



27th
ANNUAL REPORT
2016–2017

JAIN STUDIOS LIMITED

BOARD OF DIRECTORS

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

COMPANY SECRETARY

Mr. Deepanshu Arora

INTERNATIONAL GATEWAY

Surajpur, Dist. Gautambudh Nagar,
Greater Noida, U.P.

AUDITORS

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

STUDIO

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

REGISTERED OFFICE

Scindia Villa, Sarojini Nagar,
Ring Road, New Delhi – 110023
Fax : 011-2687 4046
Tele : 011-32494585
E-mail: jsl@jaintv.co.in
Web-site: www.jainstudiosltd.com
CIN: L92199DL1991PLC042611

BANKERS

Punjab National Bank
Syndicate Bank
State Bank of India

TWENTY SEVENTH ANNUAL REPORT 2016-17

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NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of Jain Studios Limited will be held on Thursday, 28th Day of September 2017, at Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi –110002, at 11.00 A.M. to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended 31st March 2017 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Bharti Jain (DIN: 00504140) who retires by rotation and being eligible, offers herself for re-appointment.
3. To Consider and if Thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendations by the Audit Committee, M/s Anisha Bansal & Co., Chartered Accountants, Firm Registration Number: 031189N be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s Giri & Bansal, Chartered Accountants, Firm Registration No: 877N, to hold office from the conclusion of 27th Annual General Meeting (AGM) until the conclusion of the 32nd Annual General Meeting (AGM) of the Company, subject to ratification by members every year, as applicable at such remuneration plus service tax, out-of-pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs.50/- (Rupees Fifty Only) for each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.”

“**RESOLVED FURTHER THAT** the estimated fees for delivery of the document shall be paid by the member in advance to the Company before dispatch of such document.”

“**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of

the estimated fees for delivery of the document to be paid in advance.”

**By order of the Board
For JAIN STUDIOS LIMITED**

Place: New Delhi
Date: 10th August 2017

**Deepanshu Arora
(Company Secretary)**

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 21st September 2017 to Thursday 28th September 2017, both days inclusive.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Beetal Financial & Computer Services Pvt. Ltd. (BEETAL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to BEETAL.
6. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account

- Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to BEETAL.
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or BEETAL for assistance in this regard.
 8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or BEETAL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
 9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.jainstudiosltd.com (under 'Investors' section). Members holding shares in physical form may submit the same to BEETAL. Members holding shares in electronic form may submit the same to their respective depository participant.
 11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
 12. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.jainstudiosltd.com
 13. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / BEETAL. Members are requested to provide their e-mail address along with DP ID/Client ID to beetalrta@gmail.com and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
 14. The route map showing directions to reach the venue of the 27th AGM is annexed.
 15. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
 16. The board of directors has appointed Mr. Ajay Behera of M/s. Ajay Behera & Associates, Practicing Company Secretaries (COP No. 7980) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
 17. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
 18. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 19. At the AGM the chairman of the meeting shall after discussions on all the resolutions on which voting to be held, allow voting by use of Ballot/Poll paper by all those members who are present at the AGM but have not cast their vote by availing the remote e-voting facility.
 20. The Scrutinizer after the conclusion of voting at the AGM will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the results of the voting forthwith.
 21. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working days upto the date of Annual General Meeting between 11:00 A.M to 1:00 P.M
- The instructions for e-voting are as under:
- (I) The voting period begins on 25th September 2017 (10:00) A.M. and ends on 27th September 2017 (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, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the JAIN STUDIOS LTD. on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option

"YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

**By order of the Board
For JAIN STUDIOS LIMITED**

Place: New Delhi
Date: 10th August 2017

**Deepanshu Arora
(Company Secretary)**

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

This is to inform to the members that pursuant to Section 20 of the Companies Act, 2013 and applicable provisions of the said Act, the company is required to serve a document to any member by sending it by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed by him from time to time.

It is further informed that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the accompanying Notice.

Your Directors, accordingly, recommend this Ordinary Resolution at item no. 4 of the accompanying notice, for the approval of the members of the Company.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mrs. Bharti Jain (DIN No. 00504140)
Brief Profile	Ms. Bharti Jain born on 20.11.1971 joined the Board of Directors of the Company on 14 th November 2015. She is a MBA graduate having experience of more than 20 years in the field of Marketing, Administration and overall Strategic development of the Organisation. She is also having expertise knowledge and experience in managing the overall business activities of the Company.
Relationship with any Director(s) of the Company	She is the daughter-in-law of Dr. J.K Jain, Managing Director and Dr. Ragini Jain, Director of the Company
Directorship held in other Companies (Excluding Private Companies and Foreign Companies)	Jain Internet Limited
Memberships / Chairmanships of Committees in Public Companies	Nil
Shareholding	2559 Equity Shares (0.01%)

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



BOARDS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 27th (Twenty Seventh) Annual Report of Jain Studios Limited together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2017.

FINANCIAL HIGHLIGHTS

The Financial Highlights for the year ended 31st March 2017 are given below:

	(Rs. in Lakh)	
Particulars	2016-17	2015-16
Total Income	854.12	1034.08
Profit/ (Loss) before Interest, Depreciation, Exceptional Items and Tax	42.42	5.59
Interest	1.97	31.11
Profit / (Loss) after Interest but before Depreciation, Exceptional items and Tax	40.45	(25.52)
Depreciation	85.36	89.48
Profit / (Loss) before Exceptional Items and Tax	(44.90)	(115.00)
Exceptional Items (Income)	-	-
Exceptional Items (Expenses)	-	82.00
Profit / (Loss) before Tax	(44.90)	(197.00)
Tax Expense		
MAT/Current Tax	-	-
Deferred Tax	(88.28)	(111.69)
MAT Credit Entitlement	-	-
Profit / (Loss) after tax	43.38	(85.30)
Balance b/f from previous year	(2690.26)	(2604.94)
Net profit/ (Loss) & Carried to Balance sheet	(2646.87)	(2690.26)

SUMMARY OF OPERATIONS

The Total Income of your Company for the financial year ended 31st March 2017 was Rs. 854.12 Lakhs as against Rs. 1034.08 Lakhs in the previous financial year ended 31st March 2016. The Loss before Tax for the year under review was Rs. (44.90) Lakhs as against Loss before Tax of Rs. (197) Lakhs in the previous financial year. Profit after Tax for the year under review was Rs. 43.38 Lakhs as against Net Loss after tax of Rs. (85.30) Lakh in the previous financial year.

DIVIDEND

In view of the brought forward losses and lack of adequate profits in the current year, your directors regret their inability to recommend any dividend for financial year 2016-17.

TRANSFER TO RESERVES

During the financial year 2016-17, no amount has been transferred to reserves.

BUSINESS OPERATIONS OVERVIEW & FUTURE OUTLOOK.

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

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

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

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

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

Further in the Education segment, there has been reduction in the admission of the students in the NGI (NBA Group of Institution) for the past few years due to the changes in the Regulations of the University. The UGC vide its notification states that it is compulsory for the coaching centres/colleges providing the various courses to have a centre in the State in which university is situated. Therefore, as per practice company has already collected total fees from the existing batches, it is not feasible for NGI to continue further with the courses because it may not be able to generate enough inflow of funds to meet the operational costs and hence resulting in losses. Keeping the above factors in mind, some other agency / company may be found which can complete the process for the students who are in advance years.

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

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013 ('the Act'), in relation to the Audited Financial Statements for the Financial Year 2016-17 your Directors hereby confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2017 and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to

ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Company's directors are disqualified from being appointed as a director as specified in Section 164 (2) of the Companies Act, 2013.

Composition

Your Board comprises of six Directors including three Independent Directors. Independent Directors have provided their declarations both at the time of appointment and annually confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015. During F.Y.2016-2017 your Board met 4 (four) times, details of which are available in Corporate Governance Report annexed to this report.

Retirement by Rotation

As per the provisions of the Companies Act, 2013, Mrs. Bharti Jain, Director (DIN:00504140) of the Company is liable to retire by rotation in the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board of Directors recommends her re-appointment.

Necessary resolutions regarding appointment of aforesaid Director have been included in the notice convening the ensuing Annual General Meeting.

Key Managerial Personnel

In compliance with the requirements of Section 203 of the Companies Act, 2013, the Key Managerial personnel of the Company are Dr. J. K. Jain, Chairman & Managing Director, Mr. Sunil Kumar Malhotra, Chief Finance Officer and Mr. Satyendu Pattnaik, Company Secretary & Compliance Officer. There has been no change in the Key Managerial Personnel during the financial year 2016-17.

* Mr. Satyendu Pattnaik has resigned from the post of Company Secretary & Compliance Officer on 15th April, 2017.

** Mr. Deepanshu Arora has been appointed as Company Secretary & Compliance Officer on 12th June, 2017.

Board Evaluation

In a separate meeting of Independent Directors, held on 14th Feb 2017 performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated. Based on such report of the meeting of Independent Directors and taking into account the views of executive directors and non-executive directors the Board had evaluated its performance on various parameters such as Board

composition and structure, effectiveness of board processes, effectiveness of flow of information, contributions from each Directors etc.

AUDITORS

Statutory Auditor

The Statutory Auditors M/s Giri & Bansal, Chartered Accountants, New Delhi, having (Firm Registration No. 877N) holds office until the conclusion of the ensuing Annual General Meeting. The Board proposed to appoint M/s Anisha Bansal & Co., Chartered Accountants, (Firm Registration Number 031189N) as the Statutory Auditors of the Company to hold office from the conclusion of the 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company subject to ratification at every Annual General Meeting of the Company. Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules 2014. Members are requested to consider their appointment as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting till next Annual General Meeting at remuneration as may be approved by the Board in consultation with the Audit Committee of the Company.

Explanation by Board of Director View on Auditor's Qualification

Point 1(a) of Auditors report -In respect of custom duty saved Rs. 351.48 Lakhs during earlier years as per EPCG Scheme, against which the company's funds amount Rs 274.21 lakhs are laying deposited with custom department. No provision has been made for the consequences of nonfulfillment of the EPCG obligation including custom duty saved, interest and such consequences thereon. Company is pursuing the matter.

Point 1(b) of Auditors Report- In respect of One Time Settlement with SASF (OTS) Note No. 2.3 of Financial Statements. The Company paid the amount of Rs. 11 Crores in cash to SASF without any outstanding and 50,00,000 equity shares of Rs. 10/- each fully paid up at par of the company amounting to Rs. 5 Crores has been issues and allotted to SASF on 23.04.2012.

During the financial year 2016-17 the company has

received a 60 days Demand Notice (Statutory Notice) dated 22.11.2016 from SASF of Rs. 3,08,21,75,643/-. As per the said notice, if the company fails to pay the said amount, SASF as a Secured Creditor shall be entitled to enforce its security interest without intervention of the Court or Tribunal by taking recourse to measures given under Chapter III of the SARFAESI Act (but not limited to) taking over of possession and/or management of the Secured Assets for realizing its dues. Against the said demand notice dated 22.11.2016, the company has filed its reply to SASF vide letter dated 13.01.2017

The company has received a show cause notice dated 09.12.2016 from Debt Recovery Tribunal (DRT-1, Delhi) to file reply and appear before it on 11.01.2017 against the application filed by SASF u/s 19 of the Recovery of the Debts due to Banks and Financial Institutions Act. 1993, for recovery of its debts of Rs. 308,21,75,643/-. The company filed a detailed reply on 17.04.2017 where-in it stated that the show cause notice is completely baseless, untenable, male fide, ex facie illegal, contrary to applicable provisions of law and therefore liable to be dismissed with exemplary costs in favour of the answering Defendants. The Matter is pending with DRT-1, Delhi.

Secretarial Auditor

As per the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Ajay Behera, Proprietor of M/s. Ajay Behera & Associates, Company Secretaries in practice to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed herewith in

Annexure 1.

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

Audit Committee Recommendations

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

PENDING STATUS OF PREFERENTIAL ISSUES AND REDUCTION OF SHARE CAPITAL

Company had allotted 38,00,000 and 15,00,000 equity shares on 25.08.2005 and on 25.02.2006 respectively to the Indian Promoter Group Companies against the conversion of 53,00,000 share warrants allotted on 26.08.2004. Thereafter, Company got the in-principle approval from BSE for listing of said shares vide their letter dated 26.05.2008 with the condition of in-principle approval from NSE also. However, NSE did not grant any listing and trading permission of said 53,00,000 shares allotted by the Company on preferential basis due to certain lapses of erstwhile SEBI (DIP) Guidelines.

