Divine Multimedia (India) Ltd.

CIN : L21100GJ1991PLC016644

25TH ANNUAL REPORT
2015 - 2016

Registered Office:
SF/28, Silver Rock Complex, Behind Makarpura Police Station,
Makarpura Road, Vadodara, Gujarat – 390 010.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Prakash Biharilal Dhebar

Mr. Chandrakant Ramachandra Joshi

Mr. Devendrasinh Dalpatsinh Umat

Mr. Dhvani Hareshbhai Contractor

AUDITORS
Motilal & Associates
Chartered Accountant
Internal Auditor
M/s Dhawan & Co.,

BANKERS
Axis Bank Limited
Central Bank of India

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REGISTRAR AND
TRANSFER AGENT
Purva Sharegistry (India) Private Limited
Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha Marg
Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai 400 011

Email – divinemultimedialtd@gmail.com
Website: www.divinemultimedia.com

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of Divine Multimedia (India) Limited will be held as under:

Day: Tuesday
Date: 28th September, 2016

Time: 11.00 a.m.

Venue: SF/28, Silver Rock Complex,
behind Makarpura
Police Station
Makarpura Road,
Baroda - 390010,

To transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2016,The cash flow statement for the financial year ended 31st March, 2016 the Reports of the Board of Directors and Auditors thereon; and

2. To appoint a Director in place of Mr. Prakash Biharilal Dhebar (DIN- 02488046), who retires by rotation and being eligible offers himself for re-appointment

3. To appoint Auditors and fix their remuneration:

   To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution:**

   "Resolved that, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 27th September, 2014, the appointment of M/s. Motilal Jain & Associates. - Chartered Accountants (Firm Registration No. 106584W) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

By Order of the Board
Sd/-
Prakash Biharilal Dhebar
Managing Director
DIN :02488046

Dated: 11th August, 2016
Registered Office:
SF/28, Silver Rock Complex
behind Makarpura,
Police Station
Makarpura Road
Vadodara – 390010.

NOTES :-

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. Proxies in order to be effective must be received at the company's registered office. not less than forty eight hours before the meeting.**

2. 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 and such person shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2016 to 28th September, 2016 (both days inclusive) for the purpose of AGM.

4. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s. Purva Sharegistry (India) Private Limited as the Registrar & Share Transfer Agents , having their office at Unit No. 9, Shiv Shakti Ind. Estt, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai.

5. Members are requested to notify immediately any change in their address:
   a. To their Depository Participants (Dos) in respect of their electronic share accounts , and
   b. To the share transfer agent M/s. Purva Sharegistry (India) Private Limited having office at Unit No. 9, Shiv Shakti Ind. Estt, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E),Mumbai.Email Id- busicomp@gmail.com.

6. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.

7. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.

8. Members are requested to bring the copy of the Annual Report sent to them.

9. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2015-16 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.

10. **In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are appended herein below.**

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

12. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form- No. SH-13 prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Corporate affairs.

13. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

Details of Directors seeking Appointment/Re-Appointment at the Annual General Meeting

As required under the Listing Regulation, the particulars of Directors who are proposed to be appointed /reappointed are given below

Name of Director	Mr. Prakash Biharilal Dhebar
Date of Birth	27/02/1975
Date of Appointment	20/11/1991
Qualification	MBA
Expertise in Specific Functional Area	Business Administration
Executive & Non - Executive Director	Executive Director
Promoter Group	YES
Independent Director	No
Chairman/Member of the Boards of which he is a Director	Divine Multimedia (India) Limited Member of Audit Committee Member of Nomination and Remuneration Committee Member of Stakeholder Relationship Committee
No of Shares held	45000
Term	-
Other Directorship	GCV Services Limited Indo-Us Services Limited Pranjali (India) Private Limited. Pranjali Infrastructure Private Limited Suntech Consultants Pvt. Ltd. PRANJALI SERVICES PRIVATE LIMITED.

Voting through Electronic Means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 25th September, 2016 at 9.00 A.M. and ends on 27th September, 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for DIVINE MULTIMEDIA (INDIA) LIMITED on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other information

1. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21st September, 2016.

2. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 12th August, 2016.

3. The share holders shall have one vote per equity share held by them as on the cut-off date (record date) of 21st September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

4. Mr. Suprabhat Chakraborty, (Membership No.41030, C.P No.15878) Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

5. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of the company www.divinemultimedia.com and will also be communicated to the Stock Exchanges

DIRECTORS REPORT

Dear Members,

Your Directors are pleased to present the Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2016.

STANDALONE SUMMARISED FINANCIAL RESULTS:

(Rs. Amount in Rupees)

Particulars	2015-16	2014-15
Total Income	2,11,66,000	4,39,13,898
Total Expenditure	2,71,14,545	8,57,43,418
Profit before exceptional and extraordinary items and tax	59,48,545	(4,18,29,520)
Less: Exceptional item	-	1,00,000
Profit before extraordinary items and tax	59,48,545	(4,08,29,520)
Tax	43,543	
Net Profit/(Loss) After Tax	59,92,088	(4,08,29,520)

COMPANY'S PERFORMANCE:
In the Current year under review, The Company booked a Loss of Rs. 59, 92,088/- in the Current year operation.

STANDALONE FINANCIAL STATEMENTS:
The Audited Financial Statements of the Company for the financial year ended 31st March, 2016, prepared in accordance with the Companies Act, 2013 (“the Act”)

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:
Management's Discussion and Analysis Report for the year under review, as stipulated under Clause SEBI Listing regulations, is presented in a separate section forming part of the Annual Report.

STATE OF AFFAIRS OF THE COMPANY: FUTURE OUTLOOK:
The Company's major focus is to engage in the development, production, and distribution of commercial entertainment materials in all formats.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:
There was no change in the nature of business of the Company during the year.

DIVIDEND:
Your Directors do not recommend any Dividend

FIXED DEPOSIT:
As on 31st March, 2016, the Company held no deposit in any form from anyone. There was no deposit held by the company as on 31st March, 2016, which was overdue or unclaimed by the depositors. For the present, the Board of Directors has resolved that not to accept any deposit from public.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:
During the year under review there were no material change and commitment affecting the financial position of the Company.

NUMBER OF MEETINGS OF THE BOARD:

The Board met 6 times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Rules made there under and the Articles of Association of the Company, Mr. Prakash Biharilal Dhebar, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

Mrs. Smita Pandya Director of the company resigned from the Board w.e.f 11th February, 2015 and Mr. Lokanath Mishra Resigned from the Board w.e.f 22nd June, 2015 due to pre occupation.

INDEPENDENT DIRECTORS DECLARATION:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of Listing Regulation.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1.
1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have /had no pecuniary relationship with company, its holding, subsidiary or associate company , or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Director has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives—
   - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
   - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
     - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
     - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent. or more of the gross turnover of such firm;
   - (iii) Holds together with his relatives two percent. or more of the total voting power of the company; or
   - (iv) is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty-five percent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent. or more of the total voting power of the company;
6. Independent Director possesses such qualifications as may be directed by the Board.

   The Company & the Independent Directors shall abide by the provisions specified in Schedule IV of the Companies Act, 2013.

BOARD EVALUATION:

SEBI listing regulations mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors should be done by the entire Board of Directors, excluded the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

PERFORMANCE OF THE BOARD AND COMMITTEES:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

(i) Most of the Directors attended the Board meeting;
(ii) The remunerations if any paid to executive Directors are strictly as per the company and industry policy.
(iii) The Independent Directors only received sitting fees if any.
(iv) The Independent Directors contributed a lot in the Board and committee deliberation and business and operation of the company and subsidiaries based on their experience and knowledge and Independent views.
(v) The Credit Policy, Loan Policy and compliances were reviewed periodically;
(vi) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

MEETING OF INDEPENDENT DIRECTORS:

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Regulation 25 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company held their meeting on 12th February, 2016, reviewed the performance of non- independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non-executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on 31st March, 2016, the Board consists of 4 members. Out of which three are Independent Directors and one Executive Director.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

COMMITTEES OF THE BOARD:

Currently, the Board has Three Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Shares Transfer /Investor Grievances Committee.

A detailed note on the Board and its Committees is provided under the Corporate Governance Report that forms part of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee under the Chairmanship of the Independent Director Mr. Chandrakant Ramchandra Joshi.

The Gist of the Policy of the said committee:
For Appointment of Independent Director (ID):
a.
a. Any person who is between the age of 25 years and below 75 years eligible to become Independent Director(ID);
b. He has to fulfill the requirements as per section 149 of the Companies Act, 2013 read with Sebi listing regulations.
c. Adhere to the code of conduct as per Schedule IV to the Companies Act, 2013;
d. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
e. Independent Director should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
f. Independent Director should be able to devote time for the Board and other meetings of the company;
g. Entitled for sitting fees and Reasonable conveyance to attend the meetings; and
h. Able to review the policy, participate in the meeting with all the stakeholders of the company at the Annual General Meeting.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:
The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

DIRECTORS' RESPONSIBILITY STATEMENT:
Pursuant to the Section 134(3) (c) and Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm:

(I) That in the preparation of the accounts for the financial year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(II) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;

(III) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(IV) That the Directors have prepared the accounts for the financial year ended 31st March 2016 on a 'going concern' basis.

