



Secretarial compliance report of M/s. Mediaone Global Entertainment Limited

for the year ended 31st March, 2024

I, N. Srividhya, have examined all the documents and records made available to us and explanation provided by M/s. Mediaone Global entertainment Limited (“the listed entity”),

- (i) the filings/ submissions made by the listed entity to the stock exchanges,
- (ii) website of the listed entity,
- (iii) annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification,
- (iv) Any other documents, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The Specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) 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, 2018; (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.

Based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and Circulars/guidelines issued except mentioned here under,

(b) The listed entity has maintained proper records under the provisions of the above

Regulations and Circulars/guidelines issued thereunder insofar 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 Action taken report given hereunder

(e) The clauses 6(a) and 6(b) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors are not applicable for the year.

We hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:



ADDITIONAL AFFIRMATIONS

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3</p>	Yes	Nil
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Few information is not updated on website.	Corrective measures are to taken by the company.
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	yes	Nil
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of</p>	NA	No material subsidiary



	material as well as other subsidiaries		
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	Nil
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	Nil
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	Nil
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Partially complied. Some of the events are not punched in SDD.	However, Company has given necessary disclosures.
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI</p>	Actions taken against listed entity is Reported separately hereunder.	Action has been taken against the entity during the period under review is reported (Few have been resolved by paying the fine levied and waiver application is



	through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		filed for the rest).
12.	<u>Additional Non-compliances, if any:</u> Few additional non-compliance are observed for all SEBI regulation/circular/guidance note etc.	No.	NIL

The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:

S N o	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Regulation /Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
1	SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 & DCS/COMP/28/2016-17 dated March 30, 2017	Regulation 33 of SEBI (LODR) Regulations, 2015	Non-compliance with Regulation 33 of SEBI (LODR) Regulations, 2015 for period ended December 31,	By BSE	Fine levied.	Delay in submission of Financial result for the quarter ended 31 st December 2023 & Non-submission of	Rs. 17,700/-	The Company has paid the fine amount and Corrective measures to be taken in future	Fine was paid and Corrective measures to be taken in future	Payment of fine is confirmed



			2023			XBRL.		.		
2	SEBI Circular no. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020	Para 4 of Schedule B, read with Regulation 9(1) and (2) of SEBI (PIT) Regulations 2015.	Trading in shares during the trading window closure period	By BSE	Warning letter was received from BSE	Trading during the trading window closure period	NA	Corrective measures to be taken in future	Collected the penalty of Rs.5,000 /- from Mrs. Saraswathy Gopalan & was remitted to the board to the credit to IEPF fund.	NIL
3	Regulation 31 of SEBI (LODR) Regulations, 2015.	Regulation 31 of SEBI (LODR) Regulations, 2015.	There is Quarter to Quarter Change in count of promoter of the Company compared to previous period/quarter	By BSE	Rectification of the aforesaid discrepancy and uploading the revised shareholder	There is Quarter to Quarter Change in count of promoter of the Company compared to previous period/	NA	Corrective measures to be taken in future in addition to reply given to BSE.	Reply was sent to BSE and taking suitable action in future	NIL

			shareholding pattern.		ding pattern in XBRL for the quarter ended 31 st March, 2023.	quarter shareholding pattern				
4	SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020	Regulation 23 (9) of SEBI (LODR) Regulations, 2015.	Non-compliance with disclosure of related party transactions on consolidated basis for half year ended March 2023	By BSE	Fine levied – Rs.4,01,200/-	Non-compliance with disclosure of related party transactions on consolidated basis for half year ended March 2023	Fin e-Rs. 4,01,200/- but only Fee of Rs. 11,800/- was paid for waiver application	The Company has filed waiver application and so fine was not paid.	The Company is waiting for reply pursuant to waiver application from BSE.	NIL

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5	SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020	Regulation 24A of SEBI (LODR) Regulations, 2015	Non-compliance with submission of secretarial compliance report.	By BSE	Fine levied - Rs.80,240/-	Non-compliance with submission of secretarial compliance report	Rs. 80,240/- but only Rs. 11,800/- was paid for waiver application	The Company has filed waiver application and so fine was not paid.	The Company is waiting for reply pursuant to waiver application from BSE.	NIL

The listed entity has taken the following actions to comply with the observations made in previous reports:

S No	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks



1	Circular NO.SEBI/HO/CFD/CMD/CIR/P/2020/ 12 dated Jan 22,2020	Regulation 13(3)Sebi (LODR) ,2015	Non compliance for Q June 2022	Yes by BSE	Fine levied.	Reg 13 (3) of LODR for q June 2022 not complied	Rs .3 1,860 /-	Company paid the fine amount.	Though the company complied on time , it paid the fine amount .	NIL
2	Circular NO.SEBI/HO/CFD/CMD/CIR/P/2020/ 12 dated Jan 22,2020	Regulation 6(1) Sebi (LODR) ,2015	Non compliance of appointment of CS for the Dec. 2022 Q	By BSE	Fine levied and promoters shares frozen	Pursuant to the referred regulation , there is a non compliance of Regulation 6(1) for Q dec 2022 .	Rs. 1,08,560/-	Fine was not paid and Rs.13 ,924/- was paid as waiver application fee.	Company is waiting for reply pursuant to waiver application from BSE.	NIL
3	Regulation 9(1) and 9(2) of SEBI(PIT) Regulations 2015	Para 4 of Schedule B	During Trading Window Closure	Show Cause notice rec	NA	NA	NA	Corrective measures to be taken in	Collected the penalty of Rs.5,000 /-	NIL



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Place: Chennai
Date: 17-05-2024



N. Srividhya
Practicing company secretaries
Membership No: A34428
CP No. 14058
Peer review certificate No.829/2020
Unique code P2004TN081200
UDIN:A034428F000391059

NARASIMHAN SRIVIDHYA
Company Secretary In Practice
Mem. No : 34428
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