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

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

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

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

Therefore, Company once again filed the draft copy of said scheme alongwith other certificates and documents with BSE and NSE for their NOC with the observation and approval of SEBI. However, after review and observation

of SEBI, again Scheme of Reduction shall be modified and shall be filed with BSE & NSE for their NOC subject to observation and approval of SEBI before filing the same with the Hon'ble High Court of Delhi/any other appropriate authority.

ISSUE OF EQUITY SHARES AND WARRANTS TO THE PROMOTERS OF THE COMPANY

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

LISTING OF EQUITY SHARES

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

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

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments made by the Company required under section 186 (4) of the Companies Act, 2013 are given in Notes to the Financial Statements.

RELATED PARTIES TRANSACTIONS

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Information on material transactions with related parties pursuant to Section 134(3)(h) of the Act, read with rule 8(2) of the Companies (Accounts) Rules, 2014, in form AOC-2 is annexed to this report in **Annexure 2**.

DEPOSITS

The Company has not accepted or renewed any deposit under during the year under review.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT-9 as required under Section 92(3) of the Act read with Companies (Management & Administration) Rules, 2014 is annexed to this report in **Annexure 3**.

VIGIL MECHANISM

The Company has framed and implemented a vigil mechanism named as Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the Whistle Blower Policy are provided in the Corporate Governance Report and also hosted on the website of the Company.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

RISK MANAGEMENT

A Risk Management Committee has been constituted to oversee the risk management process in the Company as required under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report. The Risk Management Policy has also been hosted on the website of the company

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE DATE OF THE BOARDS REPORT AND END OF FINANCIAL YEAR

There were no material changes and commitments affecting the financial position of the Company occurred between the end of financial year and the date of this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant or material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has established adequate internal control systems, commensurate with its size and nature of business and such systems are periodically audited, verified and reviewed for their validity, considering the changing business scenario from time to time, the Audit Committee of the Board of Directors reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them.

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

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

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

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

PARTICULARS OF EMPLOYEES

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

Requisite disclosures in terms of Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are given to the extent applicable and Particulars of employees are not given as none of the employees qualify for such disclosure.

LISTING WITH STOCK EXCHANGES

Due to financial constraints, company did not pay the Annual Listing Fees for the year 2016-17 to NSE and BSE where the Company's shares are listed.

DEMATERIALIZATION OF SHARES

16.79% of the Company's paid up equity share capital is in dematerialized form as on 31.03.2017.

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

FRAUD REPORTING

During the year no fraud has been reported to the Audit Committee / Board.

INFORMATION TECHNOLOGY

Information Technology continues to be an integral part of your company's business strategy. The Company is working on SAP platform integrating its business processes, financial parameters, customer transactions and people, effectively on real time basis.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company.

CORPORATE GOVERNANCE & POLICIES

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

Management Discussion and Analysis Report for the financial year 2016-17, as stipulated under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is presented in separate sections forming part of the Annual Report.

APPRECIATION AND ACKNOWLEDGEMENT

Your Directors place on record their sincere thanks to bankers, financial institutions business associates, consultants, customers, suppliers, contractors and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also gratefully acknowledge the continuing support of the shareholders and the confidence reposed by them in the company.

**For and on Behalf of the Board
Jain Studios Limited**

**Sd/-
Mr. Vishnu Bhagwan
(Director)
DIN: 00605506**

**Sd/-
Mrs. Bharti Jain
(Director)
DIN: 00504140**

Place: New Delhi
Dated: 10th August, 2017

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017**

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

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

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

Based on my verification of the Jain Studios Limited 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 31st March, 2017 ('Audit Period'), the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations & Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company during the Audit Period**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not Applicable to the Company during the Audit Period**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable to the Company during the Audit Period;**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the Audit Period;**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable to the Company during the Audit period;**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company during Audit period.**
- VI. The Company has identified the following laws as specifically applicable to the Company:
 - i. Uplinking / downlinking policy/guidelines issued by Ministry of Information and Broadcasting;
 - ii. The Cable Television Network (Regulations) Act, 1995 and rules framed thereunder;
 - iii. Intellectual Property Rights related laws;
 - iv. Standards of Quality of Service (Duration of Advertisements in Television Channels) (Amendment) Regulations, 2013 issued by Telecom Regulatory Authority of India; and
 - v. The Telecommunication (Broadcasting and Cable Services) Interconnection (Digital Addressable Cable Television Systems) Regulations, 2012.

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

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

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

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

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.
- Adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.

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

I further report that:

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

Place: New Delhi
Date: 10th August 2017

For Ajay Behera & Associates
Company Secretaries
Sd/-
(Ajay Kumar Behera)
Proprietor
C.P. No.7980

PARTICULARS OF RELATED PARTY TRANSACTIONS

Form No. AOC-2

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

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

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

The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2016-17

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

- (a) Name(s) of the related party and nature of relationship: Dr. Jain Video On wheels Ltd. (DJVOW)
- (b) Nature of contracts/arrangements/transactions: Mobile Healthcare Services
- (c) Duration of the contracts / arrangements/transactions: Contract entered w.ef.01.07.2011 for a term of Three years and Nine Months, renewable on mutually agreeable terms.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- Providing of Mobile Healthcare Services in rural Bihar of curative, preventive and rehabilitative nature alongwith all deliverables like Mobile Clinic, Professional manpower and such other services mutually agreed by the parties to provide and supplement primary health care services for different areas of the district.
- (e) Date(s) of approval by the Board, if any: Not applicable since the contract was entered into in the ordinary course of business and on arm's length basis.
- (f) Amount paid as advances, if any: Nil

**For and on Behalf of the Board
Jain Studios Limited**

Place: New Delhi
Dated: 10th August, 2017

Sd/
Vishnu Bhagwan
(Director)
DIN : 00605506

Sd/-
Bharti Jain
(Director)
DIN : 00504140

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

As on financial year ended on 31/03/2017

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L92199DL1991PLC042611
2.	Registration Date	03/01/1991
3.	Name of the Company	Jain Studios Ltd
4.	Category/Sub-category of the Company	Company limited by share s Indian Non Government Company
5.	Address of the Registered office & contact details	Scindia Villa, Sarojini Nagar, Ring Road New Delhi-110023. Fax: 011-26874046; Tel No. 91-11-32319692; Web: www.jainstudiosltd.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Beetal Financial & Computer Services (P) Ltd. Beetal House, 3 rd Floor, 99 Madan Giri, BH-Local Shopping Complex New Delhi-110062 Tel no. 91-11-29961281-83

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company are as follows:

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Television programming and broadcasting activities	602	28.54
2	Other human health activities	869	22.30
3	Other education	854	47.52

III. PARTICULAR OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANY: NOT APPLICABLE
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									

(1) Indian									
a) Individual/HUF	204,159	6,050,300	6,254,459	21.88	204,159	6,050,300	6,254,459	21.88	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	396,295	10,468,900	10,865,195	37.99	396,295	10,468,900	10,865,195	37.99	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	600,454	16,519,200	17,119,654	59.87	600,454	16,519,200	17,119,654	59.87	0.00
B. Public Shareholding									
I. Institutions									
a) Mutual Funds	-	1,900	1,900	0.01	-	1,900	1,900	0.01	0.00
b) Banks / FI	-	5,000,000	5,000,000	17.49	-	5,000,000	5,000,000	17.49	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(I):-	-	5,001,900	5,001,900	17.50	-	5,001,900	5,001,900	17.50	0.00
2. Non-Institutions									
a) Bodies Corp.	807,066	21,900	828,966	2.90	778,424	21,900	800,324	2.80	-0.10
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	2,334,496	165,135	2,499,631	8.74	2,305,651	164,929	2,470,580	8.63	-0.11

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs	866,561	84,500	951,061	3.33	879,117	84,500	963,617	3.37	0.04
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	30,920	-	30,920	0.11	30,326	-	30,326	0.11	0.00
Overseas Corporate Bodies	-	2,000,000	2,000,000	6.99	-	2,000,000	2,000,000	6.99	0.00
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	178	-	178	0.00	1063	-	1063	0.00	0.00
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Individual HUF	162,272	100	162,372	0.57	207118	100	207,218	0.72	0.15
Subtotal (B)(2):-	4,201,493	2,271,635	6,473,128	22.64	4,201,699	2,271,429	6,473,128	22.62	-0.02
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4,201,493	7,273,535	11,475,028	40.14	4,201,699	7,273,329	11,475,028	40.18	0.04
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4,801,947	23,792,735	28,594,682	100.00	4,802,153	23,792,529	28,594,682	100.00	0.00

B) Shareholding of Promoter

Sr No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1 - April - 2016]			Shareholding at the end of the year [As on 31-March - 2017]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Jinendra Kumar Jain	6,250,100	21.86	0	6,250,100	21.86	0	0
2	Bharti Jain	2,559	0.01	0	2,559	0.01	0	0
3	Ragini Jain	100	0.00	0	100	0.00	0	0
4	Rikabh Chand Jain	100	0.00	0	100	0.00	0	0
5	Sadhna Asthana	1600	0.01	0	1600	0.01	0	0
6	Ankur Services & Growth Fund Ltd	86,495	0.30	0	86,495	0.30	0	0
7	Dr Jain Airways Pvt. Ltd.	456,000	1.59	0	456,000	1.59	0	0
8	Dr. Jain Video On Wheels Ltd	1,579,350	5.52	0	1,579,350	5.52	0	0
9	Dr. Jain Clinic Pvt. Ltd	650,000	2.27	2.26	650,000	2.27	2.26	0

10	Jain Communication Electronis Pvt Ltd.	1,866,000	6.53	1.28	1,866,000	6.53	1.28	0
11	Noida Software Technology Park Ltd.	1,579,350	5.52	0	1,579,350	5.52	0	0
12	Sadhna Publicity Services Pvt. Ltd	924,000	3.23	2.04	924,000	3.23	2.04	0
13	Shambhu Dayal Ilam Chand Pvt. Ltd	1,864,000	6.52	1.27	1,864,000	6.52	1.27	0
14	Sona Press Pvt. Ltd	1,860,000	6.50	0.88	1,860,000	6.50	0.88	0
	TOTAL	17,119,654	59.87	7.73	17,119,654	59.87	7.73	0

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

Sr. No	Particulars	Shareholding at the beginning of the year [As on 1- April-2016]		Cumulative Shareholding during the year [As on 31-March-2017]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	17,119,654	59.87		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year			17,119,654	59.87

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

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 1- April- 2016]		Shareholding at the end of the year [As on 31-March-2017]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Stress Assets Stabilization Fund	50,00,000	17.49	5,000,000	17.49
2	Gaynor Ltd.	20,00,000	6.99	2,000,000	6.99
3	R.B Mercantile Pvt. Ltd.	5,53,800	1.94	553,800	1.94
4	Anant Kumar Jain	0	0	124,570	0.44
5	Sandeep Jain	1,00,000	0.35	1,00,000	0.35
6	Ved Prakash Goel	54,848	0.90	73,162	0.26
7	Nahid Zafar Shaikh	53,517	0.19	53,517	0.19
8	Mustafa Arif	50,850	0.18	50,850	0.18
9	Raja Sharma	47,206	0.16	47,206	0.17
10	Satya Narain Khemka	49,781	0.71	46,781	0.16

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year [As on 1- April-2016]		Cumulative Shareholding during the year [As on 31-March-2017]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Dr. Jinendra Kumar Jain (Managing Director)				

	<i>At the beginning of the year</i>	62,50,100	21.86	62,50,100	21.86
	<i>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</i>	N.A	N.A	N.A	N.A
	<i>At the end of the year</i>			62,50,100	21.86
2.	Bharti Jain				
	<i>At the beginning of the year</i>	2559	0.01	2559	0.01
	<i>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</i>	N.A	N.A	N.A	N.A
	<i>At the end of the year</i>			2559	0.01
3.	Ragini Jain				
	<i>At the beginning of the year</i>	100	0.00	100	0.00
	<i>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</i>	N.A	N.A	N.A	N.A
	<i>At the end of the year</i>			100	0.00

F) INDEBTEDNESS

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

(In Rs.)