(V) The internal financial controls laid and have been followed by the company and that such controls are adequate and are operating effectively. Such controls means controls and policies and procedures adopted and adherence by the company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficiency.

(VI) 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.

AUDITORS:

STATUTORY AUDITORS

At the Annual General Meeting held on 27th September, 2014, M/s. Motilal & Associates, Chartered Accountants, were appointed as statutory auditors of the Company to hold office till the conclusion of the 26th Annual General Meeting to be held in the calendar year 2017.

In terms of the first provision to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Motilal & Associates, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders.

In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

SECRETARIAL AUDITOR

Mr. Suprabhat Chakraborty, (Membership No.41030, C.P No.15878) Practicing Company Secretary was appointed to conduct the Secretarial Audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules there under.

INTERNAL AUDITOR

M/s Dhawan & Co., Chartered Accountants (FRN-002864N) was appointed to conduct the Internal Audit of the Company for the financial year 2015-16, as required under Section 138 of the Companies Act, 2013 and Rules there under

AUDITORS REPORT

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self-explanatory and do not call for any comments under section 134 of the companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

As required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) CONSERVATION OF ENERGY:

The Company continues its policy of encouraging energy conservation measures. The regular review of energy consumption and the systems installed to control utilization of energy is undertaken.

B) RESEARCH &DEVELOPMENT ACTIVITIES:

There is a dedicated team being formed which conduct market research will prepare the inputs which will be used to create the R&D Pipeline.

C) TECHNOLOGY ABSORPTION:

The Company is equipped with technologies from world's leaders.

D) FOREIGN EXCHANGE EARNINGS & OUTGO:

(Rs. in Lacs)

		2015-2016	2014-2015
a.	Foreign Exchange Earned	00	00
b.	Foreign Exchange Used	00	00

WHISTLE BLOWER POLICY:

The Company has formulated a policy known as 'Whistle Blower Policy' to allow and encourage employees to bring to the Management's Notice (Audit Committee) directly, without necessarily informing their superiors about suspected unethical behaviour, malpractice, wrongful conduct, fraud, violation of the Company's policies including code of conduct, violation of law or questionable accounting or auditing matters by any employee/director in the Company without fear of reprisal. The Company further undertakes that it has not denied any personnel access to the Audit Committee of the Company with respect to the same.

RELATED PARTY TRANSACTIONS/CONTRACTS:

Pursuant to the Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contract or arrangement entered into by the Company with related parties referred to in Section 188(1) are available in the Notes of the, Standalone financial statements section of the Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

EXTRACT OF ANNUAL RETURNS

Pursuant to the Section 134(3) (a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return is Form MGT-9 which forms part of this report.

HUMAN RESOURCES MANAGEMENT:

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company. The relationship with the workers has continued to be cordial.

To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

As per provisions of 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 provided to this Board's report.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT:

Your Company is committed to provide a safe, healthy and congenial atmosphere irrespective of cast, creed or social class of the employee.

Your Company affirms that during the year there were no complaints reported under the Sexual Harassment of Woman at workplace (Prevention, Prohibition and Redressal) Act, 2013

CORPORATE GOVERNANCE:
A Report on Corporate Governance is provided in a separate section which forms part of this report.

INSURANCE OF ASSETS
All the fixed assets and material of the company have been insured against fire and allied risks.

BANK AND FINANCIAL INSTITUTIONS
Directors are thankful to their bankers for their continued support to the company.

ACKNOWLEDGMENTS
Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

On behalf of the Board of Directors.

Place: Vadodara
Dated: 27th May, 2016

Sd/-
Prakash Biharilal Dhebar
Managing Director
DIN: 02488046

Sd/-
Chandrakant Ramchandra Joshi
Director
DIN: 06694293

FORM NO. MGT 9			
EXTRACT OF ANNUAL RETURN			
as on financial year ended on 31.03.2016			
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.			
I	**REGISTRATION & OTHER DETAILS:**		
i	**CIN**	L21100GJ1991PLC016644	
ii	**Registration Date**	20/11/1991	
iii	Name of the Company	DIVINE MULTIMEDIA (INDIA) LIMITED	
iv	Category/Sub-category of the Company	Public Company	
v	Address of the Registered office & contact details	SF/28, Silver Rock Complex, behind Makarpura, Police Station, Makarpura Road, Baroda - 390010	
vi	Whether listed company	Yes	
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Share Registry (India) Pvt. Ltd ,Unit No. 9, Shiv Shakti Ind. Estt, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E),Mumbai,Maharashtra,400011	
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		
SL No	**Name & Description of main products/services**	**NIC Code of the Product /service**	**% to total turnover of the company**
1	Movies & TV Serial Production		100

III. PARTICULRS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANY

NIL

IV. SHARE HOLDING PATTERN(EQUITY SHARE CAPITAL BREAKUP AS % OF TOTAL EQUITY

A. Category-wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year 31-03-15				No. of Shares held at the end of the year 31-03-16				% of Change during the year
	Demat	Physical	Total	% of Total TOTSHR	Demat	Physical	Total	% of Total TOTSHR	
A. Promoters									
(1) **Indian**									
(g) Individuals/ HUF	45000	0	45000	0.07	45000	0	45000	0.07	0
(h) Central Govt	0	0	0	0	0	0	0	0	0
(i) State Govt(s)	0	0	0	0	0	0	0	0	0
(j) Bodies Corp.	0	0	0	0	0	0	0	0	0
(k) Banks / FI	0	0	0	0	0	0	0	0	0
(l) Any Other....									
* DIRECTORS	0	0	0	0	0	0	0	0	0
* DIRECTORS RELATIVES	0	0	0	0	0	0	0	0	0
* PERSON ACTING IN CONCERN	0	0	0	0	0	0	0	0	0
Sub Total (A)(1):-	45000	0	45000	0.07	45000	0	45000	0.07	0
(2) **Foreign**									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals									
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....									
Sub Total (A)(2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	45000	0	45000	0.07	45000	0	45000	0.07	0
B. Public Shareholding									
(1) **Institutions**									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks FI	0	0	0	0	0	0	0	0	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govet(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)									
* U.T.I.	0	0	0	0	0	0	0	0	0
* FINANCIAL INSTITUTIONS	0	0	0	0	0	0	0	0	0
* I.D.B.I.	0	0	0	0	0	0	0	0	0
* I.C.I.C.I.	0	0	0	0	0	0	0	0	0
* GOVERMENT COMPANIES	0	0	0	0	0	0	0	0	0
* STATE FINANCIAL CORPORATION	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ANY OTHER	0	0	0	0	0	0	0	0	0
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0	0	0	0	0	0
* PRIVATE SECTOR BANKS	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
(2) **Non-Institutions**									
(a) Bodies Corp.									
(i) Indian	24031019	2300000	26331019	39.35	22886187	2300000	25186187	37.64	-1.71
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	15026885	510000	15536885	23.22	14978291	496000	15474291	23.12	-0.09
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	20291208	1255000	21546208	32.2	20837638	1255000	22092638	33.01	0.82
(c) Others (specify)									
* N.R.I. (NON-REPAT)	492	0	492	0	492	0	492	0	0
* N.R.I. (REPAT)	22999	0	22999	0.03	22999	0	22999	0.03	0
* FOREIGN CORPORATE BODIES	0	0	0	0	0	0	0	0	0
* TRUST	0	0	0	0	6000	0	6000	0.01	0.01
* HINDU UNDIVIDED FAMILY	2903387	525000	3428387	5.12	3102854	275000	3377854	5.05	-0.08
* EMPLOYEE	0	0	0	0	0	0	0	0	0
* CLEARING MEMBERS	9010	0	9010	0.01	714539	0	714539	1.07	1.05
* DEPOSITORY RECEIPTS	0	0	0	0	0	0	0	0	0
* OTHER DIRECTORS & RELATIVES	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	62285000	4590000	66875000	99.93	62549000	4326000	66875000	99.93	0
Total Public Shareholding (B) = (B)(1)+(B)(2)	62285000	4590000	66875000	99.93	62549000	4326000	66875000	99.93	0
C. TOTSHR held by Custodian for	0	0	0	0	0	0	0	0	0

GDRs & ADRs										
GrandTotal(A + B + C)		62330000	4590000	66920000	100	62594000	4326000	66920000	100	0
Other		0	0	0	0	0	0	0	0	0

B. Shareholding of Promoters

Sl No.	ShareHolder's Name	ShareHolding at the beginning of the year 31-03-15			Shareholding at the end of the year 31-03-16			
		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	% change in share holding during the year
1	PRAKASH BIHARILAL DHEBAR	45000	0.07	0	45000	0.07	0	0

