



CIN: U74999MH1998PLC117279

Regd. Office: 513 Stanford Building Link Road, Andheri West Mumbai MH 400053 IN
Website: www.januscorporation.in; Email: januscorporationltd@gmail.com; Tele No. 022-62363222

To,
The Department of Corporate Services
BSE Limited,
P J Towers,
Dalal Street, Fort,
Mumbai - 400001

BSE Scrip Code: 542924

Subject: Submission of Annual Report of the Company for the Financial Year 2023-2024 pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Dear Sir,

In terms of Regulation 34(1) of the Listing Regulations, please find enclosed the Annual Report for the Financial Year 2023-24 along with the Notice of the Annual General Meeting being dispatched to Shareholders of the Company through electronic mode whose e-mail addresses are registered with the Company/ Depository Participants/ Registrar and Transfer Agent.

The Annual General Meeting ('AGM') of the company will be held on Saturday, 28th September, 2024 at 12:30 PM at Registered Office of the Company 513 Stanford Building Link Road, Andheri West Mumbai MH400053 IN.

The Annual Report of the Company is also available on the website of the company at www.januscorporation.in.

Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Thanking You
Yours Faithfully,

For Janus Corporation Limited

Sd/-

Jitendra Bharat Parmar

Managing Director

DIN: 10257158

ENCL: As Above.

JANUS CORPORATION LIMITED
CIN: U74999MH1998PLC117279

26th Annual Report
2023-2024

Call: 022-62363222

Email: Januscorporationltd@gmail.com

Website: www.januscorporation.in

Registered office: 513 Stanford Building, LinkRoad, Andheri (West),
Mumbai-400053.

26th Annual General Meeting 2023-2024

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Corporate Information

➤ Board of Director

Mr. Jitendra Bharat Parmar (DIN: 10257158)	Managing Director (appointed w.e.f. 31.07.2023)
Mr. Mahesh Keshav Kamble (DIN: 08210336)	Non-Executive Independent Director
Ms. Manisha Sadashiv Bobade (DIN: 08627010)	Woman Independent Director
Mr. Mangesh Kashinath Kamble (DIN: 09741955)	Non-Executive Independent Director
Mr. Datta V Kamble (DIN:08721748)	Non-Executive Non- Independent Director
Mr. Vijay Baburao Mane (DIN: 08721608)	Executive Director
Mr. Sachin Bhimrao Puri (DIN: 05269529)	Executive Director

➤ Key Managerial Personnel

Mr. Rajatmohan Gopalmohan Sinha	CFO
Ms. Niharika Kothari	Company Secretary cum Compliance Officer (resigned w.e.f. 01.03-2024)

➤ Statutory Auditors

M/s. Choudhary Choudhary & Co. (Chartered Accountant)
76,whispering Palm Shopping Center, Akurli Road, Lokhandwala
Complex, Kandiwali (East), Mumbai -400101 FRN: 002910C

➤ Internal Auditors

M/s. Shailesh Pandey & Co.
(Chartered Accountants)
FRN: 103185W

Secretarial Auditors

M/s. Brajesh Gupta & Co
Practicing Company Secretary
(Peer Reviewed Firm)

➤ Registrar & Share Transfer Agent

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai, Maharashtra, 400059

➤ Banker

Kotak Mahindra Bank

➤ Listing of Equity Share

BSE SME Platform
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001

➤ Contact Us

Janus Corporation Limited
513 Stanford Building Link Road, Andheri West,
Mumbai - 400053, Telephone: 022-62363222
[Email- januscorporationltd@gmail.com.](mailto:januscorporationltd@gmail.com)
[Website- www.januscorporation.i2n](http://www.januscorporation.i2n)



NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JANUS CORPORATION LIMITED WILL BE HELD ON SATURDAY 28TH SEPTEMBER, 2024 AT 12:30 PM AT REGISTERED OFFICE OF THE COMPANY AT 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053 IN TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.

To consider and if thought fit, to pass the following resolutions with or without modification, if any, as Ordinary Resolutions:

“RESOLVED THAT the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the reports of Board and Auditors thereon be and hereby considered and adopted”.

SPECIAL BUSINESS:

ITEM NO. 2: APPROVAL FOR GRANTING LOAN AND INVESTMENT AND GIVING GUARANTEE BY COMPANY U/S. 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession to all resolutions passed earlier, if any, pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100.00 Crores (Rupees Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

“RESOLVED FURTHER THAT the approval of shareholders for granting loan and investment and giving guarantee by company u/s. 186 of the companies Act, 2013 shall be valid for a period of 5 years i.e. w.e.f. 1st April, 2024 to 31st March, 2029.”

ITEM NO. 3: APPROVAL FOR BORROWING POWER U/S. 180(1) (C) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession to all resolutions passed earlier pursuant to the provisions of Section 180 (1) (c) and



other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 100.00 Crores (Rupees Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

"RESOLVED FURTHER THAT the approval of shareholders for Increase in Borrowing Powers u/s. 180(1) (c) of the Companies Act, 2013 shall be valid for a period of 5 years i.e. w.e.f. 1st April, 2024 to 31st March, 2029."

ITEM NO. 4: APPROVAL FOR RELATED PARTY TRANSACTION

To consider and, if thought fit, to pass, the following resolution with or without modifications, if any as a Special Resolution:

"RESOLVED THAT in continuation of earlier resolution passed in this behalf and pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, as amended from time to time, consent of the Company be and is hereby accorded to the Board to enter into any and all transactions/contracts/arrangements with the 'related party' as defined in the Act and Regulation 2(zb) of the Listing Regulation and mentioned in below table, relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate or promoter group Company, making of loans to, and/or giving of guarantees or providing security and/or making of investments and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc. on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs. 100 Crores with each related parties respectively during any Financial year."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

ITEM NO. 5: RE-APPOINTMENT OF MR. MAHESH KESHAV KAMBLE (DIN: 08210336) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass with or without modifications, if any, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the



applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, Mr. Mahesh Keshav Kamble (DIN: 08210336) whose term as an Independent Director of the Company expires on September, 2024 and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years viz. from 26th September, 2024 to 25th September, 2029 and he will not be liable to retire by rotation.

"RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ITEM NO. 6: RE-APPOINTMENT OF MRS. MANISHA S BOBADE (DIN: 08627010) AS WOMAN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass with or without modifications, if any, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, Mrs. Manisha S Bobade (DIN: 08627010), whose term as an Independent Director of the Company expires on September, 2024 and who has consented to act as an Independent Director of the Company and who has submitted her declarations that She meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose her candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years viz. from 26th September, 2024 to 25th September, 2029 and She will not be liable to retire by rotation."

"RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Place: Mumbai
Date: 03RD September, 2024

By Order of the Board of Directors
For Janus Corporation Limited

Sd/-
Jitendra Bharat Parmar
Managing Director
DIN: 10257158

Registered Office:
513 Stanford Building Link Road,
Andheri West Mumbai, Maharashtra- 400053
Tel: 022-62363222
Email: januscorporationltd@gmail.com
Website: www.januscorp.co.in



NOTES:

- 1) A Member Entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote in the meeting instead of himself /herself, and the proxy need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate and not more than ten (10) percent of the total share capital of the Company.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 3) The instrument appointing the proxy, duly completed, must be deposited at the Company’s registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- 4) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 5) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 6) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 7) Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from 22nd September, 2024 to 28th September, 2024 (Both days inclusive) for the purpose of AGM.
- 8) Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant’s records, members are likely to miss notice and other valuable correspondence sent by the company.
- 9) Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
- 10) Members/Proxies/ Authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 11) With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2023-24 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of their report. For members who have not registered their email addresses, physical copies of the Annual Report 2023-24 are being sent by the permitted mode.
- 12) As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Apart from e-voting, voting through ballot paper will also be made available at the AGM.



- 13) The Board of Directors have appointed M/s. **Brajesh Gupta & Co.** (Membership No: ACS – 33070, Mumbai), **Practicing Company Secretaries**, as the scrutinizer to scrutinize the voting during the Annual General Meeting (Voting in 26th AGM).
- 14) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
- 15) 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 SH-13. The Form can be downloaded from the company's website at www.januscorporation.in. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
- 16) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.
- 17) The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
- 18) A statement giving details of the Directors seeking appointment/re-appointment is also annexed with the Notice pursuant to the requirements of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting ("SS-2").

OTHER NOTES

I. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday 21st September, 2024.

II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e. Saturday 21st September, 2024, may sending a request at Januscorporationltd@gmail.com.

III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.

IV. **M/s. Brajesh Gupta & Co. (Membership No: 33070; COP Number: 21306), Practicing Company Secretary** has been appointed as the Scrutinizer to act as scrutinizer for the purpose of Annual General Meeting.

V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.

VI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall Counter sign the same and declare the result of the voting forthwith.

VII. The Results of AGM voting will be declared along with the report of the Scrutinizer on or before 01st October, 2024 and shall be placed on the website of the Company Januscorporationltd@gmail.com after the declaration of result by the



JCL
JANUS CORPORATION LIMITED

Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Place: Mumbai

Date: 03rd September, 2024

**By Order of the Board of Directors
For Janus Corporation Limited**

Sd/-

Jitendra Bharat Parmar

Managing Director

DIN: 10257158

Registered Office:

513 Stanford Building Link Road,

Andheri West Mumbai 400053, Maharashtra- 400053

Tel: 022-62363222

Email: Januscorporationltd@gmail.com

Website: www.januscorp.co.in



**Form No. MGT-11
PROXY FORM**

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

Name of the member(s): _____

Registered address: _____

E-mail Id: _____	Folio No/ Client Id: _____
DP ID: _____	

CIN:	U74999MH1998PLC117279
Name of the company:	Janus Corporation Limited
Registered office:	513 Stanford Building Link Road, Andheri West Mumbai – 400053

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

1. Name : _____

Address: _____

E-mail Id: _____ Signature _____ or failing him/her

2. Name : _____

Address: _____

E-mail Id: _____ Signature _____ or failing him/her

Sr. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Standalone Audited Balance Sheet of the Company as on 31st March, 2024 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.		
2.	Approval for Granting Loan and Investment and Giving Guarantee by Company U/S. 186 of The Companies Act, 2013		
3.	Approval For Borrowing Power U/S. 180(1)(C) of The Companies Act, 2013		
4.	Approval of Related Party Transaction		
5.	Re-Appointment of Mr. Mahesh Keshav Kamble (DIN: 08210336) as Non-Executive Independent Director of the Company		
6.	Re-Appointment of Mrs. Manisha S Bobade (DIN: 08627010) as Woman Independent Director of the Company		

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual general meeting of the company, to be held on Saturday the 26th day of September, 2024 At 12:30 p.m. at 513 Stanford Building Link Road, Andheri West Mumbai MH 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

As Witness my / our hand(s) this _____ day of _____ 2024

Signature of shareholder _____

Signature of Proxy holder(s) _____

**Affix
Revenue
Stamp**

1. Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Proxy need not to be a member of the Company.



Attendance Slip

DPID _____

Regd. Folio No. _____

Mr./Ms. _____

CLIENT ID _____

Father's/Husband's Name _____

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I hereby record my presence at the 26th Annual General Meeting of the Company at 513 Stanford Building Link Road, Andheri West Mumbai MH - 400053 at 12:30 p.m. on Saturday, 28th day of September, 2024.