	Secured Loans excluding deposits (Rs.)	Unsecured Loans(Rs.)	Deposits (Rs.)	Total Indebtedness (Rs.)
Indebtedness at the beginning of the financial year				
<i>i) Principal Amount</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
<i>ii) Interest due but not paid</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
<i>iii) Interest accrued but not due</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
Total (i+ii+iii)	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
Change in Indebtedness during the financial year				
<i>* Addition</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
<i>* Reduction</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
Net Change	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
Indebtedness at the end of the financial year				
<i>i) Principal Amount</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
<i>ii) Interest due but not paid</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
<i>iii) Interest accrued but not due</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
Total (i+ii+iii)	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -

A. Remuneration To Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Dr. J.K. Jain, Chairman & Managing Director	Total Amount (Rs.)
			NIL
1	Gross salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act		

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

B. Remuneration to other Directors

(In Rs.)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Shri Murli Dhar Asthana	Shri Vishnu Bhagwan	Shri Anil Kumar	
1	Independent Directors				
	Fee for attending board /committee meetings	20,000	36,000	16,000	72,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	20000	36,000	16,000	72,000
2	Other Non - Executive Directors	Dr. (Mrs.) Ragini Jain	Mrs. Bharti Jain		
	Fee for attending board /committee meetings	16,000	-		16,000
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (2)	16,000	-		16,000
	Total =(1+2)				88,000
	Total Managerial Remuneration				88,000
	Overall Ceiling as per the Act				N.A

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

(In Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		*CEO	Mr. Satyendu Pattnaik (Company)	Mr. Sunil Kumar Malhotra	Total

			Secretary)	(CFO)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	18,75,009	35,25,009	54,00,018
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	4,14,378	5,24,148	9,38,526
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A	-		-
2	Stock Option	N.A	-	-	-
3	Sweat Equity	N.A	-	-	-
4	Commission	N.A	-	-	-
	- as % of profit	N.A	-	-	-
	others, specify...	N.A	-	-	-
5	Others, please specify	N.A	-	-	-
	Total	N.A	22,89,387	40,49,157	63,38,544

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on Behalf of the Board
Jain Studios Limited

Place: New Delhi
Dated: 10th August, 2017

Sd/-
Vishnu Bhagwan
(Director)
DIN: 00605506

Sd/-
Mrs. Bharti Jain
(Director)
DIN: 00504140

PARTICULARS OF REMUNERATION OF EMPLOYEES

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

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

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

Name of Director /Key Managerial Personnel	*Remuneration (Rs. in Lacs)	% increase in Remuneration	Ratio of Director’s Remuneration to Median Remuneration	Comparison of remuneration of each KMP against Company performance	
				% of Turnover	% of Net Profit before Tax
Non-Executive Directors					
Ragini Jain	0.00	Nil	Nil	Nil	Nil
M D Asthana	0.00	Nil	Nil	Nil	Nil
Vishnu Bhagwan	0.00	Nil	Nil	Nil	Nil
Anil Kumar	0.00	Nil	Nil	Nil	Nil
Bharti Jain	0.00	Nil	Nil	Nil	Nil
Executive Directors					
Jinendra Kumar Jain	0.00	Nil	Nil	Nil	Nil
Key Managerial Personnel					
Sunil Kumar Malhotra	40.49	Nil	NA	4.92	#
Satyendu Pattnaik	22.89	Nil	NA	2.78	#

*Non-Executive Directors remuneration excludes Sitting Fees.

Sr. No.	Requirement	Disclosure		
01	The Percentage increase in median remuneration of employees in FY	Nil		
02	Number of permanent employees on the rolls of the Company	42 (As at 31 st March 2017)		
03	The explanation on the relationship between average increase in remuneration and Company’s performance	During the year, turnover of the Company was decreased by 19.54 % and there is no average increment in remuneration. However remuneration was decreased by 21.41%		
04	Comparison of the remuneration of the key managerial personnel against the performance of the Company.	The aggregate remuneration of Executive Directors & Key Managerial Personnel was 7.70% of turnover and there is loss before tax of Rs. 44.90 Lakhs during financial year 2016-17. The remuneration of the Key Managerial Personnel was decreased by 21.74% as compared of previous year		
		Particulars	Market Capitalization (Rs. In Lacs)	Price Earnings Ratio
05	Variations in the market capitalization of the Company, price earnings ratio as	31.03.2017 31.03.2016	1595.58 1329.65	# #

	at the closing date of the current and previous financial year.	Change %	265.93	
		Closing Market Price (In Rs.)		
06	Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer	31.03.2017 28.06.1996* Change %	BSE 5.58 90.00 (93.8%)	NSE 5.90 90.00 (93.44%)
<p>* Public Issue for Equity Shares of the face value of Rs.10/- each for cash at a premium of Rs. 80/- per share. # During the F.Y.2015-16 and 2016-17 there are Loss before Tax of Rs. 197.00 Lakhs and Rs. 44.90 Lakhs respectively</p>				
07	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There has been no average annual increase in the salaries of employees during the year while the average increase in managerial remuneration during the year was nil as no managerial remuneration has been paid.		
08	Key parameters for any variable component of remuneration availed by the Directors.	No Managerial Remuneration has been paid during year as the Managing Director voluntarily has not opted for the remuneration. No Variable Component of Remuneration availed by the Directors.		
09	The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not applicable		
10	Affirmation that the remuneration is as per the remuneration policy of the Company.	The Company affirms that the remuneration is as per the remuneration Policy of the Company.		

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-17
(As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE :

Corporate Governance assumes a great deal of importance in the business life of Jain Studios Limited. The Company philosophy on corporate governance is based on the belief that timely disclosures, transparent accounting policies, and a strong and independent Board go a long way in preserving shareholders trust while maximizing long-term shareholders value. It has been a constant endeavor on the part of the Company to follow good Corporate Governance by following the principles of transparency, accountability and integrity in functioning, so as to constantly enhance value for all stakeholders and fulfill the social obligation entrusted upon the corporate sector.

BOARD OF DIRECTORS

Composition of the Board of Directors as at March 31, 2017

Category of Directors	No. of Directors	Percentage to total no. of Directors
Executive Directors	1	16.66%
Non-Executive Independent Directors	3	50%
Other Non-Executive Directors	2	33.33%
Total	6	100%

The present Board of Directors of the Company has a balanced Board to ensure independent functioning and the current composition of the Board is in conformity with requirements as stipulated under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year 2016-2017 the Board of Directors met four (4) times. The dates of the meetings are 24th May 2016, 13th August 2015, 14th November 2016 and 14th February 2017.

Particulars of Directors and their attendance at the Board meetings, General Meeting held during the year, i.e. between April 1, 2016 to March 31, 2017 and also their other Directorships/Chairmanship held in Indian Listed companies and membership/chairmanship of various Board committees as at 31st March 2017 are as under:

Name	Category	Relationship with Each Other	Board Meeting attended during the year	Attendance at Last AGM	No. of Directorship in other Listed companies	No. of Committee positions held#	
						Chairman	Member
Dr. J. K Jain	Promoter-Executive Director	Husband of Dr. Ragini Jain & Father in Law of Mrs. Bharti Jain	2	No	-	-	-
Dr. (Mrs.) Ragini Jain	Promoter-Non-Executive Director	Wife of Dr. J.K. Jain & Mother in Law of Mrs. Bharti Jain	1	No	-	-	2
Sh. Murli Dhar Asthana	Non-Executive Independent Director	No inter-se relation with any director	3	No	-	2	1
Sh. Vishnu	Non-	No inter-se relation	4	Yes	-	1	2

Bhagwan	Executive Independent Director	with any director						
Sh. Anil Kumar	Non-Executive Independent Director	No inter-se relation with any director	2	No	-	-	-	1
Ms. Bharti Jain	Non-Executive Non-Independent Director	Daughter in Law Dr. J.K Jain & Dr. Ragini Jain	3	No	-	-	-	-

Board Procedure

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

Information supplied to the Board:

1. Annual operating plans of business, Capital budget and updates.
2. Quarterly results of the Company and its operating divisions/manufacturing units and business segments.
3. Performance of manufacturing units and functioning of key executives.
4. Minutes of meetings of audit committee and other committees of the board and also resolutions passed by circulation.
5. The information on recruitment and remuneration of senior officials just below the Board level, including appointment or removal of the Chief Financial Officer and Company Secretary.
6. Details of joint venture or collaboration agreements entered into.
7. Borrowings, term Loans and Investment of surplus funds as and when happened.
8. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
9. Notices like show cause, demand, penalty, prosecution which are material and material default in financial obligations to and by the company and also non-receipt of payments for goods sold by the Company.
10. Significant labor problems and their proposed solutions, significant developments in Human Resources/Industrial Relations front like signing of Wage Agreements etc.
11. Sale of material nature, of investment/subsidiaries/assets, which is not in normal course of business.
12. Fulfillment of various regulatory and statutory compliances/listing requirements. All other matters required to be placed before the Board for its review / information / approval under the statutes, including SEBI Listing Regulations or as may be directed by the Board.

BOARD COMMITTEES

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

	Audit Committee	Nomination & Remuneration Committee
No. of Meetings held	4	1

Dr. (Mrs.) Ragini Jain	1/4	Nil
Shri Vishnu Bhagwan	4/4	1/1
Shri M D Asthana	3/4	1/1
Shri Anil Kumar*	2/4	NA

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

In compliance with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on February, 14, 2017 to review performance of the Chairman and other Non Independent Directors, evaluate performance of the Board and review flow of information between the management and the Board.

Details of Board Committees are as mentioned herein:

a) Audit Committee:

Constitution

As at March 31, 2017, the Audit Committee of the Board comprised of four (4) Non-Executive Directors including Shri Vishnu Bhagwan, Independent Director as Chairman, Shri M.D. Asthana Independent Director, Shri Anil Kumar Independent Director and Dr. (Mrs.) Ragini Jain, Non-Independent Director as Members.

During the year under review, four (4) meetings of the Audit Committee were held on 24th May 2016, 13th August 2016, 14th November 2016 and 14th February 2017 respectively.

Name of Director	No. of Meetings Held	No. of Meetings Attended
Shri Vishnu Bhagwan (Chairman)	4	4
Shri M.D. Asthana (Member)	4	3
Shri Anil Kumar (Member)	4	2
Dr. Ragini Jain (Member)	4	1

Terms of reference

The Terms of reference and role of the Audit Committee include the following:

- 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.
- Review and recommend the Revenue budgets and Capital budgets followed by updates from time to time.
- Recommending to the Board, the appointment/re-appointment, remuneration and terms of appointment of the Statutory Auditors, Cost Auditor and the fixation of audit fees.
- 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.
- Reviewing the efficiency and effectiveness of internal audit function, adequacy of the internal control systems and other services rendered by the statutory auditors.
- Reviewing the functioning and weaknesses, if any, observed by the internal auditors, management opinion on such weaknesses and solutions from time to time.
- Reviewing, with the management, the annual financial statements i.e. directors responsibility statement under Section 134 of the Companies Act, 2013, accounting policies and practices, compliances with listing and other legal requirements, disclosure of related party transactions, implementation of the Accounting Standards as notified u/s 133 of the Companies Act, 2013 and Draft Audit Report before submission to the Board for approval.
- Reviewing, with the management, the quarterly financial results before submitting it to the Board for approval.
- To look into the reasons for any default/delay, if any, in the payment to the Lenders/Bankers/Financial Institutions, Debenture holder, Creditors and Shareholders (in case of dividend declaration).
- Reviewing the functioning of the Whistle Blower mechanism;
- 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 & background, etc. of the candidate.

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

Audit Committee meetings are generally attended by the Chief Financial Officer and representative of Statutory Auditors of the Company & Internal Auditors. The Company Secretary acts as the Secretary of the Audit Committee.

b) Nomination and Remuneration Committee

Constitution

The Composition of Nomination and Remuneration Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As at March 31, 2017, the Nomination and Remuneration Committee comprised of three (3) members as Shri M.D. Asthana, Independent Director as Chairman, Shri Vishnu Bhagwan, Independent Director and Dr. (Mrs.) Ragini Jain as Members. During the year under review the Committee met once on August 13, 2016.

Name of Director	No. of Meetings Held	No. of Meetings Attended
Shri M.D. Asthana (Chairman)	1	1
Shri Vishnu Bhagwan (Member)	1	1
Dr. Ragini Jain (Member)	1	0

Terms of reference

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

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

Remuneration Policy

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

Remuneration payable to Executive Directors

Dr. J.K. Jain is working as Chairman & Managing Director of the Company. He is holding 62,50,100 Equity Shares of the Company. During the Financial Year 2016-2017, no remuneration or commission has been paid to Dr. J.K. Jain, Chairman & Managing Director of the Company.

