



JCL
JANUS CORPORATION LIMITED

CIN: U74999MH1998PLC117279

Regd. Office: 513 Stanford Building Link Road, Andheri West Mumbai MH 400053 IN
Corp Office: B-704, Prakriti Apartments, K K W Mill Compound, M Sunderji Road, Thane West

Website: www.januscorporation.in; Email: januscorporationltd@gmail.com; Tele No.

022-62363222

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

BSE Scrip Code: 542924

Subject: Submission of Annual Report of the Company for the Financial Year 2022-2023 pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Dear Sir,

In terms of Regulation 34(1) of the Listing Regulations, please find enclosed the Annual Report for the Financial Year 2022-23 along with the Notice of the Annual General Meeting being dispatched to Shareholders of the Company through electronic mode whose e-mail addresses are registered with the Company/ Depository Participants/ Registrar and Transfer Agent.

The Annual General Meeting ('AGM') of the company will be held on Saturday, 30th September, 2023 at 05:00 PM at Registered Office of the Company 513 Stanford Building Link Road, Andheri West Mumbai MH 400053 IN.

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

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

Thanking You
Yours Faithfully,

For Janus Corporation Limited

Jitendra Bharat Parmar
Additional executive Director
DIN: 10257158

ENCL: As Above.



JANUS CORPORATION LIMITED

CIN: U74999MH1998PLC117279

25th Annual Report 2022-23

Contact: 022-62363222

Email: januscorporationltd@gmail.com

Website: www.januscorporation.in

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

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• **Board of Directors**

Mr. Sachin Bhimrao Puri (DIN: 05269529)	Managing Director
Mr. Mahesh Keshav Kamble (DIN: 08210336)	Non-Executive Independent Director
Ms. Manisha Sadashiv Bobade (DIN: 08627010)	Woman Independent Director
Mr. Mangesh Kashinath Kamble (DIN: 09741955)	Non-Executive Independent Director (appointed w.e.f.12.10.2022)
Mr. Datta V Kamble (DIN:08721748)	Non-Executive Non Independent Director (appointed w.e.f. 26.08.2020)
Mr. Vijay Baburao Mane (DIN: 08721608)	Executive Director (appointed w.e.f 26-08-2020)
Mr. Jitendra Bharat Parmar (DIN: 10257158)	Additional Executive Director (appointed w.e.f 31-07-2023)

• **Key Managerial Personnels**

Mr. Rajatmohan Gopalmohan Sinha	CFO
Ms. Pragati Jain (Appointed w.e.f. 06.08.2022)	Company Secretary
Ms. Niharika Kothari (Appointed w.e.f. 03.04.2023)	Company Secretary

*after the closing of the Financial Year Ms. Pragati Jain resigned and Ms. Niharika Kothari is appointed as Company Secretary w.e.f. 03.04.2023

• **Statutory Auditors**

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

• **Internal Auditors**

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

Secretarial Auditors

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

• **Registrar & Share Transfer Agent**

Bigshare Services Pvt. Ltd.
Office no S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai -400093

• **Banker**

Kotak Mahindra Bank

• **Listing of Equity Share**

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

• **Contract Us**

Janus Corporation Limited
513 Stanford Building Link Road, Andheri West,
Mumbai - 400053, Telephone: 022-62363222

[Email: januscorporationltd@gmail.com](mailto:januscorporationltd@gmail.com), [Website- www.januscorporation.in](http://www.januscorporation.in)

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JANUS CORPORATION LIMITED WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT 05:00 PM AT REGISTERED OFFICE OF THE COMPANY AT 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053 IN TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

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

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the reports of Board and Auditors thereon be and hereby considered and adopted”.