Member's/Proxy's Name in _____

Member's / Proxy's Signature _____

Note:

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



POLLING PAPER

(Form No. MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Janus Corporation Limited
CIN : U74999MH1998PLC117279
Regd. Office : 513 Stanford Building Link Road, Andheri West Mumbai – 400053

BALLOT PAPER

26th Annual General Meeting on 28th September, 2024

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

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

S. No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from Resolution
1.	To receive, consider and adopt the Standalone Audited Balance Sheet of the Company as on 31st March, 2024 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.				
3.	Approval for Granting Loan and Investment and Giving Guarantee by Company U/S. 186 of The Companies Act, 2013				
4.	Approval For Borrowing Power U/S. 180(1)(C) of The Companies Act, 2013				
5.	Approval of Related Party Transaction				
6.	Re-Appointment of Mr. Mahesh Keshav Kamble (DIN: 08210336) as Non-Executive Independent Director of the Company				
7.	Re-Appointment of Mrs. Manisha S Bobade (DIN: 08627010) as Woman Independent Director of the Company				

Place:

Date:

(Signature of the shareholder)



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO. 02 APPROVAL FOR GRANTING LOAN AND INVESTMENT AND GIVING GUARANTEE BY COMPANY U/S. 186 OF THE COMPANIES ACT, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 2 for approval by the members of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no.2 of the accompanying notice.

The Board recommends the resolution at Item no. 2 to be passed as Special Resolution.

ITEM NO. 03 APPROVAL FOR BORROWING POWER U/S. 180(1) (C) OF THE COMPANIES ACT, 2013

In supersession to all the resolutions passed earlier, the Board of Directors authorised to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company amount in excess of aggregate of the Paid up Share Capital and free reserves but not exceeding Rs 100.00 crores (Rs. One Hundred Crores Only). Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not borrow money in excess of the aggregate of Paid up Share Capital and free reserves without the consent of the Members of the Company is accorded by a Special Resolution.

The Board of Directors feels that it may be necessary for the Company to raise further monies from various sources which may exceed aggregate of Paid up Share Capital and free reserves. Accordingly the Special Resolution as set out in item No. 3 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

ITEM NO. 04 APPROVAL OF RELATED PARTY TRANSACTION

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting.

Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

The Board informs that currently there is no relate party and no related party transaction in preceding financial year, but looking to company's aggressive nature towards the growth, it is better to take prior approval of the shareholders.

Accordingly the Special Resolution as set out in item No. 4 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution



ITEM NO. 05: RE-APPOINTMENT OF MR. MAHESH KESHAV KAMBLE (DIN: 08210336) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board Members of the company in their meeting held on 03rd September, 2024 approved appointment of Mr. Mahesh Keshav Kamble (DIN: 08210336) as Non-Executive Independent Director of the Company for a second term for a period of 5 years.

The Nomination and Remuneration committee and the Board of the Company are of the view that it would be appropriate that Mr. Mahesh Keshav Kamble (DIN: 08210336) continues to serve the board for the period of five years. The company has obtained consent and declaration of Independence from Mr. Mahesh Keshav Kamble (DIN: 08210336) to act as Non-Executive Independent Director for the 2nd term of five (5) years from 26th September, 2024.

Mr. Mahesh Keshav Kamble is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Brief Profile of Mr. Mahesh Keshav Kamble in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice. Mr. Mahesh Keshav Kamble (DIN: 08210336) may be deemed to be concerned or interested in the Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed Special Resolution. The Board recommends the Special Resolution as set out in Item No. 5 for the approval of the members.

ITEM NO. 6 RE-APPOINTMENT OF MRS. MANISHA S BOBADE (DIN: 08627010) AS WOMAN INDEPENDENT DIRECTOR OF THE COMPANY:

The Board Members of the company in their meeting held on 03rd September, 2024 approved appointment of Mrs. Manisha S Bobade (DIN: 08627010) as Non-Executive Independent Director of the Company for a second term for a period of 5 years.

The Nomination and Remuneration committee and the Board of the Company are of the view that it would be appropriate that Mrs. Manisha S Bobade (DIN: 08627010) continues to serve the board for the period of five years. The company has obtained consent and declaration of Independence from Mrs. Manisha S Bobade (DIN: 08627010) to act as Non- Executive Independent Director for the 2nd term of five (5) years from 26th September, 2024.

Mrs. Manisha S Bobade is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Brief Profile of Mrs. Manisha S Bobade in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice. Mrs. Manisha S Bobade (DIN: 08627010) may be deemed to be concerned or interested in the Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed Special Resolution. The Board recommends the Special Resolution as set out in Item No. 6 for the approval of the members.

Place: Mumbai

Date: 03rd September, 2024

**By Order of the Board of Directors
For Janus Corporation Limited**

Sd/-

Jitendra Bharat Parmar

Managing Director

DIN: 10257158

Registered Office:

513 Stanford Building Link Road,

Andheri West Mumbai 400053, Maharashtra- 400053

Tel: 022-62363222

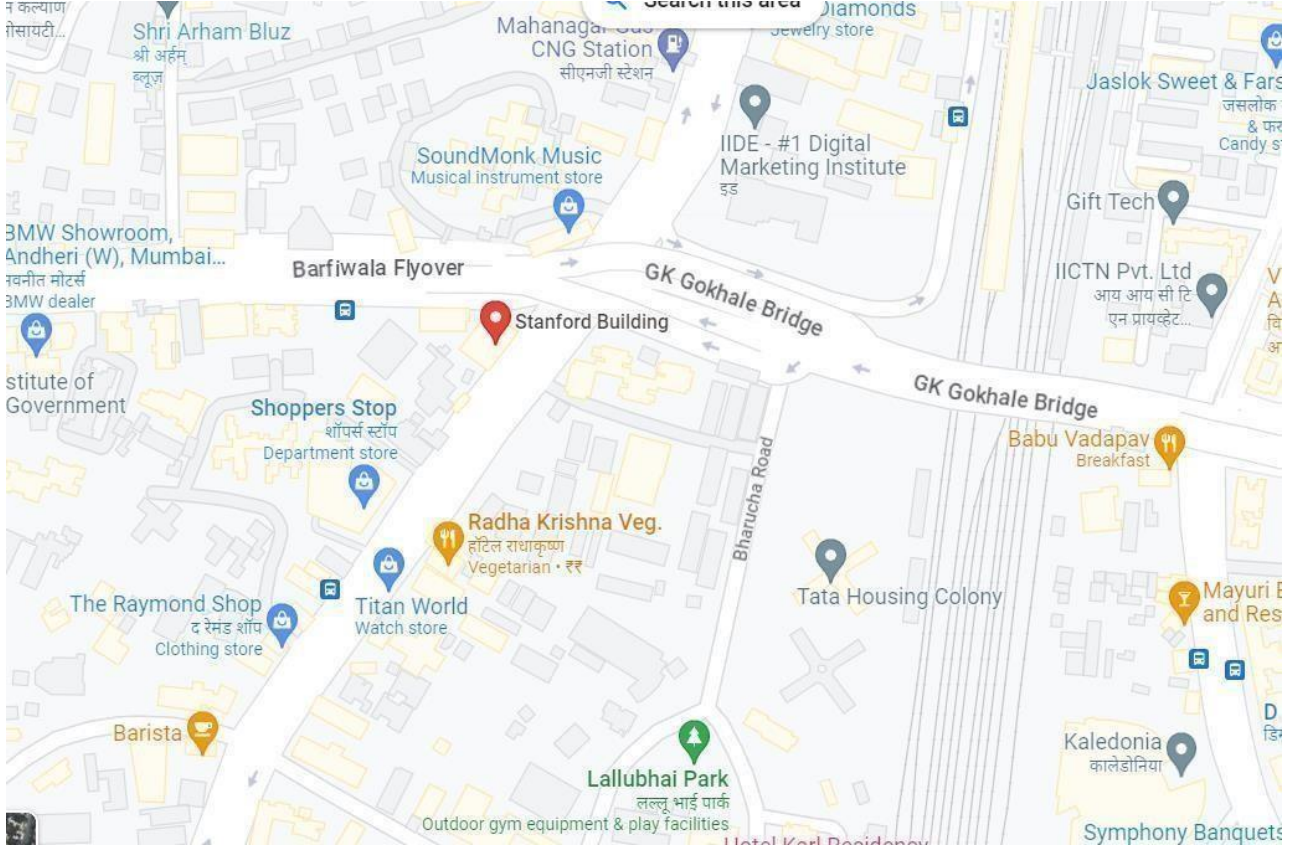
Email: Januscorporationltd@gmail.com

Website: www.januscorp.co.in



ROAD MAP FOR VENUE OF THE AGM

513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI - 400053





Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment/ re- appointment of Directors is as below:

Name of the Director	Mr. Mahesh Keshav Kamble	Mrs. Manisha S Bobade
DIN	08210336	08627010
Date of Birth		
Date of Appointment	05/09/2018	02/12/2019
Category	Non Executive- Independent	Non Executive- Independent
Qualification	Graduate	Graduate
Nature of expertise in specific functional areas and Experience	experience in the field of sales, marketing and administration of building materials.	Expertise in field of Admin and finance
Terms and conditions of appointment/ reappointment	For a period of 5 years not liable to retire by rotation	For a period of 5 years not liable to retire by rotation
Number of shares held in the Company	Nil	Nil
Remuneration to be paid	As per the provisions of Companies Act, 2023	As per the provisions of Companies Act, 2023
Directorship held in other Companies	Nil	Nil
Memberships/ Chairmanships of Committees of other Companies	NA	NA
Relationships between Directors inter-se	NA	NA



DIRECTORS' REPORT

To,
The Members,
Janus Corporation Limited
Mumbai

Your Directors take pleasure in presenting the 26th Annual Report on the business and operation of your Company together with the Audited Financial Statements for the financial year ended **March 31, 2024**:

FINANCIAL SUMMARY

The Key highlights of the Audited Financial Statements of your Company for the Financial Year ended March 31, 2024 and comparison with the previous Financial Year ended March 31, 2023 are summarized below:

Particulars	Amount in Rs.	
	2023-24	2022-23
Income from Operations	38,90,21,159	35,97,87,051
Other Income	0	0
Total Revenue	38,90,21,159	35,97,87,051
Less: Total Expenditure (Excl. Dep. & Int.)	38,22,35,879	35,24,37,544
Profit and (Loss) before Depreciation and Tax	67,85,280	73,49,507
Less: Depreciation	15,89,829	24,47,401
Interest	0	0
Profit Before Tax	51,95,451	49,02,106
Less: Provision for Tax		
- Current Tax	6,62,055	14,45,741
- Deferred Tax	8,34,174	1,71,193
- Excess provision of earlier year written back	0	0
- Adjustment of MAT	0	0
Profit And (Loss) After Tax	36,99,222	36,27,559
Earnings Per Share (EPS)		
1. Basic EPS	0.28	0.27
2. Diluted EPS	0.28	0.27

STATE OF COMPANY'S AFFAIRS:

- Revenue from operations for the year under reference has shown an Increase of around 51.95 %Vis- à-vis the preceding financial year.
- The bottom line has also shown considerable improvement. Profit for the year (before tax) has shown Rs. 51,95,451/- as compared to profit last year of Rs. 49,02,106/-. Further, there are no significant and material events impacting the going concern status and Company's operations in future.

DIVIDEND

In order to conserve the resources for the business requirement, your Board of Directors do not recommend dividend for the Financial Year 2023-24

TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to General Reserves for the Financial Year 2023- 24.



CHANGE IN THE NATURE OF BUSINESS

During the year under review was is no change in the nature of the Business or any activity of business of the Company.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, the Company does not have any Subsidiary, Associate Companies and Joint Ventures.

After the closure of financial year 2023-24, the Company on 29th July, 2024 on Allotment of 1,15,20,000 equity shares of the Company of face value of Rs. 10/- each ("Equity Shares"), on Preferential allotment basis, to the shareholders of Forever Business Solutions Private Limited ("FBSPL") at a price of Rs. 12/- (including premium of Rs. 2/-), for consideration other than cash (share swap basis), being discharge of total purchase consideration of Rs. 13,82,40,000/- (Rupees Thirteen crores Eighty-Two Lacs Forty Thousand Only) ("Purchase Consideration") for the acquisition of 28,80,000 equity shares ("Sale Shares") of Forever Business Solutions Private Limited ("FBSPL") from the Proposed Allottees at a price of Rs.48/- (Rupees Forty-Eight Only) per equity share of FBSPL,

As a result of preferential allotment on share swap basis, Forever Business Solutions Private Limited ("FBSPL") becomes a Wholly Owned Subsidiary of the Company w.e.f. 29th July, 2024.