C. Change in Promoter's Shareholding:

Sl No.		ShareHolding at the beginning of the year 31-03-15		Cumulative Shareholding during the year 31-03-16		
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	Type
1	PRAKASH BIHARILAL DHEBAR	45000	0.07			
	31/03/2016			45000	0.07	

D. Sharedholding Pattern of top ten Shareholders:

Sl No.		ShareHolding at the beginning of the year 31-03-15		Cumulative Shareholding during the year 31-03-16		
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	Type
1	MONO HERBICIDES LIMITED	7501559	11.21			
	08-07-15	-2461000	-3.68	5040559	7.53	Sell
	11-06-15	-5040559	-7.53	0	0	Sell
	31/03/2016			0	0	
2	MANOJ JAVERI STOCK BROKING PVT LTD	4667644	6.97			
	11-06-15	-830000	-1.24	3837644	5.73	Sell
	25/12/2015	87500	0.13	3925144	5.87	Buy
	31/12/2015	262500	0.39	4187644	6.26	Buy
	31/03/2016	1122783	1.68	5310427	7.94	Buy
	31/03/2016			5310427	7.94	
3	GLOBE FINCAP LIMITED	1494451	2.23			
	05-01-15	605549	0.9	2100000	3.14	Buy
	31/03/2016	-1100000	-1.64	1000000	1.49	Sell
	31/03/2016			1000000	1.49	
4	ARCHANA MITTAL	1400000	2.09			
	31/03/2016			1400000	2.09	
6	SAAKSHI - SHARES PVT.LTD.	1123453	1.68			
	05-01-15	-1100000	-1.64	23453	0.04	Sell
	26/06/2015	-490	0	22963	0.03	Sell
	30/06/2015	-80	0	22883	0.03	Sell
	31/07/2015	-100	0	22783	0.03	Sell
	31/03/2016	-22783	-0.03	0	0	Sell
	31/03/2016			0	0	
8	HASMUKHBHAI MANILAL SHAH	955460	1.43			
	31/03/2016			955460	1.43	
9	MAMTA VYAS	675000	1.01			
	31/03/2016			675000	1.01	
10	PRITESHKUMAR H SHAH	628105	0.94			
	31/03/2016			628105	0.94	

E. Sharedholding of Directors and Key Managerial Personnel:

Sl No.		ShareHolding at the beginning of the year 31-03-15		Cumulative Shareholding during the year 31-03-16		
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	Type
1	**PRAKASH BIHARILAL DHEBAR**	**45000**	**0.07**	**45000**	**0.07**	

V INDEBTEDNESS

(Amt. in Rupees)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,17,92,104			
ii) Interest due but not paid	17,87,177			
iii) Interest accrued but not due				
Total (i+ii+iii)	2,35,79,281			
Change in Indebtedness during the financial year				
Additions	1,64,60,000			
Reduction	1,03,80,002			
Reinstatement				
Net Change	60,79,998			
Indebtedness at the end of the financial year				
i) Principal Amount	2,35,52,104			
ii) Interest due but not paid	61,07,175			
iii) Interest accrued but not due				
Total (i+ii+iii)	2,96,59,279			

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration		Name of the MD/WTD/Manager/Director		
1	**Gross salary**		**PRAKASH BIHARILAL DHEBAR**		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.		**NIL**		
	(b) Value of perquisites u/s 17(2) of the Income				

	tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock option				
3	Sweat Equity				
4	Commission				
	as % of profit				
	others (specify)				
5	Others, please specify				
	Total (A)				
	Ceiling as per the Act				

B. Remuneration to other directors:

Sl.No	**Particulars of Remuneration**		**Name of the Directors**			**Total Amount**
1	Independent Directors		Mr. Chandrakant Ramachandra Joshi	Mr. Dhawani Hareshbhai Contractor	Mr. Devendrasinh Dalpatsinh Umat	
	(a) Fee for attending board committee Meetings		18,000	9,000	18,000	45,000
	(b) Commission					
	(c) Others, please specify					
	Total (1)					
2	Other Non Executive Directors					
	(a) Fee for attending board committee meetings					
	(b) Commission					
	(c) Others, please specify.					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration		18,000	9,000	18,000	45,000
	Overall Cieling as per the Act.					

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

Sl. No.	**Particulars of Remuneration**		**Key Managerial Personnel**		
1	**Gross Salary**		**CEO**	**N.A**	**N.A**
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		same as Managing Director		
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	as % of profit				
	others, specify				
5	Others, please specify				
	Total				

VII PENALTIES/PUNISHMENT/COMPPOUNDING 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 - NIL					
Penalty					
Punishment					
Compounding					
B. DIRECTORS - NIL					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT - NIL					
Penalty					
Punishment					
Compounding					

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OPPORTUNITIES:

The Global business environment is becoming more competitive than ever. As a result, this is forcing businesses to seek newer ways to improve their efficiency, lower operating costs, be more responsive to Customer needs, and brings new products to market faster.

The E&M industry in India has been growing faster than the Indian economy. The Government, on its part, has taken several positive measures in 2005 including liberalising the foreign investment regime and resolving some of the regulatory bottleneck in certain segments of the industry and is currently working on other policy initiatives to give a further impetus to the industry. With concerted efforts by industry players on deterrents such as piracy and other challenges, the E&M industry has the potential to evolve into a star performer of the Indian economy. Accordingly, television in India is the most preferred entertainment medium with the highest impact of advertising on the audiences. India has the third largest TV households globally, second to only China and the US. Indian film industry is proudly marching towards completion of 100 golden years. From the humble beginning through a silent film made in 1913 to Indian film-makers producing films in English, Indian film industry has truly come a long way. Going forward, the film segment in India is expected to further reap the benefits of going digital with digital prints, digital cinemas and more sophisticated digital production techniques. The future of India's media and entertainment landscape looks extremely promising with changes such as analogue cable sunset date by 2014, and players in the overall media value chain attempting to provide improved content to viewers through effective marketing and delivery strategies.

THREATS:

The Indian box office is fairly seasonal in nature, with bigger releases and higher box office sale occurring during holidays periods and festival seasons. Moreover, viewership may be affected by major sports events, such as, Indian Premier League (IPL), World Cups, live gaming etc. Piracy continues to dampen the growth and reduces the revenue. Increased Competition is yet another threat to E&M Industry. The media and entertainment industries face both danger and opportunities in digital technology.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate internal control systems commensurate with the scale of operations of the company.

DISCUSSION ON FINANCIAL PERFORMANCE:

The Company's financial performance is discussed in details under the head “Results of Operations” in Directors Report to the Members.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

There are no material developments in human resources.

CAUTIONARY STATEMENT:

Statement in this report on Management Discussion and Analysis describing the Company's objectives, estimates, expectations or predictions may be “forward looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Divine Multimedia (India) Ltd constantly strives towards improving, systems and process that promote the values of transparency, professionalism, accountability and compliance.

The Company remains firmly committed to this central theme and endeavour to improve these values on an ongoing basis.

COMPOSITION OF BOARD AS ON 31st MARCH, 2016

SR. NO	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Mr. Prakash Biharilal Dhebar	Executive Director	Managing director
2	Dhvani Hareshbhai Contractor*	Independent	Director
3	Mr. Chandrakant Ramchandra Joshi	Independent	Director
4	Mr. Devendrasinh Dalpatsinh Umat	Independent	Director

MEETINGS AND ATTENDANCE DURING THE YEAR 2015-2016

Board Meetings were conducted 6 (Six) times during the year as follows:

SR. NO	Date	Board Strength	No. of Directors Present
1	29.05.2015	4	4
2	12.08.2015	4	4
3	08.10.2015	4	4
4	07.11.2015	4	4
5	12.02.2016	4	4
6	28.03.2016	4	4

The record of Attendance at Board Meetings and Membership of Board of Directors as on 31st March, 2016

Sr. No	Name of Director	No of Board Meetings attended during the Year	Attendance at the AGM	No. of Membership of Committees	No. of Chairmanships of Committees
1	Mr. Prakash Biharilal Dhebar	4	P	2	0
2	Dhvani Hareshbhai Contractor	4	-	1	0
3	Devendrasinh Dalpatsinh Umal	6	P	2	1
4	Chandrakant Ramchandra	6	P	2	1

NOTES:

1. The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transaction is very well scrutinized and checks were made so that the Company is a beneficiary.
2. During the period the Company received notices/declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.
3. Dhvani Hareshbhai Contractor was appointed on board on 08/10/2015.
4. No. of membership in Committees and Chairmanship of Committees includes only Audit Committee and Stakeholders Relationship Committee.

AUDIT COMMITTEE

Brief description and terms of reference

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The audit committee is constituted pursuant to SEBI listing regulation.

Composition of Audit Committee as on 31st March, 2016.