SPECIAL BUSINESS:

ITEM No. 2 Approval for Granting Loan and Investment and Giving Guarantee by Company U/S. 186 of The Companies Act, 2013

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

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

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

ITEM NO. 3: Approval For Borrowing Power U/S. 180(1)(C) of The Companies Act, 2013

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



“RESOLVED THAT in supersession to all resolutions passed earlier pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 100.00 Crores (Rupees Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

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

ITEM NO. 4 : Approval for Related Party Transaction

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

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

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

ITEM NO. 5: Change in Designation of Mr. Sachin Bhimrao Puri (DIN: 05269529) from Managing Director to Executive Director of the Company

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

“RESOLVED THAT pursuant to Section 152, 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or reenactment thereof), and provisions of the Articles of



Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the change in designation of Mr. Sachin Bhimrao Puri(DIN: 05269529)from Managing Director to Executive Director of the Company w.e.f. 30th September, 2023, on the terms and conditions of appointment and remuneration as approved by the Board of Directors from time to time and that his period of office be liable to determination by retirement of Directors by rotation.”

“RESOLVED FURTHER THAT the approval of the members of the Company, be and is hereby accorded for payment of remuneration to Mr. Sachin Bhimrao Puri, as Executive Director of the Company, as prescribed within the limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, or as per Schedule V of the Companies Act, considering the inadequate profit during the period of his tenure as Executive Director of the Company.”

“RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to sign and file requisite e-Form DIR 12 with the Registrar of Companies, Mumbai Ministry of Corporate Affairs, and to do all other deeds, things and acts that are necessary to give effect to the matter including all necessary returns and declarations and to make necessary entries in the statutory records and registers of the Company in relation to the appointment of Mr. Sachin Bhimrao Puri as an Executive Director of the Company.”

ITEM NO. 6: To appoint Mr. Jitendra Bharat Parmar (DIN: 10257158) as a Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managing personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of Members be and is hereby accorded for appointment of Mr. Jitendra Bharat Parmar (DIN: 10257158) from Additional Director to Managing Director of the Company w.e.f. 30th September, 2023 for a period of 5 years with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee (“Committee”) and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as deemed fit necessary.”

RESOLVED FURTHER THAT the remuneration payable to Mr. Jitendra Bharat Parmar, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Jitendra Bharat Parmar, Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Board of Director.”

“RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”



ITEM NO. 7: To Approve Issue of 1,16,00,000 Equity Shares of the Company on Preferential Basis for Consideration in Cash:

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

“RESOLVED THAT pursuant to the provisions of (i) Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/or any other statutory/regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent shares of the Company of face value of Rs. 10/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to non- promoters at a price of Rs. 11.50/- (including premium of Rs. 1.50/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for of the members of the Company be and is hereby accorded to create, offer, issue and allot 1,16,00,000 equity consideration in cash, total consideration of Rs. 13,34,00,000/- (Rupees Thirteen Crores Thirty-Four Lacs Only) on such terms and conditions as agreed and set forth in the term sheet, agreements, deeds and other documents:

S. No.	Name of the Proposed allottee	Nature of persons who are the ultimate beneficial Owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/MF/FI/Trust/Banks
1	Bharti Vivek Rai	Individual	15,00,000	Non-Promoter	Not Applicable
2	Espeon Consulting Private Limited	Private Company: 1. Viraunique Realtors Limited a) Mr. Rajendra Dattaram Korde b) M/s Aarnah Capital Advisors Pvt Ltd	21,00,000	Non-Promoter	Not Applicable
3	Copo Holdings Private Limited	Private Limited Company: 1. Paras Shah 2. Harsha Shah 3. Yogesh kale 4. Sanjay Dattaram Khanvilkar 5. Sanjay Shah 6. Binarycode It And Consulting Private Limited 7. Dev Pawar 8. Avinash Surovase	20,00,000	Non-Promoter	Not Applicable

		9. Sagar Rajkumar Rajbhar 10. Synematic media and consultancy Pvt Ltd 11. forever business solutions pvt ltd			
4	Synematic Media and Consultancy	Private Limited Company 1. Anand Mode 2. Pramod R. Sharma	20,00,000	Non-Promoter	Not Applicable
5	Miniboss consultancy private Limited	Private Limited Company:- 1. Azharuddin R. Mulla	20,00,000	Non-Promoter	Not Applicable
6	Sanjay Saha	Individual	20,00,000	Non-Promoter	Not Applicable
TOTAL			1,16,00,000		

“RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 31st August, 2023, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);

b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

c) No partly paid-up Equity Shares shall be issued and allotted;

d) Allotment of the Equity Shares shall only be made in dematerialized form;

e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;

f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash; and

g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.



