

To

04-09-2024

The General Manager,  
Department of Corporate Services,  
M/s. BSE Limited,  
Phiroze Jeejeebhoy Towers  
25th Floor, Dalai Street  
Mumbai - 400 001

**Scrip Code: 503685**

Respected Sir,

Sub: Submission of Annual Report of the 42<sup>nd</sup> Annual General Meeting for the FY 2023-24 to be held on 26<sup>th</sup> September 2024 - Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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In pursuance with Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find the enclosed Annual Report of the 42<sup>nd</sup> Annual General Meeting for the FY-2023-24 to be held on 26<sup>th</sup> September, 2024 at 11.30 A.M. through Video Conferencing facility which does not require physical presence of Members of a common venue.

The E-voting period begins from 23<sup>rd</sup> September 2024 to 25<sup>th</sup> September, 2024

Cut-off date will be 19<sup>th</sup> September, 2024 and

The Closure of book will be from 20<sup>th</sup> September 2024 to 26<sup>th</sup> September 2024

Thanking You,

Yours faithfully,

For MEDIAONE GLOBAL ENTERTAINMENT LIMITED

SURYARAJ KUMAR

Managing Director

DIN: 00714694

The cover features a dark blue gradient background with a teal border. A teal rectangular box in the upper left contains the title text. On the right side, several white diagonal lines of varying thicknesses cross the page from the bottom-left towards the top-right.

**MEDIAONE GLOBAL  
ENTERTAINMENT LIMITED**  
ANNUAL REPORT  
2023-2024

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

|   |                                    |
|---|------------------------------------|
| Mr. Suryaraj Kumar                                    | Managing Director                  |
| Mr. Timothy Alfred Joseph Moses                       | Non-Executive-Independent Director |
| Ms. Saraswathy Gopalan                                | Non-Executive-Independent Director |
| Mr. Saiprasad Kuragayala                              | Non-Executive-Independent Director |
| Mrs. Govind Anusha                                    | Company Secretary                  |
| Mr. M. Srinivas Kumar                                 | Chief Financial Officer            |
| <b>(Resignation w.e.f. 08<sup>th</sup> July 2024)</b> |                                    |

**AUDIT COMMITTEE**

|                                 |   |
|---------------------------------|---|
| Mr. Timothy Alfred Joseph Moses | Non-Executive-Independent Director (Chairman) |
| Mr. Suryaraj Kumar              | Executive Director (Member)                   |
| Ms. Saraswathy Gopalan          | Non-Executive-Independent Director (Member)   |
| Mr. Saiprasad Kuragayala        | Non-Executive-Independent Director (Member)   |

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

|                                 |   |
|---------------------------------|---|
| Mr. Timothy Alfred Joseph Moses | Non-Executive-Independent Director (Chairman) |
| Ms. Saraswathy Gopalan          | Non-Executive-Independent Director (Member)   |
| Mr. Suryaraj Kumar              | Executive Director (Member)                   |

**NOMINATION AND REMUNERATION COMMITTEE**

|                                 |   |
|---------------------------------|---|
| Mr. Timothy Alfred Joseph Moses | Non-Executive-Independent Director (Chairman) |
| Ms. Saraswathy Gopalan          | Non-Executive-Independent Director (Member)   |
| Mr. Saiprasad Kuragayala        | Non-Executive-Independent Director (Member)   |

**STATUTORY AUDITOR**

M/s Vivekanandan Associates,  
Chartered Accountants  
Murugesan Naicker Complex,  
No. 81, Greams Road  
Chennai 600006

**INTERNAL AUDITOR**

Mr. Balasubramaniam  
No: 2, Sairam Street  
S.I.S.I. Colony (Extn),  
Ullagaram,  
Chennai - 600091.

**SECRETARIAL AUDITOR**

M/s. Lakshmmi Subramanian & Associates,  
Practising Company Secretaries,  
Murugesan Naicker Office Complex,  
No. 81, Greams Road, Thousand  
Chennai-600 006.

**PRINCIPAL BANKER:**

India Overseas Bank  
Kilpauk Branch

**REGISTRAR & SHARE TRANSFER AGENTS:**

Cameo Corporate Services Ltd,  
Subramaniam Building No. 1,  
Club House Road, Chennai,  
Tamil Nadu-600002  
Email: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)

**REGISTERED OFFICE**

Old No. 1/38, New No. 1/38,  
Mataji Complex, Flat no. 32,  
1st Lane, Wallers Road,  
Mount Road, Chennai, Tamil Nadu, 600002  
Fax: 044-42146321,

Investor Relations Email ID: [contact@mediaoneglobal.in](mailto:contact@mediaoneglobal.in)

Email: [contact@mediaoneglobal.in](mailto:contact@mediaoneglobal.in) Website: [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

**ANNUAL REPORT 2023-2024**

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## NOTICE

Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting of the Members of **MEDIAONE GLOBAL ENTERTAINMENT LIMITED (“the Company”)** will be held **on Thursday 26<sup>th</sup> September, 2024** at 11.30 AM through video conferencing (“VC”) / other audio-visual means (“OAVM”) to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, including the Balance sheet, Statement of Profit and Loss Account and the Cash Flow Statement and the reports of the Auditor thereon;
2. To appoint a director in the place of Mr. Suryaraj Kumar (DIN:00714694) who retires from office by rotation and being eligible offers himself for reappointment.

### SPECIAL BUSINESS:

3. Re-designation of Mr. Sai Prasad (DIN: 06987754) from the position of Non-Executive (Independent) director to Executive director and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a **Special Resolution**.

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any modifications or re-enactment thereof, for the time being in force in respect of appointment of a

Director of a company and in terms of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the re-designation of Mr. Sai Prasad (DIN: 06987754) present Non-Executive (Independent) Director as “Executive Director” with effect from 22nd July 2024 on such terms and conditions and on a remuneration as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors (on the recommendations of the NRC) to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) or the terms and conditions of the appointment including such periodical increase in his remuneration as may be permissible within the overall remuneration limits under Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations as amended from time to time.

**RESOLVED FURTHER THAT** in event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors/ Nomination and Remuneration Committee constituted by the Board do accept to vary the terms of remuneration and perquisites with the liberty to revise the remuneration payable to Mr. Sai Prasad re-designated as “Executive Director” in accordance with Section 197, 198 read with Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** Mr. Sai Prasad, shall be liable to retire by rotation in accordance with the Articles of Association of the Company.”

**RESOLVED FURTHER THAT** any of the Board of Directors or Mr. Suryaraj Kumar, Chief Financial officer and Company Secretary of the company be and are, hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

4. Sale of assets pursuant to the arbitration award issued in favour of Mediaone Global Entertainment Limited and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a **Special Resolution**.

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / assign convey and deliver the land and buildings of the Company admeasuring 1,805 Sq. feet with 1,050 sq. feet RCC roof building and 2 sides compound walls comprised in Door No.18/25A (Part) having New Town Survey No.1632/2B (Part) in Reddipettai Street, Kanchipuram, Tamil Nadu (herein after referred to as the “Kanchipuram Property”) and land and buildings measuring 25,700 Sq. feet, comprised in Survey Nos.234-B/1B1A and 234-B/2A4A1, and the Cinema Theatre named Sri Balaji Theatre, situated at Acharapakkam Village, Maduranthakam Taluk, Chengalpattu, Tamil Nadu (herein after referred to as the “Acharapakkam Property”) on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company at suitable price to any person/ Body corporate/ Bank or any institution as the Board may decide and at the time as suitable to the Board on such terms and conditions as may be deemed fit by the Board.



**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Mr. Jayabalan Jayakumar, Authorized Person/Signatory of the Company be and is hereby authorized by the Board to find a buyer and register the Sale Deed(s) of Kanchipuram and Acharapakkam property with the appropriate Sub-Registrar(s) and to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling, executing and amending of, such documents/ writings/deeds/papers/agreements as may be necessary or incidental thereto, including assignment/conveyance/transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.) and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or the Authorized Signatory of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

**By order of the Board of Directors  
For Mediaone Global Entertainment Limited  
Sd/-  
Suryaraj Kumar  
Managing Director  
DIN: 00714694**

**Place: Chennai  
Date: 13.08.2024**

**NOTES:**

- The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 9/2023 dated 25th September 2023 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 (hereinafter referred to as “Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”) permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
- Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC /OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
- Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- In compliance with the aforesaid MCA Circulars and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, the Annual Report for the Financial Year 2023-24 including Notice of the 42<sup>nd</sup> AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at [www.mediaoneglobal.in](http://www.mediaoneglobal.in) and can also be accessed from the websites of the Stock Exchanges i.e., Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com).

- The 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 requested to submit their PAN details to the Company’s share transfer agent, M/s. Cameo Corporate Services Limited.
- Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
- Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of M/s. Cameo Corporate Services Limited for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.
- In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
- Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
- Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
- The Register of Members and Share Transfer Books of the Company will **remain closed from Friday 20<sup>th</sup> September, 2024 till Thursday 26<sup>th</sup> September, 2024** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the

applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.

- The Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date on Thursday 19<sup>th</sup> September, 2024** may cast their vote by remote e-voting. The remote e-voting period commences on **Monday 23<sup>rd</sup> September, 2024 at 09:00 A.M. (IST)** and ends on **Wednesday 25<sup>th</sup> September, 2024 at 05:00 P.M. (IST)**. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
- The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business(es) to be transacted at the Annual General Meeting (AGM) is annexed hereto and forms part of this notice.
- Facility of joining the AGM through VC/OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting, are requested to send a certified copy of the Board Resolution/ authorization letter to the Company or upload on the VC/OAVM portal/e-voting portal.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
- All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection, during business hours, without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [contact@mediaoneglobal.in](mailto:contact@mediaoneglobal.in). Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are

requested to write to the Company on or before **18<sup>th</sup> September, 2024** by sending e-mail to [contact@mediaoneglobal.in](mailto:contact@mediaoneglobal.in). The same will be replied by the Company suitably.

- Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
- Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Cameo Corporate Services Limited, Registrar and Transfer Agent of the Company or Investor Relations Department of the Company immediately by sending a request on email at [cameo@cameoindia.com](mailto:cameo@cameoindia.com).

#### THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Monday 23<sup>rd</sup> September, 2024 at 09:00 A.M.** (IST) and ends on **Wednesday 25<sup>th</sup> September, 2024 at 05:00 P.M.** (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of on **Thursday 19<sup>th</sup> September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> |

|   |  |
|---|--|
|   | <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>  |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</p> <p>Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your Sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-</p> |

|  |  |
|--|--|
|  | Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.   |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30               |

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user, follow the steps given below:

|   | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>   |
|---|--|
| PAN   | Enter your 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>Shareholders who have not updated their PAN with the Depository Participant are requested to use the sequence number sent by RTA or contact RTA. |
| Dividend Bank Details<br>OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the depository, please enter the member id/folio number in the Dividend Bank details field.    |

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant Mediaone Global Entertainment Limited on which you choose to vote.

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

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

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

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

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

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

**xvi. Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at their email

address, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by Murali@cameoindia.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number

at [contact@mediaoneglobal.in](mailto:contact@mediaoneglobal.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [contact@mediaoneglobal.in](mailto:contact@mediaoneglobal.in). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

xvii The Company has appointed Smt. Lakshmi Subramanian, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed.

The Scrutinizer, after scrutinising the votes cast during the AGM and through remote e-voting, will not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and CDSL website. The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.

**By order of the Board of Directors**  
**For Mediaone Global Entertainment Limited**  
**Sd/-**  
**Suryaraj Kumar**  
**Managing Director**  
**DIN: 00714694**

**Place: Chennai**  
**Date: 13.08.2024**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO:2**

**Details of director seeking Re-Appointment at the forthcoming Annual General Meeting (in pursuance of Sub Clause 3 of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

|  |   |
|--|---|
| Name of Director   | Mr. Suryaraj Kumar  |
| Date of Birth  | 26/01/1955  |
| Age  | 69 Years  |
| Qualification  | Post Graduation   |
| Original date of appointment   | 24/01/2006  |
| Experience (including Expertise in Specific Functional Areas                                     | Vast experience in media and entertainment business                 |
| Shareholding in the Co. (Nos.)   | 4,00,637 (2.72%)  |
| Details of Directorship in other companies (Excluding Foreign Companies and Section 8 Companies) | TRIGON ENGINEERS PRIVATE LIMITED<br>PHANTOM DIGITAL EFFECTS LIMITED |
| No of meeting of Board of Directors attended during the FY 2023-24                               | 4(Four)   |
| Status in other Board Committees of the company  | Member of Audit Committee & Stakeholders Relationship Committee     |
| Relationship with other Director /KMP  | Nil   |

**ITEM NO:3**

Mr. Sai Prasad was re-designated by the Board of Directors of the Company at its meeting held on 22nd July, 2024. The Board of Directors on the recommendation of Nomination and Remuneration Committee do hereby seek the approval of Members for his re-designation with effect from 22nd July 2024. Mr. Sai Prasad, was Non-Executive (Independent) Director of the Company up to 22nd July 2024.

Keeping in view of his rich experience of the above appointee and in the interest of the Company, your Directors recommend the passing of the Special Resolution.

The details of terms and remuneration of the appointee are detailed below:

|  |                |
|--|----------------|
| Consolidated Salary  | Rs. 1,00,000/- |
| Sitting fee for attending the Board Meeting  | Nil            |
| Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time. |                |
| Provision of Company's car with driver as per the rules of the Company.  |                |
| Leave entitlement and encashment of leave as per the rules of the Company.   |                |
| Provision of free telephone at residence as per the rules of the Company.  |                |

Provided that the above terms and conditions shall however be restricted to the limits prescribed under the Companies Act, 2013. A written statement setting out the terms of re-designation of Mr. Sai Prasad is open for inspection at the registered office of the Company during the business hours on all working days till the date of Annual General Meeting.