Sr.No.	Name of Members	Designation
1.	Chandrakant Ramchandra Joshi	Chairman-Independent Director
2.	Prakash Biharilal Dhebar	Executive Director
3.	Dhvani Hareshbhai Contractor	Independent Director

Company has conducted 4 (Four) Audit Committee Meeting during the year.

April – June	July – September	October – Dec ember	January – March
29.05.2015	12.08.2015	07.11.2015	12.02.2016

Meetings and Attendance of the Audit Committee during the Year

Sr.No	Name of Member	No. of Meeting Held During the Year	No. of Meeting Attended
1	Chandrakant Ramchandra Joshi	4	4
2	Prakash Biharilal Dhebar	4	4
3	Dhvani Hareshbhai Contractor	4	2

Note- Dhvani Hareshbhai Contractor was appointed on board on 08/10/2015.

Powers of the Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
b. Changes, if any, in accounting policies and practices and reasons for the same;
c. Major accounting entries involving estimates based on the exercise of judgment by management;
d. Significant adjustments made in the financial statements arising out of audit findings;
e. Compliance with listing and other legal requirements relating to financial statements;
f. Disclosure of any related party transactions; and
g. Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

Brief description and terms of reference

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our managing Director/Whole Time Directors; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives.

Composition of Nomination and Remuneration Committees on 31st March, 2016

Sr.No.	Name of Members	Designation
1.	Mr. Chandrakant Ramchandra Joshi	Chairman-Independent Director
2.	Mr. Devendrasinh Dalpatsinh Umal	Independent Director
3.	Mr. Prakash Biharilal Dhebar	Executive Director
4.	Dhvani Hareshbhai Contractor	Independent Director

Company has conducted Nomination and Remuneration Committee meetings on 08/10/2015.

ROLE OF THE COMMITTEE:
The role of Nomination and Remuneration Committee is as follows:

- determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- evaluating performance of each Director and performance of the Board as a whole;

SHARES TRANSFER COMMITTEE
Brief description and Terms of Reference

The Board has delegated the powers to a committee to approve transfer/transmission of shares and attend to all other matters related thereto.

Composition of Shares Transfer Committee as on 31st March, 2016

Sr.No.	Name of Members	Designation
1.	Mr. Prakash Biharilal Dhebar	Chairman
2.	Mr Devendrasinh Dalpatsinh Umat	Member
3.	Mr. Chandrakant Ramachandra Joshi	Member

Name of the Compliance Officer – Mr. Prakash Biharilal Dhebar
Email Id: divinemultimedialtd@gmail.com

MANAGEMENT REVIEW AND RESPONSIBILITY
FORMAL EVALUATION OF OFFICERS

The Remuneration Committee of the Board approves the compensation and benefits for all executive Board members. Another committee, headed by the Executive Directors, reviews, evaluates and decides the annual compensation of our officers from the level of executive upwards.

DISCLOSURES

1. RELATED PARTY DISCLOSURES:

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors, their relatives etc. that may have potential conflict with the interest of the Company at large: None of the transaction with any of the related parties was in conflict with the interested of the Company.

2. ACCOUTING TREATMENT:

The account treatments are in accordance with the applicable accounting standard. The company has not altered or adapted any new standard.

3. COMPLIANCE BY THE COMPANY:

details of non-compliance by the Company, penalties, and stricture imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years:

The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

4. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) regulations, 1992 as amended, the Company has adopted a "Code of Conduct for Prevention of Insider Trading. Mr. Prakash Biharilal Dhebar is the Compliance Officer for this purpose.

ANNUAL GENERAL MEETING

Details of Annual general Meetings

Particulars	F.Y. 2014 -2015	F.Y. 2013 -2014	F.Y. 2012 -2013
Date	29.09.2015	27.09.2014	27.09.2013
Time	05.00 p.m.	05.00 p.m.	10.30 a.m.
Venue	SF/28, Silver Rock Complex, Behind Makarpura Police Station, Makarpura Road, Baroda - 390010.	SF/28, Silver Rock Complex, Behind Makarpura Police Station, Makarpura Road, Baroda - 390010.	1st Floor, Panorama Complex, R.C. Dutt Road, Alkapuri, Vadodara – 390 007
Regd. Office	SF/28, Silver Rock Complex, Behind Makarpura Police Station, Makarpura Road, Baroda - 390010.	SF/28, Silver Rock Complex, Behind Makarpura Police Station, Makarpura Road, Baroda - 390010.	1st Floor, Panorama Complex, R.C. Dutt Road, Alkapuri, Vadodara - 390 007

MEANS OF COMMUNICATION

Half Yearly Financial Report	The Financial results of the Company are published in leading newspapers, and a separate half yearly report is not sent to each shareholder.
Quarterly Financial Results	The quarterly financial results of the Company are published in accordance with the requirement of the Listing Agreement of the Stock Exchanges where the shares of the company are listed.
Newspapers in which results are normally Published	1. Free Press Journal (English) 2. Lokmitra (Gujarati)
Web site	www.divinemultimedia.com
Administrative/Registered Office	SF/28, Silver Rock Complex, Behind Makarpura Police Station, Makarpura Road, Vadodara - 390010.
Whether Management Discussions and Analysis report is a part of Annual Report or not	Yes

GENERAL SHAREHOLDERS INFORMATION

1. 25th Annual General Meeting

Date : 28th September, 2016
Time : 11:00 a.m.
Venue : SF/28, Silver Rock Complex,
Behind Makarpura Police Station
Makarpura Road,
Vadodara - 390010.,

2. Date of Book Closure: 22nd September, 2016 to 28th September, 2016 (both days inclusive)

3. Tentative Calendar for financial year 31st March , 2016

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the Financial year ending 31st March, 2016 are as follows

Financial Reporting for the Quarter Ended 30th June 2016	**By mid of August, 2016**
Financial Reporting for the Quarter and Half yearly Ended 30th September 2016	**By mid of November, 2016**
Financial Reporting for the Quarter Ended 31st December 2016	**By mid of February, 2017**
Financial Reporting for the Quarter Ended 31st March 2017	**By end of May, 2017**

4. Registered Office

SF/28, Silver Rock Complex, Behind Makarpura Police Station, Makarpura Road, Vadodara - 390010.

5. Listing of Shares on Stock Exchanges

The Company shares are listed on BSE Limited (BSE). The requisite listing fees have been paid in full to all the Stock Exchanges.

6. A) Stock Codes

BSE : 523810
ID : DIVINE
ISIN : INE611B01022

B) Corporate Identity Number : L21100GJ1991PLC016644

7. Market Price Data: BSE & NSE

A) The Monthly high/low quotation of equity shares traded on the BSE Limited, Mumbai are as follows:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
Apr-15	1.36	1.56	1.34	1.56	55067
May-15	1.63	1.96	1.55	1.8	115857
Jun-15	1.89	1.89	0.95	1.39	131195
Jul-15	1.44	1.54	1.13	1.54	10449
Aug-15	1.55	1.55	1.3	1.3	7401
Sep-15	1.24	1.24	0.95	0.95	17379
Oct-15	0.95	1.22	0.77	1.22	57936
Nov-15	1.16	1.2	0.95	0.95	13724
Dec-15	0.99	1	0.81	0.88	21670
Jan-16	0.92	1.14	0.92	1.04	44521
Feb-16	1.09	1.35	1.09	1.3	21168
Mar-16	1.24	1.3	1.18	1.18	331112

(Source –www.bseindia.com)

B) According to categories of shareholders as on 31st March 2016

	Categories	Shares Held	% of Total
a	Promoters	45000	0.07
b	Banks, Financial Institution, Insurance Companies,(Central/ State Govt. Institution/ Non-Govt. Institution),	NIL	NIL
c	Mutual Funds/UTI	NIL	NIL
d	FIIs	NIL	NIL
e	Private Corporate Bodies	25186187	37.636
f	Individual	37566929	56.137
g	NRIs / OCBs	23491	0.035
h	Clearing Members	714539	1.068
i	HUF	3377854	5.048
j	Trusts	6000	0.009
	TOTAL	6,69,20,000	100.00

8. Registrar and Transfer Agent:
SHARE TRANSFER SYSTEM

M/s. Purva Share Registry (India) Pvt. Ltd continues to be the Registrar and Transfer Agent of the Company. All the work related to share Registry in terms of both Physical and Electronic segment has been allotted to M/s. Purva Share Registry (India) Pvt. Ltd., in view of the directive issued by SEBI in this regard i.e. for handling both Physical as well as Electronic transfer at a single point.

Shareholders are therefore requested to send shares for Physical transfer to M/s. Purva Share Registry (India) Pvt. Ltd instead of sending to the Company. As the Company's Shares are compulsorily to be traded in dematerialized form, members holding shares in Physical Form are requested to send the share certificate to their Depository Participants to enable Registrar and Transfer Agent to take steps for dematerialization at the following:

The address of Registrar and Transfer agents is:

PURVA SHARE REGISTRY (INDIA) PVT. LTD
Unit No. 9,
Shiv Shakti Ind. Estt,
J R Boricha Marg,
Opp. Kasturba Hospital Lane, Lower Parel (E),
Mumbai,
Maharashtra,400011

9. Dematerialisation of Shares

As on 31st March, 2016: 62594000shares, representing 93.54 % of the total issued capital, were held in dematerialized form and 4326000 shares, representing 6.46 % of the total issued capital is held in Physical form.