“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from M/s. Brajesh Gupta & Co. (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, any of the director, Chief Financial Officer, company secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Place: Mumbai

Date: 06th September, 2023

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

Sd/-

**Jitendra Bharat Parmar
Additional Executive Director
DIN: 10257158**

Registered Office:

**513 Stanford Building Link Road,
Andheri West Mumbai 400053, Maharashtra- 400053**

Tel: 022-62363222

Email:januscorporationltd@gmail.com

Website: www.januscorporation.in



NOTES:

- 1) A Member Entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote in the meeting instead of himself /herself, and the proxy need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate and not more than ten (10) percent of the total share capital of the Company.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 3) The instrument appointing the proxy, duly completed, must be deposited at the Company’s registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- 4) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 5) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 6) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 7) Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from 24th September, 2023 to 30th September, 2023 (Both days inclusive) for the purpose of AGM.
- 8) Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant’s records, members are likely to miss notice and other valuable correspondence sent by the company.
- 9) Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
- 10) Members/Proxies/ Authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 11) With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2022-23 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of their part. For members who have not registered their email addresses, physical copies of the Annual Report 2022-23 are being sent by the permitted mode.



As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Apart from e-voting, voting through ballot paper will also be made available at the AGM.

- 12) The Board of Directors have appointed M/s. **Brajesh Gupta & Co.** (Membership No: ACS - 33070, Mumbai), **Practicing Company Secretaries**, as the scrutinizer to scrutinize the voting during the Annual General Meeting (Voting in 25th AGM).
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
- 14) As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. The Form can be downloaded from the company's website at www.januscorporation.in. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
- 15) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.
- 16) The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
- 17) A statement giving details of the Directors seeking appointment/re-appointment is also annexed with the Notice pursuant to the requirements of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting ("SS-2").

OTHER NOTES

- I. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday 23rd September, 2023.
- II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e. Saturday 23rd September, 2023, may sending a request at Januscorporationltd@gmail.com.
- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
- IV. **M/s. Brajesh Gupta & Co. (Membership No: 33070; COP Number: 21306), Practicing Company Secretary** has been appointed as the Scrutinizer to act as scrutinizer for the purpose of Annual General Meeting.



- V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM.
- VI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall Counter sign the same and declare the result of the voting forthwith.
- VII. The Results of AGM voting will be declared along with the report of the Scrutinizer on or before 04th October, 2023 and shall be placed on the website of the Company januscorporationltd@gmail.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Place: Mumbai
Date: 06th September, 2023

By Order of the Board of Directors
For Janus Corporation Limited

Sd/-
Jitendra Bharat Parmar
Additional Executive Director
DIN: 10257158

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



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

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

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

Name of the member (s): _____
Registered address: _____
E-mail Id: _____ Folio No/ Client Id: _____
DP ID: _____

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

1. Name : _____

Address: _____

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

2. Name : _____

Address: _____

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

Sr. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Audited Balance Sheet of the Company as on 31 st March, 2023 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.		
2.	Approval for Granting Loan and Investment and Giving Guarantee by Company U/S. 186 of The Companies Act, 2013		
3.	Approval For Borrowing Power U/S. 180(1)© of The Companies Act, 2013		
4.	Approval of Related Party Transaction		
5.	Change in Designation of Mr. Sachin Bhimrao Puri (DIN: 05269529) from Managing Director to Executive Director of the Company		
6.	To appoint Mr. Jitendra Bharat Parmar (DIN: 10257158) as a Managing Director of the Company.		
7.	To Approve Issue of 1,16,00,000 Equity Shares of the Company on Preferential Basis for Consideration in Cash.		

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on Saturday the 30th day of September, 2023 At 5:00 p.m. at 513 Stanford Building Link Road, Andheri West Mumbai MH - 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

As Witness my / our hand(s) this _____ day of _____ 2023

Signature of shareholder _____

Signature of Proxy holder(s) _____

**Affix
Revenue
Stamp**

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



Attendance Slip

A Slip

DPID _____

Regd. Folio No. _____

Mr./Ms. _____

CLIENT ID _____

Father's/Husband's Name _____

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I hereby record my presence at the 25th Annual General Meeting of the Company at 513 Stanford Building Link Road, Andheri West Mumbai MH – 400053 on Saturday, 30th day of September, 2023 at 5:00p.m.