The Board recommends the resolution set out in item no. 3 for approval of the Members.

A brief profile of Mr. Sai Prasad is given below:

|   |   |
|---|---|
| Name of the Director                          | Mr. Sai Prasad  |
| DIN   | 06987754  |
| Date of Birth                                 | 06/11/1974  |
| Date of Appointment                           | 22/07/2024  |
| Brief Profile                                 | Mr. K Sai Prasad is a seasoned director with over 23 years of experience across sectors like breweries, financial services, and insurance. Starting his career with KBDL, he has collaborated with notable organizations such as UB, ING Vysya_Life, ICICI, HDFC, Religare, Reliance, and Mahindra. He excels in setting up organizations and establishing robust processes, driven by passion, optimism, and dedication. His enthusiasm and strategic planning ensure timely completion of tasks and success in his goals. Additionally, he has a keen interest in the movie and_entertainment industry, developing software for OTT platforms, which led him into this dynamic field. |
| Other Directorships in listed companies       | Nil   |
| Other Directorships other than listed company | Creo Tech Solutions Private Limited   |
| Relationship with other directors             | Nil   |

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 3.

**ITEM NO:4**

The Board of Directors of the Company has determined that the sale of the land and buildings of the Company admeasuring 1,805 Sq. feet with 1,050 sq. feet RCC roof building and 2 sides compound walls comprised in Door No.18/25A (Part) having New Town Survey No.1632/2B (Part) in Reddipettai Street, Kanchipuram, Tamil Nadu (herein after referred to as the “Kanchipuram Property”) and land and buildings measuring 25,700 Sq. feet, comprised in Survey Nos.234-B/1B1A and 234-B/2A4A1, and the Cinema Theatre named Sri Balaji Theatre, situated at Acharapakkam Village, Maduranthakam Taluk, Chengalpattu, Tamil Nadu (herein after referred to as the “Acharapakkam Property”) pursuant to the arbitration award issued in favour of the Company which was already intimated to the stock exchange dated 02-07-2024 is in the best interest of the Company on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company at suitable price to any person/ Body corporate/ Bank or any institution as the Board may decide and at the time as suitable to the Board on such terms and conditions as may be deemed fit by the Board.

The Board of Directors believes that the sale of the Asset is a strategic decision that will benefit the Company and its shareholders. The Company is committed to providing all necessary information to the shareholders to enable them to make an informed decision.

**By order of the Board of Directors  
For Mediaone Global Entertainment Limited**

**Sd/  
Suryaraj Kumar  
Managing Director  
DIN: 00714694**

**Place: Chennai  
Date: 13.08.2024**



**DIRECTORS' REPORT**

Your Directors have pleasure in presenting 42nd Directors Report of your Company together with the Audited Financial Statements and the Auditors' Report for the Financial Year ended 31st March, 2024.

**FINANCIAL HIGHLIGHTS:**

Brief Financial Highlights with comparison of previous financial year are as follows:

(Rs. In lakhs)

| PARTICULARS                                  | 2023-24<br>(Rs.) | 2022-23<br>(Rs.) |
|--|------------------|------------------|
| Total Income                                 | 1982.24          | 2135.11          |
| Total Expense                                | 1607.76          | 1755.35          |
| Profit / (Loss) before Taxation              | 374.47           | 379.76           |
| Less: Provision for Taxation                 | -                | -                |
| Add/ (Less): Provision for Deferred Taxation | -                | -                |
| Less: Income Tax of earlier year             | -                | -                |
| Net Profit/ (Loss) after Tax:                | 374.47           | 379.76           |

**STATE OF AFFAIRS OF THE COMPANY'S AFFAIRS/ CHANGE IN NATURE OF BUSINESS:**

During the year under review, the Company earned a Net Profit of Rs. 374.47 Lakhs against a Net Profit of Rs. 379.76 Lakhs in the previous year.

There are adequate financial controls commensurate with the size of the organization and with reference to the financial statements; there is no change in the nature of business.

**SHARE CAPITAL:**

The paid-up Equity Share capital of Company as on March 31, 2024 was Rs. 14,72,00,000. No additions or alterations were made during the year.

**DIVIDEND:**

The Board of Directors didn't declare any dividend for the financial year 2023-2024.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

There has been no loan and guarantees given or made by the Company under Section 186 of the Act, 2013 during the financial year 2023-24.

**TRANSFER TO RESERVES:**

Your Directors do not propose to transfer any amount to the general reserve of the company during the financial year 2023-2024.

**DEPOSITS FROM PUBLIC:**

During the financial year 2023-24, your Company has not accepted any deposit under the provisions of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

All the Related Party Transactions entered during the financial year 2023-24 were in the ordinary course of the business and on arm's length basis and the same are reported in the Notes to the Financial Statements. All Related Party Transactions as placed before the Audit Committee were also placed before the Board for review and approval. A statement giving details of all related party transactions were placed before the Audit Committee and the Board of Directors for their review, approval and noting on a quarterly basis.

In line with the requirements of the Act and SEBI Listing Regulations, the Company has formulated a Policy on Materiality of and dealing with related party transactions ("RPT Policy"), which is available on the website of the Company.

No Material Related Party Transactions were entered during the year by your Company. Accordingly, disclosures of Related Party Transactions as required under Section 134(3) of the Act, in form AOC-2 is not applicable to the Company.

**CORPORATE GOVERNANCE:**

Your Company is committed to good corporate governance aligned with the best corporate practices. A separate Report on Corporate Governance in Annexure-III along with Auditor's Certificate on Compliance with the conditions of Corporate Governance is provided as a part of this Annual Report, besides the Management Discussion and Analysis Report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") is presented in a separate section forming part of the Annual Report.

**BOARD POLICIES:**

The Company has the following policies which are applicable as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which are placed on the website of the Company [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

- i. Code of conduct for Board of Directors
- ii. Code of conduct for Senior Management personnel
- iii. Policy of Directors' Appointment and Remuneration
- iv. Nomination & Remuneration Policy
- v. Policy on Related Party Transactions
- vi. Policy on sexual harassment of women at work place (Prevention, Prohibition and redressal) Act, 2013
- vii. Risk Management Policy
- viii. Vigil Mechanism Policy
- ix. Policy for determining Material Subsidiaries.

**RISK MANAGEMENT POLICY:**

Pursuant to Section 134 of the Companies Act, 2013, the Company has a risk management policy in place for identification of key risks to its business objectives, impact assessment, risk analysis, risk evaluation, risk reporting and disclosures, risk mitigation and monitoring, and integration with strategy and business planning.

The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

**NOMINATION AND REMUNERATION POLICY:**

Pursuant to Section 178(3) of the Companies Act, 2013, the Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the company. The policy also lays down the criteria for selection and appointment of Board Members. The policy and details of Nomination and Remuneration is available on the website of the Company at [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

In accordance with the Nomination and Remuneration Policy, the Nomination and Remuneration Committee has, inter alia, the following responsibilities:

1. The Committee had formulated the criteria for determining qualifications, positive attributes, and independence of a director and is available in the company website [www.mediaoneglobal.in](http://www.mediaoneglobal.in).
2. The Committee shall identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
3. Recommend to the Board, appointment, and removal of Director, KMP and Senior Management Personnel.
4. The Board shall carry out evaluations of the performance of every Director, KMP and Senior Management Personnel at regular intervals (yearly).
5. The remuneration/ compensation/ commission etc. to the Managerial Personnel, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.
6. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Personnel.
7. Where any insurance is taken by the Company on behalf of its Managerial Personnel, Chief Financial Officer, the Company Secretary, and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
8. The Non-Executive/ Independent Director has not been paid remuneration by way of fees for attending meetings of the Board or Committee thereof.
9. Commission to Non-Executive/ Independent Directors If proposed may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

**INTERNAL COMPLAINTS COMMITTEE:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Internal Complaints Committee (“ICC”) is in place for all works and offices of the Company to redress complaints received regarding sexual harassment. The policy on Prohibition Prevention & Redressal of Sexual Harassment is available on the website of the Company at [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

During the Financial Year under review, no complaints with allegation of sexual harassment were filed with the ICC.

Internal Complaint Committee Members:

1. Ms. Saraswathy Gopalan
2. Mr. Timothy Alfred Joseph Moses

The Committee met once in the financial year 2023-24. The Company is committed to provide a safe and conducive work environment to its employees during the financial year. Your directors state that during the financial year 2023-24, there were no cases filed pursuant to the Sexual harassment of Women at workplace (Prevention and Redressal) Act, 2013.

**SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:**

There are no any Subsidiaries, Associates and Joint Ventures Companies.

**COMMISSION RECEIVED BY DIRECTOR FROM HOLDING OR SUBSIDIARY COMPANY:**

None of the directors of the Company are in receipt of any remuneration or commission from any Holding Company or Subsidiary Company under Section 197 (14) of the Companies Act, 2013 during the financial year under review.

**SIGNIFICANT AND MATERIAL ORDERS/ SHOW CAUSE NOTICE PASSED BY THE REGULATORS OR COURTS:**

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 except the following,

1. The Company received Final judgement dated 16th June 2022 against the petition/ Application No. E.O.C.C. No. 122/2017 from the court of additional Chief Metropolitan Magistrate, Chennai.
2. The Company received Final judgement dated 21st June 2022 against the petition/ Application No. E.O.C.C. No. 123/2017 from the court of additional Chief Metropolitan Magistrate, Chennai.
3. The Company received order dated 28th July 2022 against the petition/ Application No.

CA No.87 Sec.441/RD(SR)/2022-23, CA No.88 Sec.441/RD(SR)/2022-23, CA No.89

Sec.441/RD (SR)/2022-23, No.90 Sec.441/RD(SR)/2022-23 No.91

Sec.441/RD(SR)/2022-23, No.92 Sec.441/RD(SR)/2022-23, No.93

Sec.441/RD(SR)/2022-23, No.94 Sec.441/RD(SR)/2022-23, No.96

Sec.441/RD(SR)/2022-23, No.97 Sec.441/RD(SR)/2022-23

from Regional Director, Chennai for the application filed under section 441 of the Companies Act, 2013.

4. Lifting of Companies status from “under liquidation “to “active” for filing w.e.f 21-02-2023 vide High Court of Madras order copy dated 25th January 2023 directing Registrar of Companies to lift the liquidation status.

5. Initiation of Forensic Audit by Bombay Stock Exchange (BSE) for the period 01.04.2016- 31.03.2022. The Company is yet to receive the Final Order/findings by the authority.

**REPORTING OF FRAUDS BY AUDITORS:**

The statutory auditors have reported no instances of fraud under Section 143(12) of the Companies Act, 2013 during this year.

**AUDITORS:****STATUTORY AUDITORS:**

M/s. Vivekanandan & Associates, Chartered Accountant, (Firm Registration Number: 0052685) were appointed as statutory auditor of the company for the term of five years in the 39th Annual General Meeting held on 28th August 2021 and they continue to be the Auditors till 44<sup>th</sup> Annual General Meeting.

**COMMENT ON STATUTORY AUDITOR'S REPORT:**

There are no material qualifications, reservations, remarks or disclaimers made by M/S. Vivekanandan & Associates, Statutory Auditors, in their audit report.

**SECRETARIAL AUDITOR:**

Pursuant to the requirements of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mrs. N. Srividhya, Practicing Company Secretary (Membership No. CP 14058) was appointed to conduct the Secretarial Audit for the financial year 2023-2024.

The Secretarial Audit report as received from the Secretarial Auditor is annexed to this report as Annexure I.



**QUALIFICATION IN SECRETARIAL AUDIT REPORT:**

The following explanations are given by your directors in respect of qualifications made by the secretarial auditor of the Company in the secretarial audit report as under,

1. Company will take due action of complying with secretarial standards, LODR, FEMA regulations and website of the company.
2. The Company is yet to receive the Forensic Audit Report.

**INTERNAL AUDITORS:**

Mr. Balasubramaniam was appointed as an Internal Auditor of the Company w.e.f., 01<sup>st</sup> April 2022.

The Audit Committee determines the scope of internal Audit in line with regulatory and business requirements.

**COST AUDITORS:**

Pursuant to notification of Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment rules, 2014, the Company does not fall under the purview of Cost Audit.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board consists of 4 directors and 3KMP including a managing director, company secretary and Chief Financial Officer.

**Director's Re-Appointment:**

- Mr. Suryaraj Kumar (DIN:00714694) who retires from office by rotation and being eligible offers himself for reappointment.
- Reappointment of Mr. Suryaraj Kumar (DIN:00714694) as Managing Director of the Company w.e.f. 14<sup>th</sup> September 2023 for a period of 5 years.

- Reappointment of Mr. Timothy Alfred Joseph Moses (DIN: 01921176), as Independent Director of the company for a second term of five consecutive year from 14th September 2023 to 13<sup>th</sup> September 2028.
- Re-appointment of Mrs. Saraswathy Gopalan (DIN: 08372677), as an independent director of the company for a second term of 5 (five) consecutive years on the Board of the Company commencing from February 25, 2024 to February 24, 2029.

### **BOARD EVALUATION:**

Pursuant to the provision of the Companies Act, 2013, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, the composition of the Board and its committees, culture, execution and performance of specific duties, obligations, and governance.