10. Outstanding ADRs / GDRs
The company has not issued any ADRs / GDRs

11. Address for Correspondence:
SF/28, Silver Rock Complex, Behind Makarpura Police Station, Makarpura Road, Baroda - 390010

CODE OF CONDUCT

To,
The Members of
DIVINE MULTIMEDIA (INDIA) LIMITED

Pursuant to Regulation 17(5) 0f SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the board members and senior management personnel of the Company have affirmed compliances with the Code of Conduct for the year ended on 31st March, 2016.

Place: Vadodara
Date: 27/05/2016

for Divine Multimedia (India) Limited
S/d
Mr. Prakash Biharilal Dhebar
(Managing Director)
DIN 02488046

CEO/ CFO Certification to the Board

I, Prakash Biharilal Dhebar, Managing director, certify that:

a. I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief.

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

c. I accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have not noticed any deficiency in the design of operation of such internal controls, or of which I am aware that needs to be rectified, or informed to the auditors and the Audit Committee.

d. During the year it was disclosed to the Auditors and the Audit Committee that
(1) There were no significant changes in internal control over financial reporting;
(2) No significant changes in accounting policies were made during the year; and
(3) No instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting, has come to our notice.

Place: Vadodara
Date: 27/05/2016

For Divine Multimedia (India) Ltd
S/d
Mr. Prakash Biharilal Dhebar
(Managing Director)
DIN 02488046

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s Divine Multimedia (India) Limited
Unit No. 305,
1st Floor, 101/2, Panorama Complex,
R C Dutt Road,
Alkapuri Vadodara
Vadodara - 390007

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Divine Multimedia (India) Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31st, 2016 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.

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

a) The Companies Act, 2013 (the Act) and the rules made there under;
b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
d) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 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; (Not applicable to the Company during the Audit Period)
   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014; (Not applicable to the Company during the Audit Period)
   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)

f) The followings are the other laws as specifically applicable to the Company:
   a. Maharashtra Stamp Act, 1958;
   b. Minimum wages Act, 1948;
   c. Negotiable Instrument Act, 1881;
   d. Payment of Wages Act, 1936;
   e. The Copyright Act, 1957;
   f. Trade Mark Act, 1999;
   g. Cinematograph Act, 1952;

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

(i) The company has complied with the Listing Agreements to the extent applicable and also complied with SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (the "LODR") entered into by the Company with the stock exchanges, however the stricter compliance of the Listing Regulation is to be observed by the Company;

(ii) The Company has complied with the applicable Clauses of Secretarial Standard (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the stricter compliance need to be followed by the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above Subject to the following Observation:

I The Company has not appointed Company Secretary, Chief Financial Officer as Key Managerial Personnel in term of requirement of Section 203 of the Companies Act, 2013 and Compliance Officer as per Regulation 6 of the LODR;

ii. The Company has not appointed Woman Director in Board in term of Section 149 (1) of the Companies Act, 2013;

iii. The company has website; but information as required under Regulation 46 of LODR and the Companies Act, 2013 not updated.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, subject to non compliance as mention above. The changes in the composition of the Board of Directors that took place during the period under review are 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 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 are captured and recorded as part of the minutes.

I further report that there is scope to improve the systems and processes in the company and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has not accorded any consent of members to the Board of Directors for any specific events/actions having a major bearing on the Company's affairs.

Suprabhat Chakraborty.
Company Secretary in Practice

Date: 27.05.2016
Place:

ACS No. – 41030
C.P No. - 15878

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

"Annexure A"

TO
THE MEMBERS
DIVINE MULTIMEDIA LIMITED

My Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management .My examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Signature:

Suprabhat Chakraborty.
Company Secretary in Practice

Date: 27.05.2016
Place:

ACS No. – 41030
C.P No. - 15878

INDEPENDENT AUDITORS' REPORT

To The Members of
DIVINE MULTIMEDIA (INDIA) LTD.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Divine Multimedia (India) Limited ('the Company'), which comprise the balance sheet as at 31st March 2016, the statement of profit and loss and 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 Standalone Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

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

Other Matter

The Company, being a listed company, has been mandatorily required under Section 203 of the Act, to have whole time Key Managerial Person which includes Company Secretary as defined under section 2(24) of the Act.

During the course of our audit, it has been observed that the Company has not complied with the requirement of Section 203 of the Companies Act, 2013 by not appointing a Company Secretary, as a whole time Company Secretary for the year.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of the written representations received from the directors as on 31st March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and

(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".

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements, if any.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts, if any; and

iii. The Company is not required to transfer any amounts to the Investor Education and Protection Fund.

For Motilal & Associates
Chartered Accountants
Registration No.:106584W

(Motilal Jain)
M. No. 036811

Place : Mumbai
Date : 27/05/2016

ANNEXURE TO THE AUDITORS' REPORT

Issued by the Central Government under sub section 11 of section 143
of the Companies Act, 2013, (18 of 2013)

The auditor's report on the accounts of a company to which this Order applies shall include a statement on the following matters, namely:

(I)

a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;

b) Certain fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

c) The company does not hold any immovable property.

(II) The company does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the company.

(III)

a. According to the information and explanations given to us and based on the audit procedures conducted by us the company has granted unsecured Loans to a party covered in the register maintained under section 189 of the Companies Act, 2013, total loan amount granted Rs.51,00,000 during the year under review and balance outstanding as at balance sheet date Rs.89,12,500

b. In our opinion, the terms and conditions of the loans granted in previous year to the party in the register maintained under section 189 of the Act were prima facie, prejudicial to the interest of the company on account of the fact that the loans granted are interest free.

c. No terms and conditions has been stipulated for the grant of such loan, hence we cannot report on the same.

(IV) In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(V) The company has not accepted any deposits from the public. Thus, paragraph 3(v) is not applicable to the company.

(VI) The maintenance of cost records has not been specified to the company by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

(VII)

(a)

a. Company is 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 to the appropriate authorities, except the dues as stated under.

Statement of Arrears of Statutory Dues Outstanding for More than Six Months.

Name of the Statute	Nature of the dues	Amount	Period to which the amount pertains	Due date	Date of payment
Vadodara Municipal Corporation	Municipal taxes	53,470/-	Prior to 2011	-	Unpaid Till Date
Income Tax Act, 1961	TDS Defaults	3,804/-	F.Y 2014-15	Various Dates	Unpaid Till Date
Income Tax Act, 1961	TDS Defaults	14,133/-	F.Y 2013-14	Various Dates	Unpaid Till Date
Income Tax Act, 1961	TDS Defaults	67,171/-	F.Y 2012-13	Various Dates	Unpaid Till Date
Income Tax Act, 1961	TDS Defaults	8,609/-	Prior Years	Various Dates	Unpaid Till Date
Income Tax Act, 1961	TDS Late Filing Fees	17,000/-	F.Y 2014-15	Various Dates	Unpaid Till Date
Income Tax Act, 1961	TDS Late Filing Fees	9,800/-	F.Y 2013-14	Various Dates	Unpaid Till Date
Income Tax Act, 1961	TDS Late Filing Fees	69,400/-	F.Y 2012-13	Various Dates	Unpaid Till Date
Income Tax Act, 1961	TDS Interest U/s 220(2)	39/-	F.Y 2014-15	Various Dates	Unpaid Till Date

b. There are some dues of income tax which has not been deposited on account of any dispute.