A separate statement containing the salient features of financial statements of Subsidiary Company of your Company forms part of Annual Report in the prescribed Form AOC-1 as **Annexure I** in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

The Financial Statements of the Wholly Owned Subsidiary company and related information are available for inspection by the Members at the Registered Office of the Company during the business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013.

CHANGES IN CAPITAL STRUCTURE

During the year under review, No changes was done in Authorized and Paid up Capital of Company.

As on 31st March, 2024 the Authorized and Paid up Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores Only) and Rs. 13,39,10,000/- (Rupees Thirteen Crores Thirty Nine Lakhs Ten Thousand Only) respectively.

However, after the closure of financial year and pursuant to allotment of Equity Shares on Share swap basis the Paid-up capital of the Company is increased from Rs. 13,39,10,000/- (Rupees Thirteen Crores Thirty-Nine Lakhs Ten Thousand Only) to Rs. 24,91,10,000/- (Rupees Twenty Four Crores Ninty one lacs Ten thousand only).

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:-

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency Bankruptcy code, 2016

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS: -

During the year under review, there has been no one time settlement of loans taken from banks and Financial institutions.

EXTRACT OF ANNUAL RETURN

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the Financial Year 2023-24 has been appended as **Annexure II** to this Report and is available on the Company's website www.januscorporation.in.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Act, on the basis of information placed before them, the Directors state that:



1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. Appropriate accounting policies have been selected and applied consistently, and the judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the Loss of the Company for the said period;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis;
5. The internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MAJOR EVENTS DURING THE F.Y. 2023-24

There was no major event in the company during the financial year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

I. Board of Directors:

As on March 31, 2024, the Board of Directors of the Company comprises of 6 (Six) Directors, of which 3 (Three) are Non-Executive Directors, 1(One) is Non-executive Non-Independent Director and 2(Two) is Executive Director. The Constitution of the Board of the Company is in accordance with Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details are as follow:

Sr. No.	Name	Designation
1.	Jitendra Bharat Parmar *	Managing Director
2.	Mahesh Keshav Kamble	Non-Executive Independent Director
3.	Mangesh Kashinath Kamble	Non-Executive Independent Director
4.	Manisha Sadashiv Bobade	Non-Executive Independent Director
5.	Datta B Kamble	Non-Executive Non-Independent
6.	Vijay Baburao Mane	Executive Director
7.	Sachin Bhimrao Puri\$	Executive Director

Note: * Appointed w.e.f. 31.07.2023

\$ Change in designation from MD to ED w.e.f. 06.09.2023

On the basis of the written representations received from the Directors, none of the above directors are disqualified under Section 164 (2) of the Companies Act, 2013 and are also not debarred by SEBI or any other statutory authority for holding office of a Director.

II. KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Niharika Kothari resigned from the post of Company Secretary cum Compliance Officer from March 01, 2024

Further, as per the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2024 were as under:



Sr. No.	Name	Designation
1.	Jitendra Bharat Parmar	Managing Director
2.	Rajatmohan Gopalmohan Sinha	Chief Financial Officer
3.	Niharika Kothari	Company Secretary (resigned w.e.f. 01-03-2024)

DIRECTORS RETIRING BY ROTATION

No Director, who is liable to retire by rotation in the Financial Year 2023-24.

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, read with Schedule IV and other applicable provisions, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors are appointed for a term of 5 years and are not liable to retire by rotation.

Further, the Company has received the declarations from the Independent Directors confirming that they meet with the criteria of Independence as prescribed under the amended provisions of Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been taken on the records of the Company in the Board meeting and there has been no change in the circumstances affecting their status as Independent Directors of the Company.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than receiving the Sitting fees, Commission, if any, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committees of the Company.

NUMBER OF BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on the company's policies and strategy apart from other Board matters. The intervening gap between the two consecutive meetings did not exceed 120 days as prescribed under the Companies Act, 2013.

During the year under reference, Board of Directors met 8 (Eight) times, the details of which is as follows;

Sr. No.	Date of the Meeting	Number of Director Present
1	03/04/2023	6/6
2	31/05/2023	6/6
3	31/07/2023	6/6
4	06/09/2023	7/7
5	18/09/2023	7/7
6	11/11/2023	7/7
7	29/01/2024	7/7
8	11/03/2024	7/7

MEETING OF INDEPENDENT DIRECTOR

During the year under review, 1 (one) meeting of Independent Directors of the Company was held on 27/03/2024.

The object of Independent Meeting was to review the performance of Non- Independent Director and the Board as a whole including the Chairperson of the Company.

COMMITTEES OF THE BOARD:

The Board of Directors of your Company have formed various Committees, as per the provisions of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as a part of the best Corporate Governance practices, the terms of reference and the constitution of those committees is in compliance with the applicable laws.



In order to ensure focused attention on business and for better governance and accountability, the Board has constituted the following committees;

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders' Relationship Committee

I. AUDIT COMMITTEE:

The constitution of the Audit Committee is as follows:

Sr. No.	Name of the Director	Designation	Nature of Directorship
1.	Manisha Sadashiv Bobade	Chairman	Non-Executive Independent Director
2.	Mahesh Keshav Kamble	Member	Non-Executive Independent Director
3.	Sachin Bhimrao Puri	Member	Executive Director

The Company Secretary and Compliance Officer of the Company was the Secretary to the Audit Committee.

During the year under review, 4(Four) Audit Committee meetings were held dated 30/05/2023, 31/07/2023, 06/09/2023 and 11/11/2023 properly convened & held.

Terms & Scope of Work of Committee:

1. Oversight of the Issuer's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors and fixation of audit fee;
3. Approval of payments to the statutory auditors for any other services rendered by statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be stated in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications and Modified opinions in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;



10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. 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; and
18. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

II. NOMINATION AND REMUNERATION COMMITTEE:

The constitution of the Nomination and Remuneration committee is as follows:

Sr. No.	Name of the Director	Designation	Nature of Directorship
1.	Manisha Sadashiv Bobade	Chairman	Independent Director
2.	Mahesh Keshav Kamble	Member	Independent Director
3.	Sachin Puri	Member	Executive Director

During the year, 3 Nomination and Remuneration Committee meeting were held dated, 03/05/2023 and 30/05/2023 and 31/07/2023 respectively.

Terms & Scope of Work of Committee:

- a) identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- b) formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
- c) while formulating the policy under (b) above, ensure that
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the



company and its goals:

- d) such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and / or pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable from time to time to the Company.
- e) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- f) devising a policy on diversity of board of directors;
- g) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- h) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- i) Recommend to the board, all remuneration, in whatever form, payable to senior management.

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of this policy are given in **Annexure III** to this Report.

III. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Constitution of Stakeholder relationship Committee is as follows:

Sr. No.	Name of the Director	Designation	Nature of Directorship
1.	Manisha Sadashiv Bobade	Chairman	Independent Director
2.	Mahesh Keshav Kamble	Member	Independent Director
3.	Sachin Puri	Member	Executive Director

During the year under review, 3 Stakeholder's Relationship Committee meeting were held on 06/09/2023, 18/09/2023 and 11/03/2024 respectively.

Terms & Scope of Work of Committee:

The terms of reference of the Stakeholder's Relationship Committee include the following:

1. Considering and resolving grievances of shareholder's, debenture holders and other securityholders;
2. Redressal of grievances of the security holders of our Company, including complaints in respect of transfer of shares, non-receipt of declared dividends, balance sheets of our Company etc.;
3. Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.;
5. Overseeing requests for dematerialization and rematerialization of Equity Shares; and
6. Carrying out any other function contained in the Equity Listing Agreement as and when amended from time to time.

STATUTORY AUDITORS

In terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. **M/s. Choudhary Choudhary & Co, (FRN: 002910C)**, Chartered Accountant was appointed as the Statutory Auditors of the



Company to hold office for Second term of 5 years Commencing from the F.Y. 2024-2025 to 2028-2029.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Choudhary Choudhary & Co., Chartered Accountants (FRN: 002910C), Statutory Auditors, in their Report on the accounts of the Company for the year under review. The observations made by them in their Report are self-explanatory and do not call for any further clarifications from the Board.

SECRETARIAL AUDITORS

Pursuant to Section 204(1) read with Section 134(3) of the Companies Act, 2013 read with the Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Brajesh Gupta & Co., Company Secretary in Practice, to undertake the Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit Report in the prescribed Form No. MR-3 is attached as "**Annexure-IV**" and forms a part of this Report.

Secretarial audit report except what have been specifically mentioned the Report which is self-explanatory following qualifications, reservations or adverse remarks or disclaimers made by Secretarial Auditors:

- 1.The company has not filed DIR 12 for Mr. Shirish Mungantiwar Avinash for cessation as Director due to death up to the signing date of this report to ROC.*
- 2.The Company has not filed ADT -1 for appointment of M/s. Choudhary Choudhary & Co. as Statutory Auditor of the Company.*
- 3.The Company has regularized appointment of two directors from additional director to director in its Annual General Meeting held on 25th September, 2020, However DIR-12 not filed for regularization.*
- 4.The company has delayed, filing of form AOC-4 XBRL and MGT-7 for F.Y. 2022-2023 and some other e-Forms with additional fees to ROC.*
- 5.During the year under review, some of the E-forms filed with additional filing fees.*

The management comments and notes on the Observations of Secretarial Auditors are as follows:

With reference to the non-filing of form MR-1, DIR 12 and ADT-1, it was given to the professional for filing but due to some non-avoidable reason it could not be file and it was not informed by him to us about non filing of forms, hence this non-filing event was taken placed, the management of the company has formulated a strong compliance team with professionals for matching timelines of compliance and having a better system and insure that in future there will be no delay in compliances and filings.

INTERNAL AUDITOR

The Company has robust internal audit system for assessment of audit findings and its mitigation. The Internal Audit function covers all the labs, inventory audit, stock takes, audit for project related accounts, corporate accounts etc.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, and on the recommendation of the Audit Committee, M/s. Shailesh Pandey & Co., Chartered Accountant, were appointed by the Board of Directors to conduct internal audit reviews of the Company and the Internal Auditor directly reports to the Audit Committee for functional matters. The Audit Committee in its quarterly meetings reviews the internal audit and controls reports. The Company's internal controls are commensurate with the size and operations of the business. Continuous internal monitoring mechanism ensures timely identification and redressal of issues.

COST AUDITORS

The Board of Directors of the Company here confirmed that according to the Companies working and business the company does not required to appoint the Cost Auditor as per the Section 148 of the Companies Act, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the (Listing Obligations Disclosures Requirements), Regulations, 2015 is presented in a separate section and forms part of



the Annual Report of the Company.

CORPORATE GOVERNANCE

As per the Guideline and direction of the SEBI & Stock Exchange accordingly the company has been adhering to the directions and guideline, as required and if applicable on the company's size and type (as per the Regulations 15 of SEBI (LODR), Regulation, 2015 and rules the Corporate Governance is not applicable on SME Listed Companies).

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has practice of conducting familiarization programme for Independent Directors of the Company.

Every new independent director of the Board attended an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors/senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

The Company has organized the following workshops for the benefit of Directors and Independent Directors:

- (a) a program on how to review, verify and study the financial reports;
- (b) a program on Corporate Governance;
- (c) provisions under the Companies Act, 2013; and
- (d) SEBI Insider Trading Regulation, 2015.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director.

ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, the directors individually, as well as the evaluation of the working of its Committees. The Company has devised a questionnaire to evaluate the performances of each of Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of the Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.