Remuneration payable to Non-Executive Directors/Independent Directors

- a) The Non-Executive Directors of the Company are entitled to sitting fee only for attending Board/Committee meetings. A sitting Fee of Rs. 2500/- has been increased to Rs.4,000/- per meeting w.e.f. 01.02.2010, which has been paid for attending Board/Committee meeting.
- b) During the year under review, the Company has not paid any remuneration to any Non-Executive Directors.
- c) There has been no pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company during the year.
- d) During the year, Company has paid sitting fee aggregating Rs. 88,000/- to the Non Executive Directors of the Company which is within the limits as prescribed under the Companies Act 2013 and relevant rules made there-under.
- e) No other payments were made to such directors.

Number of Shares held by Directors

Dr. J.K. Jain is holding 62,50,100 Equity Shares, Dr. (Mrs.) Ragini Jain, who is holding 100 Equity Shares and Mrs. Bharti Jain is holding 2559 Equity Shares in the Company.

C) Stakeholders' Relationship Committee:

Constitution

As at March 31, 2017, the Stakeholders' Relationship Committee comprises of three (3) Non-Executive Directors viz. Shri M.D. Asthana, Sh. Vishnu Bhagwan and Dr. (Mrs.) Ragini Jain. The Committee members meet from time to time, inter alia, to look into redressal of shareholders' grievances such as transfer, transmission, dematerialization of shares, issue of duplicate share certificates besides supervising the mechanism of investor grievance redressal to ensure cordial investor relations.

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

During the financial year 2016-17, Company has not received any complaint from any investor/stakeholder.

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

Subsidiary Company

Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 defines a "material subsidiary" as a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed company and its subsidiaries in the immediately preceding accounting year. Under this definition, the Company does not have a 'material subsidiary.

Whistle Blower & Vigil Mechanism Policy

As per Section 177 of the Companies Act, 2013 and Regulation 22 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of conduct or ethics policy. This Policy

(copy of which is uploaded on the website of the Company www.jainstudiosltd.com safeguards whistleblowers from reprisals or victimization.

Code of Conduct

In accordance with the requirement under 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted the Code of Conduct and ethics for Directors, Senior Management and the designated employees of the Company who have affirmed the compliance with the Code. The Code has also been posted on the company's website www.jainstudiosltd.com. The declaration in respect of compliance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

To,
The Shareholders of Jain Studios Limited

Sub: Declaration on Compliance with Code of Conduct as required under Schedule V (Part D) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sirs,

I hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the code of conduct as adopted by the Board of Directors for the year ended 31st March, 2017 in terms of Schedule V (Part D) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Place: New Delhi
Date: August 10, 2017

S/d
Mrs. Bharti Jain
Director
DIN : 00504140

Related Party Transaction Policy

In compliance of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a policy on Related Party Transactions Policy to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on the website of the Company www.jainstudiosltd.com

Code for prevention of Insider Trading Practices

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved:

- i. an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and
- ii. a Policy for Fair Disclosure of Unpublished Price Sensitive Information.

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

Risk Management

In terms of provision of Regulation 21 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & contemporary practices of good corporate governance, Company has developed the policies and procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Audit Committee and/or Board for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

Familiarisation Program for Independent Directors

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

Cases of Non-Compliances/Penalties

There is no penalty, strictures imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority on any matter related to Capital Market during last three years, however 53,00,000 equity shares of Rs.10/- each fully paid up allotted at a premium of Rs.9/- each per share to promoters of the Company on preferential basis during the F.Y.2005-06 has not been listed at Stock Exchanges due to certain lapses of erstwhile SEBI (DIP) Guidelines. Pursuant to SEBI Circular dated 04.02.2013, Company again filed the draft 'Scheme of Arrangement and Reduction of share capital' for reduction of said 53,00,000 equity shares with BSE and NSE for their NOC and the observation/approval of SEBI before filing of the said scheme with the Hon'ble High Court of Delhi/any other appropriate authority for approval. However, after review and observation of SEBI, again Scheme of Reduction shall be modified and shall be filed with BSE & NSE for their NOC subject to observation and approval of SEBI before filing the same with the Hon'ble High Court of Delhi.

Disclosure of Accounting Treatment

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

Management Discussion and Analysis

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

REPORT ON CORPORATE GOVERNANCE

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

COMPLIANCE

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

General Body Meetings:

a) Annual General Meetings

Details of last three Annual General Meetings (AGM) of the Company alongwith Special Resolutions passed thereat are as under:

Particulars	Date & Time	Venue	Special Resolution Passed
26 th AGM	30 th September 2016 at 11:00 A.M	Jawaharlal Nehru National Youth Centre,219, Deendayal Upadhyaya Marg New Delhi – 110 002	To approve the Remuneration of Dr. J.K. Jain as Chairman & Managing Director of the Company
25 th AGM	30 th September 2015 at 10:30 A.M	Jawaharlal Nehru National Youth Centre,219, Deendayal Upadhyaya Marg New Delhi – 110 002	To Re-appointment of Dr. J.K. Jain as Chairman & Managing Director of the Company
24 th AGM	30 th September 2014 at 11:00 A.M	Lily White Hotel, Chhatarpur, Main Road, New Delhi – 110 074	-

b) Postal Ballot

No special resolution was passed through Postal Ballot during 2016-17.

Means of Communications

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

General shareholder information

The 27th Annual General Meeting will be held on Thursday, the 28th Day of September 2017, at Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi –110002, at 11.00 A.M.

Financial Calendar (Tentative)

Unaudited results for the quarter ended June 2017	10 th Aug. 2017
Unaudited results for the quarter/half year ended September,2017	On or before 15 th November 2017
Unaudited results for the quarter ended December 2017	On or before 15 th Feb.2018
Audited Results for the Year ending March 2018	On or before 30 th May 2018

Dates of Book Closure: From Thursday, 21 st September, 2017 to Thursday, 28th September, 2017 (both days inclusive) for the purpose of Annual General Meeting.

Dividend Payment date: Not Applicable

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

The BSE Limited & National Stock Exchange of India Ltd

Stock Code:

National Stock Exchange of India
BSE Limited

JAINSTUDIO
532033

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

ISIN: INE486B01011

Market Price Data: Monthly high and low of the equity shares of the Company on BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE) for the F.Y. 2016-17 are stated herein below:

Month	Apr	May	June	July	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar
BSE												
High	6.75	5.34	5.62	7.70	7.90	6.70	5.79	5.65	6.15	6.85	6.34	6.38
Low	4.86	4.10	4.73	5.50	5.95	5.00	4.77	4.75	4.90	5.75	5.01	4.82
NSE												
High	4.25	4.45	5.75	7.40	8.10	6.50	6.30	6.55	6.55	6.90	7.40	6.50
Low	3.80	3.90	4.25	5.50	6.10	5.00	5.25	6.55	6.20	6.45	6.60	5.90

Distribution of shareholding as on 31.03.2017:
Nominal Value of Each Equity Share: Rs.10/- each

Shareholding of nominal value Rs.	Shareholders		Share	
	Number	% to Total	No. of shares	% to Total
Upto – 5000	6320	86.18	8,31,413	2.9076
5001-10000	492	6.70	4,10,340	1.4350
10001-20000	251	3.42	3,83,945	1.3427
20001-30000	83	1.13	2,13,575	0.7469
30001-40000	40	0.54	1,44,591	0.5057
40001-50000	35	0.47	1,64,768	0.5762
50001-100000	53	0.72	3,87,034	1.3535
100001 and above	59	0.80	2,60,59,016	91.1324
Total	7333	100.00	2,85,94,682	100.00

Shareholding Pattern as on 31st March 2017:

Shareholders Category	Number of Shares	Percentage
(A) Promoter and Promoter Group		
(1) Indian Promoters:		
- Individual/HUF	6254459	21.87
- Bodies Corporate	10865195	38.00
(2) Foreign Promoters	Nil	Nil
Total Shareholding (A)	17119654	59.87
(B) Public Shareholding		
(1) Institutions:		
Financial Institution (SASF)	50,00,000	17.49
Mutual Funds/UTI	1,900	0.00
(2) Non-Institutions:		
Bodies Corporate	8,00,324	2.90
Individuals	34,34,197	12.07
HUF	207,218	0.57
Clearing Members	1063	0.00
Non Resident Indians	30,326	0.11
Overseas Corporate Body	20,00,000	6.99
Sub Total	6473128	22.64
Total Shareholding (B)	11475028	40.13
Total (A+B)	2,85,94,682	100.00

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

Particulars of Shareholding
a) Shareholding of Promoter & Promoter Group as on March 31, 2017

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

b) Top Ten shareholders as on March 31, 2017 (Non - Promoter)

Sr. No.	Name of Shareholder(s)	Number of Equity Shares	Percentage
01	Stress Assets Stabilization Fund	5,000,000	17.49
02	Gaynor Ltd.	2,000,000	6.99
03	R.B Mercantile Pvt. Ltd.	553,800	1.94
04	Anant Kumar Jain	124,570	0.44
05	Sandeep Jain	1,00,000	0.35
06	Ved Prakash Goel	73,162	0.26
07	Nahid Zafar Shaikh	53,517	0.19
08	Mustafa Arif	50,850	0.18
09	Raja Sharma	47,206	0.17
10	Satya Narain Khemka	46,781	0.16

Registrar & Share Transfer Agents:
M/s. Beetal Financial & Computer Services Pvt. Ltd

Beetal House, 3rd Floor, 99, Madangir,
 BH - Local Shopping Centre,
 Near Dada Harsukhdas Mandir,
 New Delhi – 110 062.
 Tele: 011-29961281-83
 Email ID: beetalrta@gmail.com

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

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

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

Dematerialisation of shares and liquidity: Company's shares are in Compulsory Demat category. Over 16.79 % of the shares have been dematerialized. The Equity Shares are listed on Stock Exchanges in India, such as BSE and NSE.

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

NOT APPLICABLE

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

Address for correspondence:

Company:

Secretarial Department

Jain Studios Limited

Jain Studio Campus

Scindia Villa, Sarojini Nagar,

Ring Road, New Delhi – 110 023

Tele : 011-32494585

Fax : 011-2687 4046

E-mail: jsl@jaintv.co.in

Web-site: www.jainstudiosltd.com

CIN: L92199DL1991PLC042611

Registrar:

M/s. Beetal Financial & Computer Services Pvt. Ltd

Beetal House, 3rd Floor, 99, Madangir,

BH - Local Shopping Centre,

Near Dada Harsukhdas Mandir,

New Delhi – 110 062

E-mail ID: beetalrta@gmail.com

Tele: 011-29961281-83

**For and on Behalf of the Board
Jain Studios Limited**

Place: New Delhi

Dated: 10th August, 2017

**Sd/-
Vishnu Bhagwan
(Director)
DIN : 00605506**

**Sd/-
Bharti Jain
(Director)
DIN : 00504140**

CEO/CFO CERTIFICATION

[Pursuant to regulation 17(8) of SEBI Listing Obligations and Disclosure Requirements, Regulations, 2015]

To,
The Board of Directors
Jain Studios Ltd.

We, Bharti Jain, Director & Sunil Kumar Malhotra, CFO to best of our knowledge and belief, certify that:

- a) We have reviewed financial statement and cash flow statement for the year ended 31st March 2017 and to the best of their knowledge and belief:
 - (i) these statements do not contain any material untrue statement or omit any material fact or contain that might be misleading.
 - (ii) These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and Audit Committee wherever applicable:
 - (i) significant changes in internal control over financial reporting during the year.
 - (ii) significant changes in accounting policies during the year if any and that same has been disclosed in the notes to financial statements, and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi
Dated: 10th August, 2017

Sd/-
Bharti Jain
(Director)
DIN : 00504140

Sd/-
Mr. Sunil Malhotra
(CFO)

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

We have examined the compliance of conditions of Corporate Governance by Jain Studios Limited for the year ended March 31, 2017 as stipulated in SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) of the said Company.

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

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

As informed we state that, in respect of investor grievances received during the year ended 31st March 2017, no investor grievances is unattended/pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to Shareholders/Investors grievance committee.

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

For Ajay Behera & Associates
Company Secretaries

Place: New Delhi
Date: 10th August 2017

Sd/-
(Ajay Behera)
Proprietor
C.P. No.7980

**MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT
FOR THE FINANCIAL YEAR 2016-17**

Industry Structure and Developments:

Company Business

The Company's primary business is broadcasting. The Company currently operates a 24-hour News and Current Affairs Channel under the brand name "JAIN Television". Apart from the above-said primary business, Company is having other revenue and investments segment, i.e. Teleport, Mobile Healthcare, Education Infrastructure & Technology, Others including production and Distribution of Cinema photographic films.

