	108,475.00
Web Charges	32,004.00	4,000.00
Hiring Charges	-	-
Preliminary Expenses W/O	232,009.80	504,019.60
Issue Exp W/O	40,000.00	586,018.00
Filing Fees W/O	90,000.00	90,000.00
Deferred Revenue Exp W/o	538,981.70	1,077,963.40
Interest paid on car loan	41,932.23	15,678.54
Interest paid on TDS	1,800.00	-
Total	2,116,665.70	3,677,334.72

**CHANNEL
NINE**

CHANNEL NINE ENTERTAINMENT LIMITED
Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002
CIN: L92132DL2002PLC116330

Depreciation Chart as per companies Act' 2013 as on 31st March' 2018

Note 11**Fixed Assets**

S No.	Particulars	Gross Block				Depreciation				Net Block		
		Value as on 31.03.2017	Addition during the period	Deduction during the period	Value as on 31.03.2018	Value as on 31.03.2017	Depreciation during the year	Deduction during the year	Value as on 31.03.2018	Balance as on 31.03.2018	Balance as on 31.03.2017	
I	Tangible Assets											
	Air Conditioner	48,457.00	-	-	48,457.00	46,034.00	-	-	46,034.00	2,423.00	2,423.00	
	Camera	591,349.00	-	-	591,349.00	473,688.33	28,400.68	-	502,089.01	89,259.99	117,660.67	
	Office Equipment	18,251.00	-	-	18,251.00	17,338.00	-	-	17,031.99	1,219.01	913.00	
	Digital Contents*	72,500,000.00	-	-	72,500,000.00	17,673,000.00	3,625,000.00	-	21,298,000.00	51,202,000.00	54,827,000.00	
	Furniture & Fixture	226,756.00	-	-	226,756.00	221,787.57	-	-	220,001.48	6,754.52	4,968.43	
	Computer	394,560.00	-	-	394,560.00	379,581.29	5,884.42	-	385,465.71	9,094.29	14,978.71	
	Computer Software	2,111,025.00	-	-	2,111,025.00	1,803,767.25	142,962.84	-	1,946,730.09	164,294.91	307,257.75	
	Car	807,282.00	-	-	807,282.00	336,307.98	195,849.34	-	532,157.32	275,124.68	470,974.02	
	-	SUB TOTAL (A)	76,697,680.00	-	-	76,697,680.00	20,951,504.43	3,996,005.18	-	24,947,509.61	51,750,170.39	55,746,175.57
	II	Intangible Assets										
-		SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	
	Total [A + B + C + D] (Current Year)	76,697,680.00	-	-	76,697,680.00	20,951,504.43	3,996,005.18	-	24,947,509.61	51,750,170.39	55,746,175.57	
	(Previous Year)	75,890,398.00	-	-	75,890,398.00	12,467,335.99	4,207,430.88	-	16,674,766.87	59,215,631.13	68,026,502.34	

CHANNEL NINE ENTERTAINMENT LIMITED

Fixed Assets & Depreciation Schedule

AS PER INCOME TAX ACT

PARTICULARS	RATE	OP.BAL.	ADDITION		DELETION	BALANCE	DEPRECIATION	NET BLOCK
		Value as on 31.03.2017	MORE THAN 180 DAYS	LESS THAN 180 DAYS			FOR THE YEAR	Value as on 31.03.2018
Air Conditioner	15%	2,908.10	-	-	-	2,908.10	436.21	2,471.88
Camera	15%	35,486.51	-	-	-	35,486.51	5,322.98	30,163.53
Office Equipment	15%	1,143.72	-	-	-	1,143.72	171.56	972.16
Digital Contents*	15%	32,290,980.37	-	-	-	32,290,980.37	4,843,647.06	27,447,333.32
Furniture & Fixture	10%	37,175.91	-	-	-	37,175.91	3,717.59	33,458.32
Scooter	15%	-	-	-	-	-	-	-
Computer	60%	8,052.04	-	-	-	8,052.04	4,831.23	3,220.82
Computer Software	60%	94,573.92	-	-	-	94,573.92	56,744.35	37,829.57
TOTAL		38,333,775.82	-	-	-	32,470,320.56	4,914,870.97	27,555,449.59

PROVISION FOR DEFERRED TAX LIABILITY AS ON 31.03.2018

	AS PER CO ACT	AS PER IT ACT	TIMING DIFF.
DEPRECIATION	3,996,005.18	4,914,870.97	(918,865.79)
DTL(30.90%)			(283,930.00)
Less: Timing Deference (3,50,00,000*(15-5.28)%*.3090)			1,051,218.00
Deferred Tax Liabilites for the period			767,288.00
Add Previous balance			(1,168,813.10)
Net DTL			(401,525.10)

CHANNEL NINE ENTERTAINMENT LIMITED
Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002
CIN: L92132DL2002PLC116330

Note 29

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under Rule 7 of the Companies (Accounts) Rules, 2014 which is similar to provisions and presentational requirements of the Companies Act, 2013.