The board and the committee were evaluated on various criteria as stated below:

1. Composition of the Board and Committee.
2. Understanding of the Company and its business by the Board.
3. Availability of information to the board and committee.
4. Effective Conduct of Board and Committee Meetings.
6. Monitoring by the Board management effectiveness in implementing strategies, managing risks and achieving the goals.

The Board also carried out the evaluation of directors and chairman based on following criteria:

1. Attendance of meetings.
2. Understanding and knowledge of the entity.
3. Maintaining Confidentiality of board discussion.

4. Contribution to the board by active participation.
5. Maintaining independent judgment in the decisions of the Board

**NUMBER OF MEETINGS OF THE BOARD AND BOARD’S COMMITTEE:**

The Board meets at regular intervals to discuss and decide on business strategies/ policies and review the financial performance of the Company. The Board Meetings are pre-scheduled, and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules.

| <b>Meeting</b>                      | <b>No. of Meetings during the Financial Year 2023-24</b> | <b>Date of the Meeting</b>                       |
|-------------------------------------|--|--|
| Board Meeting                       | 4  | 10.05.2023, 11.08.2023<br>14.11.2023, 14.02.2024 |
| Audit Committee                     | 4  | 10.05.2023, 11.08.2023<br>14.11.2023, 14.02.2024 |
| Nomination & Remuneration Committee | 1  | 14.02.2024                                       |
| Independent Director’s Meeting      | 1  | 02.02.2024                                       |

The interval between two Board Meetings was well within the maximum period mentioned under section 173 of the Companies Act, 2013, and SEBI Listing (Disclosures and Obligations Requirements) Regulations, 2015.

**COMPOSITION OF COMMITTEES OF THE BOARD:****Audit committee**

- Mr. Timothy Alfred Joseph Moses -Chairperson
- Mr. Suryaraj Kumar -Member
- Ms. Saraswathy Gopalan -Member
- Mr. Saiprasad Kuragayala -Member

**Nomination Remuneration committee**

- Mr. Timothy Alfred Joseph Moses -Chairperson
- Ms. Saraswathy Gopalan - Independent Director
- Mr. Saiprasad Kuragayala - Independent Director

**Stakeholders Relationship committee**

- Mr. Timothy Alfred Joseph Moses -Chairperson
- Ms. Saraswathy Gopalan - Independent Director
- Mr. Suryaraj Kumar -Member.

**SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:**

As required under Clause VII of Schedule IV of the Companies Act, 2013, the Independent Directors held a Meeting on 2<sup>nd</sup> February 2024, without the attendance of Non-Independent Directors and members of Management.

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The familiarization program is to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes and about the overall functioning and performance of the Company. The policy and details of familiarization program is available on the website of the Company at [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

**INDEPENDENT DIRECTOR'S DECLARATION:**

All Independent Directors have given declarations that they meet the Criteria of independence laid down under Section 149 sub section (6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 in respect of financial year ended 31st March, 2024, which has been relied on by the Company and placed at the Board Meeting.

**SECRETARIAL STANDARDS:**

In terms of Section 118(10) of the Act, the Company states that the applicable Secretarial Standards i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to Meetings of Board of Directors and General Meetings respectively, have been duly complied with however improvements in certain areas are being made.

**WHISTLE BLOWER POLICY/ VIGIL MECHANISM:**

Pursuant to Section 177(9) of the Companies Act, 2013, your Company has established a Vigil Mechanism policy for directors and employees to report concerns about unethical behaviours, actual or suspected fraud, violations of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against the victimization of employees who avail themselves of the mechanism and also provides for direct access by the Whistle Blower to the Audit Committee. It is affirmed that during the Financial Year 2023-24, no employee has been denied access to the Audit Committee. The vigil mechanism policy is also available on the Company's website [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

**INTERNAL FINANCE CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has formulated a Framework on Internal Financial Controls in accordance with Rule 8 (5) (viii) of Companies (Accounts) Rules, 2014, the Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations and they are operating effectively.

The systems are periodically reviewed by the Audit Committee of the Board for identification of deficiencies and necessary time-bound actions are taken to improve efficiency at all the levels. The Committee also reviews the observations forming part of internal auditors' report, key issues and areas of improvement, significant processes and accounting policies.

**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:**

The Board of Directors has adopted a policy and procedure on Code of Conduct for the Board Members and employees of the Company in accordance with the SEBI (Prohibition of Insiders Trading) Regulations, 2015. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrong doing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned.

The Code lays down the standard of 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 workplace, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management Personnel have confirmed Compliance with the Code.

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

As per the provision of Section 135 of the Companies Act, 2013, all companies having a net worth of Rs.500crore or more, or a turnover of Rs.1,000crore or more or a net profit of Rs.5crore or more during any financial year are required to constitute a CSR committee and our Company does not meet the criteria as mentioned above, hence the Company has not constituted any Corporate Social Responsibility Committee; and has not developed and implemented any Corporate Social Responsibility initiatives and the provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

**EXTRACT OF ANNUAL RETURN:**

The Annual Return in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is available on company's website and can be accessed - [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

**PARTICULARS OF EMPLOYEES:**

There are employees falling within the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of which are forming part of Financial Statement.

**DISCLOSURE REQUIREMENTS:**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and is of the view that such systems are adequate and operating effectively.

**RELATED PARTY TRANSACTIONS:**

There are no related party transactions during the financial year under review under section 188 of the Companies Act 2013.

**MAJOR THINGS HAPPENED DURING THE YEAR WHICH MADE THE IMPACT ON THE OVERALL WORKINGS OF THE COMPANY & THE MAJOR ACTIONS TAKEN BY THE COMPANY IN THAT RESPECT, SUCH AS COVID-19 PANDEMIC:**

Nil

**DIRECTORS' RESPONSIBILITIES STATEMENT:**

As required under Section 134(3)(C) of the Companies Act, 2013 the Directors hereby state and confirm that they have:

- a) In the preparation of the annual accounts for the year ended 31st March 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for the year ended on that date.
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

- d) They have prepared the annual accounts on a going concern basis.
- e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

During the year under review, there were no frauds reported by the Auditors on the employees or officers of the Company under section 143(10) of the Companies Act, 2013.

**THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**A. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:**

The Particulars prescribed by Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption was not applicable to Company.

**B. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

| <b>FOREIGN EXCHANGE EARNINGS AND OUTGO</b>          | <b>2023-2024</b> | <b>2022-2023</b> |
|---|------------------|------------------|
| Earning in Foreign Exchange                         | 13,59,46,988     | 4,72,18,176      |
| Expenditure in Foreign Exchange                     | 3,24,29,138      | Nil              |
| CIF Value of imports -Raw Material -Calcium Carbide | NA               | NA               |



**DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE FINANCIAL YEAR UNDER REVIEW:**

There were no applications made nor any proceeding pending under the insolvency and bankruptcy code, 2016 during the year.

**THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

During the year under review there was no instance of one-time settlement with any Bank or Financial Institution.

**LISTING FEES:**

The Company confirms that it has paid the annual listing fees for the year 2023-24 to the Bombay Stock Exchange.

**ACKNOWLEDGEMENT:**

Your directors take this opportunity to express their sincere gratitude to the encouragement, assistance, cooperation, and support given by the Central Government, the Government of Tamil Nadu during the year. They also wish to convey their gratitude to all the customers, Auditors, suppliers, dealers, and all those associated with the company for their continued patronage during the year.

Your directors also wish to place on record their appreciation for the hard work and unstinting efforts put in by the employees at all levels. The directors are thankful to the esteemed stakeholders for their continued support and the confidence reposed in the Company and its management.

**CAUTIONARY STATEMENT:**

The statements contained in the Board's Report and Management Discussion and Analysis Report contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation.

Date: 13.08.2024

Place: Chennai

For **Mediaone Global Entertainment Limited**

Sd/-

Suryaraj Kumar

Chairman & Managing Director

DIN: 00714694

**Annexure I****Form No. MR-3****Secretarial Audit Report for the financial year ended 31.03.2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**MEDIAONE GLOBAL ENTERTAINMENT LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Mediaone Global Entertainment Limited** (hereinafter called the company). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31<sup>st</sup> March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

**We have also examined the following with respect to the new amendment issued vide SEBI Circular number CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and Exchange Circular no. 20230316-14 dated March 16, 2023 (Regulation 24A of SEBI(LODR)**

- (a) all the documents and records made available to us and explanation provided by **M/s. Mediaone Global Entertainment Limited** ("the Listed Entity"),
- (b) the filings/submissions made by the Listed Entity to the Stock Exchange,
- (c) website of the listed entity,
- (d) books, papers, minute books, forms and returns filed with the Ministry of Corporate Affairs and other records maintained by **M/s. Mediaone Global Entertainment Limited** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions as applicable to the Company during the period of audit and subject to the reporting made hereinafter and in respect of all statutory provisions listed hereunder:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 2018 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time; subject to SEBI investigation
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time; subject to SEBI investigation
  - (d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;(Not applicable for the year under review)
  - (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, (not applicable for the year under review)
  - (g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;(not applicable for the year under review)
  - (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable for the year under review)
  - (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013(Not applicable for the year under review)
  - (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021(Not applicable for the year under review)
  - (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009

- (l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- (m) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder;
- (n) Securities and Exchange Board of India Vide Circular no: CIR/CFD/CMD1/27/2019 dated February 08, 2019.
- (o) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings.

**We hereby report that**

- a. The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder,
- b. The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- c. **Actions have been taken against the listed entity on few events by stock exchange under the aforesaid acts/regulations/ circulars/ guidelines issued thereunder as specifically mentioned in 24A Audit Report and take it as read along with this report:**
  - Non-compliance with Regulation 33 of SEBI (LODR) Regulations, 2015 for period ended December 31, 2023 – Fine levied was paid by the Company.
  - Warning letter issued (First Time Violation) as per the Insider code of conduct of the Company under Regulation 9 of SEBI (PIT) Regulation 2015 against Saraswathy Gopalan and fine of Rs. 5,000/- was paid by her.
  - Non-compliance under Regulation 23 (9) of SEBI (LODR) Regulations, 2015, disclosure of related party transactions on consolidated basis for half year ended March 2023 – Company has filed waiver application for the fine levied.
  - Non-compliance under Regulation 24A of SEBI (LODR) Regulations, 2015 with submission of secretarial compliance report - Company has filed waiver application for the fine levied.

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

- The Listing Agreements entered into by the Company with the Stock Exchanges, where the Securities of the Company are listed and the uniform listing agreement with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

**In our opinion and as identified and informed by the Management, the following laws are specifically applicable to the Company:**

|  |
|--|
| 1. The Indian Copyright Act,1957             |
| 2. The Trademarks Act,1999                   |
| 3. The Cinematograph Act,1909                |
| 4. The Indian Contract Act,1872              |
| 5. Intellectual Property Rights related laws |

**It is reported that during the period under review, the Company has been regular in complying with the provisions of the Act, Rules, Regulations and Guidelines, as mentioned above, except:**

1. The Company is yet to improve in Secretarial Standard in certain areas.
2. The Company is yet to strictly comply with SEBI (LODR) Regulations, 2015 among other deviations as observed in 24A Audit filed with Bombay Stock Exchange.
3. The Company has a functional website however improvement is suggested.
4. There was Delay in the filing of DIR-12 for the Resignation of Miss. Joyce Oliviya Tauro (DIN: 08765489), Independent Director of the Company however the same was filed with additional fee with the Registrar of Companies.
5. Initiation of Forensic Audit by Bombay Stock Exchange (BSE) for the period 01.04.2016-31.03.2022. The Company is yet to receive the Final Order/findings by the authority.

**We further report that there were no actions/events in the pursuance of**

1. The Securities and Exchange Board of India (Share Based employee Benefits and Sweat equity) Regulations, 2021 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
4. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
5. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

We further report that, based on the information provided by the Company, its officers and authorized representatives subject to SEBI investigation on the accounts and transaction of the company, in our opinion, adequate systems and control mechanism exist in the Company to monitor and ensure compliance with other applicable general laws including Human Resources and Labour laws.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by Statutory financial auditor and other designated professionals.

**We further report that**

The Board of Directors of the company is constituted with Executive Directors, Non-Executive Directors and Independent Directors. During the period under review, there were changes in the Board of Directors as mentioned below.

Notices is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that during the audit period the following events which have a major bearing on the Company's affairs have occurred:**

1. The Company signed with GD Naidu Charities to make a Biopic on the life and achievements of Mr. GD Naidu Starring R Madhavan dated 05<sup>th</sup> April 2023.
2. The Company filed waiver application for fines for late / non-compliance under Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/ erstwhile Listing agreement, however the same was withdrawn on 25<sup>th</sup> April 2023 based on the submissions made by the Company.
3. Mr. Suryaraj Kumar (belonging to promoter Group) sold 1400 Equity shares of the Company through open market on 22<sup>nd</sup> May 2023 and the holding after transactions stands at 399224 Equity shares.
4. Mr. Suryaraj Kumar (belonging to promoter Group) acquired 2800 Equity shares of the Company through open market on 26<sup>th</sup> May 2023 and the holding after transactions stands at 400637 Equity shares.
5. The Company has announced that it will be executing & providing Production Services for two Marathi movies shooting in the United Kingdom dated 21<sup>st</sup> June 2023.
6. Initiation of Forensic Audit by Bombay Stock Exchange (BSE) in connection with the ongoing investigation on Eros International Limited and appointment of M/S. SKVM & Co as the auditor for the same. The Company is yet to receive the Final Order/findings by the authority.
7. The Company filed waiver application dated 19<sup>th</sup> July 2023 for the Fines Imposed on the Company for the non-compliances of Regulation 23(9) of SEBI (LODR) Regulations, 2015 as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, however the same is pending for approval.
8. Reappointment of Mr. Suryaraj Kumar (DIN: 00714694) as Managing Director of the company w.e.f 14<sup>th</sup> September, 2023 for a period of five years.
9. Reappointment of Mr. Timothy Alfred Joseph Moses (DIN: 01921176) as Independent Director of the Company for further period of five years from 14<sup>th</sup> September, 2023 to 13<sup>th</sup> September, 2028.
10. Authorization to the Company for making Investments, for giving loans to any person or body corporate or for issuing any guarantee or providing any security exceeding the Limits prescribed under Section 186 of the Companies Act, 2013, but not exceeding the limit of Rs.500 Crores outstanding at any point of time.