Segment or Product Wise Performance

The financial performance of the Company under different segment with performance indicators for the financial year 2016-17 is given below:

Particulars	Television	Educational Infrastructure and Technology	Teleport	Mobile Services	Health	Others
Revenue: Total Sales	234.95	404.61	-	183.47		-
Segment Results:						
Profit/Loss before Interest and Tax (PBIT)	(42.12)	159.05	(41.70)	18.35		-

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

Discussions on Financial Performance in respect to Operational Performance

During the year under review, the total Income of your Company for the financial year ended 31st March 2017 was Rs. 854.12 Lakhs as against Rs. 1034.08 Lakhs in the previous financial year ended 31st March 2016. The Loss before Tax for the year under review was Rs. (44.90) Lakhs as against Loss before Tax of Rs. (197) Lakhs in the previous financial year. Profit After Tax for the year under review was Rs. 44.38 Lakhs as against Net Loss after tax of Rs. (85.30) Lakh in the previous financial year.

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

Outlook

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

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

Human Resources

During the year 2016-17 your Company's Human Resources has undergone large-scale initiatives in the form of total revamping and restructuring.

Category	As on 31.03.2017	As on 31.03.2016
Skilled Employees	38	47
Non-Skilled Employees	4	06
TOTAL	42	53

Internal Control System and Their Adequacy

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

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

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

- ❖ Financial Systems and Reporting
- ❖ Management Reporting
- ❖ H R Systems and Reporting
- ❖ Sales Systems and Reporting
- ❖ Capital Asset Systems and Reporting
- ❖ Operational Fulfilment Systems and Reporting
- ❖ General Administrative Systems and Reporting
- ❖ Knowledge Management Systems

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

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

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

Risk and Concerns

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

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

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

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

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

Future Plans

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

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

Cautionary Statement

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

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

Place: New Delhi

Dated: 10th August, 2017

For and on Behalf of the Board
Jain Studios Limited

Sd/-
(Mrs. Bharti Jain)
Director
DIN : 00504140

Sd/-
(Mr. Vishnu Bhagwan)
Director
DIN : 00605506

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF JAIN STUDIOS LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **JAIN STUDIOS LIMITED** which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in

order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we have given in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) In our opinion, none of the financial transaction &

other matters has adverse effect on functioning of the company.

- (g) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information, to the extent applicable and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements except that the liability of SASF has not been provided for in the accounts book – Refer note no. 2.27 to the financial statements and 2(i)(b) of our report.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts.
 - iii. There has been no situation requiring transfer of funds to the Investor Education and Protection Fund by the Company.
 - iv. The company has provided requisite disclosures in the financial statements in Note no. 2.30, as regards its holding and dealings in Specified Bank Notes, as defined in the notification S.O.3407 (E) dated 08th November 2016, of the Ministry of Finance, during the period from 08th November 2016 to 30th December 2016 and such disclosures are in accordance with the books of accounts maintained by the Company. However, cash available on 08th November 2016 was not counted by us.

(i) attention is invited to:

- a. *In respect of custom duty saved Rs. 351.48 Lacs during earlier years as per EPCG Scheme, against which the company's funds amount Rs 274.21 lacs are laying deposited with custom department. No provision has been made for the consequences of nonfulfillment of the EPCG obligation including custom duty saved, interest and such consequences thereon.*

b. One time settlement with SASF (OTS) - Refer note no. 2.3 to the financial statements.

In respect of one time settlement (OTS) arrived at with SASF, SASF vide its letter dated 12th February 2015 and 5th March 2015 respectively denied the further extension and revoked the OTS and subsequent modifications thereof including reversal of waiver of dues and restoration of the original liability as per the terms of loan agreement and adjustment of payment received by SASF from the company towards the dues.

During the current financial year the company has

received a 60 days Demand Notice (Statutory Notice) dated 22.11.2016 from SASF of Rs. 3,08,21,75,643/-. As per the said notice, if the company fails to pay the said amount, SASF as a Secured Creditor shall be entitled to enforce its security interest without intervention of the Court or Tribunal by taking recourse to measures given under Chapter III of the SARFAECI Act (but not limited to) taking over of possession and/or management of the Secured Assets for realizing its dues. Against the said demand notice dated 22.11.2016, the company has filed its reply to SASF vide letter dated 13.01.2017

The company has received a show cause notice dated 09.12.2016 from Debt Recovery Tribunal (DRT-1, Delhi) to file reply and appear before it on 11.01.2017 against the application filed by SASF u/s 19 of the Recovery of the Debts due to Banks and Financial institutions Act. 1993, for recovery of its debts of Rs. 308,21,75,643/-. The company filed a detailed reply on 17.04.2017 where-in it stated that the show cause notice is completely baseless, untenable, male fide, ex facie illegal, contrary to applicable provisions of law and therefore liable to be dismissed with exemplary costs in favour of the answering Defendants. The Matter is pending with DRT-1, Delhi.

The liabilities of SASF has not been effected in the accounts book due to explanation of the Management as given below. (Benefits availed under OTS amount Rs. 1120.59 lacs).

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

We express our inability to comment on the matter, and quantify the liability.

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

Sd/-
(N.P. BANSAL)
Partner
Membership No.080319
FRN: 000877N

Place: 19th May, 2017
Date: New Delhi

ANNEXURE - A TO AUDITORS' REPORT

The Annexure A referred to in our report to the member's of JAIN STUDIOS LIMITED for the year ended on 31st March, 2017:

- i.
- a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The company has a regular program of physical verification of its fixed assets by which these assets are verified in a phased manner over a period of three years. In accordance with this certain assets are verified during the year and some discrepancies were found which were immaterial in nature. Having regard to nature of asset and size of company, periodicity of physical verification is reasonable.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.
- ii. The Company is a service company, primarily rendering news media services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii. According to explanation and information given to us and on examination of records, the company has

not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the companies Act. Thus, paragraph 3(iii) of the Order is not applicable to the Company.

- iv. In our opinion and according to information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security provided by the company.
- v. In our opinion, and on the basis of audit procedures and according to information and explanation given to us, the company has not accepted any deposits from public.
- vi. In our opinion, maintenance of cost records under section 148(1) is not applicable to the company.
- vii.
 - a. According to our information and explanation given to us and from examination of records of the company, the company is not regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, duty of customs, service tax, value added tax, cess and any other statutory dues with the appropriate authorities and there are undisputed statutory dues which remain in arrear for a period of more than six month as on 31st March 2017.

NATURE OF DUES	AMOUNT OF DUES
Central sales tax (UP)	12,62,756.00
TDS	1,28,045.00
Bonus Payable	14,83,679.20
Service Tax	85,78,350.00
EPF	3,92,467.00
ESI	NIL

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

Name of the Statute	Nature of Dues	Amount Involved (Rs.)	Forum where dispute is pending
The Income Tax Act, 1961	Matter in Appeal for A.Y. 2011-12. (u/s 271(1)(c) of the Act)	52,83,477/-	Income Tax Appellate Tribunal (Delhi)
The Income Tax Act, 1961	Matter in Appeal for A.Y. 2012-13. (u/s 271(1)(c) of the Act)	21,57,124/-	Income Tax Commissioner (Appeals)-5, (Delhi)

- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- x. According to our information and explanation given to us and from examination of records, the company has not raised any moneys by way of Initial Public Offer (IPO) or further public offer (including debt instruments).
- x. According to information and explanation given to us, no material fraud on or by the company has been noticed or reported during the year.
- xi. During the year, the Company has not paid/provided for any managerial remuneration to its Managing Director. Accordingly, paragraph 3 (xi) of the Order is not applicable.
- xii. The company is not a Nidhi Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting.
- xiv. According to information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xiv. In our opinion, and on the basis of our audit procedures and according to information and explanation given to us, the company do not require registration under section 45-IA of the Reserve Bank of India Act, 1934.

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

Place: 19th May, 2017
Date: New Delhi

**Sd/-
(N.P. BANSAL)
Partner
Membership No.080319
FRN: 0877**

ANNEXURE - B TO THE AUDITORS' REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of JAIN STUDIOS LIMITED ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Sd/-
(N.P. BANSAL)
Partner

Membership No.080319
FRN: 0877

Place: 19th May, 2017
Date: New Delhi

JAIN STUDIOS LIMITED
(CIN: L92199DL1991PLC042611)

BALANCE SHEET AS AT 31ST MARCH 2017

(Rupees. in '000)

Particulars	Note No.	As on 31.03.2017	As on 31.03.2016
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2.1	285,946.82	285,946.82
(b) Reserves and Surplus	2.2	94,466.06	90,221.81
2 Non Current Liabilities			
(a) Long Term Borrowings	2.3	-	-
(b) Other Long Term Liabilities	2.4	4,007.63	4,007.63
(c) Long Term Provisions	2.5	8,102.12	8,296.32
3 Current Liabilities			
(a) Trade Payables	2.6	237,675.72	229,987.42
(b) Other Current Liabilities	2.7	109,654.79	122,793.82
TOTAL		739,853.14	741,253.83
II. ASSETS			
1 Non-Current Assets			
(a) Fixed Assets	2.8		
(i) Tangible Assets		116,286.44	124,508.83
(ii) Intangible Assets		-	-
(b) Non- Current Investments	2.9	52,000.00	52,000.00
(c) Deferred Tax Assets (Net)	2.10	79,479.69	70,651.54
(d) Long Term Loans and Advances	2.11	48,711.80	48,661.80
(e) Other non-current Assets	2.12	2,645.30	2,645.30
2 Current Assets			
(a) Trade Receivables	2.13	412,059.73	420,505.58
(b) Cash and Cash equivalents	2.14	5,648.41	2,098.21
(c) Short Term Loans and Advances	2.15	15,102.96	12,805.60
(d) Other Current Assets	2.16	7,918.82	7,376.96
TOTAL		739,853.14	741,253.83

(See accompanying notes to the financial statements)

As per our report of even date

For and on Behalf of the Board of Directors

for **Giri & Bansal**
Chartered Accountants

Sd/-
N P Bansal
Partner
M. No. 80319

Sd/-
Murlidhar Asthana
Director
DIN: 00606146

Sd/-
Bharti Jain
Director
DIN: 00504140

Sd/-
Vishnu Bhagwan
Director
DIN: 00605506

Sd/-
Sunil K Malhotra
Chief Finance Officer

Place : New Delhi
Date : 19th May, 2017

JAIN STUDIOS LIMITED
STATEMENT OF PROFIT AND LOSS AS AT 31ST MARCH 2017

(Rupees. in '000)

Particulars	Note No.	For the Financial Year	
		31.03.2017	31.03.2016
I. Revenue from Operations	2.17	82,303.32	102,296.45
II. Other Income	2.18	3,108.28	1,112.14
III. Total Revenue (I+II)		85,411.60	103,408.59
IV. EXPENSES:			
Production Expenses	2.19	24,041.76	30,432.94
Employee benefits expense	2.20	36,135.09	45,982.08
Finance costs	2.21	196.73	3,111.04
Depreciation/Amortisation	2.22	8,536.38	8,947.67
Other expenses	2.23	20,991.54	26,435.82
Total Expenses		89,901.50	114,909.55
V. Profit/(Loss) before exceptional items (III-IV)		(4,489.90)	(11,500.97)
VI. Exceptional Items (Expenses)	2.24	-	(8,200.00)
Profit/(Loss) before extra ordinary items (V-VI)		(4,489.90)	(19,700.97)
Extraordinary Items		-	-
VII. Profit/(Loss) before tax (V-VI)		(4,489.90)	(19,700.97)
VIII. TAX EXPENSES			
- Current Tax		-	-
- Fringe Benefit Tax		-	-
- Deferred tax liabilities/(assets)	2.25	(8,828.15)	(11,169.47)
- MAT Credit Entitlement		-	-
IX. Profit/(Loss) after tax (VII-VIII)		4,338.25	(8,531.50)
XI. Add : Balance Brought Forward		(269,025.93)	(260,494.43)
XII. Profit/(loss) Available For Appropriation (X+XI)		(264,687.68)	(269,025.93)
XIII. Balance Carried to Balance Sheet		(264,687.68)	(269,025.93)
X. Earning per share	2.26		
Basic		0.15	(0.30)
Diluted		0.15	(0.30)

(See accompanying notes to the financial statements)