CHANGE IN THE REGISTERED OFFICE OF THE COMPANY

During the year under review there is no change in the Registered Office of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS

During the year under review, the Statutory Auditors have not reported any fraud under Section 143 (12) of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans given, Investments made and guarantees given and securities provided under the Section 186 of the Companies Act, 2013 have been provided in the notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable. Attention of the members is drawn to the disclosures of transactions with the related parties is set out in Notes to Accounts forming part of the financial statement.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of The Companies (Accounts) Rules, 2014 is as follows:

A	CONSERVATION OF ENERGY	
i)	Steps taken or impact on conservation of energy	Your Company accords highest priority to energy conservation and is committed for energy conservation measures including regular review of energy consumption and effective control on utilization of energy. The Company has designed its facilities keeping in view the objective of minimum energy loss. The Company has taken all steps to conserve Energy in the work places by educating and training the employees to conserve energy. The Company has installed inverter AC in areas which are operating extended hours. Energy saving LED lights are installed at various laboratories and collection centers.
ii)	Steps taken by the Company for utilizing alternate sources of energy	The Company being in the service industry does not have any power generation units and did not produce/generate any renewable or conventional power
iii)	Capital investment on energy conservation equipment	The Capital investment on energy conservation equipment is insignificant.
B	TECHNOLOGY ABSORPTION	
i)	Efforts made towards technology absorption	The Company being in Service Sector has adopted all new technology in terms of new software and hardware and latest machinery with automated processes available in the current Techno-environment and commensurate to the size, scale and complexity of its operations.
ii)	Benefits derived from technology absorption	Technology absorption has helped the Company to provide better and more accurate service to the Customers.
iii)	Details of Imported technology (last three years)	
	- Details of technology imported	Nil
	- Year of Import	N.A.
	- Whether technology being fully absorbed	N.A.
	- If not fully absorbed, areas where absorption has not taken place and reasons thereof	N.A.



iv)	Expenditure incurred on Research and development	Nil
C	FOREIGN EXCHANGE EARNINGS AND OUTGO (₹ in Lakhs)	
i)	Foreign Exchange inflow	Nil
ii)	Foreign Exchange outflow	Nil

RISKS MANAGEMENT POLICY AND AREA OF CONCERN

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

Although, market conditions are likely to remain competitive, future success will depend upon offering improved products through technology innovation and productivity. The Company continues to invest in these areas.

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However, Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, are not applicable to the Company.

DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE COMPANIES ACT 2013

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

DETAILS RELATING TO DEPOSITS, WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS UNDER CHAPTER V OF THE COMPANIES ACT 2013

During the year under review your Company has not accepted Deposits which are not in compliance with the requirements under Chapter V of Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

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

INTERNAL FINANCIAL CONTROL SYSTEM

Your Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. The Audit Committee has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Audit Committee has a process for timely check for compliance with the operating systems, accounting procedures and policies. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM/ CODE OF CONDUCT

The Company has a Whistle Blower Policy in line with the provisions of the Section 177 of the Companies Act, 2013. This policy establishes a vigil mechanism for directors and employees to report their genuine concerns actual or suspected fraud or violation of the Company's code of conduct. The said mechanism also provides for adequate safeguards against victimization of the persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee. We confirm that during the financial year 2023-24, no employee of the Company was denied



access to the Audit Committee. The said Whistle Blower Policy is available on the website of the Company a www.januscorporation.in.

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website www.januscorp.co.in.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

Your Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation and intimidation. Accordingly, the Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. Internal Complaints Committee (ICC) was set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the year:

No. of Complaints received	Nil
No. of Complaints disposed off	Nil

POSTAL BALLOT:

No Postal ballot was conducted by the company during the year 2023-24.

EXTRA ORDINARY GENERAL MEETING

During the year under review, there were no Extra-Ordinary General Meeting were held;

However after the closure of Financial year 2023-2024, One Extra-Ordinary General Meeting was held on 10th May, 2024 for approval of Shareholders for Issue and Allotment of 1,15,20,000 equity shares of the Company of face value of Rs. 10/- each (“Equity Shares”), on Preferential basis, to the shareholders of Forever Business Solutions Private Limited (“FBSPL”) at a price of Rs. 12/- (including premium of Rs. 2/-), for consideration other than cash (share swap basis), being discharge of total purchase consideration of Rs. 13,82,40,000/- (Rupees Thirteen crores Eighty-Two Lacs Forty Thousand Only) (“Purchase Consideration”) for the acquisition of 28,80,000 equity shares (“Sale Shares”) of Forever Business Solutions Private Limited (“FBSPL”) from the Proposed Allottees at a price of Rs.48/- (Rupees Forty-Eight Only) per equity share of FBSPL.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre- clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION:

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part



B of Schedule II of the SEBI (LODR) Regulation, 2015 not applicable on the Company as the Company is listed on the SME platform and the exemption is granted to the Companies listed on the SME platform under Regulation 15(2) of SEBI (LODR), Regulations, 2015

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as **Annexure-V** to this Report. There were no such employees of the Company for which the information required to be disclosed pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and the Company complies with all the applicable provisions of the same during the year under review.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation and sincere thanks to the State Governments, Government agencies, Banks & Financial Institutions, customers, shareholders, vendors and other related organizations, who through their continued support and co-operation have helped, as partners in your Company's progress. Your Directors, also acknowledge the hard work, dedication and commitment of the employees.

The Directors would also like to thank BSE Ltd. and our Registrar and Share Transfer Agent Big Share Services Private Limited for their co-operation.

**BY ORDER OF THE BOARD OF DIRECTORS FOR
JANUS CORPORATION LIMITED**

Sd/-
JITENDRA BHARAT PARMAR
MANAGING DIRECTOR
DIN: 10257158

Sd/-
MAHESH KAMBLE
DIRECTOR
DIN: 08210336

Place: Mumbai
Date: 03.09.2024



ANNEXURE-I
FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the Financial Statement of Subsidiaries/
Associate Companies/ Joint Ventures**

PART "A": SUBSIDIARIES

(Amount in Rs.)

Details of Subsidiary	
1. CIN No.	U74110MP2016PTC041126
2. Name of Subsidiary	FOREVER BUSINESS SOLUTIONS PRIVATE LIMITED
3. Reporting period for the F Y Subsidiary Concerned, if different from Holding Company's reporting period.	NIL
4. Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	NIL
5. Share Capital	2,88,00,000
6. Reserves & Surplus	2,69,52,821
7. Total Assets	6,30,82,461
8. Total Liabilities	6,30,82,461
9. Investments	36,56,100
10. Turnover (Gross)	6,34,56,192
11. Profit Before Taxation	79,83,417
12. Provision for Taxation	19,95,854
13. Profit After Taxation	59,87,563
14. Proposed Dividend	0
15. % of Shareholding	100%

1. Names of Subsidiary which are yet to commence operations – Not applicable.

2. Names of Subsidiary which have been liquidated or sold during the year. – Not Applicable

**BY ORDER OF THE BOARD OF DIRECTORS
FOR JANUS CORPORATION LIMITED**

Sd/-

**JITENDRA BHARAT PARMAR
MANAGING DIRECTOR**

DIN: 10257158



ANNEXURE- II
FORM NO. MGT-9

Extract of Annual Return as on the Financial Year Ended on 31st March, 2024

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U74999MH1998PLC117279
ii.	Registration Date	30/11/1998
iii.	Name of the Company	Janus Corporation Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Government Company
v.	Address of the Registered office and contact details	513 Stanford Building Link Road, Andheri West Mumbai MH 400053 IN Tel:91-22-62363222 Fax:91-22-26744367 Email : info@januscorp.co.in Website: www.januscorporation.in
vi.	Whether listed company	Yes (BSE Ltd- SME)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd, Office no S6-2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai -400093 Tel : 022 – 62638200/299 Fax:022 –62638299 Email: ipo@bigshareonline.com ; investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated as under:

Sr. No.	Name and Description of Main Product Services	NIC Code of the Product /Service	% of Total Turnover of the Company
1.	Media & Consulting	73100	95%
2.	Building Material Supply	46632	05%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable Section
1	Forever Business Solutions Private Limited	U74110MP2016PTC041126	Subsidiary	100%	2(87)(ii)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY:



Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	479500		479500	3.58	994000	0	994000	7.42	3.84
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3123797	0	3123797	23.33	3253297	0	3253297	24.29	0.97
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	7157570	0	7157570	53.45	6958070	0	6958070	51.96	-1.49
c) Others (HUF, Clearing Members, Foreign Nationals, NRI,Trust)	511000	0	511000	3.80	567000	0	567000	4.23	0.42
Sub-total (B)(2):-	11271867	0	11271867	84.17	11772367	0	11772367	87.91	3.74
Total Public Shareholding (B)=(B)(1)+ (B)(2)	11271867	0	11271867	84.17	11772367	0	11772367	87.91	3.74
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1,33,91,000	0	1,33,91,000	100%	1,33,91,000	0	1,33,91,000	100%	0

V. Change in Promoters' Shareholding (Please specify, if there is no change): Change Details as follows:

Particulars	Shareholding at the beginning of the year(As on 01.04.2023)		Cumulative Shareholding during the year(From 01.04.2023 to 31.03.2024)			
	No. of Shares	% of total shares of the Company	Date (with reason)	Increase/ Decrease in shareholding	No. of share	% of total shares of the Company
Lemon Management Consultancy Private Limited	1925466	14.38	31.03.2023	-	1925466	14.38
			21.04.2023(Sell)	-3,50,000	1575466	11.77
			16.06.2023(Sell)	-3,32,500	1242966	9.28
			22.03.2024(Buy)	38,500	1281466	9.57
			29.03.2024(Buy)	1,43,500	1424966	10.64
			31.03.2024		1424966	10.64
Sachin Bhimrao Puri	193667	1.45	31.03.2024	-	193667	1.45



VI. Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoters and Holders of GDRs and ADRs):

Sr No	Name	Shareholding		Date	Increase /Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (01/04 /2023) / end of the year (31/03 /2024)	% total Shares Of the company				No of Shares	% total Shares Of the company
1.	SYNEMATIC MEDIA AND CONSULTING PRIVATE LIMITED	0	0.00	31.03.2023	0	Sell	0	0.00
			0.16	28.04.2023	21000	Buy	21000	0.16
			0.42	12.05.2023	35000	Buy	56000	0.42
			1.05	28.06.2023	84000	Buy	140000	1.05
			1.57	11-08-2023	70000	Buy	210000	1.57
			2.25	18.08.2023	91000	Buy	301000	2.25
			2.77	25.08.2023	70000	Buy	371000	2.77
			2.80	08.09.2023	3500	Buy	374500	2.80
			4.21	15.09.2023	189000	Buy	563500	4.21
		563500	4.21	31.03.2024	0	-	563500	4.21
2.	Harish Kumar Rihwani	423500	3.16	31.03.2023	0	-	423500	3.16
			3.06	16.06.2023	-14000	Sell	409500	3.06
		409500	3.06	31.03.2024	0	-	409500	3.06
3.	GeniusbullsInvestment Limited	322000	2.40	31.03.2023	0	-	322000	2.40
			0.00	16.06.2023	-322000	Sell	0	0.00
		0	0.00	31.03.2024	0	-	0	0.00
4.	A C Bhattacharji	245000	1.83	31.03.2023	0	-	245000	1.83
			0.58	16.06.2023	-168000	Sell	77000	0.58