11. Approval of power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs.500 Crores.

**We further report except as given below, no other material events have been occurred during the period after the end of the Financial Year and before the signing of this Report:**

1. Re-appointment of Mrs. Saraswathy Gopalan (DIN: 08372677), as an independent director of the company or a second term of 5 (five) consecutive years on the Board of the Company commencing from February 25, 2024 to February 24, 2029 (both days inclusive) vide Postal Ballot dated 12<sup>th</sup> April, 2024.
2. Approval of remuneration payable to Mr. Saiprasad Kuragayala (DIN: 06987754) non-executive independent director vide Postal Ballot dated 12<sup>th</sup> April, 2024.
3. Adoption of new Memorandum of Association and Articles of Association as per the provisions of companies act, 2013 vide Postal Ballot dated 12<sup>th</sup> April, 2024.
4. The Company (Respondent) received an Arbitral Award from the Arbitral Tribunal dated 08<sup>th</sup> April 2024 pursuant to claim petition filed by M/s. Eros International Media Limited (Claimant). The same was successfully arrived at between the Parties and the Joint Memorandum of Compromise was filed.
5. The Company entered into Assignment Agreement with M/s. Eros International Media Limited, executed at Mumbai on 27<sup>th</sup> day of May 2024.
6. Resignation of Mr. M. Srinivas Kumar from the position of Chief Financial Officer of the Company with effect from 8<sup>th</sup> July 2024.

Place: Chennai

Date: 13-08-2024

N.Srividhya

Practicing company secretaries

Membership No: A34428

CP No. 14058

Peer review certificate No.829/2020

Unique code P2004TN081200

UDIN: A034428F000968603

**ANNEXURE - A**

To,  
The Members  
**MEDIAONE GLOBAL ENTERTAINMENT LIMITED**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a random 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.

Place: Chennai  
Date: 13-08-2024

N.Srividhya  
Practicing company secretaries  
Membership No: A34428  
CP No. 14058  
Peer review certificate No.829/2020  
Unique code P2004TN081200  
UDIN: A034428F000968603

## Annexure II

### REPORT ON CORPORATE GOVERNANCE

**In accordance with schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the report containing details of corporate governance systems and process at Mediaone Global Entertainment Limited as under:**

#### **Corporate Governance Philosophy:**

The Company defines Corporate Governance as a systematic process by which Companies are directed and controlled to enhance their wealth generating capacity. Since large corporates employ vast quantum of social resources, we believe that the governance process should ensure that these Companies are managed in a manner that meets stakeholders' aspirations and social expectations.

The Basic objective of corporate governance policies adopted by the Company is to attain the highest levels of transparency, accountability and integrity. This objective extends not merely to meet with statutory requirements but also goes beyond them by putting into place procedures and systems, which are in accordance with best practice of governance. Your Company believes that good corporate governance enhances the trust and confidence of all the stakeholders. Good practice in corporate behavior helps to enhance and maintain public trust in Companies and Stock Market.

#### **Board of Directors:**

The Company as on date of this report has in all 4 Directors with considerable professional experience in divergent areas connected with corporate functioning.

The Board of Directors of the Company comprises of executive and Independent Directors. In all there are four Directors, One Promoter cum Executive Director and three Independent Directors.

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he/she is a director.

Composition of the Board of Directors as on the date of this Report is mentioned below:

| Sl.No. | Name                            | Designation                        | DIN      | Promoter/Independent Director   |
|--------|---------------------------------|------------------------------------|----------|---------------------------------|
| 1.     | Mr. Suryaraj Kumar              | Managing Director                  | 00714694 | Promoter and Executive Director |
| 2.     | Mr. Timothy Alfred Joseph Moses | Non-Executive-Independent Director | 01921176 | Independent Director            |
| 3.     | Ms. Saraswathy Gopalan          | Non-Executive-Independent Director | 08372677 | Independent Director            |
| 4.     | Mr. Saiprasad Kuragayala        | Non-Executive-Independent Director | 06987754 | Independent Director            |

**Woman Director:**

As required under Section 149 of the Companies Act, 2013 as on date, Ms. Saraswathy Gopalan, Independent Director is the woman Director on the Board of the Company.

**Board Meetings and Annual General Meeting & Directors' Attendance:**

During the Financial Year 2023-24, the Board of Directors of the Company met 4 times on

| S. No | Date of the Board meeting |
|-------|---------------------------|
| 1.    | 10.05.2023                |
| 2.    | 11.08.2023                |
| 3.    | 14.11.2023                |
| 4.    | 14.02.2024                |

The Meetings of the Board were held periodically and 120 days has not lapsed between two meetings as prescribed under Section 173(1) of the Companies Act, 2013.

The details of attendance of each Director at the Board Meetings along with the number of meetings held during the year:

| S. No. | Name                            | Board Meetings     |          | Whether attended<br>AGM held on<br>14/09/2023 |
|--------|---------------------------------|--------------------|----------|---|
|        |                                 | Entitled to Attend | Attended |   |
| 1.     | Mr. Suryaraj Kumar              | 4                  | 4        | Yes   |
| 2.     | Mr. Timothy Alfred Joseph Moses | 4                  | 4        | Yes   |
| 3.     | Mr. Saiprasad Kuragayala        | 4                  | 4        | Yes   |
| 4.     | Ms. Saraswathy Gopalan          | 4                  | 4        | Yes   |

**Board Procedure:**

The Board has complete access to all the relevant information within the Company. The date and place of the meeting are informed to all the Directors well in advance and the agenda papers are sent to the Board of Directors in compliance with the provisions of the Companies Act 2013, Secretarial Standards and the Listing Regulations. The agenda papers which provide all relevant adequate material information, explanatory notes, etc., are circulated to the Directors to facilitate meaningful, informed and free discussion to recommend inclusion of any other matter in the agenda for discussion.

All Board and Committee meetings are governed by structured agenda notes which are backed by comprehensive background along with the relevant attachments. Senior management of the Company will be invited to attend the Board meetings and provide clarifications as and when required. Minutes of the Board and Committees, resolutions passed by circulations will be circulated to all the Board and Committee members within the time lines prescribed under the Companies Act 2013 and other regulatory guidelines.

**Director’s attendance at the last Annual General Meeting:**

The following Directors of the Company attended the last Annual General Meeting of the Company held on 14<sup>th</sup> September 2023.

| Category             | Name of the Director  |
|----------------------|---|
| Executive Director   | Mr. Suryaraj Kumar  |
| Independent Director | Mr. Timothy Alfred Joseph Moses,<br>Ms. Saraswathy Gopalan,<br>Mr. Saiprasad Kuragayala |

The details of the Directors regarding their other Directorship and Membership in Committees in other Companies are as under:

Other Directorship and Membership as on 31.03.2024:

| Name of the Director            | No. of other Directorship / Partnership / Membership                                    |
|---------------------------------|---|
| Mr. Suryaraj Kumar              | 1. Phantom Digital Effects Limited<br>2. Trigon Engineers Private Limited               |
| Mr. Timothy Alfred Joseph Moses | 1. Navisage Consulting Private Limited<br>2. Swayambhu Business Portal Private limited. |
| Ms. Saraswathy Gopalan          | 1. Fleischer Studios Private Limited  |
| Mr. Saiprasad Kuragayala        | 1. Creo Tech Solutions Private Limited  |

**Familiarization Programme:**

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and Business model of the Company by providing all material information at the time of their appointment as Directors and through presentation of economy & industry overview, key regulatory development strategy and performance which are made to the Directors from time to time. In compliance with the requirements of listing regulations your company has an appropriate program for newly inducted directors and ongoing familiarization programs

with respect to the strategy, industry overview, performance, operations of Company, the organization structure and their roles, rights and responsibly as a director.

The Directors are also encouraged to attend the training programs being organized by various Regulator/bodies/institutions.

**BOARD COMMITTEE:**

**The Audit Committee, Nomination & Remuneration Committee and the Stakeholders Relationship Committees are constituted with the Independent Directors as the Chairman.**

**A. Audit Committee:**

As required under section 177(8), the Audit Committee comprises of 3 Directors of which all the directors are Independent Directors. The Committee was chaired by a Non-Executive Independent Director, with requisite qualification. In the opinion of the Board of Directors, all the members of Audit Committee are financially literate and also have accounting or related financial management experience. The Audit Committee monitors and provides effective observation of the financial control and reporting process, review the financial reporting process, internal audit process, adequacy of internal control systems, review of performance of Statutory Auditors, recommending appointment of Statutory, Internal Auditors, recommending the Audit fees also payment of fees for other services.

The Audit Committee consists of the following members:

| Sl. No. | Name                            | Designation | Independent/Non-Independent | No. of Meeting Attended |
|---------|---------------------------------|-------------|-----------------------------|-------------------------|
| 1.      | Mr. Timothy Alfred Joseph Moses | Chairperson | Independent                 | 4                       |
| 2.      | Mr. Suryaraj Kumar              | Member      | Executive                   | 4                       |
| 3.      | Ms. Saraswathy Gopalan          | Member      | Independent                 | 4                       |
| 4.      | Mr. Sai Prasad Kuragayala       | Member      | Independent                 | 4                       |

During the year 2023-24 Four (4) Audit Committee Meetings were held on

| S. No | Date of the Board meeting |
|-------|---------------------------|
| 1.    | 10.05.2023                |
| 2.    | 11.08.2023                |
| 3.    | 14.11.2023                |
| 4.    | 14.02.2024                |

All the Members have accounting or related financial management expertise. Chairman is a Non-Executive Independent Director.

The role of Audit Committee and terms of reference specified by the Board to the Audit Committee are the following:

- Review of the Company’s Financial reporting process, the financial statements and financial risk managerial policies.
- Review Quarterly, Half – yearly and Annual Financial Accounts of the Company and discuss with Auditors.
- To meet and review with External and Internal Auditors the Internal Control Systems and to ensure their Compliance.
- To review matters as required under the terms of Listing Agreement.
- To investigate matters referred to it by the Board.

**Nomination and Remuneration Committee:**

The Board has constituted the Nomination and Remuneration Committee with Three Independent Directors to look after the appointment, promotions to the working Directors and Senior Executives of the Company.

**Composition:**

The Company derived immense benefit from the deliberation of Nomination and Remuneration Committee comprising of the following directors of the Company:



| Sl. No. | Name                            | Designation | Independent/Non-Independent | No. of Meeting Attended |
|---------|---------------------------------|-------------|-----------------------------|-------------------------|
| 1.      | Mr. Timothy Alfred Joseph Moses | Chairperson | Independent                 | 1                       |
| 3.      | Ms. Saraswathy Gopalan          | Member      | Independent                 | 1                       |
| 4.      | Mr. Saiprasad Kuragayala        | Member      | Independent                 | 1                       |

During the financial year one (1) Nomination and Remuneration Committee meeting held on February 14, 2024.

#### **Terms of Reference**

The terms of reference of the Nomination and Remuneration Committee are as per the guidelines set out in the Listing Agreements with the Stock Exchanges:

Formulation of Policy for Selection and Appointment of Directors and Their Remuneration:

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

#### **Criteria of Selection of Non-Executive Directors**

- a. The Non- Executive Independent Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the field of investments in Capital and Debt Market, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its functions and duties effectively.

c. The Committee shall ensure that the candidate identified for appointment as a director is not disqualified for appointment under section 164 of the Companies Act, 2013.

d. The Committee shall consider the following attributes/ criteria, whilst recommending to the Board the Candidature for appointment as Director.

i. Qualification, expertise and experience of the Directors in their respective fields;

ii. Personal, Professional or business standing;

iii. Diversity of the Board.

e. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**Remuneration to Directors:**

The Non-Executive Director shall be entitled to receive remuneration by way of sitting fees for participation in the Board/Committee meetings and Commission as detailed hereunder;

I. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

II. The Committee may recommend to the Board, the payment of Commission on uniform basis, to reinforce the principles of collective responsibility of the Board.

III. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;

IV. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

**Evaluation of Directors and the Board:**

The Company has in place a Board evaluation framework setting out the process and the criteria for the performance evaluation by the Nomination and Remuneration Committee of the Board. The said process is in line with the provisions of the Companies Act, 2013 Listing Regulations and as per the Guidance Note on the Board evaluation issued by SEBI, which formulated the methodology and criteria evaluation of the individual Directors including Independent Directors and Non-Independent Directors, Managing Director, Chairperson, committees of the Board and the Board as a whole.

The performance evaluation is carried out by the Board of Directors on the basis of criteria provided in the evaluation process to the Board as a whole, to Committees of the Board, to Managing Director, evaluation was carried out by the Independent Directors).