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

For and on behalf of the Board of Directors

Sd/-
N P Bansal
Partner
M. No. 80319

Sd/-
Murlidhar Asthana
Director
DIN: 00606146

Sd/-
Bharti Jain
Director
DIN: 00504140

Sd/-
Vishnu Bhagwan
Director
DIN: 00605506

Sd/-
Sunil K Malhotra
Chief Finance Officer

Place : New Delhi
Date : 19th May, 2017

Significant Accounting Policies and Notes to the Financial Statements

1 Significant Accounting Policies

1.1 Accounting Convention

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

1.2 Revenue Recognition

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

1.3 Fixed Assets

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

1.4 Depreciation / Amortisation

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

1.5 Treatment of Expenditure during Pre-operative period

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

1.6 Borrowing Costs

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

1.7 Investments

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

1.8 Inventories

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

1.9 Foreign Currency Transaction

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

1.10 Retirement Benefits

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

1.11 Provision for Tax

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

1.12 Provision, Contingent Liability and Contingent

Assets

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

2 Notes to the Financial Statements				(Rupees in '000)
2.1	Share Capital Authorised	31-03-2017		31-03-2016
	3,05,00,000 Equity Shares of Rs. 10/- each	305,000.00		305,000.00
	5,00,000 Preference Shares of Rs. 100/- each	50,000.00		50,000.00
		355,000.00		355,000.00
	Issued, Subscribed and Paid-up			
	2,85,94,682 Equity Shares of Rs 10/- each fully paid up	285,946.82		285,946.82
		285,946.82		285,946.82

Disclosures:-

1. Reconciliation of Shares

Particulars

Opening Number of Shares

Add: Shares Issued on conversion of Share Warrants

Closing Number of Shares

	This Year		Previous Year	
	No. of Shares	Amount	No. of Shares	Amount
Opening Number of Shares	28,594,682	285,946.82	28,594,682	285,946.82
Add: Shares Issued on conversion of Share Warrants	-	-	-	-
Closing Number of Shares	28,594,682	285,946.82	28,594,682	285,946.82

2. a) During the financial year 2011-12 the company at the AGM held on 30th September 2011 obtained approval of shareholders to increase authorised share capital from Rs. 30,50,00,000/- divided into 305,00,000 equity shares of Rs. 10/- each to Rs. 35,50,00,000/- divided into 305,00,000 equity shares of Rs. 10/- each and 5,00,000 preference shares of Rs. 100/- each by creation of additional 5,00,000 Preference Shares of Rs. 100/- each.
- b) On 23/04/2012, the company made an allotment of 50,00,000 (fifty lac) Equity Shares of Rs 10/- (Rs ten) each at par to SASF (in terms of the OTS with SASF), in lieu of outstanding balance loan of SASF amounting to Rs. 5,00,00,000/- (Rupees five crore) only with a condition to buy back of said shares by company/promoters from SASF on or before 30th September 2014 at par with a return calculated @10% p.a. (Read with 2.4 (iv)).
- c) On 23/04/2012, the company made an allotment of 60,50,000 (sixty lac fifty thousand) Equity Shares of Rs 10/- (Rs ten) each at a premium of Rs. 2.50/- per share to promoter on preferential basis.
- d) Share capital includes 53,00,000 equity shares of Rs. 10/- each allotted at a premium of Rs 9/- each during the F. Y. 2005-06 which was not listed and on request of the company, NSE and BSE have given NOC for filling of 'scheme of arrangement and capital reduction' before the Hon'ble High Court of Delhi. The said scheme is duly approved by the Board and thereafter by the shareholders of the company at AGM held on 30th September 2011. However, as per the SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013, the company re-submitted the said scheme with BSE and NSE for their NOC with the approval/observation of SEBI.
- e) On 17/10/2013, the company made an allotment of 31,58,700 Equity Shares of Rs 10/- (Rs ten) each at Rs. 12.50/- per share on conversion of equivalent numbers of Share Warrants (read with note no 2.3).

f) The following hold more than 5% shares:

Name of Shareholder	31-03-2017		31-03-2016	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Equity Shares				
Sona Press Pvt. Ltd.	1,860,000	6.50	1,860,000	6.50
Jain Communication & Electronics Pvt Ltd	1,866,000	6.53	1,866,000	6.53
Shambhu Dayal Ilam Chand Pvt Ltd.	1,864,000	6.52	1,864,000	6.52
Gaynor Limited	2,000,000	6.99	2,000,000	6.99
IDBI/SASF	5,000,000	17.49	5,000,000	17.49
DR. J. K. JAIN	6,250,100	21.86	6,250,100	21.86
Noida Software Technology Park Limited	1,579,350	5.52	1,579,350	5.52
Dr. Jain Video on Wheels Limited	1,579,350	5.52	1,579,350	5.52
	21,998,800	76.93	21,998,800	76.93

2.2 Reserves & Surplus	31-03-2017	31-03-2016
(a) Capital Reserve		
As per Last Balance Sheet	24,222.81	24,222.81
Additions during the year (see (i) & (ii) below)	<u>-</u>	<u>0.00</u>
	<u>24,222.81</u>	<u>24,222.81</u>
(b) Revaluation Reserve		
As per last Balance Sheet	32,104.16	32,198.16
Less : Transferred to Statement of Profit & Loss (see (iii) & (iv) below)	<u>94.00</u>	<u>94.00</u>
	<u>32,010.16</u>	<u>32,104.16</u>
(c) Share Premium Account		
As per Last Balance Sheet	<u>362,884.56</u>	<u>362,884.56</u>
	<u>362,884.56</u>	<u>362,884.56</u>
(d) Carried Forward from Statement of Profit and Loss		
As per Last Statement of Profit and Loss	(328,989.73)	(320,458.23)
Add: Profit/ (Loss) during the year	<u>4,338.25</u>	<u>(8,531.50)</u>
	<u>(324,651.48)</u>	<u>(328,989.73)</u>
	<u>94,466.06</u>	<u>90,221.81</u>

A sum of Rs. 6,222.81 thousands, i.e. 25% of share warrants money, received as application money against 19,91,300 share warrants was forfeited during the Financial Year 2013-14 and transferred to Capital Reserve on non-compliance of certain terms of issue of Share Warrants.

- (ii) Freehold land and certain buildings were revalued on 31.03.1998 by approved valuers on the basis of assessment about the Fair Market Value of the similar assets. As a result book value of such assets was increased by Rs 39,779 thousands, which was transferred to Revaluation Reserve. Gross Block as at 31.03.2017 includes cumulative surplus of Rs. 33,800 thousands (31.03.2011: Rs. 33,800 thousands) arising on revaluation of assets.
- (iii) Depreciation for the period includes Rs. 94 thousands (Previous Year: Rs.94 thousands) being depreciation on increased amount of assets due to revaluation and an equivalent amount has been transferred from revaluation reserve to profit and loss account.
- (iv) On 17/10/2013, the company made an allotment of 31,58,700 Equity Shares of Rs 10/- (Rs ten) each at Rs. 12.50/- per share on conversion of equivalent numbers of Share Warrants and the premium received on the said allotment of Equity Shares has been transferred to share premium account.

2.3 Long Term Borrowings

Loan from SASF (Stressed Assets Stabilisation Fund)

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

shares at par with a return of 10% p.a. within a period of two years from the date of approval. SASF shall have the right to dispose off the shares in open market in case promoters/ company fail to pay buy back.

- (ii) The above proposal was approved and accepted by the Board of Directors during their meeting held on 15th March 2011 and accordingly the shareholders in the Extra Ordinary General Meeting on 13th April 2011 have approved the said proposal.
- (iii) In pursuance of the OTS, the company made payment of Rs. 90,000 thousand in cash, as against its commitment to make payment of Rs. 110,000 thousand (refer (i) (a) & (b) above) and had issued 5000 thousand Equity Shares of Rs. 10/- each at par to SASF on 23rd April 2012 (refer (i) (c) above). SASF has agreed to further extend the period for repayment of balance amount of Rs 20,000 thousand alongwith interest of Rs. 16,518.66 thousand upto 15th April 2013, as per the request of the company. Further, the said amount of Rs. 20,000 thousand alongwith interest of Rs16,518.66 thousand has been paid by the company on the committed date of 15th April 2013.
- (iv) On request of the company, the SASF has granted further extension of Buy Back of 5000 thousand equity shares at par value of Rs. 10/- each up to 30.09.2014 vide letter dated 29.03.2014 subject to payment of Rs. 15013.70 thousands towards return on equity @ 10% p.a. on or before 30.04.2014. The company has further requested the SASF to extend the time of Buy Back alongwith extension for payment of return on equity till 31.03.2015. (Read with 2.1 (2)(b)). During the financial year various communications had been made between the company and SASF and finally the SASF vide their letter dated 12.02.2015 and 05.03.2015 respectively denied the further extension and revoked the OTS.
- (v) The Company was in discussion with the SASF regarding further extension as it was in the process of fund arrangement through various sources. However, the SASF vide its letter dated 12.02.2015 and 05.03.2015 respectively denied further

extension and revoked the OTS and subsequent modifications thereof including reversal of waiver of dues and has restored the original liability as per the terms of loan agreement subject to adjustment of payment received by SASF from the company. The company has taken up the matter and the management is of the view that they will be able to restore the original OTS and hence in view of the above no liability has been provided in the books of the company.

(vi) During the current financial year the company has received a 60 days Demand Notice (Statutory Notice) dated 22.11.2016 from SASF of Rs. 3,08,21,75,643/-. As per the said notice, if the company fails to pay the said amount, SASF as a Secured Creditor shall be entitled to enforce its security interest without intervention of the Court or Tribunal by taking recourse to measures given under Chapter III of the SARFAESI Act (but not limited to)

taking over of possession and/or management of the Secured Assets for realizing its dues. Against the said demand notice dated 22.11.2016, the company has filed its reply to SASF vide letter dated 13.01.2017

The company has received a show cause notice dated 09.12.2016 from Debt Recovery Tribunal (DRT-1, Delhi) to file reply and appear before it on 11.01.2017 against the application filed by SASF u/s 19 of the Recovery of the Debts due to Banks and Financial institutions Act, 1993, for recovery of its debts of Rs. 308,21,75,643/-. The company filed a detailed reply on 17.04.2017 where-in it stated that the show cause notice is completely baseless, untenable, mala fide, ex facie illegal, contrary to applicable provisions of law and therefore liable to be dismissed with exemplary costs in favour of the answering Defendants. The Matter is pending with DRT-1, Delhi.

	(Rupees in '000)	
	31-03-2017	31-03-2016
2.4 Other Long Term Liabilities		
Other Liabilities	4,007.63	4,007.63
	<u>4,007.63</u>	<u>4,007.63</u>
2.5 Long Term Provisions	31-03-2017	31-03-2016
For retirement benefits	8,102.12	8,296.32
	<u>8,102.12</u>	<u>8,296.32</u>
2.6 Trade Payables	31-03-2017	31-03-2016
Trade Payables	237,675.72	229,987.42
	<u>237,675.72</u>	<u>229,987.42</u>
2.7 Other Current Liabilities:	31-03-2017	31-03-2016
Advance from Customers	41,230.81	51,029.07
Other liabilities	53,406.09	49,654.05
Statutory Dues:		
EPF	1,620.15	1,304.39
ESI	27.97	59.41
CST	1,262.76	1,262.76
TDS	1,536.36	9,427.87
Service Tax & Swachh Bharat Cess	10,570.65	10,056.28
	<u>109,654.79</u>	<u>122,793.82</u>
(i) In the opinion of the management, in respect of disputes regarding amount payable to statutory authorities relating to provident fund, TDS, the same will be settled within next financial year.		
(ii) Out of total Provident Fund outstanding of Rs.16.20 Lacs, Rs.10.66 Lacs pertains to previous financial years, which is sub-judice. The matter was fixed for hearing before Employees Provident Fund Appellate Tribunal on 8.12.2016. The Central Govt. has set up a new authority named "Central Govt. Industrial Tribunal (Karkarduma)" and the matter has been shifted to new authority.		
2.8 Fixed Assets (Annexure I)	31-03-2017	31-03-2016
i Tangible assets		
Gross Block	300,380.78	292,093.54
Less: Depreciation	184,095.34	167,584.71
	<u>116,285.44</u>	<u>124,508.83</u>
ii Intangible assets		
Gross Block	7,880.25	7,880.25
Less: Depreciation	7,880.25	7,880.25
	<u>-</u>	<u>-</u>
Total Fixed Assets (i+ii)	<u>116,285.44</u>	<u>124,508.83</u>

(Rupees in '000)