Member's/Proxy's Name in_Member's / Proxy's Signature _____

Note:

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



POLLING PAPER
(Form No. MGT-12)

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

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

BALLOT PAPER

25th Annual General Meeting on 30th September, 2023

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

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

S. No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon,				
2.	Approval for Granting Loan and Investment and Giving Guarantee by Company U/S. 186 of The Companies Act, 2013				
3.	Approval For Borrowing Power U/S. 180(1) (C) of The Companies Act, 2013				
4.	Approval of Related Party Transaction				
5.	Change in Designation of Mr. Sachin Bhimrao Puri (DIN: 05269529) from Managing Director to Executive Director of the Company				
6.	To appoint Mr. Jitendra Bharat Parmar (DIN: 10257158) as a Managing Director of the Company				
7.	To Approve Issue of 1,16,00,000 Equity Shares of the Company on Preferential Basis for Consideration in Cash:				

Place:

Date:

(Signature of the shareholder)

EXPLANATORY STATEMENT

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

Item No. 02 Approval for Granting Loan and Investment and Giving Guarantee by Company U/S. 186 of the Companies Act, 2013

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

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

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

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

Item No. 03 Approval For Borrowing Power U/S. 180(1)(C) of The Companies Act, 2013

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

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

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

Item No. 04 Approval of Related Party Transaction

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

Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the

entity is a related party to the particular transaction or not.

The Board informs that currently there is no relate party and no related party transaction in preceding Financial year, but looking to company's aggressive nature towards the growth, it is better to take prior approval of the shareholders. Accordingly the Special Resolution as set out in item No. 4 of the Notice is proposed for approval of Members.

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

Item No. 05: Change in Designation of Mr. Sachin Bhimrao Puri (DIN: 05269529) from Managing Director to Executive Director of the Company

Mr. Sachin Bhimrao Puri (DIN: 05269529) was appointed by the Board of Director of Company as Managing director on 01/10/2012.

Due to completion of term of 5 years of Mr. Sachin Puri as Managing Director, the Board, in its meeting held on 06th September 2023, has proposed and approved the appointment of Mr. Sachin Bhimrao Puri (DIN: 05269529) as the Executive Director of the Company, on recommendation of Nomination and Remuneration Committee. Further Mr. Mr. Sachin Bhimrao Puri is not disqualified from being appointed as a Executive Director in terms of Section 164 of the Companies Act 2013. He has communicated his willingness to be appointed and given his consent to act as Executive Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said act and Part-I of the Schedule V thereof and hence, is eligible for appointment.

It is proposed to appoint Mr. Sachin Bhimrao Puri (DIN: 05269529) as Executive Director of the Company for a period of 5 years commencing from 30th September, 2023, subject to the approval of the members of the Company in their ensuing Annual General meeting.

It is proposed to seek Member's approval for the appointment and remuneration payable to Mr. Sachin Bhimrao Puri as Executive Director, in terms of the applicable provisions of the said act and Rules made thereunder.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 06 To appoint Mr. Jitendra Bharat Parmar (DIN: 10257158) as a Managing Director of the Company:

Mr. Jitendra Bharat Parmar (DIN: 10257158) was appointed by the Board of Director of Company as Additional director on 31st July, 2023.

The Board, in its meeting held on 06th September 2023, has approved the appointment of Mr. Jitendra Bharat Parmar (DIN: 10257158) as the Managing Director of the Company. Further Mr. Jitendra Bharat Parmar is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act 2013. He has communicated his willingness to be appointed and given his consent to act as Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said act and Part-I of the Schedule V thereof and hence, is eligible for appointment.

It is proposed to appoint Mr. Jitendra Bharat Parmar (DIN: 10257158) as Managing Director of the Company for a period of 5years commencing from 30th September, 2023, subject to the approval of the members of the Company in their ensuing Annual General meeting.