During the financial year under review, the Independent Directors met on 18<sup>th</sup> June, 2021 inter alia to:

- i) Review the performance of Non-Independent Directors and Board as a whole;
- ii) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and Non-Executive Directors;
- iii) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**Stakeholders Relationship Committee:**

The Companies Act 2013 and the Listing Regulations requires that Stakeholders Relationship Committee is to be constituted to consider and resolve the grievances of security holders. The Board of the Company has constituted a Stakeholders Relationship Committee with an Independent Director as its Chairman in tune with the Corporate Governance requirements under listing requirements.

The Company derived immense benefit from the deliberation of Stakeholders Relationship Committee comprising of the following Directors of the Company.

| Sl. No. | Name                            | Designation | Independent/ Non-Independent |
|---------|---------------------------------|-------------|------------------------------|
| 1.      | Mr. Timothy Alfred Joseph Moses | Chairperson | Independent                  |
| 2.      | Mr. Surayaraj Kumar             | Member      | Executive                    |
| 3.      | Ms. Saraswathy Gopalan          | Member      | Independent                  |

**Terms of Reference:**

- The Shareholders/ Investor grievances Committee specifically looks into redressing of Shareholder’s and Investor’s Complaints such as transfer of Shares, Non- receipt of shares, non-receipt of declares dividend, conversion of shares and to ensure expeditious share transfers.
- The Company has no transfer pending at the close of the financial year.

SEBI Complaints Redressal System (SCORES)

The Investor Complaints are processed in a centralized web-based complaints redress system. The salient features of this system are:

- Centralized database of all complaints
- Online Upload of Action Taken Reports (ATRs) by the concerned Companies
- Online viewing by the investors of action taken on the Complaints and its current

Status.

**Status of Investor Grievances:**

|  |                                     |
|--|-------------------------------------|
| Name & Designation of Compliance officer                           | Company Secretary:<br>Govind Anusha |
| Number of pending complaints as on 01.04.2023                      | Nil                                 |
| Number of Shareholders complaints received during the year 2023-24 | Nil                                 |

|   |     |
|---|-----|
| Number of Complaints resolved to the satisfaction of Shareholders | Nil |
| Number of pending Complaints as on 31.03.2024                     | Nil |

**General Meeting:**

The particulars of Annual General Meeting held during the last three years are as under:

| AGM                  | Date       | Time     | Venue  | No. of Special Resolution Passed |
|----------------------|------------|----------|--|----------------------------------|
| 41 <sup>st</sup> AGM | 14.09.2023 | 11.30 AM | Mataji Complex, Flat No. 32, Old No. 1/38, New No. 1/38, Wallers Road, 1 <sup>st</sup> Lane, Mount Road, Chennai-600 002 | 4                                |
| 40 <sup>th</sup> AGM | 10.09.2022 | 11.30 AM | Mataji Complex, Flat No. 32, Old No. 1/38, New No. 1/38, Wallers Road, 1 <sup>st</sup> Lane, Mount Road, Chennai-600 002 | NIL                              |
| 39 <sup>th</sup> AGM | 28.08.2021 | 11.00 AM | Mataji Complex, Flat No. 32, Old No. 1/38, New No. 1/38, Wallers Road, 1 <sup>st</sup> Lane, Mount Road, Chennai-600 002 | 1                                |

**Special Resolution passed in previous three AGMs:**

The Company has passed the following Special Resolutions during the last three Annual General Meetings.

**1. 41<sup>st</sup> AGM:**

- To reappoint Mr. Suryaraj Kumar (DIN:00714694) as Managing Director of the company for a period of five consecutive year.
- To reappoint Mr. Timothy Alfred Joseph Moses (holding DIN: 01921176) as Independent Director of the company for a second term of five consecutive year.
- Authorization to the Company for Investment/Loan/Guarantees exceeding the Limits (Section 186).
- To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 500 Crores.

**2. 40<sup>th</sup> AGM:**

- No Special Resolution was passed in this AGM.

**3. 39<sup>th</sup> AGM:**

- To borrow money from various banks, institutions, corporates and such other person as it deems fit.

**MEANS OF COMMUNICATION:**

- The Annual, Half yearly and quarterly results are forthwith being submitted to the Stock Exchanges where shares are listed and are available on their website.
- Management discussion and analysis forms part of the Annual Report.
- The annual, half-yearly and quarterly results are regularly submitted to the stock exchanges in accordance with the listing agreement and are published in Trinity Mirror (English) and Makkal Kural (Tamil) newspapers.

Details of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting:

|  |   |
|--|---|
| Item No.   | 2   |
| Name of the Director   | Mr. Suryaraj Kumar  |
| DIN  | 00714694  |
| Age  | 69 Years  |
| Designation  | Managing Director   |
| Qualification  | Graduation  |
| Experience   | Vast experience in media and entertainment business   |
| Date of First Appointment  | 24.01.2006  |
| No. of Shares held as on 31.03.21  | 4,00,637  |
| Relationship with other Directors and KMP  | Nil   |
| No. of Board Meetings attended during the FY-2023-24                                     | 4   |
| Directorship in other Companies & LLPs   | Trigon Engineers Private Limited, Phantom Digital Effects Limited                                   |
| Chairperson/Member of the Committees of Company  | Member of Audit Committee & Stakeholders Relationship Committee                                     |
| Chairperson/ Member of the Committee of other public Companies in which he is a director | Member of Audit Committee and Nomination Remuneration Committee of Phantom Digital Effects Limited. |

**Postal Ballot during the year 2023-24:**

During the financial year 2023-24, no Special Resolution was passed through Postal Ballot.

**Certification:**

In accordance with Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate regarding the financial statements and cash

flow statement of the Company for the year ended March 31, 2024 duly signed by Chief Financial Officer was submitted to the Board of Directors.

**Disclosures Subsidiary Company:**

There are no subsidiary Companies.

**General Shareholder Information:**

| <b>Particulars</b>   | <b>Information</b>   |
|--|--|
| <b>AGM: Day, Date, Time and Venue</b>  | Wednesday, 18 <sup>th</sup> September, 2024  |
| <b>Financial Year</b>  | 2023-24  |
| <b>Dividend Pay Out Date</b>   | No dividend Declared   |
| <b>Date of Book Closure</b>  | 12 <sup>th</sup> September, 2024 till 18 <sup>th</sup> September, 2024   |
| <b>Company's Shares in listed in</b>   | Bombay Stock Exchange  |
| <b>Stock Code-BES Limited</b>  | 503685   |
| <b>Performance in comparison to the broad based indices</b>  | NA   |
| <b>Whether the Securities are suspended from trading</b>   | No   |
| <b>Registrar and Share Transfer Agent</b>  | Cameo Corporate Services Limited<br>Subramanian Building, No.1, Club House Road, Chennai-600 002.                                  |
| <b>Dematerialization of Shares and Liquidity</b>   | The details of Dematerialization of Shares and Liquidity is given below under the head "Dematerialization of Shares and Liquidity" |
| <b>Outstanding GDRs/ADRs/Warrants or any convertible instruments conversion date and likely impact on equity</b> | NIL  |
| <b>Commodity Price Risk or Foreign Exchange Risk and Hedging Activites</b>                                       | No Commodity Price risk arose. No foreign Exchange activities done during the year.  |
| <b>Plant locations</b>   | NIL  |



|                                   |  |
|-----------------------------------|--|
| <b>Address for correspondence</b> | Mataji Complex, Flat no. 32, Old no. 1/38, New no 1/38, Wallers road, 1 <sup>st</sup> lane, Mount road, Chennai TN 600002 IN |
|-----------------------------------|--|

**Dematerialization of Shares and Liquidity:**

As on 31<sup>st</sup> March, 2024, out of total 1,47,20,000 equity shares of the Company 1,45,56,713 shares representing 98.89 % of total shares have been dematerialized. The detailed breakup of Shares as on 31<sup>st</sup> March, 2024 as is follows:

**Distribution of Shareholding as on 31<sup>st</sup> March, 2024**

**Total Nominal Value- Rs. 14,72,00,000**

Nominal Value of each equity share-Rs. 10 Each.

**Total Number of Equity Shares-1,47,20,000**

| Type of Shareholder            | No. of Shareholder | Total No. of Shares held | No. of Shares held in Demat | Percentage of Holding |
|--------------------------------|--------------------|--------------------------|-----------------------------|-----------------------|
| Individual-Promoter            | 2                  | 79,55,096                | 79,55,096                   | 54.04                 |
| Individuals-Public Shareholder | 1319               | 21,62,562                | 21,19,875                   | 14.69                 |
| Others-Public Shareholders     | 57                 | 46,02,342                | 44,81,742                   | 31.26                 |
| <b>Total</b>                   | <b>1378</b>        | <b>1,47,20,000</b>       | <b>1,45,56,713</b>          | <b>100%</b>           |

**Other Disclosures:**

There are no materially significant related party transactions made by the Company that may have potential conflict with the interests of the Company at large.

The Company has a whistle blower policy, available at the Company’s website [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

The policy determining material Subsidiary is disclosed in the Company's website [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

The Related Party Transaction policy is disclosed in the Company's website [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

The details relating to commodity price risks and commodity hedging activities are not applicable.

The Company has complied with the requirements of Corporate Governance Report of sub-paras (2) of to (10) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company submits quarterly reports on Corporate Governance to the Stock Exchange, in the prescribed format within 21 days from the close of the quarter duly signed by the Executive Director.

As required under regulation 46 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following information have been duly disseminated in the Company website [www.mediaoneglobal.in](http://www.mediaoneglobal.in).

1. Policy on redressal of sexual harassment of woman at workplace
2. Code of Conduct-Corporate Governance
3. Code of Practices & procedures for fair disclosures of unpublished price sensitive information.
4. Familiarization program for independent directors
5. Policy on disclosure of material events or information
6. Nomination and Remuneration Policy.
7. Policy for determining material subsidiaries
8. Policy on Related Party Transactions
9. Vigil Mechanism/Whistle Blower Policy
10. Preservation of documents & Archival Policy

**Annexure III****CERTIFICATE ON CORPORATE GOVERNANCE UNDER THE LISTING REGULATIONS**

To,

The Members of Mediaone Global Entertainment Limited

a. The Certificate issued in accordance with the terms of our engagement letter dated 10th May 2023.

b. We have examined the compliance of conditions of Corporate Governance by Mediaone Global Entertainment Limited ('the Company'), for the year ended 31st March 2024, as stipulated in the Regulations 17-27, clauses (b) to (i) of Regulation 46(2), and paragraphs C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

**Management Responsibility:**

The compliance of conditions of Corporate Governance is the responsibility of the Management, this responsibility includes the design, implementation, and maintenance of internal control procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the SEBI Listing Regulations.

**Auditor's Responsibility:**

Our examination was limited to the procedure and implementation process adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. This certificate 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.

**Material Subsidiaries:**

On our examination, we observed that the company has no material subsidiaries.

**Opinion:**

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said Regulations.

As regards the Discretionary Requirement specified in Part – E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with Clause C and E.

Date 13.08.2024

Place: Chennai

N. Srividhya  
Practicing Company Secretary  
Membership No. A34428  
CP No. 14058  
Peer review certificate No.829/2020  
Unique code P2004TN081200  
UDIN: A034428F000967791

**Annexure IV**  
**Certificate on 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,

**MEDIAONE GLOBAL ENTERTAINMENT LIMITED**

Mataji Complex, Flat No. 32,  
Old No. 1/38, New No. 1/38,  
Wallers Road, 1st Lane,  
Mount Road,  
Chennai - 600002.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mediaone Global Entertainment Limited CIN L65993TN2002PLC065402 having its registered office at MATAJI COMPLEX, FLAT NO. 32, OLD NO. 1/38, NEW NO. 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI TN 600002 IN (hereinafter referred to as 'the Company'), produced before us 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, for the year ended 31st March 2024.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 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.

| S. No | Name of Director                | Designation          | DIN      | Date of Original Appointment in Company |
|-------|---------------------------------|----------------------|----------|---|
| 1     | MR. SURYARAJ KUMAR              | Managing Director    | 00714694 | 24/01/2006                              |
| 2     | MR. TIMOTHY ALFRED JOSEPH MOSES | Independent Director | 01921176 | 12/09/2014                              |
| 3     | MS. SARASWATHY GOPALAN          | Independent Director | 08372677 | 25/02/2019                              |
| 4     | MR. SAIPRASAD KURAGAYALA        | Independent Director | 06987754 | 19/06/2020                              |

Ensuring the eligibility of the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. 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.

Date: 13.08.2024

Place: Chennai

N. Srividhya  
Practising Company Secretary  
Membership No. A34428  
CP No. 14058  
Peer review certificate No.829/2020  
Unique code P2004TN081200  
UDIN: A034428F000968075

**CEO / CFO CERTIFICATION**

The Board of Directors

Mediaone Global Entertainment Limited

Chennai,

Mr. M. Srinivas Kumar, Chief Finance Officer of Mediaone Global Entertainment Limited, on the basis of the review of the financial statements and cash flow statement for the year ended 31st March, 2024 and to the best of my knowledge and belief, hereby certify that:

1. I have reviewed the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's Report and that to the best of our knowledge and belief.
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2024 are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, those deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.



4. We have indicated to the Auditors and the Audit Committee:

- there have been no significant changes in internal control over financial reporting during the year covered by this report.
- there have been no significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
- instances of significant fraud in the subsidiary company, of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Date: 13.08.2024

Place: Chennai

For Mediaone Global Entertainment Limited

Sd/-

M. Srinivas Kumar  
Chief Financial Officer

## ANNEXEURE V

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

**As required under Regulation 34(2) of the SEBI Listing (Obligations and Disclosures Requirements) Regulations, the Management Discussion and Analysis Report as under:**

**Industry Structure and Developments**

Our company is a multifaceted film production company that provides film production services to production houses in India and abroad. We have completed few projects and have several more in the pipeline, including Murder Live, Kathal Konchum Thookala, Sila Nodigalil, The United Kacche, Rainbow and Upcoming movies Adhrishta Saali, G D Naidu, Brar, Musafira, Boyz 4 in distribution Waltair Veerayya & Veera Simha Reddy.