			0.00	23.06.2023	-77000	Sell	0	0.00
			0.00	31.03.2024	0	-	0	0.00
5.	Ritu Nitin Minocha	241570	1.80	31.03.2023	0	-	241570	1.80
		241570	1.80	31.03.2024		-	241570	1.80
6.	Suman Chepuri	0	0.00	31.03.2023	0	-	0	0.00
			0.08	08.12.2023	10500	Buy	10500	0.08
			0.34	15.12.2023	35000	Buy	455000	0.34
			0.50	22.12.2023	21000	Buy	66500	0.50
			0.55	29.12.2023	7000	Buy	73500	0.55
			0.78	05.01.2024	135000	Buy	105000	0.50
			0.00	12.01.2024	-105000	Sell	0	0.00
			0.52	02.02.2024	70000	Buy	70000	0.52
			0.94	09.02.2024	56000	Buy	126000	0.94
			0.97	16.02.2024	3500	Buy	129500	0.97
			1.18	23.02.2024	28000	Buy	157500	1.18
			1.39	01.03.2024	28000	Buy	185500	1.39
			1.44	08.03.2024	7000	Buy	192500	1.44
			1.52	15.03.2024	10500	Buy	203000	1.52
			1.54	22.03.2024	3500	Buy	206500	1.54
			1.49	29.03.2024	-7000	Sell	199500	1.49
		199500	1.49	31.03.2024	0	-	199500	1.49
7.	Createroi Financial Consultancy Private Limited.	0	0.00	31.03.2023	0	Sell	0	0.00
			0.26	28.07.2023	35000	Buy	35000	0.26
			1.46	29.09.2023	161000	Buy	196000	1.46
			1.31	12.01.2024	-21000	Sell	175000	1.31
		175000	1.31	31.03.2024	0	-	175000	1.31
8.	AARNAH CAPITAL ADVISORS PVT LTD	0	0.00	31.03.2023	0	Sell	0	0.00
			0.13	28.07.2023	17500	Buy	17500	0.13
			1.28	29.09.2023	154000	Buy	171500	1.28
		171500	1.28	31.03.2024	0	-	171500	1.28
9.	YOGESH JOTIRAM KALE	0	0.00	31.03.2023	0	Sell	0	0.00
			1.25	12.01.2024	168000	Buy	168000	1.25
		168000	1.25	31.03.2024	0	-	168000	1.25
10.	AMIT KUMAR	101500	0.76	31.03.2023	0	-	101500	0.76
			1.12	02.06.2023	49000	Buy	150500	1.12



			1.10	16.02.2024	-3500	Sell	147000	1.10
		147000	1.10	31.03.2024	0	-	147000	1.10

VII. Shareholding of Directors and Key Managerial Personnel:

S. No.	Name	Shareholding at the beginning of the year (01.04.2023)		Increase / Decrease In shareholding	Cumulative shareholding during the year (From 01-04-2023 to 31-03-2024)	
		No. of shares	% of Total Shares		No. of shares	% of Total Shares
1.	Sachin Puri	1,93,667	1.45%	-	1,93,667	1.45%
2.	Mahesh Keshav Kamble	-	-	-	-	-
3.	Manisha Sadashiv Bobade	-	-	-	-	-
4.	Rajatmohan Gopal Mohan Sinha	-	-	-	-	-
5.	Datta B Kamble	-	-	-	-	-
6.	Vijay Babu Rao Mane	-	-	-	-	-

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

Particulars	Secured Loans	Unsecured Loan	Deposits	Total Indebtedness (In Rupees)
Indebtedness at the beginning of the Financial year (01-04-2023)				
i) Principal Amount	0	-	-	0
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0	-	-	0
Change in Indebtedness				
Addition	-	-	-	-
Reduction	0	-	-	0
Net Change	0	-	-	0
Indebtedness at the end of the financial year (30-03-2024)				
i) Principal Amount	0	-	-	0
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+ iii)	0	-	-	0

VIII. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL:

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



S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total
1.	Gross Salary	Jitendra Bharat Parmar	Vijay Baburao Mane	Sachin Puri	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.40	Nil	Nil	2.40
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - As % of profit - Others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
6.	Total(A)	2.40	Nil	Nil	2.40
	Ceiling as per the Act under section 197(3) Schedule V of the Companies Act, 2013)				

B. Remuneration to Other Directors:

S. No.	Particulars of Remuneration					Total
1.	<u>Independent Directors</u>	Mahesh Keshav Kamble	Manisha Sadashiv Bobade	Mangesh Kashinath Kamble	Datta V Kamble	Total
a	Fee for attending Board/ Committee Meetings	Nil	Nil	Nil	Nil	Nil
b	Commission	Nil	Nil	Nil	Nil	Nil
c	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)					
2.	<u>Other Non-Executive Directors</u>					
a	Fee for attending Board / Committee Meetings	Nil	Nil	Nil	Nil	Nil
b	Commission	Nil	Nil	Nil	Nil	Nil
c	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)					
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act under section 197 (3) Schedule V of the Companies Act, 2013)					



C. Remuneration to Key Managerial Personnel other than MD /Manager/ WTD:

S. No.	Particulars of Remuneration	Key Managerial Personnel–Company Secretary	
		Rajatmohan Gopalmohan Sinha	Niharika Kothari
1.	Gross salary (a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	2.40	2.20
	(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
6.	Total	2.40	2.20

IX. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Property/Punishment/Compounding Fees imposed	Authority	Appeal made, if any (give details)
				RD/NCLT/COURT	
A) COMPANY					
Penalty			None		
Punishments					
Compounding					
B) DIRECTORS & C) OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishments					
Compounding					

For and on behalf of the Board of Directors

sd/-
Mahesh Keshav Kamble
DIN: 08210336
Director

sd/-
Jitendra Bharat Parmar
DIN: 10257158
Managing Director

Place: Mumbai
Date: 03.09.2024



ANNEXURE III NOMINATION & REMUNERATION POLICY

1. PREFACE:

The Company considers human resources as its invaluable assets. This policy on Nomination & Remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"), as amended from time to time, in order to pay equitable remuneration to the Directors, KMPs and Employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

2. DEFINITIONS:

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

- i) Managing Director, or Chief Executive Officer or Manager;
- ii) Whole-time Director
- iii) Chief Financial Officer;
- iv) Company Secretary; and
- v) Such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

3. OBJECTIVE:

The objective of the policy is to ensure that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and:
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

4. ROLE OF COMMITTEE:

The role of the NRC will be the following:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board for their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of



performance evaluation of independent directors;

- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.; and
- To formulate and administer the Employee Stock Option Scheme.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.



REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company. RETIREMENT The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1. Remuneration to Managing Director / Whole-time Directors:

a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause

(b) Above if the following conditions are satisfied:

i The Services are rendered by such Director in his capacity as the professional; and

ii In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3. Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive any, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.



- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

For and on behalf of the Board of Directors

sd/-

Mahesh Keshav Kamble
DIN : 08210336
Director

sd/-

Jitendra Bharat Parmar
DIN: 10257158
Managing Director

Place: Mumbai
Date: 03.09.2024



ANNEXURE _IV
FORM MR-3- SECRETARIAL AUDIT REPORT
For the financial year ended 31st March 2024
[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

**M/S. Janus Corporation Limited 513 Stanford
Building Link Road,
Andheri West Mumbai - 400053,**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to corporate practices by Janus Corporation Limited (hereinafter called the 'Company') for the audit period covering the financial year from 01st April, 2023 to 31st March, 2024 ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has during the audit period complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Janus Corporation Limited for the financial year ended on 31 March, 2024 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Amended Regulations 2018); - **the company has not issued any securities during the period under review the provisions of the said regulation are not applicable to the company;**

However after the closure of Financial year 2023-2024, the Board of Directors in their Meeting held on 29th July, 2024 Allotted 1,15,20,000 equity shares of the Company of face value of Rs. 10/- each ("Equity Shares"), on Preferential allotment basis, to the shareholders of Forever Business Solutions Private Limited ("FBSPL") at a price of Rs. 12/- (including premium of Rs. 2/-), for consideration other than cash (share swap basis), being discharge of total purchase consideration of Rs. 13,82,40,000/- (Rupees Thirteen crores Eighty-Two Lacs Forty Thousand Only) ("Purchase Consideration") for the acquisition of 28,80,000 equity shares ("Sale Shares") of Forever Business Solutions Private Limited ("FBSPL") from the Proposed Allottees at a price of Rs.48/- (Rupees Forty-Eight Only) per equity share of FBSPL.

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **during the financial year under review, the Company has not issued any shares/options to directors/employees under the (ESOP) said guidelines / regulations. Hence the provisions of the said regulation are not applicable to the company.**



(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **the company has not issued any debt securities during the period under review the provisions of the said regulation are not applicable to the company;**

(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; - **the said regulation are not applicable to the company, as the Company is not registered as Registrar to Issue and Share Transfer Agent;**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **the equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation not applicable to the company;**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **During the period under review the company have not bought back any securities. Hence the said regulation is not applicable to the company;**

1. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;

- Maharashtra state tax on professions, Trades, Callings and Employment Act, 1975;
- The Equal Remuneration Act, 1976;
- Bombay Shops and Establishments Act, 1948;

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

- Secretarial Standards with respect to Meeting of Board of Director (SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance, however in some cases where the Board /Committee meeting held, with shorter notice, the management of the Company has informed to us, that Company has complied with compliances as applicable Meeting of Board /Committee for Shorter Notice as prescribed under the Companies Act, 2013 and Secretarial Standard of Board Meeting -SS-1 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 meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

Further based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with proper Board-processes and compliance mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under mentioned above, subject to the following observations;



6. The company has not filed DIR 12 for Mr. Shirish Mungantiwar Avinash for cessation as Director due to death up to the signing date of this report to ROC.

7. The Company has not filed ADT -1 for appointment of M/s. Choudhary Choudhary & Co. as Statutory Auditor of the Company.

8. The Company has regularized appointment of two directors from additional director to director in its Annual General Meeting held on 25th September, 2020, However DIR-12 not filed for regularization.

9. The company has delayed, filing of form AOC-4 XBRL and MGT-7 for F.Y. 2022-2023 and some other e-Forms with additional fees to ROC.

10. During the year under review, some of the E-forms filed with additional filing fees.

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 Inform/report that during the audit period, there were no instances of the following:

- i. Rights/Preferential issue of Shares/debentures/ sweat equity.
- ii. Redemption/buy-back of securities.
- iii. Merger/ amalgamation/ reconstruction etc.
- iv. Foreign technical collaborations.

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

For Brajesh Gupta
Practicing Company Secretary
CP No.: 21306

Sd/-
Brajesh Gupta
Mem. No.: FCS 33070
UDIN-A033070F001046434
Date : - 26/08/2024
Place: - Indore



ANNEXURE A Part of the Secretarial Audit Report 2023-24

To
The Members
Janus Corporation Limited
513 Stanford Building Link Road,
Andheri West Mumbai MH - 400053

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

Management's Responsibility:

1. It is the responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

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

For Brajesh Gupta
Practicing Company Secretary
CP No.: 21306

Sd/-
Mem. No.: FCS 33070
UDIN-A033070F001046434
Date: - 26/08/2024
Place: - Indore



ANNEXURE V
TO THE DIRECTORS' REPORT
DISCLOSURES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH
RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL
PERSONNEL) RULES, 2014 ARE AS UNDER:

Sr. No	Disclosure Requirement	Disclosure Details		
		Director	Designation	Ratio
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24	Jitendra Bharat Parmar	Managing Director	60%
		Sachin Bhimrao Puri	Executive Director	0.00
		Rajatmohan Gopalmohan Sinha	CFO(KMP)	30%
		Mahesh keshav kamble	Independent Director	NA
		Manisha sadashiv bobade	Independent Director	NA
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Directors and other Key Managerial Personnel	Designation	% increase in remuneration
		Jitendra Bharat Parmar	Managing Director	60%
		Sachin Bhimrao Puri	Managing Director	NA
		Rajatmohan Gopalmohan Sinha	CFO(KMP)	30%
		Mahesh keshav kamble	Independent Director	NA
		Manisha Sadashiv bobade	Independent Director	NA
		Niharika Kothari	Company Secretary	20%
3	The percentage increase or Decrease in The median remuneration of employees in the financial year	5% increase		
4	The number of permanent employees on the rolls of Company	10		

5	The explanation on the relationship between average increase in remuneration and Company performance	Recommendation for increase in remuneration is based on the following factors: <ul style="list-style-type: none"> • Compensation trends based on industry benchmarking • Compensation positioning vis-à-vis market trend • Alignment between risks and remuneration • Applicable regulatory guidelines 		
6	Comparison of the remuneration of the key Managerial Personnel against the performance of the Company	Inline with performance of the company		
7	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its	5%		
8	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	In line		
9	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	Key Managerial Personnel	Designation	Remuneration – FY 2023-24% PBT
		Jitendra Parmar	Managing Director	20%
		Rajatmohan Gopal Mohan Sinha	CFO (KMP)	15%
10	Key parameters for any variable component of remuneration availed by The directors	N.A.		
11	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	N.A.		
12	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management	The Company is in compliance with its compensation policy.		