Name of the statute	Amount (in Rs.)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	89,893,290/-	A.Y.11 -12	ITAT, Ahmedabad
Income Tax Act,1961	9,124,980/-	A.Y.13-14	CIT (Appeal), Vadodara
Income Tax(Penalty)	29,000/-	A.Y.13-14	AO notice u/s 271(1)(b) Dated 20/11/2015

viii. The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders. Thus, paragraph 3(viii) is not applicable to the company.

ix. The company did not raise any money by way of initial public offer or further public offer (including debt instruments) or by way of term loans during the year. Accordingly, paragraph 3(ix) is not applicable to the company.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations given to us Managerial remuneration has not been paid or provided for during the year under review, thus Paragraph 3(xi) of the order is not applicable to the company.

xii. Company is not a Nidhi Company hence the provision of Nidhi Company and the Nidhi Rules, 2014 is not applicable to the company.

xiii. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards; ct, 1934.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Motilal & Associates
Chartered Accountants
Registration No.:106584W

(Motilal Jain)
Partner
M. No. 036811
Place : Mumbai
Date : 27/05/2016

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF DIVINE MULTIMEDIA (INDIA) LIMITED

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 DIVINE MULTIMEDIA (INDIA) LIMITED ("the Company") as of March 31, 2016 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 as sets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Motilal & Associates
Chartered Accountants
(FRN: 106584W)

(Motilal Jain)
(Partner)
(Mem. No.: 036811)
Place: Mumbai
Date : 27/05/2016

PART I — BALANCE SHEET
Divine Multimedia (India) Limited
Formerly known as Kaleidoscope Films Limited
Balance Sheet as at 31 March 2016 **(Amount in Rupees)**

		Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
		1	2	3	4
I.		**EQUITY AND LIABILITIES**			
1		**Shareholders' funds**			
	(a)	Share capital	2	66,920,000	66,920,000
	(b)	Reserves and surplus	3	43,948,916	49,941,004
	(c)	Money received against share warrants		-	-
2		**Share application money pending allotment**		-	-
3		**Non-current liabilities**			
	(a)	Long-term borrowings	4	3,035,200	1,425,200
	(b)	Deferred tax liabilities (Net)	5	43,543	-
	(c)	Other Long term liabilities		-	-
	(d)	Long-term provisions	6	700,000	700,000
4		**Current liabilities**			
	(a)	Short-term borrowings	7	26,624,079	22,154,081
	(b)	Trade payables	8	8,139,148	1,555,482
	(c)	Other current liabilities	9	380,533	53,471
	(d)	Short-term provisions		-	-
TOTAL				**149,791,418**	**142,749,237**
II. ASSETS					
Non-current assets					
1	(a)	Fixed assets	10		
		(i) Tangible assets		1,898,995	2,328,977
		(ii) Intangible assets		-	-
		(iii) Capital work-in-progress		-	-
		(iv) Intangible assets under development		-	-
	(b)	Non-current investments	11	675,300	675,300
	(c)	Deferred tax assets (net)		-	-
	(d)	Long-term loans and advances	12	76,387,768	85,477,768
	(e)	Other non-current assets		-	-
2		**Current assets**			
	(a)	Current investments		-	-
	(b)	Inventories	13	63,666,000	42,500,000
	(c)	Trade receivables	14	1,142,263	1,142,263
	(d)	Cash and cash equivalents	15	1,543,376	342,067
	(e)	Short-term loans and advances	16	4,477,717	10,282,863
	(f)	Other current assets		-	-
TOTAL				**149,791,418**	**142,749,237**

See accompanying notes to the Financial Statements.
Notes 1

For Motilal & Associates
Chartered Accountants
Firm Regn No. 106584W

Motilal Jain
Partner
Membership No.36811

On Behalf of the Board
For Divine Multimedia (India) Limited
(CIN : L21100GJ1991PLC016644)

(Prakash B. Dhebar) **(Chandrakant Joshi)**
DIN: 2488046 **DIN: 6694293**
Director **Director**

Date : **5/27/2016**
Place : **Vadodara**

Profit and loss statement for the year ended 31 March 2016 **(Amount in Rupees)**

	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
I	Revenue from operations		-	-
II	Increase in Inventories of FG/WIP/Stock-in-trade	17	21,166,000	42,500,000
III	Other income	18	-	1,413,898
IV	**Total Revenue (I + II + III)**		**21,166,000**	**43,913,898**
V	**Expenses:**			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	19	21,166,000	42,500,000
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
	Employee benefits expense	20	36,000	71,000
	Finance costs	21	4,803,938	4,802,008
	Depreciation and amortization expense	10	429,982	479,980
	Other expenses	22	678,625	37,890,430
	Total expenses		**27,114,545**	**85,743,418**
VI	**Profit before exceptional and extraordinary items and tax (III - IV)**		**(5,948,545)**	**(41,829,520)**
VII	Exceptional items		-	(1,000,000)
VIII	**Profit before extraordinary items and tax (V - VI)**		**(5,948,545)**	**(40,829,520)**
IX	Extraordinary items		-	-
X	**Profit before tax (VII- VIII)**		**(5,948,545)**	**(40,829,520)**
XI	**Tax expense:**			
	1 Current tax		-	-
	2 Deferred tax		43,543	
	3 Short / Excess Provision for Tax			
XII	**Profit (Loss) for the period from continuing operations (VII-VIII)**		**(5,992,088)**	**(40,829,520)**
XIII	Profit/(loss) from discontinuing operations		-	-
XIV	Tax expense of discontinuing operations		-	-
XV	**Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)**		**-**	**-**
XVI	**Profit (Loss) for the period (XI + XIV)**		**(5,992,088)**	**(40,829,520)**
XVII	**Earnings per equity share:**			
	1 Basic		(00.09)	(06.10)
	2 Diluted		(00.09)	(06.10)

See accompanying notes to the financial statements.

For Motilal & Associates
Chartered Accountants
Firm Regn No. 106584W

On Behalf of the Board
For Divine Multimedia (India) Limited
(CIN : L21100GJ1991PLC016644)

Motilal Jain
Partner
Membership No.36811

(Prakash B. Dhebar)
DIN: 2488046
Director

(Chandrakant Joshi)
DIN: 6694293
Director

Date : 5/27/2016
Place : Vadodara

PART III – STATEMENT OF CASH FLOW
Divine Multimedia (India) Limited
Cash Flow Statement for the year ended 31 March 2016

		31/03/2016	31/03/2015
Cash flows from operating activities before tax			
Net Profit before tax		(5,948,545)	(40,829,520)
Adjustments for:			
Depreciation and Amortization		429,982	479,980
Interest Income		-	(1,413,898)
Finance costs		4,803,938	4,802,008
Operating profit / (loss) before working capital changes		**(714,625)**	**(36,961,430)**
Changes in Working Capital:			
(Increase)/Decrease in Trade Receivables		-	800,000
(Increase)/Decrease in Inventories		(21,166,000)	(42,500,000)
(Increase)/Decrease in Short-Term Loans and Advances		5,805,146	61,286,286
Increase/(Decrease) in Trade Payables		6,583,666	(215,834)
Increase/(Decrease) in Other current liabilities		327,062	(45,543)
Increase/(Decrease) in Long-Term Provisions		-	(1,000,000)
Profit generated from operations		**(9,164,751)**	**(18,636,521)**
Cash flow from extraordinary items		-	-
Cash generated from operations		(9,164,751)	(18,636,521)
Tax paid (net of refunds)		-	-
Net Cash From/(Used in) Operating Activities	**(A)**	**(9,164,751)**	**(18,636,521)**
Cash Flows from Investing Activities			
Sales (Purchase) of other investments		-	-
Long-term loans and advances		9,090,000	13,616,885
Interest received		-	1,413,898
Net cash from/(Used in) Investing Activities	**(B)**	**9,090,000**	**15,030,783**
Cash flows from Financing Activities			
Proceeds from other short-term borrowings		4,469,998	1,787,177
Finance cost		(4,803,938)	(4,802,008)
Net cash from/(Used in) Financing Activities	**(C)**	**1,276,060**	**(3,014,831)**
Increase in Cash and Cash Equivalents during the year	**(A+B+C)**	1,201,309	(6,620,569)
Cash and Cash Equivalents at the beginning of the year		342,067	6,962,637
Cash and Cash Equivalents at the end of the year		**1,543,376**	**342,067**

Note:Previous Year figures has been regrouped/rearranged wherever considered necessary.

As per our report on even date
For Motilal & Associates
Chartered Accountants
Firm Regn No. 106584W

On Behalf of the Board
For Divine Multimedia (India) Limited
(CIN : L21100GJ1991PLC016644)

Motilal Jain
Partner
Membership No.36811

(Prakash B. Dhebar)
DIN: 2488046
Director

(Chandrakant Joshi)
(6694293)
Director

Date : 5/27/2016
Place : Vadodara

Divine Multimedia (India) Limited
(CIN: L21100GJ1991PLC016644)

Note - 1: Notes for Financial Statement for the year ended 31st March, 2016

A. Significant Accounting Policies

1. Basis for preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles (GAAP) in India. GAAP includes Accounting Standards (AS) notified by the Government of India under Section 133 of the Companies Act, 2013, provisions of the Companies Act, 2013, pronouncements of Institute of Chartered Accountants of India and guidelines issued by Securities and Exchange Board of India (SEBI). The Company has presented financial statements as per format prescribed by Revised Schedule III, notified under the Companies Act, 2013, issued by Ministry of Corporate Affairs. Except where otherwise stated, the accounting policies are consistently applied.

2. Fixed assets, depreciation and amortization

- Tangible fixed assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed asset includes non-refundable taxes & levies, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing cost attributable to acquisition or construction of qualifying fixed assets is capitalized to respective assets when the time taken to put the assets to use is substantial.

- Depreciation on fixed assets is provided on straight line method on the basis of the depreciation rates prescribed in Schedule II of the Companies Act, 2013 or based on useful life of the asset as estimated by the management, whichever is higher.

3. Investments

Long-term investments are stated at cost except that there is permanent diminution in value of the said investment as required by AS-13.