The film industry encompasses the creation, production, distribution, and exhibition of films to a global audience. It is a complex and ever-evolving industry that is constantly adapting to changes in technology, consumer preferences, and market conditions.

We are committed to staying ahead of the curve and providing our clients with the best possible services. We are constantly investing in new technologies and developing new strategies to reach our target audience. We are also committed to creating diverse and inclusive content that reflects the world we live in.

Here are some of the key developments that have shaped the film industry in recent years:

- The rise of digital distribution platforms has made it easier for filmmakers to reach a wider audience.
- The growth of streaming services has created new opportunities for filmmakers to find distribution for their films.
- The development of new technologies, such as virtual reality and augmented reality, has opened up new possibilities for storytelling.

- The changing demographics of the global audience has led to a demand for more diverse and inclusive content.

We believe that these trends will continue to shape the film industry in the years to come. We are excited to be a part of this dynamic and ever-changing industry, and we are committed to creating films that entertain, enlighten, and inspire audiences around the world.

### **Opportunities and Threats:**

The film industry has undergone significant changes over the years, driven by advancements in technology, changes in consumer preferences, and the rise of digital distribution platforms. These changes bring in new opportunities and threats too.

#### **Some of the key opportunities include:**

- The growth of the global market for films.
- The development of new technologies, such as virtual reality and augmented reality, which can be used to create new and immersive experiences for audiences.
- The rise of streaming platforms, which provide new ways for films to be distributed and consumed.

#### **Some of the key threats facing the film industry include:**

- The decline in theatrical releases.
- The rise of piracy.
- The increasing cost of film production.

### **Risks and Concerns**

**The film industry faces a number of risks and concerns, including:**

- **Price competition:** The film industry is a highly competitive industry, and there is a constant pressure to reduce prices in order to compete with other providers. This can lead to a decrease in profits for film producers and distributors.

- **Piracy:** Piracy is a major problem for the film industry, as it allows a person to watch films for free, which hurts the profits of film producers and distributors.
- **Audience fragmentation:** The audience for films is becoming increasingly fragmented, as there are now so many different ways to watch films. This makes it difficult for films to reach a large audience.
- **Changing tastes:** The tastes of audiences are constantly changing, which can make it difficult for film producers and distributors to predict what films will be successful.

Our main concern is continuous price competition from other service providers in the same line of business. This is because when other service providers reduce their prices, we are forced to do the same in order to retain our market share. This can lead to a decrease in profits for our company.

**In order to address this concern, we are exploring a number of strategies, including:**

- **Differentiating our production services:** We are working to differentiate our services from those of our competitors. This includes offering higher quality films and better customer service.
- **Expanding into new markets:** We are expanding into new markets where there is less competition and entering into strategic partnerships with other production companies.
- **Investing in new technologies:** We are investing in new technologies that can help us to reduce costs and improve our efficiency.

We believe that these strategies will help us to address the concerns of continuous price competition and maintain our market share in the film industry.

**INDEPENDENT AUDITOR'S REPORT****To the members of M/s. Mediaone Global Entertainment Limited****Report on the audit of Financial Statements****Opinion**

We have audited the standalone financial statements of M/s. Mediaone Global Entertainment Limited ("the Company"), which comprises the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including other comprehensive income), statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its Profit and Other total Comprehensive Income, Changes in Equity and Cash Flows for the year ended on that date.

**Basis of Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 (ICAI) 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 the requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the Board's report, including Annexure to Board Report, and Shareholders Information but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibility of Management for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules made thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the 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 the 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 scepticism 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an 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.

#### **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 of India in terms of sub-section (11) of section 143 of the Act, we give in the "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) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e) On the basis of the written representations received from the directors as on 31st March 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.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and other operating effectiveness of such controls, refer to our separate report in “**Annexure B**”.

With respect to the other matters to be included in the Auditors Report in accordance with the requirements of section 197(16) of the Act, as amended:

- I. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- II. 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’s pending litigations that will have an impact on its financial position has been fully disclosed in the Notes to Accounts.
  - 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 that were required to be transferred to the Investor Education and Protection Fund by the Company.
  - IV. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned, or invested (either from borrowed funds or any other sources or kind of funds) by the company to or in any other person(s) or entity(is), including foreign entities ("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.

- V. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("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, and Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the management under sub clause (i) and (ii) above, contain any material Misstatement.
- VI. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For VIVEKANANDAN ASSOCIATES  
**Chartered Accountants**  
(ICAI Regn. No.: 05268 S)

Place: Chennai  
Date: 27/05/2024

R. LAKSHMINARAYANAN  
**Partner**  
Membership No. 204045  
UDIN: 24204045BKBFHZ2190

*“Annexure A” to the Independent Auditors’ Report*

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2024:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments. There are no intangible assets held by the Company.  
(b) These Property, Plant and Equipments have been physically verified by the management in a phased manner, at regular intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its business and no material discrepancies between the book records and the physical fixed assets have been noticed.  
(c) The company holds immovable properties in its own name.  
(d) The Company have not revalued its Property, Plant and Equipments during the year under review.  
(e) The Company is not holding any Property, Plant and Equipments under benami names and no proceedings have been initiated during the year or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 2) (a) As informed to us, the management has conducted physical verification of inventory (including inventory lying with third parties) at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. Discrepancies noticed on such physical verification is less than 10% in aggregate for each class of inventory and have been properly dealt with in the books of account.  
  
(b) The Company had not availed any working capital loans from banks during the year against the security of the work-in-progress.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships, or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (f) of the Order do not apply to the Company and hence not commented upon.

- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of sections 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
  
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 concerning the deposits accepted from the public are not applicable.
  
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
  
- 7) (a) According to information and explanations given to us and based on our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2024, for more than six months from the date when they became payable. There are payments by the Company towards income tax deducted at source and filed the returns with a delay due to which the deducted amounts paid by them do not match with the records available with the Income tax department. The reconciliation of the payments made by the company with the figures shown by the Income tax department is in progress.

According to the information and explanation given to us, other than the Income tax as detailed below, there are no amounts payable in respect of Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, that are outstanding on account of any dispute.

| Asst Year | Authority with whom dispute is Pending | Amount disputed |
|-----------|--|-----------------|
| 2017 - 18 | Commissioner of Income Tax (Appeals)   | Rs. 19,10,890   |

- 8) In our opinion and according to the information and explanations given to us, there are no transactions unrecorded previously in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the

Income Tax Act, 1961 (43 of 1961). Accordingly, the requirement to report on Clause 3(viii) of the Order is not applicable to the Company.

- 9) The Company has defaulted in the repayment of both interest and principal dues amounting to Rs.60,90,201/- in respect of a loan borrowed from Exim Bank Limited in the past and the bank had initiated legal action for recovery of the past dues.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans during the year. The company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year under audit. Accordingly, the provisions of clause 3 (x) (a) and 3(x) (b) of the Order do not apply to the Company and hence not commented upon.
- 11) (a) During our examination of books and records of the company, carried out following the generally accepted audit procedures performed to report a true and fair view of the standalone financial statements, to the best of our knowledge and belief and as per the information and explanations given by the Management and the representations obtained from the Management, no material fraud on the company by its officers or employees has been noticed or reported during the year.  
  
(b) There is no report under sub-section (12) of section 143 of the Companies Act that has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year. According to the information and explanations given to us and records verified by us, the Secretarial Auditors have not filed report in Form ADT-4 prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.  
  
(c) According to the information and explanations given to us and records verified by us, there are no whistle-blower complaints received by the Company during the year.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order do not apply to the Company.
- 13) In our opinion and according to the information and explanations given to us, based on verification of the records and approvals of the Audit Committee, the Company complies with Section 177 and Section 188 of the Act, where applicable, for all transactions with

- the related parties and the details of related party transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.
- 14) a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.  
b) The internal audit reports of the Company issued till the date of this audit report, for the period under audit have been considered by us.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order do not apply to the Company and hence not commented upon.
- 16) (a) In our opinion, and according to the information and explanations given by the management and verified by us, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, the requirement to report under clause (xvi) of the Order does not arise.  
(b) The Company has not conducted any Non-Banking Financial or House Financing activities.  
(c) The Company is not a core investment company as defined in the regulations made by the Reserve Bank of India. Accordingly, the requirement to report under clause (xvi) of the Order does not arise.
- 17) The Company had incurred cash loss in the current year as well as in the immediately preceding financial year respectively.
- 18) There is no resignation of the statutory auditor during the year under review. Accordingly, the requirement to report under clause 3 (xviii) of the Order does not arise.
- 19) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities and other information accompanying the financial statements together with 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 that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within 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 one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- 20) According to the information and explanations given to us, the provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility do not apply to this Company and hence not commented upon.

For VIVEKANANDAN ASSOCIATES  
Chartered Accountants  
(ICAI Regn. No.: 05268 S)

Place: Chennai  
Date: 27/05/2024

R. LAKSHMINARAYANAN  
Partner  
Membership No. 204045  
UDIN: 24204045BKBFHZ2190

***“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of M/s. Mediaone Global Entertainment Limited for the year ended March 31, 2024***

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

We have audited the internal financial controls over the financial reporting of M/s. Mediaone Global Entertainment Limited (“the Company”) as of March 31, 2024, in conjunction with our audit of the IND As 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 [for example, “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.] These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

***Auditors’ Responsibility***

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



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

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

#### ***Meaning of Internal Financial Controls over Financial Reporting***

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

#### ***Inherent Limitations of Internal Financial Controls over Financial Reporting***

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

**Opinion**

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, [based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control as stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India].

For VIVEKANANDAN ASSOCIATES  
Chartered Accountants  
(ICAI Regn. No.: 05268 S)

Place: Chennai  
Date: 27/05/2024

R. LAKSHMINARAYANAN  
Partner  
Membership No. 204045  
UDIN: 24204045BKBFHZ2190

**MEDIAONE GLOBAL ENTERTAINMENT LIMITED**  
**BALANCE SHEET AS AT MARCH 31, 2024**

|                               | Notes | (Amount in Rupees)  |                     |
|-------------------------------|-------|---------------------|---------------------|
|                               |       | As at<br>31-03-2024 | As at<br>31-03-2023 |
| <b>ASSETS</b>                 |       |                     |                     |
| <b>Non-Current assets</b>     |       |                     |                     |
| Property, Plant & Equipment   | 2     | 2,16,87,371         | 2,23,82,111         |
| Capital work-in-progress      |       |                     |                     |
| Other intangible assets       | 2     | 16,35,67,729        | 17,61,59,801        |
| Financial assets              |       |                     |                     |
| i. Investments                |       | -                   | -                   |
| ii. Loans                     | 3     | 6,24,96,404         | 6,24,96,404         |
| iii. Other Financial Assets   |       | -                   | -                   |
| Deferred Tax asset            |       | 5,76,39,012         | 5,76,39,012         |
|                               |       | <u>30,53,90,516</u> | <u>31,86,77,329</u> |
| <b>Current Assets</b>         |       |                     |                     |
| <b>1) Exhibition</b>          |       |                     |                     |
|                               |       | -                   | -                   |
| <b>2) Distribution</b>        |       |                     |                     |
| Inventories                   | 5     | -                   | -                   |
| Financial assets              |       |                     |                     |
| i. Trade receivables          | 6     | 15,07,97,392        | 5,30,76,532         |
| ii. Cash and Cash equivalents | 7     | 5,31,642            | 2,95,394            |
| iii. Loans                    | 8     | 34,22,504           | 15,25,000           |
| Current tax assets(Net)       |       |                     |                     |
| Other current assets          |       |                     | -                   |
| <b>3) Production</b>          |       |                     |                     |
|                               |       | 5,16,36,393         | 1,60,17,413         |
|                               |       | <u>20,63,87,930</u> | <u>7,09,14,339</u>  |
| <b>Total Assets</b>           |       | <u>51,17,78,446</u> | <u>38,95,91,667</u> |

|                                     |    | As at 31.03.2024      | As at 31.03.2023      |
|-------------------------------------|----|-----------------------|-----------------------|
| <b>EQUITY AND LIABILITIES</b>       |    |                       |                       |
| <b>Equity</b>                       |    |                       |                       |
| Equity share capital                | 9  | 14,72,00,000          | 14,72,00,000          |
| Other equity                        | 10 | (49,53,26,021)        | (53,27,73,487)        |
|                                     |    | <u>(34,81,26,021)</u> | <u>(38,55,73,487)</u> |
| <b>Liabilities</b>                  |    |                       |                       |
| <b>Non-current liabilities</b>      |    |                       |                       |
| Financial liabilities               |    |                       |                       |
| Borrowings                          | 11 | 34,62,97,804          | 32,67,45,730          |
| Provisions                          | 12 | -                     | -                     |
| Deferred tax liabilities(net)       |    |                       |                       |
| Other non-current liabilities       | 13 | 40,87,74,033          | 40,99,49,255          |
|                                     |    | <u>75,50,71,837</u>   | <u>73,66,94,985</u>   |
| <b>Current liabilities</b>          |    |                       |                       |
| Financial liabilities               |    |                       |                       |
| i. Borrowings                       | 14 | -                     | -                     |
| ii. Trade payables                  |    | -                     | -                     |
| iii. Other financial liabilities    |    | -                     | -                     |
| Provisions                          | 15 | 1,28,14,309           | 1,34,26,468           |
| Other current liabilities           | 16 | 6,17,16,830           | 83,45,713             |
|                                     |    | <u>7,45,31,139</u>    | <u>2,17,72,181</u>    |
| <b>Total liabilities</b>            |    | <u>82,96,02,976</u>   | <u>75,84,67,166</u>   |
| <b>Total equity and liabilities</b> |    | <u>48,14,76,955</u>   | <u>37,28,93,679</u>   |
| Significant accounting policies     | 1  |                       |                       |