1. General Shareholder Information:

a.	AGM: Day, Date, Time and Venue	28th September, 2024		
b.	Financial Year	1st April, 2024 to 31st March, 2025		
c.	Date of Book Closure	22nd September, 2024 upto 28th September,2024 (both days inclusive)		
d.	Listing on Stock Exchanges	The Shares of the Company are listed on BSE Limited (SME Segment) 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400001		
e.	Scrip Code	542924		
f.	Scrip ID	JANUSCORP		
g.	ISIN	INE04OV01018		
h.	Payment of Listing Fee	The Company confirms that it has paid Annual listing fees due to the stock exchange for the financial year 2023-2024		
i.	Market Price Data (High, Low during each month in last financial year 2023-24)	Month	High(Rs.)	Low(Rs.)
		April 2023	4.56	3.20
		May, 2023	4.10	3.34
		June, 2023	5.53	3.67
		July, 2023	5.20	3.74
		August, 2023	4.43	3.60
		September, 2023	4.98	3.73
		October, 2023	4.77	4.00
		November, 2023	4.50	4.06
		December, 2023	4.99	4.25
		January, 2024	7.55	4.62
		February, 2024	7.89	5.45
		March, 2024	6.95	4.55
j.	Registrar And Share Transfer Agents	Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra, 400059		

B. Other Information

i. Half Yearly and Yearly financial results

The Half yearly and Annual Results of the Company are available on the website of the Company www.januscorporation.in The Half-Year Results and Annual Results of the Company are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and are published in a leading English daily newspaper.

The 'Investors' section on the Company's website keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports etc. Members also have the



facility of raising queries/making complaints on share related matters through a facility provided on the Company's website.

The Company has a dedicated help desk with email ID: info@januscorporation.in

Stock Code: 542924

ISIN: INE04OV0108

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	Total Turnover(Rs.)
Apr-23	3.36	4.56	3.20	3.65	19,42,500	79,62,565
May-23	3.76	4.10	3.34	4.07	12,18,000	45,26,410
Jun-23	4.15	5.53	3.67	4.54	76,82,500	3,68,17,620
Jul-23	4.35	5.20	3.74	3.78	65,73,000	3,00,18,870
Aug-23	3.67	4.43	3.60	3.95	43,05,000	1,72,10,130
Sep-23	3.88	4.98	3.73	4.40	42,24,500	1,88,70,915
Oct-23	4.55	4.77	4.00	4.45	13,65,500	59,91,755
Nov-23	4.45	4.50	4.06	4.26	6,37,000	27,10,540
Dec-23	4.26	4.99	4.25	4.63	16,52,500	76,00,600
Jan-24	4.84	7.55	4.62	5.96	41,47,500	2,59,70,525
Feb-24	5.45	7.89	5.45	5.94	13,33,500	87,45,310
Mar-24	6.06	6.95	4.55	6.39	10,22,000	59,33,375

Distribution of Shareholding as on 30th March, 2024

Share or Debenture holding Nominal Value	Number of Share holders	%to Total Numbers	Share or Debenture holding Amount	% to Total Amount
Up To 5,00	2	0.19	980	0.00
501 to 1000	1	0.10	817	0.00
3001 to 4000	571	55.59	1998500	14.92
5001 to 10000	202	19.66	1414000	10.55
10,001 and Above	251	24.44	9976703	74.50
Total	1027	100.00	13391000	100.0000

Pattern of Shareholding as on 31st March, 2024

Sr. No	Category of Shareholders	No. of sharesHeld	Percentage of holdings
1.	Promoters	1618133	12.09
2.	Foreign Institutional Investors/ Mutual Funds	Nil	Nil
3.	Bodies Corporate	994000	7.42



4.	Individual shareholders holding nominal shares Capital up to Rs. 2 Lakhs	3253297	24.29
5.	Individual Shareholders holding nominal Shares Capital in excess of Rs.2 Lakhs	6958070	51.96
6.	Clearing Members	84000	0.63
7.	Hindu Undivided Family	336000	2.51
8.	Trusts	0	0
9.	Non Resident Indians	147000	1.10
10.	Foreign National	Nil	Nil
11.	Any other specify	0	0
	Total	13391000	100

Dematerialization of Shares as on 31st March, 2024

The Equity Shares of the Company are compulsorily traded in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company has arrangement with National Securities Depository Ltd. (NSDL) as well as Central Depository Services (India) Limited (CDSL) for Demat facility.

Particulars	No. of Shares	Percentage(in Share Capital)
Held in dematerialized Form in CDSL	1,00,69,010	75.20%
Held in dematerialized Form in NSDL	33,21,990	24.80%
Physical	0	0
Total Number of Shares	1,33,91,000	100%



MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2024. The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company under takes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting here in the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Overview:

The Company operates in two reportable segments i.e. hospitality support services and trading of agro products. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. The industry is gradually moving and is expected to bloom in future. During the financial year under review the revenue from operations has increased from Rs. 35,97,87,051 to Rs. 38,90,21,159.

Risk & Concerns:

Risk is an inherent part of any business. There are various types of risks that threaten the existence of a Company like Credit Risk, Market Risk, Operational Risk, Liquidity Risk, Interest Rate Risk, Strategic Risk, Regulation Risk etc. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns. There is the risk of loss from inadequate or failed systems, processes or procedures. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

Capital Market:

Opportunities and Threats:

Our long-standing relationship with our major customers has been one of the most significant factors contributing to our growth. Our commitments to quality and customer service practices have been strong contributing factors to our robust customer relations. Even though we do not have any long-term supply agreements with them, we have continually received repeat business from many of our customers. This indicates their level of confidence in our ability to understand latest trends and ensure timely delivery of quality products Internal Control

Systems and their Adequacy:

Internal control systems are embedded in the processes across all functions in the Company. These systems are being regularly reviewed and wherever necessary are modified or redesigned to ensure better efficiency and effectiveness. The systems are subjected to supervision by the Board of Directors and the Audit Committee, duly supported by Corporate Governance.

Company complies with all applicable statutes, policies, procedures, listing requirements and management guidelines. It adheres to applicable accounting standards and polices.

Human Resources:

The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements. The Company provided excellent working environment so that the individual staff can reach his/her full potential. The



JCL
JANUS CORPORATION LIMITED

Company is poised to take on the challenges and march towards accomplishing its mission with success. The Company maintained good Industrial/Business relation in market which enhanced the credit worthiness of the Company.

Industrial Relations:

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

Cautionary Statement:

Statement in the Management Discussion and Analysis describing the Company's objectives exceptions or predications may be forwards looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Several factors could make significant difference to the company's operation. These include climatic conditions and economic conditions affecting demand and supply, Government regulations and taxation, natural calamities etc. over which the company does not have any control.

For and on behalf of the Board of Directors

sd/-

Mahesh Keshav Kamble

DIN : 08210336

Director

sd/-

Jitendra Bharat Parmar

DIN: 10257158

Managing Director

Place: Mumbai

Date: 03.09.2024



CEO/CFO CERTIFICATION

I, **Rajatmohan Gopalmohan Sinha**, CFO of Janus Corporation Limited (“company”) hereby certify that:

- A.** We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the financial year ended March 31, 2024 and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the company during the period, which are fraudulent, illegal or violative of the company’s code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the auditors and the Audit Committee
- i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we 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.

For **Janus Corporation Limited**

Sd/-

Rajatmohan Gopalmohan Sinha

Chief Financial Officer

Date: 03.09.2024



COMPLIANCE OF CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT

I, hereby confirm that, as per the provisions Regulation 26 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the “Code of Conduct for the Board of Directors and the Senior Management Personnel”, for the financial year 2023-24.

For Janus Corporation Limited

Sd/-

Jitendra Bharat Parmar

Managing Director

DIN: 10257158

Date: 03.09.2024

Place: Mumbai



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
M/s. Janus Corporation Limited 513
Stanford Building Link Road, Andheri
West Mumbai MH - 400053

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Janus Corporation Limited**, having CIN U74999MH1998PLC117279 and having Registered office at 513 Stanford Building Link Road, Andheri West Mumbai MH - 400053 produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTORS	DIN	Date of Appointment	Status of the Directors
1	Jitendra Bharat Parmar	10257158	31/07/2023	Active
2	Mahesh Keshav Kamble	08210336	05/09/2018	Deactivated
3	Manisha Sadashiv Bobade	08627010	02/12/2019	Deactivated
4	Mangesh Kashinath Kamble	09741955	12/10/2022	Deactivated
5	Datta B Kamble	08721748	26/08/2020	Deactivated
6	Vijay Baburao Mane	08721608	26/08/2020	Deactivated
7	Sachin Bhimrao Puri	05269529	01/10/2012	Active

Notes:

- *Mahesh Keshav Kamble DIN is Deactivated Due to Non-Filling of DIR-3 KYC
- *Manisha Sadashiv Bobade DIN is Deactivated Due to Non-Filling of DIR-3 KYC
- *Mangesh Kashinath Kamble DIN is Deactivated Due to Non-Filling of DIR-3 KYC
- *Datta B Kamble DIN is Deactivated Due to Non-Filling of DIR-3 KYC
- *Vijay Baburao Mane DIN is Deactivated Due to Non-Filling of DIR-3 KYC

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Brajesh Gupta & Co.
Practicing Company Secretary
Sd/-
Brajesh Gupta & Co Membership
No- 33070
COP: 21306
UDIN: A033070F001046511
Place: Indore
Date: 26/08/2024



INDEPENDENT AUDITOR'S REPORT

To the Members of JANUS CORPORATION LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **JANUS CORPORATION LIMITED** ("the Company") having CIN No **U74999MH1998PLC117279** , which comprise the balance sheet as at 31st March, 2024, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year ended as on 31stMarch, 2024, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information [in which are included the Returns for the period ended on that date audited by the branch auditors of the Company's branches.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the basis for Qualified Opinion paragraph below, the aforesaid standalone 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 March 31, 2024, and profit (changes in equity) and its cash flows for the year ended on 31stMarch, 2024.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

1. Company has not complied with the provisions of Section 186 of the companies act while giving loan to the third parties as below –
 - a. No interest is being charged on the loans given.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are applicable to the Company as it is a listed company.

Reporting of key audit matters as per SA 701, below are our observation for the financial year 2023-2024:

1. Fixed Deposit of Rs. 7,21,340 details along with interest certificate has not been provided.
2. Details and clarification about transactions in 'E-payment Services' ledger has not been provided.
3. No TDS has been deducted for the following expenses during the year. However the same has been booked on 01/04/2024.

Particulars	Amount (Rs.)
Professional Charges	1,70,666.00
Audit Fees	20,000.00

Other Matters:

Other matters are those matters other than those that are presented or disclosed in the financial statements that, in our opinion is relevant to user's understanding of the audit. Reporting of other matters for the FY 2023-24:

1. GST Annual Return 9 and 9 C not filed for FY 2018-19, FY 2019-20, FY 2020-2021, FY 2021-22 and FY 2022-23 till date of this report.
2. For the F.Y 2023-24, sales as per Books is Rs. 38,90,21,160 and as per GSTR3B is Rs. 38,31,12,410 resulting to difference of Rs. 59,08,750 which is unreconciled until this date of this audit report.
3. TDS liability for earlier financial years for Rs 9.44 lacs is unpaid as on date of this report.
4. TDS returns and TDS Challans could not be verified with the books of account as TDS Return and TDS Challans not filled/ paid as of date of this report.
5. The company has been issued below notices from GST Department as per GST Portal -

Notice/Demand Order Id	Issued By	Type	Notice/Order Description	Date of Issuance	Due Date	Amount of Demand
ZA270324215459H	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	25/03/2024	09/04/2024	NA
ZA2712232231417	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	26/12/2023	10/01/2024	NA



Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) Except in respect of matters specified in the basis for Qualified Opinion Paragraph above, 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) Except in respect of matters specified in the basis for Qualified Opinion Paragraph above, 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) Except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid standalone 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) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may not have an adverse impact on the functioning of the Company.
- f) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to the adequacy of the Internal Financial Controls with reference to the financial statements of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our Report expresses a qualified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to standalone financial statements.
- h) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
- i) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. No dividend has been declared or paid during the year by the company.

vi.