4. Taxation

Provision for current tax is made for the tax liability payable on taxable income after considering the allowances, deductions and exemptions and disallowances if any determined in accordance with the prevailing tax laws.

5. Provisions, contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Liabilities which are of contingent nature are not provided but are disclosed at their estimated amount in the notes forming part of the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

6. Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which the results and estimates are recognised in the period in which the results are known or materialize.

7. Provisioning/Write-off of Doubtful Debts:

Unrealizable Debts and Sundry balances has been written-off to present true and fair view of the Management and as per the policy adopted by the Management of the company in the previous years.

B. Notes to Account

1. Contingent liabilities and commitments

Claims against the company not acknowledged as debt -

- Contingent Liabilities

(i) Income Tax Demand for AY 2011-12 of ₹ 8,98,93,290/- (PY ₹ 8,99,61,810/-)

(ii) Income Tax Demand for AY 13 -14 of ₹ 91,24,980/-

(iii) Tax Penalty for A.Y.13-14 of ₹ 29,000/-

2. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Company has not received any instruction from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

3. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars	**31/03/2016** (₹)	**31/03/2015** (₹)
Profit/(loss) after tax	(5,992,088)	(40,829,520)
Less : Dividends on convertible preference share & tax thereon	-	-
Net profit/(loss) for calculation of basic/diluted EPS	(5,992,088)	(4,08,29,520)
Weighted average number of equity shares in calculating basic EPS	6,69,20,000	6,69,20,000
Earnings per share (EPS) (basic/diluted)	**(00.09)**	**(00.61)**

		31st March, 2016 (₹)	**31st March, 2015** (₹)
4.	Value of imports calculated on CIF basis	Nil	Nil
5.	Expenditure in foreign currency	Nil	Nil
6.	Earnings in foreign exchange	Nil	Nil
7.	Auditors Remunerations (including Service tax, where applicable)		
	a) Audit Fees	87,875/-	39,326/-
	b) Certification Charges	Nil	23,034

8. Related Party Disclosures:

List of related parties with whom transactions have taken place and relationships

a) **Chandrakant Ramchandra Joshi –Director**
Nature of Transaction of Related Party
Director Sitting Fees : 18,000/-
Payable at the year end : 13,500/-

b) **Devendrasinh Dalpatsinh Umat –Director**
Nature of Transaction of Related Party
Director Sitting Fees : 18,000/-
Payable at year the end : 13,500/-

c) **Dhavani Hareshbhai Contractor –Director**
Nature of Transaction of Related Party
Director Sitting Fees : 9,000/-
Payable at the year end : 9,000/-

d) **Gujarat Capital Venture Service Limited – Enterprise in which relative of KMP have significant influence**
Nature of Transaction of Related Party
Unsecured Loan Taken : NIL
Repayment of Loan Taken : NIL
Amount Outstanding at year end : 5,22,000/-
Previous Year Balance : 5,22,000/-

e) **Suntech Consultants Private Limited - Enterprise in which relative of KMP have significant influence**
Nature of Transaction of Related Party
Unsecured Loan Taken : 1,11,10,000/-
Repayment of Loan Taken : 95,00,000/-
Amount Outstanding at year end : 25,13,200/-
Previous Year Balance : 9,03,200/-

f) **Pranjali (India) Private Limited - Enterprise in which relative of KMP have significant influence**
Unsecured Loan Given : 38,12,500/-
Repayment Received : NIL
Amount Outstanding at year end : 89,12,500/-
Previous Year Balance : 51,00,000/-

9. The balances appearing under unsecured loans, sundry creditors, loans and advances, and certain banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliation.

10. In the opinion of the Board, the Current Assets, Loans and Advances have value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet.

11. All known liabilities are provided for on the basis of available information/estimates.

12. Segment Reporting:
The Company operates in one segment i.e. film productions and allied TV contents hence no separate disclosure of segment-wise information has been made as per Accounting Standards (AS-17) Segment Reporting issued by the Institute of Chartered Accountants of India.

The accompanying notes are an integral part of the financial statements.

For Motilal & Associates
Chartered Accountants
Registration No.:106584W

(Motilal Jain)
Partner
M. No. 036811

Place : Mumbai
Date : 27/05/2016

For and on Behalf of the Board of Directors
For Divine Multimedia (India) Limited
CIN : L21100GJ1991PLC016644

Prakash B. Dhebar
DIN: 2488046
Director

Chandrakant Joshi
DIN: 6694293
Director

Divine Multimedia (India) Limited

Notes forming part of the financial statements

Note 2 Share Capital

Particulars	31 March 2016 (₹)		31 March 2015 (₹)
(a) Authorised			
200000000 Equity shares of Rs. 10/- each (Previous year 200000000 Equity Shares of Rs.10/- each)	2,000,000,000		2,000,000,000
	2,000,000,000		**2,000,000,000**
(b) Issued , subscribed and fully paid up			
66920000 equity shares of Rs.1/- each fully paid up with voting rights (Previous year 66920000 Equity Shares of Rs.1/- each)	66,920,000		66,920,000
	66,920,000		**66,920,000**

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Issued, subscribed and fully paid up

Particulars	Opening balance	Fresh issue	Bonus	+	Conversion	Buy back	Other Changes	Closing balance
Equity shares with voting rights								
Year ended 31 March 2016								
- Number of shares	66,920,000	-	-	-	-	-	-	66,920,000
- Amount (₹)	66,920,000	-	-	-	-	-	-	66,920,000
Year ended 31 March 2015								
- Number of shares	66,920,000	-	-	-	-	-	-	66,920,000
- Amount (₹)	66,920,000	-	-	-	-	-	-	66,920,000

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	31 March 2016		31 March 2015	
	Number of shares held	% held	Number of shares held	% held
Equity shares with voting rights				
Mono Herbicides Limited	-	0.00%	7,501,559	11.21%
Manoj Javeri Stock Broking Pvt Ltd.	5,310,427	7.94%	4,667,644	6.97%
Monotype India Limited	7,501,559	11.21%	-	0.00%

Divine Multimedia (India) Limited
Notes forming part of the financial statements

(Amount in Rupees)

Particulars	As on 31 March 2016 Amount in (Rs.)	As on 31 March 2015 Amount in (Rs.)
3 Reserves and Surplus		
(a) Securities Premium Reserve;	182,260,000	182,260,000
(b) Surplus i.e., balance in Statement of Profit and Loss disclosing allocations and appropriations such as dividend, bonus shares and transfer to/from reserves, etc.;	(138,311,084)	(132,318,996)
	43,948,916	**49,941,004**
4 Long-Term Borrowings (Unsecured, considered goods)		
(a) Loans and advances from related parties;	3,035,200	1,425,200
	3,035,200	**1,425,200**
5 DEFERRED TAX LIABILITIES/(ASSETS)		
Deferred Tax Liabilities		
Deferred tax credit/(Charge) for the year has been recognised in the Profit & Loss Account for the year	43,543	-
Deferred Tax Assets		
Unabsorbed Loss brought forward from previous years	-	-
Net Deferred Tax Liabilities/(Assets)	**43,543**	**-**
Net Deferred Tax Liabilities	**43,543**	**-**
Net Deferred Tax Assets)	**-**	**-**
6 Long-term provisions		
(a) Others	700,000	700,000
	700,000	**700,000**
7 Short-term borrowings (Unsecured, considered goods)		
(a) Loans and advances from related parties	-	-
(b) Incorporate Loans	26,624,079	22,154,081
	26,624,079	**22,154,081**
8 Trade Payable		
i) Outstanding for more than 1 year	1,502,583	1,502,583
ii) Others	6,636,565	52,899
	8,139,148	**1,555,482**
9 Other current liabilities		
(a) Other payables	380,533	53,471
	380,533	**53,471**

Notes forming part of the financial statements

11 Non-current investments		
(a) Investments in Equity Instruments;		
a) Listed equities	-	-
b) Unlisted equities	675,300	675,300
	675,300	**675,300**
12 Long-term loans and advances (Unsecured, considered good;)		
(a) Capital Advances;	22,200,000	31,500,000
(b) Loans and advances to related parties	8,912,500	3,812,500
(c) Other loans and advances	45,275,268	50,165,268
	76,387,768	**85,477,768**
13 Inventories		
(a) Stock-in-trade (in respect of goods acquired for trading);	63,666,000	42,500,000
	63,666,000	**42,500,000**
14 Trade Receivables (Unsecured, considered Goods)		
(i) Trade receivables outstanding for a period exceeding six months from the date they were due for payment #	1,142,263	1,142,263
(ii) Others	-	-
	1,142,263	**1,142,263**
15 Cash and cash equivalents		
(a) Balances with banks;	1,519,256	221,963
(b) Cash on hand;	24,121	120,104
	1,543,376	**342,067**
16 Short-term loans and advances (secured, considered goods)		
(a) Loans and advances to related parties		
(b) Advance from Others	1,994,854	
	1,994,854	**-**
16 Short-term loans and advances (unsecured, considered goods)		
(a) Others	2,482,863	10,282,863
	2,482,863	**10,282,863**
	4,477,717	**10,282,863**