See accompanying notes to financial statements  
In Terms of our report of even date  
**For Vivekanandan Associates**  
**Chartered Accountants**  
FRN 005268 S

**On Behalf of the Company**

**Timothy Alfred Joseph Moses**  
Director  
DIN - 01921176

R. LAKSHMINARAYANAN  
Partner  
M No. 204045  
UDIN: 24204045BKBFH2190  
Date: May 27, 2024  
Place: Chennai

**Suryaraj Kumar**  
Managing Director  
DIN - 00714694

**MEDIAONE GLOBAL ENTERTAINMENT LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024**

(Amount in Rupees)

|  | Note No. | Year ended<br>31-03-2024 | Year ended<br>31-03-2023 |
|--|----------|--------------------------|--------------------------|
| I Revenue from Operations  | 17       | 19,82,23,514             | 21,35,10,808             |
| II Other Income  | 18       | -                        | -                        |
| <b>III Total Income</b>  |          | <b>19,82,23,514</b>      | <b>21,35,10,808</b>      |
| <b>IV Expenses:</b>  |          |                          |                          |
| <b>1) Exhibition</b>   |          |                          |                          |
| Cost of material consumed  |          | -                        | -                        |
| Purchase of stock in trade   | 19       | -                        | 25,00,000                |
| Change in inventories of finished goods, stock-in-trade,<br>work-in-progress | 20       | (3,56,18,980)            | (14,90,037)              |
| Employee benefit expense   | 21       | 29,40,027                | 23,49,750                |
| Finance costs  | 22       | 4,07,048                 | 8,45,966                 |
| Depreciation and amortisation expense  | 2        | 1,33,96,019              | 1,35,45,137              |
| Other expenses   | 23       | 86,32,167                | 76,93,041                |
| <b>2) Distribution</b>   |          | -                        | 31,93,784                |
| <b>3) Production</b>   |          | 17,10,19,768             | 14,68,97,077             |
| <b>Total expenses</b>  |          | <b>16,07,76,049</b>      | <b>17,55,34,717</b>      |
| V Profit before exceptional items and tax                                    |          | 3,74,47,465              | 3,79,76,091              |
| VI Exceptional items   |          | -                        | -                        |
| VII Profit before tax  |          | 3,74,47,465              | 3,79,76,091              |
| VIII Tax expense   |          |                          |                          |
| i) Current tax   |          |                          | -                        |
| ii) Tax relating to earlier years  |          | -                        | -                        |
| iii) Deferred tax  |          | -                        | -                        |
| <b>IX Profit for the year(VII-VIII)</b>                                      |          | <b>3,74,47,465</b>       | <b>3,79,76,091</b>       |
| <b>X Other comprehensive income</b>  |          |                          |                          |
| A. Items that will not be reclassified to profit or loss:                    |          |                          |                          |
| Remeasurements of post employment benefit obligations                        |          | -                        | -                        |
| Change in fair value of equity instruments                                   |          | -                        | -                        |
| <b>Income tax relating to these items</b>                                    |          |                          |                          |
| B. Items that will be reclassified to profit or loss:                        |          |                          |                          |
| Fair value changes on cash flow hedges                                       |          | -                        | -                        |
| Income tax relating to these items   |          | -                        | -                        |
| Other comprehensive income for the year, net of tax                          |          | -                        | -                        |
| <b>XI Total comprehensive income for the year</b>                            |          | <b>3,74,47,465</b>       | <b>3,79,76,091</b>       |
| <b>XII Earnings per equity share</b>   |          |                          |                          |
| <b>Basic &amp; Diluted Earnings per share</b>                                |          | <b>2.54</b>              | <b>2.58</b>              |

See accompanying notes to financial statements

In Terms of our report of even date

**For Vivekanandan Associates**

Chartered Accountants

FRN 005268 S

**Timothy Alfred Joseph Moses**

Director

**DIN - 01921176**

**R. LAKSHMINARAYANAN**

Partner

**M No. 204045**

UDIN: 24204045BKBFH2190

Date: May 27, 2024

Place: Chennai

**Suryaraj Kumar**

Managing Director

**DIN - 00714694**

**MEDIAONE GLOBAL ENTERTAINMENT LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024**

(Amount in Rupees)

|  | Year ended 31-03-2024 | Year ended 31-03-2023 |
|--|-----------------------|-----------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>              |                       |                       |
| Net Profit Before Tax and Extraordinary Items              | 3,74,47,465           | 3,79,76,091           |
| Add:   |                       |                       |
| Depreciation and Amortisation for the year                 | 1,33,96,019           | 1,35,45,137           |
| Loss on sale of fixed assets                               | -                     | -                     |
| Interest paid  | 2,61,577              | 33,660                |
| Provision  | -                     | -                     |
| <b>Operating Profit before Changes in Working Capital</b>  | <b>5,11,05,061</b>    | <b>5,15,54,888</b>    |
| <b>(Increase)/ Decrease in Working Capital</b>             |                       |                       |
| Inventories  | (3,56,18,980)         | (14,90,037)           |
| Sundry Debtors   | (9,77,20,860)         | (5,23,34,183)         |
| Loans and Advances   | (18,97,504)           | 6,26,94,403           |
| Other current assets                                       | -                     | -                     |
| Trade payables   | -                     | 12,38,902             |
| Current Liabilities  | 5,27,58,958           | 49,44,392             |
| Other financial liabilities                                | -                     | -                     |
|  | <b>(8,24,78,386)</b>  | <b>1,50,53,477</b>    |
| Cash generated from operations                             | <b>(3,13,73,325)</b>  | <b>6,66,08,365</b>    |
| Direct taxes paid  | -                     | -                     |
| <b>Net Cash Flow from Operating Activities (A)</b>         | <b>(3,13,73,325)</b>  | <b>6,66,08,365</b>    |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>              |                       |                       |
| Purchase of Fixed Assets                                   | (1,09,206)            | (1,43,800)            |
| Sale of Fixed Assets                                       | -                     | -                     |
| <b>Net Cash Flow from Investing Activities (B)</b>         | <b>(1,09,206)</b>     | <b>(1,43,800)</b>     |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>              |                       |                       |
| Borrowings:  |                       |                       |
| Term loan availed/ (repaid)                                | 1,95,52,074           | -                     |
| Other Non-Current Liabilities                              | (11,75,222)           | (6,12,83,991)         |
| Short-Term Borrowings availed/(repaid)                     | -                     | (50,73,967)           |
| Finance cost paid  | (2,61,577)            | (33,660)              |
| Dividend and dividend tax paid                             | -                     | -                     |
| <b>Net Cash Flow from Financing Activities (C)</b>         | <b>1,81,15,275</b>    | <b>(6,63,91,618)</b>  |
| <b>Total (A+B+C)</b>                                       | <b>(1,33,67,256)</b>  | <b>72,947</b>         |
| Cash and Cash Equivalents at the Beginning of the year     | 2,95,394              | 2,22,447              |
| Cash and Cash Equivalents at the end of the year           | 5,31,642              | 2,95,394              |
| <b>D. Increase/(Decrease) in Cash and Cash Equivalents</b> | <b>2,36,248</b>       | <b>72,947</b>         |

See accompanying notes to financial statements

In Terms of our report of even date

**For VIVEKANANDAN ASSOCIATES**

Chartered Accountants

FRN 005268 S

On Behalf of Board of Directors

**R. LAKSHMINARAYANAN**

Partner

M No. 204045

UDIN: 24204045BKBFH2190

Date: May 27, 2024

Place: Chennai

**Suryaraj Kumar**

Managing Director

DIN - 00714694

**Timothy Alfred Joseph Moses**

Director

DIN - 01921176

**MEDIAONE GLOBAL ENTERTAINMENT LIMITED**  
**Statement of Change in Equity for the year ended March 31, 2024**

| a. <b>Equity Share Capital</b> | <b>Rupees</b>       |
|--------------------------------|---------------------|
| <b>As at 01-04-2021</b>        | 14,72,00,000        |
| Change in equity share capital | -                   |
| <b>As at 31-03-2022</b>        | 14,72,00,000        |
| Change in equity share capital | -                   |
| <b>As at 31-03-2023</b>        | <b>14,72,00,000</b> |
| Change in equity share capital | -                   |
| <b>As at 31-03-2024</b>        | <b>14,72,00,000</b> |

b. **Other Equity**

| Particulars                              | Reserves & Surplus    |                     |                    |
|--|-----------------------|---------------------|--------------------|
|  | Retained Earnings     | General Reserve     | Share Premium      |
| <b>Balance as on 31-03-2021</b>          | <b>(94,52,68,181)</b> | <b>35,95,31,498</b> | <b>5,95,00,000</b> |
| Add: Loss for the year 2021-22           | (4,45,12,895)         |                     |                    |
| Add: Additions during the year 2021-22   | -                     | -                   | -                  |
| Less: Deductions during the year 2021-22 | -                     | -                   | -                  |
| <b>Balance as at 31-03-2022</b>          | <b>(98,97,81,076)</b> | <b>35,95,31,498</b> | <b>5,95,00,000</b> |
| Less: Profit for the year 2022-23        | 3,79,76,091           |                     |                    |
| Add: Additions during the year 2022-23   | -                     | -                   | -                  |
| Less: Deductions during the year 2022-23 | -                     | -                   | -                  |
| <b>Balance as at 31-03-2023</b>          | <b>(95,18,04,985)</b> | <b>35,95,31,498</b> | <b>5,95,00,000</b> |
| Less: Profit for the year 2023-24        | 3,74,47,465           |                     |                    |
| Add: Additions during the year 2023-24   | -                     | -                   | -                  |
| Less: Deductions during the year 2023-24 | -                     | -                   | -                  |
| <b>Balance as at 31-03-2024</b>          | <b>(91,43,57,520)</b> | <b>35,95,31,498</b> | <b>5,95,00,000</b> |

MEDIACONE GLOBAL ENTERTAINMENT LIMITED  
Notes to Balance Sheet for the year ended March 31, 2024

2. PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

| Description                      | Property, Plant & Equipment |             |                              |                           |                        |           |                  |           |             | Other intangible  |                |                         |
|----------------------------------|-----------------------------|-------------|------------------------------|---------------------------|------------------------|-----------|------------------|-----------|-------------|-------------------|----------------|-------------------------|
|                                  | Land                        | Buildings   | Plant and Equipment (13.91%) | Plant and Equipment (20%) | Furniture and Fixtures | Vehicles  | Office equipment | Computer  | Total       | Computer Software | Rights         | Total intangible assets |
|                                  | 1                           | 2           | 3                            | 4                         | 5                      | 6         | 7                | 8         | 9           | 10                | 11             | 12                      |
| Cost of assets                   |                             |             |                              |                           |                        |           |                  |           |             |                   |                |                         |
| <b>Gross carrying value</b>      |                             |             |                              |                           |                        |           |                  |           |             |                   |                |                         |
| as at 01-04-2023                 | 1,16,02,222                 | 2,83,13,667 | 10,53,019                    | 13,17,518                 | 64,49,106              | 12,29,095 | 21,75,821        | 19,87,805 | 5,41,28,254 | 3,85,280          | 2,01,95,97,342 | 2,01,99,82,622          |
| Additions                        | -                           | -           | 29,922                       | -                         | -                      | -         | -                | 76,284    | 1,06,206    | 3,000             | -              | 3,000                   |
| Sub total                        | 1,16,02,222                 | 2,83,13,667 | 10,82,942                    | 13,17,518                 | 64,49,106              | 12,29,095 | 21,75,821        | 20,64,089 | 5,42,34,460 | 3,88,280          | 2,01,95,97,342 | 2,01,99,85,622          |
| Sales/deletion                   | -                           | -           | -                            | -                         | -                      | -         | -                | -         | -           | -                 | -              | -                       |
| <b>Upto 31.03.2024</b>           | 1,16,02,222                 | 2,83,13,667 | 10,82,942                    | 13,17,518                 | 64,49,106              | 12,29,095 | 21,75,821        | 20,64,089 | 5,42,34,460 | 3,88,280          | 2,01,95,97,342 | 2,01,99,85,622          |
| <b>Depreciation/Amortisation</b> |                             |             |                              |                           |                        |           |                  |           |             |                   |                |                         |
| Up to 31.03.2023                 | -                           | 1,81,76,242 | 5,98,595                     | 13,17,518                 | 63,98,412              | 12,29,095 | 21,39,621        | 18,86,659 | 3,17,46,142 | 3,71,602          | 1,84,34,51,219 | 1,84,38,20,941          |
| For the year                     | -                           | 7,12,429    | 65,985                       | -                         | 819                    | -         | 11,209           | 10,505    | 8,00,947    | 13,206            | 1,25,81,866    | 1,25,95,072             |
| Sub total                        | -                           | 1,88,88,671 | 6,64,580                     | 13,17,518                 | 63,99,231              | 12,29,095 | 21,50,830        | 18,97,164 | 3,25,47,089 | 3,84,808          | 1,85,60,33,085 | 1,85,64,16,013          |
| Withdrawn on assets sold/deleted | -                           | -           | -                            | -                         | -                      | -         | -                | -         | -           | -                 | -              | -                       |
| <b>Upto 31.03.2024</b>           | -                           | 1,88,88,671 | 6,64,580                     | 13,17,518                 | 63,99,231              | 12,29,095 | 21,50,830        | 18,97,164 | 3,25,47,089 | 3,84,808          | 1,85,60,33,085 | 1,85,64,16,013          |
| <b>Carrying value</b>            |                             |             |                              |                           |                        |           |                  |           |             |                   |                |                         |
| As at 31-03-2024                 | 1,16,02,222                 | 94,24,996   | 4,18,361                     | -                         | 49,875                 | -         | 24,991           | 1,66,925  | 2,16,87,371 | 3,472             | 16,35,64,257   | 16,35,67,729            |
| As at 31-03-2023                 | 1,16,02,222                 | 1,01,37,425 | 4,54,424                     | -                         | 50,694                 | -         | 36,200           | 1,01,146  | 2,23,82,111 | 13,678            | 17,61,46,123   | 17,61,59,801            |