It is proposed to seek Member's approval for the appointment and remuneration payable to Mr. Jitendra Bharat Parmar as Managing Director, in terms of the applicable provisions of the said act and Rules made thereunder.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO. 6: To Approve Issue of 1,16,00,000 Equity Shares of the Company on Preferential Basis for Consideration in Cash:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E- Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

1. Objects of this issue:

To raise funds for working capital requirements, further capital in order to meet the funding and business requirements of the Company including in relation to, and for funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, Investment in good business entities, Investment in any company for creating group/associate companies, exploring new initiatives, acquisition of business by making Investment or acquisition of stake in entities/companies for further expansion and diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital, and other general corporate purposes.

2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

None of the promoters / directors / key management personnel of the Company intend to subscribe in the proposed issue of Equity Shares.

3. Maximum number of specified securities to be issued:

The Company intends to issue a maximum of 1,16,00,000 equity shares of face value Re. 10/- per share at a price of Rs. 11.50/- (including premium of Rs. 1.50/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No	Category	Pre- Issue		Post Issue	
		No. of Shareholder	% of share holding	No. of Shareholder	% of share holding
A	Promoters' holding:				
	Individual	1,93,667	1.45	1,93,667	0.77
	Bodies Corporate	12,42,966	9.28	12,42,966	4.97
	Sub Total (A)	14,36,633	10.73	14,36,633	5.75
B	Non-Promoters' holding:				
	Individual	1,12,54,367	84.05	1,47,54,367	59.04
	Bodies Corporate	2,24,000	1.67	83,24,000	33.31
	Others [including HUF, NRI, IEPF Authorities, Clearing Member etc.]	4,76,000	3.55	4,76,000	1.90
	Sub Total (B)	1,19,54,367	89.27	2,35,54,367	94.25
	GRAND TOTAL (A+B)	1,33,91,000	100	2,49,91,000	100

5. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of:

(i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to their-principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No	Name of the proposed Allottee	The natural persons who are ultimate beneficialowner	Pre-issue			Number of Shares proposed to be allotted	Post-issue		
			Category (Promoter / Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter / Non-Promoter)	No. of Shares	Percentage holding (%)
1	Bharti Vivek Rai	Individual	Non - Promoter	0	0	15,00,000	Non-Promoter	15,00,000	6.00%
2	Espeon Consulting Private Limited	Private Company: Viraunique Realtors Limited a) Mr. Rajendra Dattaram Korde b) M/s Aarnah Capital Advisors Pvt Ltd	Non - Promoter	0	0	21,00,000	Non-Promoter	21,00,000	8.40%
3	Copo Holdings Private Limited	Private Limited Company: 1. Paras Shah 2. Harsha Shah 3. Yogesh kale 4. Sanjay Dattaram Khanvilkar 5. Sanjay Shah 6. Binarycode It And Consulting Private Limited 7. Dev Pawar 8. Avinash Surovase 9. Sagar Rajkumar Rajbhar 10. Synematic Media And Consultancy Pvt Ltd 11. Forever Business Solutions Pvt Ltd	Non - Promoter	0	0	20,00,000	Non-Promoter	20,00,000	8.00%
4	Synematic Media And Consulting Private Limited	Private Limited Company 1. Anand Mode 2. Pramod R. Sharma	Non - Promoter	0	0	20,00,000	Non-Promoter	20,00,000	8.00%
5.	Miniboss consultancy private Limited	Private Limited Company: Azharuddin R. Mulla							

6	Sanjay Saha	Individual	Non - Promoter	0	0	20,00,000	Non-Promoter	20,00,000	8.00%
TOTAL						1,16,00,000		1,16,00,000	

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

8. Change in the control, if any:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

9. Price of the issue: -

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 11.50/- (Rupees Eleven and Fifty Paise Only) per share (including premium of Rs. 1.50/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at <https://www.januscorporation.in>.

10. Relevant Date:

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 31st August, 2023.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306) of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.januscorporation.in

12. Undertakings:

- The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as



prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. Willful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e- voting.

The Board recommends the Special Resolution set out at Item No. 07 of the Notice for approval of Members.