Divine Multimedia (India) Limited
Notes forming part of the financial statements

	Particulars	As on 31 March 2016 Amount in (Rs.)	As on 31 March 2015 Amount in (Rs.)
17	**Changes In Inventories**		
	1 **Other Inventories**		
	Opening Stock	42,500,000	-
	Less : Closing Stock	63,666,000	42,500,000
		(21,166,000)	**(42,500,000)**
	Total	**(21,166,000)**	**(42,500,000)**
	Increase in Inventories of FG/WIP/Stock-in-trade	**21,166,000**	**42,500,000**
	Decrease in Inventories of FG/WIP/Stock-in-trade	**-**	**-**
18	**Other income**		
	(a) Interest Income	-	1,413,898
		-	**1,413,898**
19	**PURCHASES OF STOCK-IN-TRADE**		
	Finished Goods	21,166,000	42,500,000
		21,166,000	**42,500,000**
20	**Employee Benefits Expenses**		
	1 Salaries and Wages	36,000	66,000
	2 Bonus	-	5,000
		36,000	**71,000**
21	**Finance Costs**		
	(a) Interest expense;	4,800,000	4,800,000
	(b) Other borrowing costs;	3,938	2,008
		4,803,938	**4,802,008**
22	**Other Expenses**		
	Repairs & Maintanance	-	3,750
	Audit Fees	85,875	39,326
	Other Expenses	558,983	37,815,836
	Digital Signatory	-	850
	Advertisment	33,767	30,668
		678,625	**37,890,430**

Divine Multimedia (India) Limited

Notes forming part of the financial statements

Note - 10 Fixed Assets

A. Tangible assets	Gross block									
Balance as at 31 March 2015	Balance as at 01 April 2015	Additions	Disposals	Acquisitions through business combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency exchange differences	Borrowing cost capitalised	Other adjustments	Balance as at 31 March 2016
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
1 Air Conditioner	263,986	-	-	-	-	-	-	-	-	263,986
2 Computer	439,184	-	-	-	-	-	-	-	-	439,184
3 Electrical Fittings	350,624	-	-	-	-	-	-	-	-	350,624
4 Furniture	3,827,150	-	-	-	-	-	-	-	-	3,827,150
5 Miscellaneous Assets	470,182	-	-	-	-	-	-	-	-	470,182
6 Office Equipments	40,703	-	-	-	-	-	-	-	-	40,703
7 Others	-	-	-	-	-	-	-	-	-	-
Total	**5,391,829**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**5,391,829**
Previous year	**5,391,829**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**5,391,829**

Tangible assets	Accumulated depreciation and impairment									Net block
	Balance as at 01 April 2015	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Eliminated on reclassification as held for sale	Impairment losses recognised in statement of profit and loss	Reversal of impairment losses recognised in Statement of Profit and Loss	Other adjustments	Balance as at 31 March 2016	Balance as at 31 March 2016	Balance as at 31 March 2015
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
1 Air Conditioner	75,478	50,157	-	-	-	-	-	125,635	138,351	188,508
2 Computer	390,805	48,379	-	-	-	-	-	439,184	-	48,379
3 Electrical Fittings	78,895	33,310	-	-	-	-	-	112,205	238,419	271,729
4 Furniture	2,188,318	235,573	-	-	-	-	-	2,423,891	1,403,259	1,638,832
5 Miscellaneous Assets	290,397	60,819	-	-	-	-	-	351,216	118,966	179,785
6 Office Equipments	38,959	1,744	-	-	-	-	-	40,703	-	1,744
7 Others	-	-	-	-	-	-	-	-	-	-
Total	**3,062,852**	**429,982**	**-**	**-**	**-**	**-**	**-**	**3,492,834**	**1,898,995**	**2,328,977**
Previous year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2,328,977**	**-**

DIVINE MULTIMEDIA (INDIA) LIMITED

(CIN : L21100GJ1991PLC016644)
Regd. Office: Silver Rock Complex, behind Makarpura Police Station, Makarpura Road, Vadodara - 390010

ATTENDANCE SLIP

DPID:	Client ID:
Folio No:<	No. of Shares:

Name of the Share holder :……..…

Joint Holder 1: ……..……

Joint Holder 2 : ……..…

Registered address of the Shareholder:……..……..……..

:……..……

Name of the Proxy/Representative:…….…….

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company to be held at Silver Rock Complex, behind Makarpura Police Station, Makarpura Road, Vadodara - 390010 on 28th September 2016 at 11.00 a.m.

Signature of the Share Holder/Proxy: ……

NOTES:

1) Please complete the Folio/ DP ID-Client ID No. and name of the Member/Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
2) Shareholder/ Proxy holder desiring to attend the meeting should bring his/ her copy of the Annual Report for reference at the meeting.

DIVINE MULTIMEDIA (INDIA) LIMITED

(CIN : L21100GJ1991PLC016644)
Regd. Off: Silver Rock Complex, behind Makarpura Police Station, Makarpura Road, Vadodara - 390010

PROXY FORM

(Form No. MGT-11)

CIN	L21100GJ1991PLC016644
Name of the Company	DIVINE MULTIMEDIA (INDIA) LIMITED
Registered office	Silver Rock Complex, behind Makarpura Police Station, Makarpura Road, Vadodara - 390010

Name of the Member(s)	
Registered Address	
Email-id	
Folio No. / Client ID	

I/We, being the member(s) of……...shares of the above named company, hereby appoint

1	Name
	Address
	E-mail Id
	Signature

Or failing him

2.	Name
	Address
	E-mail Id
	Signature

or failing him

3.	Name
	Address
	E-mail Id
	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25TH Annual General Meeting of the company, to be held on the 28th day of September, 2016 At 11.00 a.m at Silver Rock Complex, behind Makarpura Police Station, Makarpura Road, Vadodara - 390010, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1	Adoption of Audited Financial Statements for the F.Y. 2015-2016
2	Re-appointment of Mr. Prakash Biharilal Dhebar, (DIN - 02488046), who retires by rotation
3	Ratification of appointment of M/s. Motilal and Associates, Chartered Accountants, Mumbai as Statutory Auditors

Signed this……day of……2016

Signature of shareholder :……..
Signature of proxy holder(s)
:…….

AFFIX REVENUE STAMP

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

POLLING PAPER

(Form No. MGT-12)

(Form No. MGT-12) [Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules,2014]

CIN : L21100GJ1991PLC016644
Name of the Company : DIVINE MULTIMEDIA (INDIA) LIMITED
Registered Office : Silver Rock Complex, behind Makarpura Police Station, Makarpura Road, Vadodara - 390010

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BALLOTPAPER

Sr. No.	Particulars	Details
1	Name of the First Named Shareholders (in Block letters)	
2	Postal Address	
3	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item	No. of shares held by me	I assent to the resolution	I dissent to the Resolution.
1	Adoption of Audited Financial Statements for the F.Y.2015-2016			
2	Re-appointment of Mr. Prakash Biharilal Dhebar, (DIN- 02488046),, who retires by rotation			
3	Ratification of appointment of Motilal and Associates, Chartered Accountants, Mumbai as Statutory Auditors			

Place:
Date: (***Signature of the shareholder***)

DIVINE MULTIMEDIA (INDIA) LIMITED

Regd. Office: SF/28, Silver Rock Complex, behind Makarpura Police Station, Makarpura Road, Vadodara - 390010

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circular no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the company or to its Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd. or to the company.

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)

To,
Purva Share Registry (India) Pvt. Ltd
Unit No. 9, Shiv Shakti Ind. Estt,,
J R Boricha Marg,,
Opp. Kasturba Hospital Lane, Lower Parel
Mumbai – 400 059
Phone No. 022 - 2301 6761 / 8261

Dear Sir,

I/We…….. shareholder (s) of Divine Multimedia (India) Ltd, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email).

I/We request you to kindly register my / our below mentioned email id in the Company's records for sending such communication through email.

Folio No……. ……/ DPID No.*……and Client ID No.*……..

*Applicable for members holding shares in electronic form

Name of the Sole / First Shareholder : _____
Name of the Joint Shareholders (if any) : _____
_____
No. of Shares held : _____
E-mail id for receipt of documents in
Electronic mode :

_____

Date:
Place: Signature: _____
(Sole / First Shareholder)

Note:
1. Shareholders are requested to inform the Company's Registrar and Share Transfer Agents as and when there is change in their registered email-id.
2. for shares held in demat form, shareholders are also requested to inform /update their email-ids to their respective Depository Participants.

Book Post

Name and Complete Postal Address

If Undelivered please return to:

Divine Multimedia (India) Ltd.
SF/28, Silver Rock Complex,
Behind Makarpura Police Station,
Makarpura Road, Vadodara,
Gujarat – 390 010