**MEDIAONE GLOBAL ENTERTAINMENT LIMITED**  
**Notes to Balance Sheet for the year ended March 31, 2024**

| <b>3 LOANS</b>  | <b>As at 31.03.2024</b> | <b>As at 31.03.2023</b> |
|---|-------------------------|-------------------------|
| (A) Loans and Advances to Related Parties                                     |                         |                         |
| (B) Security Deposits(Unsecured, Considered good)                             | 12,44,263               | 12,44,263               |
| <b>Total (A+B)</b>  | <b>12,44,263</b>        | <b>12,44,263</b>        |
| <b>(C) Other Loans and Advances</b>   |                         |                         |
| Unsecured, Considered good  | 6,12,52,141             | 6,12,52,141             |
| Income Tax Payments   |                         | -                       |
| <b>Total (C)</b>  | <b>6,12,52,141</b>      | <b>6,12,52,141</b>      |
| <b>Total (A+B+C)</b>  | <b>6,24,96,404</b>      | <b>6,24,96,404</b>      |
| <br>  |                         |                         |
| <b>5 INVENTORIES</b>  |                         |                         |
| a) Stock-in-Trade   |                         |                         |
| Stock of Movies / Serials and Programmes - Rights /                           |                         |                         |
| Stock of Audio / CD Cassettes   | 31,30,000               | 31,30,000               |
| (The Stock-in-trade are valued at lower of cost and net<br>realisable value). |                         |                         |
| b) Work-in-Progress (WIP)   |                         |                         |
| Feature Films   | 4,85,06,393             | 1,28,87,413             |
|   | <b>5,16,36,393</b>      | <b>1,60,17,413</b>      |
| <br>  |                         |                         |
| <b>6 Trade Receivables</b>  |                         |                         |
| Secured, Considered good  |                         |                         |
| Unsecured, Considered good  | 15,07,97,392            | 5,30,76,532             |
| Doubtful  |                         |                         |
|   | <b>15,07,97,392</b>     | <b>5,30,76,532</b>      |
| Less: Allowance for bad and doubtful debts                                    |                         | -                       |
|   | <b>15,07,97,392</b>     | <b>5,30,76,532</b>      |
| <br>  |                         |                         |
| <b>7 Cash And Cash Equivalents</b>  |                         |                         |
| Balance with Banks in Current accounts  | 5,29,725                | 2,94,178                |
| Cash on hand  | 1,917                   | 1,216                   |
|   | <b>5,31,642</b>         | <b>2,95,394</b>         |
| <br>  |                         |                         |
| <b>8 Loans - Financial Asset- Current</b>                                     |                         |                         |
| Others - Tax Deducted at Source   | 11,47,504               | -                       |
| Unsecured, considered good  | 22,75,000               | 15,25,000               |
|   | <b>34,22,504</b>        | <b>15,25,000</b>        |



**MEDIAONE GLOBAL ENTERTAINMENT LIMITED**  
**Provisional Notes to Balance Sheet for the year ended March 31, 2024**

**9 EQUITY SHARE CAPITAL**

**(a) Authorised, issued, subscribed and fully paid up**

| Particulars                                       | As at 31.03.2024 |              | As at 31.03.2023 |              |
|---|------------------|--------------|------------------|--------------|
|   | Number           | Rupees       | Number           | Rupees       |
| <b>Authorised:</b>                                |                  |              |                  |              |
| Equity Shares of Rs.10 each                       | 3,20,00,000      | 32,00,00,000 | 3,20,00,000      | 32,00,00,000 |
| <b>(b) Issued, Subscribed and Fully paid up :</b> |                  |              |                  |              |
| Equity Shares of Rs.10 each                       | 1,47,20,000      | 14,72,00,000 | 1,47,20,000      | 14,72,00,000 |
| Equity Shares of Rs.10 each                       | 1,47,20,000      | 14,72,00,000 | 1,47,20,000      | 14,72,00,000 |

**(b) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year**

| Particulars   | As at 31.03.2024   |                     | As at 31.03.2023   |                     |
|---|--------------------|---------------------|--------------------|---------------------|
|   | Number             | Rupees              | Number             | Rupees              |
| Number of shares outstanding as at the beginning of the year  | 1,47,20,000        | 14,72,00,000        | 1,47,20,000        | 14,72,00,000        |
| Shares issued during the year                                 |                    |                     |                    |                     |
| <b>Number of shares outstanding as at the end of the year</b> | <b>1,47,20,000</b> | <b>14,72,00,000</b> | <b>1,47,20,000</b> | <b>14,72,00,000</b> |

**(c) (i) Rights and preferences attached to equity share**

Every shareholder is entitled to such rights as to attend and vote at the meeting of the shareholders to receive dividends distributed and also has a right in the residential interest of the assets of the Company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act, 2013.

(ii) There are no restrictions attached to equity shares.

**(d) Shareholder holding more than 5% Equity shares at the end of the year**

| Name of the shareholder     | % Holding | As at March 31, 2024 | % Holding | As at March 31, 2023 |
|-----------------------------|-----------|----------------------|-----------|----------------------|
| PPG International Limited   | 51.32     | 75,54,459            | 51.32     | 75,54,459            |
| Sripathee Investments P Ltd | -         | -                    | -         | -                    |
| BMFI Limited                | 10.19     | 15,00,000            | 10.19     | 15,00,000            |
| Rollmar Limited             | 9.51      | 14,00,000            | 9.51      | 14,00,000            |
| General Ventures Limited    | 7.47      | 11,00,000            | 7.47      | 11,00,000            |

**MEDIAONE GLOBAL ENTERTAINMENT LIMITED**  
**Notes to Balance Sheet for the year ended March 31, 2024**

| <b>10 Reserves and Surplus</b> | As at                 | 31-03- | As at                 | 31-03- |
|--------------------------------|-----------------------|--------|-----------------------|--------|
|                                | 2024                  | 2023   | 2023                  | 2023   |
| Share Premium                  | 5,95,00,000           |        | 5,95,00,000           |        |
| General Reserve                | 35,95,31,498          |        | 35,95,31,498          |        |
| Profit & Loss A/c              | (91,43,57,520)        |        | (95,18,04,985)        |        |
|                                | <b>(49,53,26,021)</b> |        | <b>(53,27,73,487)</b> |        |

**11 Non-Current Liabilities - Financial Liabilities- Borrowings**

|   | As at               | 31-03- | As at               | 31-03- |
|---|---------------------|--------|---------------------|--------|
|   | 2024                | 2023   | 2023                | 2023   |
| Loans and advances from Related Parties |                     |        |                     | -      |
| Others                                  | 34,62,97,804        |        | 32,67,45,730        |        |
|   | <b>34,62,97,804</b> |        | <b>32,67,45,730</b> |        |

**12 Provisions**

|                        | As at 31-03-2024 | As at 31-03-2023 |
|------------------------|------------------|------------------|
|                        | Non-Current      | Non-Current      |
| Provision for Gratuity | 0                | 0                |
|                        | -                | -                |

**13 Other non-current liabilities**

|                | As at               | 31-     | As at               | 31-03-2023 |
|----------------|---------------------|---------|---------------------|------------|
|                | 03-20234            | 03-2023 | 03-2023             | 03-2023    |
| Other Payables | 40,87,74,033        |         | 40,99,49,255        |            |
|                | <b>40,87,74,033</b> |         | <b>40,99,49,255</b> |            |

**14 Borrowings**

|                          |   |   |
|--------------------------|---|---|
| Other Loans and advances | - | - |
|                          | - | - |

**15 Short-term Provisions**

|                         |                    |                    |
|-------------------------|--------------------|--------------------|
| Salary & Reimbursements | 18,51,571          | 18,13,732          |
| Provision for tax       | 1,09,62,738        | 1,16,12,736        |
|                         | <b>1,28,14,309</b> | <b>1,34,26,468</b> |

**16 Other current liabilities**

|   |                    |                  |
|---|--------------------|------------------|
| Duties & Taxes  | 19,36,931          | -                |
| Others – Advance from customer, Audit fee, Rent,<br>Service tax and TDS | 5,97,79,899        | 83,45,713        |
|   | <b>6,17,16,830</b> | <b>83,45,713</b> |

**Notes to Statement of Profit and Loss for the year ended March 31, 2024**

|   | Rs.<br>Year ended<br>31.03.2024 | Rs.<br>Year ended<br>31.03.2023 |
|---|---------------------------------|---------------------------------|
| <b>17 REVENUE FROM OPERATIONS</b>                 |                                 |                                 |
| (i) Sales/ Services Income                        | 19,72,63,514                    | 21,25,50,808                    |
| Other Operative income                            | 9,60,000                        | 9,60,000                        |
|   | <b>19,82,23,514</b>             | <b>21,35,10,808</b>             |
| <b>18 OTHER INCOME</b>                            |                                 |                                 |
| (i) Other non-operative income                    |                                 |                                 |
| (ii) Discount received                            | -                               | -                               |
| (ii) Liabilities not payable written back         | -                               | -                               |
| (iii) Net gain/loss on sale of assets             | -                               | -                               |
|   | -                               | -                               |
| <b>19 Purchase of stock in trade</b>              |                                 |                                 |
| Rights & Telecast Programs                        | -                               | 25,00,000                       |
|   | -                               | 25,00,000                       |
| <b>20 Change in Inventory of Finished Goods</b>   |                                 |                                 |
| Opening stock of Finished Goods/ Work-in-Progress | 1,60,17,413                     | 1,45,27,376                     |
| Closing Stock of Finished Goods/ Work-in-Progress | 5,16,36,393                     | 1,60,17,413                     |
|   | <b>-3,56,18,980</b>             | <b>-14,90,037</b>               |
| <b>21 Employee Benefit Expenses</b>               |                                 |                                 |
| Salaries & wages                                  | 28,59,000                       | 22,72,000                       |
| Director Remuneration                             | -                               | -                               |
| Staff Welfare Expenses                            | 81,027                          | 77,750                          |
| Gratuity  |                                 |                                 |
|   | <b>29,40,027</b>                | <b>23,49,750</b>                |
| <b>22 Finance Cost</b>                            |                                 |                                 |
| Bank Charges                                      | 1,45,471                        | 8,12,306                        |
| Interest expenses                                 | 2,61,577                        | 33,660                          |
|   | <b>4,07,048</b>                 | <b>8,45,966</b>                 |
| <b>23 Other expenses</b>                          |                                 |                                 |
| Audit Fees  | 3,50,000                        | 3,00,000                        |
| Subscription Fees                                 | 58,193                          | 2,62,377                        |
| Audit Fees - Secreterial                          | -                               |                                 |
| Rates & Taxes                                     | 9,208                           |                                 |
| Theatre licenses                                  | 83,100                          | -                               |
| Power & Fuel                                      | 38,040                          |                                 |
| Electricity Charges                               | 1,71,183                        | 78,695                          |
| Rent, Rates & water tax                           | 6,38,300                        | 7,05,114                        |
| Listing fees                                      | -                               | 3,00,000                        |
| Hotel Expenses                                    | 1,64,735                        |                                 |
| water expenses                                    | 3,365                           |                                 |

|                                      |                  |                  |
|--------------------------------------|------------------|------------------|
| Professional & Consultancy Charges   | 25,48,704        | 13,48,512        |
| Legal Charges                        | 18,30,085        | 15,75,000        |
| Publicity Expenses                   | 76,160           | 2,81,540         |
| Postage & Courier                    | 1,765            | 25,589           |
| You tube channel Expenses            | 42,855           | 81,243           |
| Repairs & Maintenance                | 2,25,062         | 1,88,243         |
| Telephone Expenses                   | 1,54,768         | 1,39,778         |
| Travelling & Conveyance Expenses     | 5,41,479         | 7,62,764         |
| Web Designing & Maintenance Expenses | -                | 82,500           |
| E filing & DSC charges               | 2,500            | 10,65,500        |
| Business Promotion                   | 86,375           | 15,000           |
| Office Maintenance                   | 43,580           | 88,274           |
| Commission                           | 600              | -                |
| Retainer Fee                         | 6,69,008         | 1,00,000         |
| Miscellaneous expenses               | 7,94,490         | 1,70,570         |
| Pooja expenses                       | 13,220           | 10,690           |
| Printing & Stationery                | 40,392           | 66,651           |
| Annual Custodial charges             | 45,000           | 45,000           |
|                                      | <b>86,32,167</b> | <b>76,93,041</b> |