1.2 Recognition of Income

Sales represents invoiced Value of goods Sold and services provided. Other Income is recognised and accounted for on accrual basis unless otherwise stated.

1.3 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

1.4 Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.

1.5 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

1.6 Events occurring after the balance sheet date

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

1.7 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.

1.8 Use of estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

1.9 Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end are translated at the rate ruling at the year end rate.

1.10 Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

2 NOTES TO THE ACCOUNTS

2.1 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

2.2 All the investments made by the company are valued at Cost .

2.3

Managerial Remuneration:	198,000
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2.4 The Company does not have any inventory as at 31.03.2016.

- 2.5** Deffered tax arising on account of timing differeance and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deffered tax assests are recognised unless there is virtual certainty with respect to the reversal of the same in future years.
- 2.6** All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.
- 2.7** Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convicing evidence that the company will pay normal income tax during the specefied period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entilement to the extent there is no longer convicing evidence to the effect that company will pay normal Income Tax during the specified period.
- 2.8** Related party transaction:
As per AS-18-"Related Party Disclosure" the disclosures of transactions with the related parties are given below:

- i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Name of the Related Party	Relationship
1. Gajraj Singh	Key Managerial Personnel

- ii) Transactions during the year with related parties :

Nature of Trasaction	Key Managerial Personnel	Total
Nil		

- 2.9** Contingent Liability not provided for:
Income tax matters in dispute/under Appeal:

The Income Tax assessment for the company have been completed up to the financial year ended 31st March 2012, arising from the completed assessment there is net demand of Rs. 2,11,71,420 (excluding interest). The company have gone on further appeal on this matter. Due to pending progress in appeal, the liability for the demand has not been recognised in the accounts.

2.10 EARNINGS PER SHARE

S.No	Particulars	As at 31 March 2018
1	Profit for Basic Earning Per Share as per Statement of Profit and Loss	987,928.12
2	Weighted Average Number of Equity Shares* (Nos)	232,896,000
3	Earning Per Share (Basic and Diluted)	0.004
4	Face Value per Share	1.00

2.11 Company has followed ICDS which has notified by the CBDT Notification No. 87/2016 dt. 29 Sept. 2016

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

For Ranjan Gupta & Co.
Chartered Accountants

For and on behalf of the Board of Directors
CHANNEL NINE ENTERTAINMENT LIMITED

Sd/-
CA. Ranjan Gupta
Prop.
Membership No.: 082408
Firm Regd. No. 17319N

Sd/ -
Gaj Raj Singh Suneel Kumar
(Director) (Director)
DIN: 02925387 DIN: 007135321

Place: Delhi
Date:- 29.05.2018



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) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the Member(s) of shares of Channel Nine Entertainment Limited (the above named Company), hereby appoint

Name :
Address:
Signature , or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **16th Annual General Meeting** of the company, to be held on Friday, the 31st day of August, 2018 at 09:30 a.m. at Gauri Shankar Mandir, K-Block, Mangol Puri, Delhi -110083 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	To Adopt statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2018.		
2.	To Appoint a Director in place of Mr. Rajesh Kumar Ramjas Jaiswar, who retires by rotation and being eligible offer himself for re - appointment		
3.	To Ratify the Appointment of M/s Ranjan Gupta & Co., Chartered Accountants (Firm Registration No. 17319N) as Statutory Auditor of the Company		
4.	To appoint Ms. Geeta (DIN: 07956431) as Independent Director of the Company.		

Signed this ___ day of ___ 20__

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder

across Revenue Stamp

Affix
Revenue

Note:

- 1) 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.
- 2) The proxy need not be a member of the company.

Channel Nine Entertainment Ltd

3/12, Ground Floor, Asaf Ali Road, New Delhi - 110002, Tel: +91-11-32315575, Fax: +91-11-31325575

E-mail : Channelnineentertainment@yahoo.com Website : Www.channelnineentertainment.com

CIN: L92132DL2002PLC116330



ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

16th Annual General Meeting on 31.08.2018

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____

No. of shares held: _____

Name of Proxy _____

I hereby record my presence at the 16th Annual General Meeting of the of Channel Nine Entertainment Limited will be held at Gauri Shankar Mandir, K-Block, Mangol Puri, Delhi -110083 on Friday, 31st August, 2018 at 09:30 A.M.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion
- 3) of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



Channel Nine Entertainment Ltd

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E-mail : Channelnineentertainment@yahoo.com Website : Wwww.channelnineentertainment.com

CIN: L92132DL2002PLC116330

Route - Map for Annual General Meeting