<u>Nature of exception Noted</u>	<u>Details of exception</u>
The accounting software used by the company for maintaining its books of accounts for the financial year ended March 31, 2024 does not have a feature of recording audit trail (edit log) facility.	Company uses Tally ERP software for maintaining its books of accounts which does not have an inbuilt edit log feature. In the absence existence of audit trail (edit log) for any direct changes made at the database level in the “Independent Service Auditor’s Assurance Report on the description of Controls, their design and operating effectiveness” (Type 2 report issued in accordance with ISAE 3402, Assurance reports on Controls at a Service Organisation), we draw attention to the same that audit trail feature with respect to database of the said software was not enabled and not operated throughout the year.

As proviso to Rule 3(1) of the companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of Audit Trail as per statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

k) The company is in compliance with the provisions of section 197 read with schedule V of the companies Act.

For Choudhary Choudhary & Co.

Chartered Accountants

Firm Reg. No. 02910C

Tanuja Mishra

Partner

Membership No. 136933

Place: Mumbai

Date: 29.05.2024

UDIN: 24136933BKAWFY6812



“Annexure A” to the Independent Auditors’ Report

(Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date)

TO THE MEMBERS OF JANUS CORPORATION LIMITED

- i. (a) In respect of Plant, Property and Equipment:
- (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Plant, Property and Equipment;
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) All Property, Plant and Equipment have not been physically verified by the management during the year but there is no regular program of verification which, having regard to the size of the Company and the nature of its assets. Hence, we are unable to comment on such data.
- (c) The company does not own any immovable property and hence reporting under clause 3(i)(c) is not applicable.
- (d) According to the information and explanations provided to us, the Company has not revalued its Property Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.
- (e) According to the information and explanations provided to us, the company does not own any immovable property hence reporting under clause 3(i)(e) is not applicable.
- ii. a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
- a) The Company has provided loans during the year and details of which are given below:

Particulars	Advances in nature of loans (Amount in Rs.)
A. Aggregate amount granted/provided during the year	
1) Subsidiaries	0.00
2) Joint Ventures	0.00
3) Associates	0.00
4) Others	1,19,51,172.00
B. Balance outstanding as at balance sheet date in respect of above cases	
1) Subsidiaries	0.00
2) Joint Ventures	0.00
3) Associates	0.00
4) Others	7,20,51,197.00



The Company has not provided any guarantee or security to companies, firms, limited liability partnerships or other parties.

- (b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.
Company has not provided sufficient and appropriate audit evidences to ascertain whether the terms and conditions of the grant of loans and advances during the year are prejudicial to the company's interest or not.
- (c) The Company has granted loans and advance in the nature of loan (including receivable in the nature of loan) which are payable on demand. During the year the Company has not demanded such loans. Having regard to the fact that the repayment of principal or payment of interest, wherever applicable, has not been demanded by the Company, in our opinion the repayments of principal amounts are not regular. However, we have not obtained balance confirmation as on 31.03.2024.
- (d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013, for the business activities carried out by the Company. Hence reporting under paragraph 3 (vi) of the Order is not applicable.
- vii. a) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, goods and service tax and other material statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable. Except an amount aggregating Rs. 9,44,914/- towards TDS deducted and payable (u/s 194J) which has been unpaid as on the date of signing of this report as depicted below:



Name of the statute	Nature of dues	Period to which the amount relates	Amount due (Rs)	Due date (Pending Since)	Date of payment
Income Tax Act	TDS	FY 2018-19	8,45,810.00	07.04.2017	Not Paid
Income Tax Act	TDS	FY 2019-20	93,104.00	07.04.2018	Not Paid
Income Tax Act	TDS	FY 2020-21	6,000.00	07.04.2021	Not Paid
Total			9,44,914.00		

b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31,2024 on account of disputes are given below:

SR	Nature of the Statue	Nature of Dues	Forum where dispute is pending	Period to which amount relates	Amount in Rs
1	Income Tax Act	Outstanding demand	Central Processing Centre (CPC) of the Income Tax Department	AY 2000-01	Outstanding Interest Rs.5,912
2	Income Tax Act	Outstanding demand	Central Processing Centre (CPC) of the Income Tax Department	AY 2016-17	Outstanding Demand Rs.11,620 and Outstanding Interest Rs.3,65,823
3	Income Tax Act	Outstanding demand	Central Processing Centre (CPC) of the Income Tax Department	AY 2019-20	Outstanding Interest Rs.1,71,360
4	Income Tax Act	Outstanding demand	Central Processing Centre (CPC) of the Income Tax Department	AY 2014-15	Outstanding Demand Rs.2,06,394 and Outstanding Interest Rs.1,74,061
5	Income Tax Act	Outstanding demand	Central Processing Centre (CPC) of the Income Tax Department	AY 2017-18	Outstanding Interest Rs.1,77,441

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) .
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.



- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- xiii. Transactions with the related parties are in compliance with section 188 of Companies Act, 2013 and the details have been disclosed in notes forming Part of Financial Statements.
- xiv. (a) In our opinion, the Company does not have an adequate internal control commensurate with the size and nature of its business.
- (b) The company is a listed entity and covered by section 138 of the Companies Act, 2013. The company has not complied the provisions of Clause (xiv) (a) and (b) of paragraph 3 of the order.
- xv. According to the information and explanations provided to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, requirement to report on clause 3(xv) of the Order is not applicable to the Company and hence not commented upon.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.



- xviii. There has been no resignation of statutory auditors of the Company during the year. Accordingly, requirement to report on Clause 3(xviii) of the Order is not applicable and hence not commented upon.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. Section 135(5) of Companies Act, 2013 is not applicable to the company and hence reporting under clause 3(xx) is not applicable.

For Choudhary Choudhary & Co.

Chartered Accountants

Firm Reg. No. 02910C

Tanuja Mishra

Partner

Membership No. 136933

Place: Mumbai

Date: 29.05.2024

UDIN: 24136933BKAWFY6812



“Annexure B” to the Independent Auditor’s Report

(Referred to in paragraph 2(f) under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date)

We have audited the internal financial controls over financial reporting of **JANUS CORPORATION LIMITED**, having CIN No **U74999MH1998PLC117279** (“the Company”) as of March 31,2024 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. 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 standalone 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 standalone 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 standalone 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 standalone 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, to the best of our information and according to the explanations given to us, the Company does not have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, 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 Choudhary Choudhary & Co.

Chartered Accountants

Firm Reg. No. 02910C

Tanuja Mishra

Partner

Membership No. 136933

Place: Mumbai

Date: 29.05.2024

UDIN: 24136933BKAWFY6812

M/S. JANUS CORPORATION LIMITED
Balance Sheet as at 31st March, 2024

Particulars	Notes	31-Mar-24 Rs.	31-Mar-23 Rs.
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	13,39,10,000	13,39,10,000
Reserves and surplus	3	1,84,73,548	1,47,74,329
		15,23,83,548	14,86,84,329
Share Application Money Pending Allotment		-	-
Non-current liabilities			
Long-term borrowings	4		-
Deferred tax liability (net)	5	9,79,588	1,45,413
Other long-term liabilities		1,51,490	38,12,490
Long-term provisions		-	-
		11,31,078	39,57,903
Current liabilities			
Short-term borrowings			
Trade payables	6	4,94,77,639	1,43,44,702
Other current liabilities	7	29,62,547	2,96,475
Short-term provisions	8	6,62,055	24,23,351
		5,31,02,240	1,70,64,528
TOTAL		20,66,16,866	16,97,06,760
ASSETS			
Non-current assets			
Property, Plant and Equipments and Intangible Assets			
Tangible assets	9	4,22,324	5,25,507
Intangible assets	9	1,10,09,390	35,61,035
Capital work-in-progress		-	-
Intangible assets under development		-	-
		1,14,31,714	40,86,543
Deferred tax Assets (net)		-	-
Non-current investments			
Long-term loans and advances	10	5,97,22,180	7,28,99,473
Trade receivables			
Other non-current assets		-	-
		7,11,53,894	7,69,86,016
Current assets			
Current investments	11	8,46,340	8,46,340
Inventories		-	-
Trade receivables	12	10,37,03,908	4,53,65,594
Cash and bank balances	13	22,01,799	47,73,037
Short-term loans and advances	14	2,12,47,259	3,84,54,429
Other current assets	15	74,63,666	32,81,344
		13,54,62,972	9,27,20,744
TOTAL		20,66,16,866	16,97,06,760
Summary of significant accounting policies	1	0	0

For Choudhary Choudhary & Co
Chartered Accountants

For Janus Corporation Limited

Tanuja Mishra
(Partner)
Membership No. : 136933
Place: Mumbai
UDIN : 24136933BKAWFY6812
Date: 29.05.2024

JITENDRA BHARAT
PARMAR
DIN : 10257158
Place: Mumbai
Date: 29.05.2024

SACHIN BHIMRAO PURI
DIN : 05269529
Place: Mumbai
Date: 29.05.2024

M/S. JANUS CORPORATION LIMITED
Statement of Profit & Loss for the year ended 31st March, 2024

Particulars	Notes	31-Mar-24 Rs.	31-Mar-23 Rs.
Continuing operations income			
Revenue from operations	16	38,90,21,159	35,97,87,051
Other income			
Total Income (I)		38,90,21,159	35,97,87,051
Expenses			
Purchase of Materials & Services	17	37,43,89,954	34,53,47,732
(Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods			-
Employee benefits expense	18	34,54,720	30,44,580
Other expenses	19	43,91,205	40,45,232
Exceptional items			
Total (II)		38,22,35,879	35,24,37,544
Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)		67,85,280	73,49,507
Depreciation and amortization expense		15,89,829	24,47,401
Finance costs			-
Profit/(loss) before tax		51,95,451	49,02,106
Tax expenses			
Current tax		6,62,055	14,45,741
Deferred tax	31.94%	8,34,174	(1,71,193)
Total tax expense		14,96,229	12,74,548
Profit/(loss) for the year from continuing operations (A)		36,99,222	36,27,558
Discontinuing operations			-
Tax expense of discontinuing operations			-
Profit/(loss) after tax from discontinuing operations (B)			-
Profit/(loss) for the year (A+B)		36,99,222	36,27,558
Earning per equity share:			
Face value per equity shares Rs.10/- fully paid up.			
(1) Basic		0.28	0.27
(2) Diluted		0.28	0.27
Summary of significant accounting policies	1		

For Choudhary Choudhary & Co
Chartered Accountants

Tanuja Mishra
(Partner)