Place: Mumbai
Date: 06th September, 2023

By Order of the Board of Directors
For Janus Corporation Limited

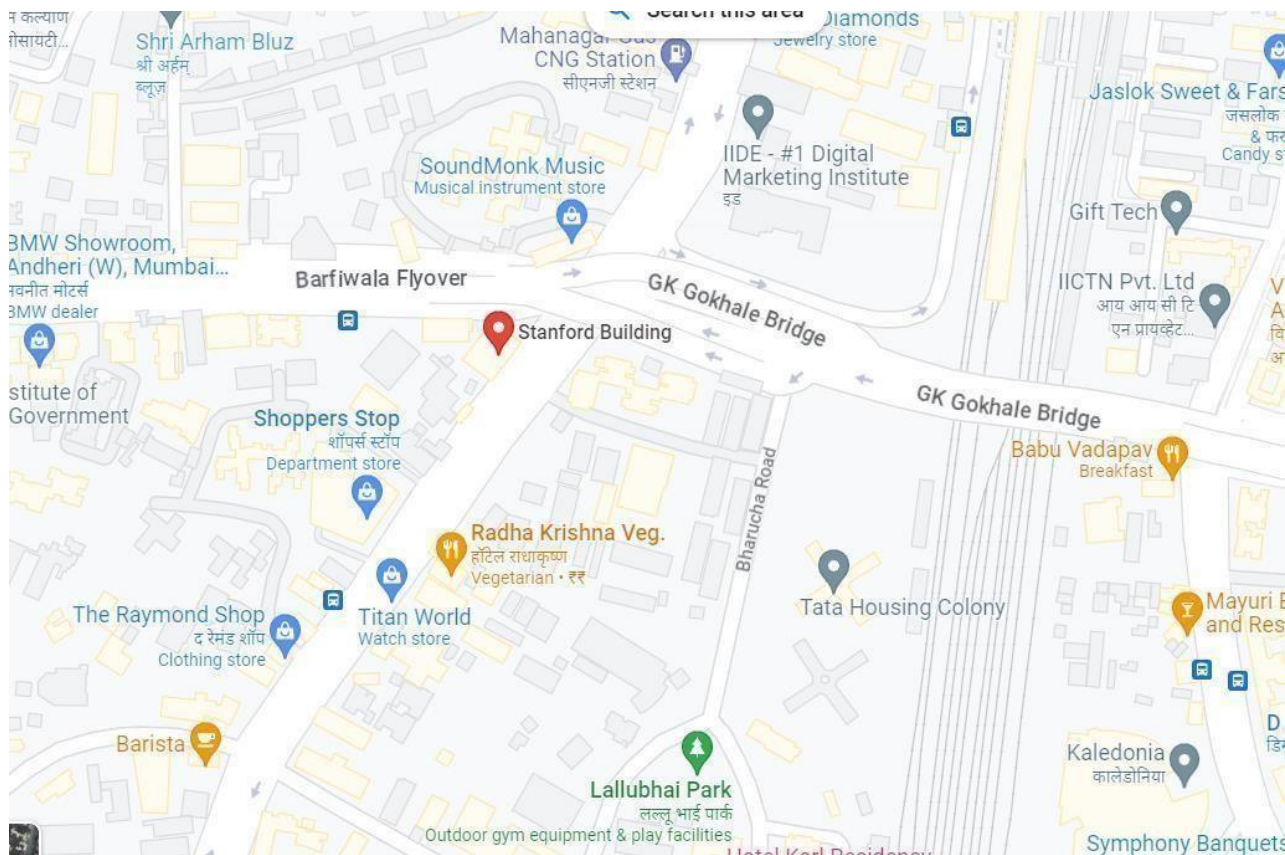
Sd/-
Jitendra Bharat Parmar
Additional Executive Director
DIN: 10257158

Registered Office:

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

ROAD MAP FOR VENUE OF THE AGM

Venue: 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI - 400053





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

Name of the Director	Mr. Jitendra Bharat Parmar
DIN	10257158
Date of Birth	18/08/1994
Date of Appointment	30/09/2023
Category	Additional Director
Qualification	10 th Pass
Nature of expertise in specific functional areas and Experience	Administration
Terms and conditions of appointment/ reappointment	Additional Director not liable to retire by rotation
Number of shares held in the Company	Nil
Remuneration to be paid	As per the provisions of Companies Act, 2023
Directorship held in other Companies	Nil
Memberships/ Chairmanships of Committees of other Companies	NA
Relationships between Directors inter-se	NA



DIRECTORS' REPORT

To,
The Members,
Janus Corporation Limited
Mumbai

Your Directors take pleasure in presenting the 25th Annual Report on the business and operation of your Company together with the Audited Financial Statements for the financial year ended **March 31, 2023**.