2.9	Non- Current Investments (At Cost)	31-03-2017	31-03-2016
	Long Term-other than trade		
	Unquoted-Fully Paid Up		
	In Body Corporates		
	40,00,000 Equity Shares of Rs. 10/- each of Noida Software Technology Park Ltd (at cost)	40,000.00	40,000.00
	{Value as per rule 1D of The Wealth Tax Act 1957 vide valuation certificate dated 24th October 2011 is Rs. 10,50,80,000/- (40,00,000 shares * Rs. 26.27 per share)}		
	In Body Corporates		
	12,00,000 Equity Shares (Previous year 29 lakhs Equity shares) of Rs. 10/- each of Dr Jain Video on Wheels Ltd (at cost) (refer note (i) below)	12,000.00	12,000.00
	{Value as per rule 1D of The Wealth Tax Act 1957 vide valuation certificate dated 24th October 2011 is Rs. 3,72,24,000/- (12,00,000 shares * Rs.31.02 per share)}(Previous year Rs. 8,99,58000/- (29,00,000 shares * Rs. 31.02 per share))		
		<u>52,000.00</u>	<u>52,000.00</u>

2.10	a) The major components of deferred tax assets and liabilities are as given below:	31-03-2017	31-03-2016
	Deferred Tax Assets		
	- Depreciation	1,827.80	1,831.85
	- Unabsorbed depreciation	6,778.63	37,035.65
	- Expenses allowable on payment basis/as per section 40a	221.71	12,046.95
	- Business Loss*	-	28,209.75
		<u>8,828.15</u>	<u>79,124.20</u>
	Deferred tax Liabilities		
	opening DTL	70,651.54	-
	- Depreciation	-	8,472.66
	Net Deferred tax assets/(liabilities) (net)	<u>79,479.69</u>	<u>70,651.54</u>

* deferred tax has been recognised based on the Income tax returns

The net deferred tax assets recognized in compliance with AS 22 "Accounting for Taxes on Income" upto 31.03.2017 has been updated for items giving rise to timing difference upto 31.03.2017. In view of the cost reduction measures and addition of new business and based on future projection, the Board believes that there is a virtual certainty that the future taxable income would be sufficient against which such carried forward deferred tax asset can be realized.

2.11	Long Term Loans and Advances	31-03-2017	31-03-2016
	(Unsecured considered good)		
	Deposit with Government Authorities & others		
	- with Government Authorities	3,892.55	3,855.55
	- with others towards use of various rented premises	17,398.25	17,385.25
	- with Custom Department (see note (i) below)	27,421.00	27,421.00
		<u>48,711.80</u>	<u>48,661.80</u>

(i) In addition to deposit of Rs. 22,313.00 thousand with the Custom Department towards custom duty saved under EPCG licences as was made till 31.03.2012, during the financial year 2011-12 the company has further deposited Rs. 5,108.00 thousand with Customs Department as security deposit (refundable after fulfilment of Export Obligation) towards balance amount of 50% of duty saved amount vide their meeting held on 04.05.2011 and vide order dated 28.06.2011 of Jt. DGFT, CLA, New Delhi (Appellate Authority), wherein extension upto 12 years (upto September 2011) has been allowed against one license from the date of issue of this licence subject to compliance of specified conditions and with reference to the above said decision. The company has filed with the office of DGFT on 27.04.2012, the redemption application against the said licence for issue of export obligation discharge certificate.

(ii) On filing of petition with office of the DGFT, EPCG Committee vide their meeting held on 23.09.2010, had allowed extension upto 12 years against four EPCG Licenses from the date of issue of these licences subject to deposit of the balance 50% custom duty saved (net of deposit lying with the custom department), i.e. Rs. 341.04 thousands as security deposit and on payment of requisite

composition fee. The company has complied with the necessary conditions of deposit of 50% custom duty saved, deposited the necessary composition fee and filed with the DGFT for extension of validity period of all the above said four licences upto 12 years from the date of issue of the licence, condonation of block-wise fulfilment of export obligation and re-fixation of export obligation on the basis of duty saved amount.

(iii) On filing of petition with office of the DGFT, EPCG Committee vide their meeting held on 20.12.2010 for extension upto 12 years and re-fixation of EO (export obligation) and condonation of blockwise fulfillment of EO against fifth EPCG License from the date of issue of this licence. the DGFT has issued a show cause notice on 06.04.2015 asking for why action should not be taken and fiscal penalty should not be imposed, declare the company as defaulter and place in the Denied Entity List under Foreign Trade (Development & Regulation) Act, 1992 and Rules made thereunder due to non deposit of custom duty saved and interest thereon. However, the company has contested the matter and submitted a reply alongwith necessary documents with DGFT vide letter dated 21.04.2015 with proper justification and the management of the company is confident that such action shall be avoided.

(Rupees in '000)

	31-03-2017	31-03-2016
2.12 Other non-current Assets		
MAT Credit Entitlement	2,645.30	2,645.30
	<u>2,645.30</u>	<u>2,645.30</u>
<p>MAT credit entitlement has been recognized in view of addition of new business and based on future projections; the board believes that future taxable income would be sufficient so as the tax credit for such carried forward MAT credit entitlement can be setoff as per provision of section 115JAA of the Income Tax Act, 1961.</p>		
2.13 Trade Receivables	31-03-2017	31-03-2016
(Unconfirmed, Unsecured)		
- exceeding six months considered good	382,482.28	269,773.08
considered doubtful	-	-
- others considered good	29,577.45	150,732.50
considered doubtful	-	-
	<u>412,059.73</u>	<u>420,505.58</u>
Less : Provision for doubtful debts	-	-
	<u>412,059.73</u>	<u>420,505.58</u>
2.14 Cash and Bank equivalents	31-03-2017	31-03-2016
Cash in hand	350.61	761.91
Balances with scheduled banks		
in Current account	836.28	874.78
in Fixed Deposits	<u>4,461.52</u>	<u>461.52</u>
	<u>5,648.41</u>	<u>2,098.21</u>
2.15 Short Term Loans and Advances	31-03-2017	31-03-2016
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	15,102.96	12,805.60
	<u>15,102.96</u>	<u>12,805.60</u>
<p>Advances recoverable in cash or in kind or value to be received include interest free Advances given to bodies Corporates and Others (in terms of clause 32 of listing agreement):</p>		
a) Directors Interested: NIL		
2.16 Other Current Assets	31-03-2017	31-03-2016
Interest receivable	4.40	4.40
Prepaid Expenses	-	11.27
TDS Recoverable	<u>7,914.43</u>	<u>7,361.30</u>
	<u>7,918.83</u>	<u>7,376.97</u>
<p>The value of current assets and loans and advances in the ordinary course of business, to the best of management's knowledge and belief, will not be less than the stated value.</p>		
2.17 Income from Operations	31-03-2017	31-03-2016
Advertisement / Slot Sale	15,982.20	16,102.90
Production & Other Incomes	7,512.58	10,160.00
Mobile Health Services (Govt.)	18,347.18	29,202.14
Workshops on Health Education (Govt.)	1,350.67	-
Enrolment Fees	39,110.69	46,582.71
Equipment Sale	-	248.70
	<u>82,303.32</u>	<u>102,296.45</u>
2.18 Other Income	31-03-2017	31-03-2016
Interest Income on FDR's (Gross)	103.34	15.58
Miscellaneous Income	<u>3,004.94</u>	<u>1,096.56</u>
	<u>3,108.28</u>	<u>1,112.14</u>
2.19 Production/Operative Expenses	31-03-2017	31-03-2016
Production Expenses		
- Production & Shooting Expenses	-	34.37
- Cost of Goods Sold	-	196.22
- Mobile Health Services Running Exps	16,512.46	20,281.92
- Faculty Charges	2,016.48	1,883.94
- Other Expenses	5,512.82	8,036.49
	<u>24,041.76</u>	<u>30,432.94</u>
2.20 Employee benefits expense	31-03-2017	31-03-2016
Salary, Wages and Allowances	35,518.01	45,130.41
Contribution to Provident Fund	246.01	421.24
Staff Welfare Expenses	371.06	430.43
	<u>36,135.09</u>	<u>45,982.08</u>

(Rupees in '000)

	31-03-2017	31-03-2016
2.21 Finance costs		
Interest on		
- Fixed Loans	-	-
- Others	-	3,019.71
Financial Charges	196.73	91.32
	196.73	3,111.03
2.22 Depreciation/Amortisation (refer note 2.11)	31-03-2017	31-03-2016
Depreciation/Amortisation	8,630.38	9,041.67
Less: Transfer from Revaluation Reserve	94.00	94.00
	8,536.38	8,947.67
2.23 Other expenses	31-03-2017	31-03-2016
(a) Administrative & Other Expenses		
Electricity & Water Charges	3,336.65	4,404.94
Conveyance Expenses	1,194.64	919.63
Travelling Expenses	135.56	642.65
Legal & Professional Charges	1,865.75	1,624.00
Consultancy Charges	1,187.73	4,478.45
Repair & Maintenance		
- Plant & Machinery	219.37	125.30
- Building	310.24	448.55
- Others	348.09	352.96
Printing & Stationery	396.21	539.70
Telephone, Postage & Courier Charges	843.62	794.65
Rent	929.40	1,376.00
Rates & Taxes	245.30	66.12
Insurance Charges	11.27	-
Security Charges	52.76	210.60
Directors sitting fees	88.00	88.00
Prior period expenses	237.71	87.07
Other Expenses	6,276.73	6,657.78
	17,679.04	22,816.40
(b) Selling & Distribution Expenses		
Advertisement & Publicity	115.61	2,035.95
Business Promotion & Others	3,196.88	1,573.00
Commission	-	10.46
	3,312.49	3,619.41
	20,991.54	26,435.82
2.24 Exceptional Item (Expenses)	31-03-2017	31-03-2016
Loss on sale of investments	-	8,200
	-	8,200.00
During the F. Y. 2015-16 , the Company had sold investments being 17 lacs Equity (Rs.10 each fully paid-up) shares of Dr. Jain Video On Wheels Ltd. (a closely held company) at a loss of Rs. 82 lacs reported in the exceptional items.		
2.25 Deferred tax liabilities/ (assets)		
During the year the company has created deferred tax asset amounting to Rs. 8828.15 thousand P.Y. Rs. 11169.47 thousand (refer note no. 2.10).		
2.26 Earning Per Share ["EPS"] computed in accordance with Accounting Standard 20:	31-03-2017	31-03-2016
a) Profit /(Loss) attributable to equity shareholders:		
Profit /(Loss) after tax (Rs. in thousands)	4,338.25	(8,531.50)
b) Weighted average number of equity shares outstanding (face value of Rs 10/- each):		
i) Basic		
Number of Equity Shares at the beginning	28,594,682.00	28,594,682.00
Equity shares issued	-	-
Weighted Average Number of Share Warrants (equivalent to money received)	-	-
Weighted Average Number of Equity Shares	28,594,682.00	28,594,682.00
ii) Diluted		
Number of Equity Shares at the beginning	28,441,652.41	28,441,652.41
Number of Equity Shares at the end of the year	28,594,682.00	28,594,682.00
c) (i) Basic earnings per share (in Rs)	0.15	(0.30)
(ii) Diluted earnings per share (in Rs.)	0.15	(0.30)

Activity in Foreign Currency:

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

(Rupees in '000)

31-03-2017 31-03-2016

b) C.I.F. value of Imports:	NIL	NIL
c) Expenditure in Foreign Currency (Accrual Basis):		
(i) Foreign Travelling	NIL	NIL
(ii) Transponder Charges	NIL	NIL

d) Earnings in Foreign Currency (Realisation Basis):		
Advertisement Income/Reimbursement	NIL	NIL

2.27 Contingent Liabilities: 31-03-2017 31-03-2016

(to the extent as ascertained by the Management)		
A) Claims against the Company not acknowledged as debts	3,165,753.68	74,734.22

B) Others:		
i) Customs Duty saved which may arise if obligation for exports is not fulfilled against import of certain machinery under EPCG Scheme		
(EPCG license (obligation fulfilled) of custom duty saved of Rs.3,623.94 thousands where company has applied for discharge) ((BG of Rs. Nil thousands given (P. Y. Rs Nil thousands))	35,148.08	35,148.08
	1,989.00	

c) Corporate Guarantee	1,272,000.00	1,272,000.00
------------------------	--------------	--------------

d) Registered Office is situated at premises which is available to the company at free of cost.