Membership No. : 136933

Place: Mumbai

UDIN : 24136933BKAWFY6812

Date: 29.05.2024

For Janus Corporation Limited

JITENDRA

BHARAT

PARMAR

DIN : 10257158

Place: Mumbai

Date: 29.05.2024

SACHIN

BHIMRAO PURI

DIN : 05269529

Place: Mumbai

Date: 29.05.2024

STANDLAONE AUDITED FINANCIAL RESULTS FOR HALF YEAR AND YEAR ENDED 31ST MARCH 2024 SCRIP CODE: 542924

Sr. No.	Particulars	(Rs. In Lakhs)	
		Year Ended	
		31.03.2024	31.03.2023
		Audited	Audited
1	Income from Operations	3,890.21	3,597.87
2	Other income		
3	Total Revenue	3,890.21	3,597.87
	Expenditure		
	(a) Cost of materials consumed	3,743.90	3,453.47
	(b) Purchase of Stock in Trade	-	-
	(c) Changes in inventories of Finished goods, Work-in-progress & Stock in Trade		
	(d) Finance cost		
	(e) Employee benefit Expenses	34.55	30.45
	(f) Depreciation & amortisation Expenses	15.90	24.47
	(g) Bad Debts		
	(h) Provision for bad and doubtful debts		-
	(i) Other Expenditure	43.91	40.45
4	Total Expenses	3,838.26	3,548.84
5	Profit/(Loss) before Tax and Exceptional items	51.95	49.03
6	Exceptional Items	-	-
7	Profit/(Loss) from ordinary activities before tax	51.95	49.03
	Tax Expenses		
	(a) Current Tax	6.62	14.45
	(b) Income Tax for earlier years		-
	(c) Deferred Tax	8.34	(1.71)
8	Net Profit/(Loss) for the period After Tax	36.99	36.29
9	Other Comprehensive Income/(Loss)		
	Fair value changes of the equity instruments through OCI		
	Income tax relating to items that will not be re-classified to profit or loss		
	Items that will be re-classified Profit or loss		
	Income tax relating to items that will be re-classified to profit or loss		
10	Total Comprehensive Income/(Loss)	36.99	36.29
11	Earning Per share (EPS) *Not annualised		
	(a) Basic	0.28	0.27
	(b) Diluted	0.28	0.27

Notes

1	The above Financial Results were reviewed and recommended by the Audit Committee and approved by the Board of Directors at their meeting held on May 29,2024.
2	The Statutory Auditors of the company have carried out the Audit for the Year ended on March 31, 2024
3	As per MCA notification dated 16th February 2015, the companies whose shares are listed on BSE SME Platform as referred to in Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 are exempted from the compulsory requirements of adoption of IND-AS. As the Company is covered under exempted category from th compulsory adoption of IND AS, it has not adopted IND AS for preparation of financial results.
4	The figures for the previous periods / year are re-classified / re-arranged / re-grouped , wherever necessary, to confirm current period classification.
5	The results have been prepared in accordance with the recognition and measurement principles laid down under section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and of the accounting principles generally accepted in India.
6	Investor Complaint for the Quarter Ended 31/03/2024. Opening - 0, Received -0, Resolved -0, Closing - 0.

For Choudhary Choudhary & Co
Chartered Accountants

For Janus Corporation Limited

Tanuja Mishra
(Partner)
Membership No. : 136933
Place: Mumbai
UDIN : 24136933BKAWFY6812
Date: 29.05.2024

JITENDRA BHARAT PARMAR SACHIN BHIMRAO PURI
DIN : 10257158 DIN : 05269529
Place: Mumbai Place: Mumbai
Date: 29.05.2024 Date: 29.05.2024

M/S. JANUS CORPORATION LIMITED

Notes to Accounts

2. Share capital		
Particulars	31-Mar-24	31-Mar-23
Authorized shares (No. millions)		
25,000,000 (PY: 7,000,000) equity shares of `10/- each of previous year	25,00,00,000	25,00,00,000
Issued, subscribed and fully paid-up shares		
57,39,000 equity shares of `10/- each	1,33,91,000	1,33,91,000
Total issued, subscribed and fully paid-up share capital	1,33,91,000	1,33,91,000

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	31-Mar-24	31-Mar-23
At the beginning of the period	57,39,000	57,39,000
Issued during the year	76,52,000	76,52,000
Outstanding at the end of the period	1,33,91,000	1,33,91,000

Note 2.2 : The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.

Note 2.3 : There is no fresh issue or buyback of shares during the year.

Note 2.4 : The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.

(b) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	31-Mar-24	31-Mar-23
<i>Equity shares of `10 each fully paid</i>		
1 SACHIN BHIMRAO PURI	1,93,667	1,93,667
2 LEMON MANAGEMENT CONSULTANCY PRIVATE LIMITED	14,24,966	19,25,466
3 HARISH KUMAR RIJHWANI	4,09,500	4,23,500
4 GENIUSBULLS INVESTMENT LIMITED		3,22,000
5 SYNEMATIC MEDIA AND CONSULTING PRIVATE LIMITED	5,63,500	3,22,000

Shares held by promoters at the end of the year 31st March 2024			
Sr. No.	Promoter Name	No. of Shares**	% holding
1	SACHIN BHIMRAO PURI	1,93,667	1.45%
2	LEMON MANAGEMENT CONSULTANCY PRIVATE LIMITED	14,24,966	10.64%
	Total		

Shares held by promoters at the end of the year ending 31st March 2023			
Sr. No.	Promoter Name	No. of Shares**	% holding
	SACHIN BHIMRAO PURI	1,93,667	1.4%
	LEMON MANAGEMENT CONSULTANCY PRIVATE LIMITED	19,25,466	14.4%
	Total		

3. Reserves and surplus		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	1,64,41,589	2,37,06,771
Profit for the year	20,31,959	36,27,558
Less: transfered to capital a/c towards bonus	-	-
Less: Effect of change in depreciation	-	-
Net surplus in the statement of profit and loss	1,84,73,548	2,73,34,329
Revaluation Reserve		
Share Premium Reserve		6,39,60,000
less bonus given		(7,65,20,000)
Total Reserve and Surplus	1,84,73,548	1,47,74,329

4. Long Term Borrowings		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Kotak Mahindra Bank		
Car Loan	-	-
Total	-	-

5. Deferred tax liability (net)		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Deferred Tax Liability on		
Fixed Assets	9,79,588	1,45,413
Total	9,79,588	1,45,413

6. Trade Payable		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises and small enterprises	4,94,77,639	1,43,44,702
Total	4,94,77,639	1,43,44,702

Trade Payables ageing schedule: As at 31st March,2024

Particulars	Outstanding for following periods from due date of payment	
	Less than 1 year	2-3 years
(i) MSME		
(ii) Others	57,72,381.23	85,65,708.41
(iii) Disputed dues- MSME		
(iv) Disputed dues - Others		

Trade Payables ageing schedule: As at 31st March 2023

Particulars	Outstanding for following periods from due date of payment	
	Less than 1 year	2-3 years
(i) MSME		
(ii) Others	1,17,14,539.16	15,12,073.98
(iii) Disputed dues- MSME		
(iv) Disputed dues - Others		

7. Other current liabilities		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Other liabilities		
TDS	81,905	
Auditor Fees		2,54,000
Duties & Taxes	19,35,731	(9,02,439)
Tds on contract	9,44,911	9,44,914
Salary Payable		
Total	29,62,547	2,96,475

8. Short-term provisions		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Income Tax A.Y. 2012-13		
Income Tax A.Y. 2013-14		
Income Tax A.Y. 2014-15		
Income Tax A.Y. 2015-16		
Income Tax A.Y. 2016-17		
Income Tax A.Y. 2017-18		
Income Tax A.Y. 2018-19		
Income Tax A.Y. 2019-20		
Income Tax A.Y. 2020-21		
Income Tax A.Y. 2021-22		
Income Tax A.Y. 2022-23		24,23,351
Income Tax A.Y. 2023-24	6,62,055	
Total	6,62,055	24,23,351

10: Long term loans and advances		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Other loans & advances	5,08,03,937	5,25,10,727
TDS Receivable FY 2018		
TDS Receivable FY 2019		
TDS Receivable FY 2020		
TDS Receivable FY 2021		
TDS Receivable FY 2022		1,01,91,762
TDS Receivable FY 2023	42,973	1,01,96,984
TDS Receivable FY 2024	88,75,270	
Total	5,97,22,180	7,28,99,473

11 : Current Investment		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Fixed Deposit	7,21,340	7,21,340
Deposit Standford Office	1,25,000	1,25,000
Total	8,46,340	8,46,340

12. Trade receivables		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Outstanding for more than six months	-	-
a) Secured, considered good	10,37,03,908	4,53,65,594
b) Unsecured, considered good	-	-
c) Doubtful	-	-
Others		
a) Secured, considered good	-	-
b) Unsecured, considered good	-	-
c) Doubtful	-	-
Total	10,37,03,908	4,53,65,594

Trade Receivables ageing schedule as at 31st March,2024

Particulars	Outstanding for following periods from due date of payment	
	Less than 6 months	1-2 years
(i) Undisputed Trade receivables -considered good		
(i) Undisputed Trade receivables -considered doubtful	6,63,35,971.97	30,07,955.60
(iii) Disputed trade receivables considered good		
(iv) Disputed trade receivables considered doubtful		

Trade Receivables ageing schedule as at 31st March,2023

Particulars	Outstanding for following periods from due date of payment	
	Less than 6 months	1-2 years
(i) Undisputed Trade receivables -considered good		
(i) Undisputed Trade receivables -considered doubtful	3,73,81,738.90	28,55,707.84
(iii) Disputed trade receivables considered good		
(iv) Disputed trade receivables considered doubtful		

13. Cash and bank balances		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Cash and cash equivalents		
<i>Balances with banks:</i>		
- On current accounts	19,06,458	45,74,061
Cash on hand	2,95,341	1,98,976
Total	22,01,799	47,73,037

14. Short-term loans & advances		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
<i>Other Advances</i>		
Considered Good	2,12,47,259	3,84,54,429
Total	2,12,47,259	3,84,54,429

15. Other Current Assets		
Particulars	31-Mar-24	31-Mar-22
	Rs.	Rs.
GST PAID	34,14,972	
Prepaid Expenses	40,48,694	32,81,344
Total	74,63,666	32,81,344

16. Revenue from operations		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Revenue from operations	33,62,06,625	35,97,87,051
Other Income	(3,76,00,829)	
Total	29,86,05,796	35,97,87,051

17. Purchase of Services and Materials		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Purchases	8,44,70,301	34,53,47,732
professional services	1,00,000	
Total	28,98,19,653	34,53,47,732

18. Employee benefit expenses		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Salary & wages	21,98,600	30,44,580
Staff welfare expenses	-	-
Total	21,98,600	30,44,580

19. Other expenses		
Particulars	31-Mar-24	31-Mar-23
	Rs.	Rs.
Bank charges	1,644	2,831
General Expenses	4,77,238	8,54,539
Accounting Charges		8,000
Conveyance expenses	5,26,316	2,06,980
Professional charges	74,886	1,37,773
Legal fees	3,26,008	1,97,500
Office expenses	6,83,210	9,16,769
Rent paid	1,97,750	4,04,550
Repairs & Maintainance	1,41,798	5,67,972
Electricity expenses		
Telephone expenses		34,370
Profession Tax		12,500
Printing & stationary	83,922	35,558
Audit Fees	50,000	80,000
Transport Charges		74,187
Travelling Expenses	53,894	1,17,688
Late Fees Payment		84,000
MCA Charges	77,500	3,10,015
Total	26,94,166	40,45,232

M/S. JANUS CORPORATION LIMITED

Note 9- Property, Plant and Equipments and Intangible Assets

FY24 H2

Sr. No	Description of the Assets	Rate IT (%)	Rate CO Act(%)	W.D.V. AS ON 01.04.2023	Additions	Deductions	Total	Depreciation	W.D.V. AS ON 30.09.2022
1	Furniture	10	18.1	-	-	-	-	-	-
2	Plant Machinery	10	18.1	4,24,232	-	-	4,24,232	73,311	3,50,921
3	Car	10	31.23	90,546	-	-	90,546	26,070	64,476
4	Computers	60	39.3	10,729	-	-	10,729	3,802	6,927
5	Software	40	18.1	24,28,284	-	-	24,28,284	4,19,631	20,08,653
6	Software	40	18.1	11,32,751	-	-	11,32,751	1,95,751	9,37,001
	Software	40	18.1	-	89,35,000	-	89,35,000	8,71,263	80,63,737
	TOTAL			40,86,543	89,35,000	-	1,30,21,543	15,89,829	1,14,31,714