2.28 a. Auditors' Remuneration 31-03-2017 31-03-2016

Audit Fee (including service tax)	402.50	399.88
Other Services	287.50	285.63
Total	690.00	685.50

b. Remuneration to the Managing Director 31-03-2017 31-03-2016

Salary & Other Allowances	NIL	NIL
---------------------------	-----	-----

2.29 The company has not received any reply/information from suppliers regarding their status under "Micro, Small & Medium Enterprises Development Act'2006 and hence disclosures, if any relating to amount unpaid as at year end together with interest paid/ovavable as required under the said Act have not been given.

2.30 (i) Disclosure pursuant to MCA NOTIFICATION NO. GSR 308(E) [F.NO.17/62/2015-CL-V-(VOL.II)], DATED 30-3-2017

Particulars	SBN	Other Denomination	Total
Closing cash in hand as on 08.11.2016	4671000	338954	5009954
(+) Permitted Receipts (withdraw from bank)		495000	495000
(+) Permitted Receipts (Fees received from students)		149966	149966
(-) Permitted Payments		873699	873699
(-) Amount Deposited in banks	4671000	100000	4771000
Closing cash in hand as on 30.11.2016			10221

(ii) There were no system in place of counting and certifying daily cash balance, however the cash balance was counted by the internal auditor every quarter for verification purposes.

2.31 Segment Reporting:

a) Primary Segment Reporting (by business segment): -

In line with Accounting Standard (AS) 17 on Segment Reporting, the Company has identified business segment as given below taking into account the organisational structure as well as differential nature, risk and return.

Television : Marketing, Production & Broadcasting of TV Programme and Advertisement.

Educational Infrastructure and Technology : Imparting the full and part time education

Teleport :Uplinking, Video Clipping & News Feeding Charges through Digital Satellite News Gathering equipment.

Information about business segments

Rs in thousands

	Particulars	Television	Mobile Health Services	Educational Infrastructure and Technology	Teleport	Other	Total
A	REVENUE:						
1	Sales (External)	23,494.78	18,347.18	40,461.36	NIL	NIL	82,303.32
		(26,511.60)	(29,202.14)	(46,582.72)	NIL	NIL	(102,296.46)
	Total Sales	23,494.78	18,347.18	40,461.36	NIL	NIL	82,303.32
		(26,511.60)	(29,202.14)	(46,582.72)	NIL	NIL	(102,296.46)
B	RESULTS:						
1	Segment Results (PBIT)	26.49	1,834.72	16,195.67	-	-	18,056.88
		(-20237.70)	(8,920.21)	(20,019.30)	-	-	(8,801.82)
2	Interest Expense						196.73
							(3,111.04)
3	Interest Income						103.34
							(15.58)
4	Unallocable expenditure net of Unallocable income						13,847.65
							(19,505.83)
5	Profit / (-) Loss Before Tax						(4,489.89)
							(-19,700.96)
	Provision for Current Tax						NIL
							(NIL)
	Provision for Deferred Tax						(8,828.15)
							(-11,169.47)
	Profit / (-) Loss After Tax						4,338.25
							(-8531.49)
C	OTHER INFORMATION						
1	Segment Assets	80,594.59	259,329.01	72,142.36	112,372.45	NIL	524,438.41
		(117,978.50)	(255,581.98)	(68,186.88)	(113,905.77)	(NIL)	(555,653.13)
2	Unallocated Assets						135,934.04
							(114,948.15)
3	Deferred Tax Assets (net)						68,310.22
							(70,651.54)
4	Total Assets						728,682.68
							(741,252.83)
5	Segment Liabilities	12,678.81	236,279.27	39,340.45	NIL	-	288,298.53
		(26,338.72)	(230,023.78)	(46,526.21)	NIL	-	(302,888.71)
	Unallocated Liabilities						71,141.73
							(62,196.48)
	Total Liabilities						359,440.25
							(365,085.19)
6	Capital Expenditure	-	-	408.00	NIL	NIL	408.00
		-	-	(130.13)	NIL	NIL	(130.13)
7	Depreciation	4,211.38	-	321.00	4,169.71	NIL	8,702.09
		(3,268.72)	-	(117.01)	(5,561.94)	NIL	(8,947.67)

Note: - (i) Figures for previous year are given in brackets.

b) Secondary Segment Reporting (by Geographical Segment)

Since the Company's activities/operations are mainly within India, hence there is no separate geographical segment.

c) Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

2.32 Related Party disclosures:

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

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

Key Management Personnel & their Relatives:

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

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

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

Mr. S.K. Malhotra (CFO)

Mr. Satyendu Patnaik (Company Secretary)

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

Dr Jain Clinic Pvt. Ltd.

Dr. Jain Laboratories Pvt. Ltd.

Ankur Services and Growth Fund Ltd.

Dalmia Foundation for Medical Research

The Development Group

Jain Internet Ltd.

Noida Software Technology Park Ltd.

Dr. Jain Video on Wheels Ltd.

For Transactions with the related parties:

(Rupees in '000)

Nature of Transactions	Key Managerial Persons and their relatives		Enterprises Where KMP and their relatives' Significant Influence	Total
Rendering of Services	NIL (NIL)		NIL (NIL)	NIL (NIL)
Sales	NIL (NIL)		NIL (NIL)	NIL (NIL)
Receiving of Services	NIL (NIL)		NIL (12,000.00)	NIL (12,000.00)
Payment of Salary	5,640.00 (8,940.00)		NIL (NIL)	5,640.00 (8,940.00)
Payment on behalf of/(Received from)	NIL (NIL)		NIL (NIL)	NIL (NIL)
Advances given	NIL (NIL)		NIL (NIL)	NIL (NIL)
Advances recovered/ received	NIL (NIL)		NIL (NIL)	NIL (NIL)
Balance outstanding as at year end: -				
- Loans & Advances	NIL (NIL)		NIL (NIL)	NIL (NIL)
- Security Deposit	NIL (NIL)		15,950.00 (15,950.00)	15,950.00 (15,950.00)
- Accounts receivable	NIL (657.24)		3,400.00 (34,404.83)	3,400.00 (35,062.07)
- Accounts Payable	11,632.82 (6,143.68)		229,697.86 (226,733.34)	241,330.68 (232,877.02)

Note:

- i) The company has given corporate guarantee for the loans taken from bank By Noida Software Technology Park Ltd and Dr. Jain Video on Wheels Ltd. The property at Dundahera, Gurgaon has been mortgaged against group's borrowings from Punjab National Bank which includes Noida Software Technology Park Ltd. and Dr. Jain Video on Wheels Ltd.
- ii) Company has given interest free security deposit for rented premises.
- ii) 22,10,300 Equity Shares of Jain Studios Ltd held by Promoters are pledged for loan taken from Financial Institutions by the company.
- iii) Details of remuneration to Key Management Personnel are given in Note.
- iv) Figures for previous year are given in brackets.

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

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

For and on behalf of the Board of Directors

Sd/-
N P Bansal
Partner
M. No. 80319

Sd/-
Murlidhar Asthana
Director
DIN: 00606146

Sd/-
Bharti Jain
Director
DIN: 00504140

Sd/-
Vishnu Bhagwan
Director
DIN: 00605506

Sd/-
Sunil K Malhotra
Chief Finance Officer

Place : New Delhi
Date : 19th May, 2017

(Rs. in '000)

Annexure I

PARTICULARS	GROSS BOOK VALUE		DEPRECIATION	NET BOOK VALUE		
	As on 01/04/2016	Additions Sales/ Adjustment		As on 31/03/2017	As on 31/03/2017	As on 31/03/2016
Land -Leasehold -Freehold	52,129.19	-	585.72	9,230.32	42,313.15	42,898.87
	29,773.20	-	-	-	29,773.20	29,679.63
	81,902.39	-	585.72	9,230.32	72,086.35	72,578.50
Building	31,801.69	-	646.71	10,918.73	20,536.25	20,882.96
Plant & Machinery	149,908.74	408.00	6,964.78	121,583.18	21,768.78	28,325.56
Furniture & Fixtures	3,386.42	-	191.88	2,991.35	203.19	395.07
Office Equipments	19,540.39	-	241.29	17,584.91	1,714.19	1,955.48
Vehicles	5,553.91	-	-	5,276.22	277.70	277.70
Intangible Assets	7,880.25	-	-	7,880.25	-	-
Programme Software Library						
Total	299,973.79	408.00	8,630.38	175,464.96	184,095.34	124,419.38
Previous Year	299,843.66	130.13	9,041.67	166,423.28	124,415.26	133,419.38

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

For and on behalf of the Board of Directors
**As per our report of even date
for Giri & Bansal
Chartered Accountants**
**Sd/-
N P Bansal
Partner
M. No. 80319**
**Sd/-
Murlidhar Asthana
Director
DIN: 00606146**
**Sd/-
Bharti Jain
Director
DIN: 00504140**
**Sd/-
Vishnu Bhagwan
Director
DIN: 00605506**
**Sd/-
Sunil K Malhotra
Chief Finance Officer**
**Place : New Delhi
Date : 19th May, 2017**

(Rs. in '000)

Cash Flow Statement for the year ended 31.03.2017		
Particulars	2016-17	2015-16
A Cash Flow from Operating activities		
Net profit/(loss) before tax and exceptional items	(4,489.90)	(19,700.97)
<i>Adjustments for:</i>		
Depreciation	8,536.38	8,947.67
Interest expenses	196.73	3,111.03
Interest Income	(103.34)	(15.58)
Profit/(loss) before Exceptional items	4,139.88	(7,657.82)
Exceptional Items (Loss)	-	8,200.00
Operating Profit/(loss) before working capital changes	4,139.88	542.17
<i>Adjustments for:</i>		
(Increase)/decrease in trade & other receivables	8,445.85	(43,791.63)
(Increase)/decrease in long term advances and other non current assets	(50.01)	(67.00)
(Increase)/decrease in short term loans and advances and other current assets	(2,839.21)	(5,692.14)
Increase/(decrease) in other long term liabilities and provisions	(194.21)	1,590.61
Increase/(decrease) in trade payables, other current liabilities and short term provisions	(5,450.74)	45,136.63
Cash generated from operations	4,051.57	(2,281.37)
Direct taxes (paid)/Refund	-	-
Net cash flow from operating activities	4,051.57	(2,281.37)
B Cash Flow from Investing activities		
Interest received	103.34	15.58
Purchase of fixed assets	(408.00)	(130.13)
Sale of Investment	-	3,400.00
Net cash flow from Investing activities	(304.66)	3,285.45
C Cash Flow from Financing activities		
Interest paid	(196.73)	(3,111.03)
Short Term Loan Taken/(repaid)	-	-
Net cash flow from financing activities	(196.73)	(3,111.03)
Net Decrease in cash & cash equivalents(A+B+C)	3,550.18	(2,106.96)
Opening balance of cash & cash equivalents	2,098.21	4,205.17
Closing balance of cash & cash equivalents	5,648.41	2,098.21

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

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

For and on behalf of Board of Directors

Sd/-
N P Bansal (M. No. 80319)
Partner
M. No. 80319

Sd/-
Murlidhar Asthana
Director
DIN: 00606146

Sd/-
Bharti Jain
Director
DIN: 00504140

Sd/-
Vishnu Bhagwan
Director
DIN: 00605506

Sunil K Malhotra
Chief Finance Officer

Place : New Delhi
Date : 19th May, 2017

FORM NO: MGT -11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rule, 2014

JAIN STUDIOS LTD.

CIN: L92199DL1991PLC042611

Regd. Office : Scindia Villa, Sarojini Nagar, Ring Road, New Delhi – 110 023,

Fax: 01126874046; Tel: 011-32319692; Email: jsl@jaintv.co.in; Website: jainstudiosltd.com

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

I/ We being the member of _____, holding _____ shares, 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: _____ or failing him

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

Resolution No.

1

2

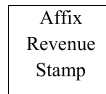
3

4

Signed this day of..... 2017

Signature of Shareholder:

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

I hereby record my presence at the **27TH ANNUAL GENERAL MEETING OF JAIN STUDIOS LTD.** at Jawaharlal Nehru National Youth Centre, 219, Deendayal Upadhyaya Marg, New Delhi -110002 **at 11.00 A.M. on Thursday, 28th day of September 2017.**

Client ID:

Folio No.

DP ID:

No. of Shares held:

Name of the Shareholder

Signature

(Block Letters)

Name of the Proxy*

Signature

(Block Letters)

* To be filled if Proxy attends instead of member

NOTES

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

BOOK-POST

If undelivered please return to:

JAIN STUDIOS LIMITED

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