FINANCIAL SUMMARY

The Key highlights of the Audited Financials Statements of your Company for the Financial Year ended March 31, 2023 and comparison with the previous Financial Year ended March 31, 2022 are summarized below:

Particulars	Amount in Rs.	
	2022-23	2021-22
Income from Operations	35,97,87,051	24,06,94,383
Other Income	0	0
Total Revenue	35,97,87,051	24,06,94,383
Less: Total Expenditure (Excl. Dep. & Int.)	35,24,37,544	23,35,86,152
Profit and (Loss) before Depreciation and Tax	73,49,507	71,08,231
Less: Depreciation	49,02,106	31,24,200
Interest	0	0
Profit Before Tax	49,02,106	31,24,200
Less: Provision for Tax		
- Current Tax	14,45,741	9,77,610
- Deferred Tax	1,71,193	2,04,432
- Excess provision of earlier year written back	0	0
- Adjustment of MAT	0	0
Profit And (Loss) After Tax	36,27,559	19,42,157
Earnings Per Share (EPS)		
1. Basic EPS	0.27	0.33
2. Diluted EPS	0.27	0.33

STATE OF COMPANY'S AFFAIRS:

- Revenue from operations for the year under reference has shown an Increase of around 49.47 % Vis-à-vis the preceding financial year.
-

- The bottom line has also shown considerable improvement. Profit for the year (before tax) has shown Rs. 49,02,106/- as compared to profit last year of Rs. 31,24,200/-. Further, there are no significant and material events impacting the going concern status and Company's operations in future.

DIVIDEND

In order to conserve the resources for the business requirement, your Board of Directors do not recommend dividend for the Financial Year 2022-23.

TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to General Reserves for the Financial Year 2022- 23.

CHANGE IN THE NATURE OF BUSINESS

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

CHANGES IN CAPITAL STRUCTURE

During the year under review there are following changes occurred;

- Pursuant to the members approval in Extra Ordinary General Meeting dated 07th November, 2022 company issued and allotted 76,52,000 Bonus Equity Shares of Rs. 10 (Rupees Ten each), in proportion of 4 (Four) fully paid up equity shares for every 3 (Three) existing fully paid up equity shares of Rs. 10/- each held by the members.

Accordingly, after the effect of the above bonus issue and issued and paid up Share Capital of the Company is Rs. 13,39,10,000/- (Rupees Thirteen Crores Thirty Nine Lakhs Ten Thousand Only) divided into 1,33,91,000 Equity Shares.

- Pursuant to the members approval in Extra Ordinary General Meeting dated 24th February, 2023 Company the increase in Authorised Share Capital from Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity shares of face value of Rs. 10/- each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Face Value of Rs. 10/- each by addition of Rs. 35,00,00,000 (Rupees Thirty Five Crores) divided in to 3,50,00,000 (Three Crores Fifty Lakh) Equity Shares of Face Value of Rs. 10/- each and alteration in the Clause-V (Capital Clause) of Memorandum of Association relating to the Share Capital of the Company.

As on 31st March, 2023 the Authorised and Paid up Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores Only) and Rs. 13,39,10,000/- (Rupees Thirteen Crores Thirty Nine Lakhs Ten Thousand Only) respectively.

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

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

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

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

EXTRACT OF ANNUAL RETURN

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the Financial Year 2022-23 has been appended as **Annexure I** to this Report and is available on the Company's website www.januscorporation.in.

DIRECTORS' RESPONSIBILITY STATEMENT

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

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. Appropriate accounting policies have been selected and applied consistently, and the judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the Loss of the Company for the said period;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis;
5. The internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MAJOR EVENTS DURING THE F.Y. 2022-23

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

I. Board of Directors:

As on March 31, 2023, the Board of Directors of the Company comprises of 6 (Six) Directors, out of which 3 (Three) are Non-Executive Directors, 1(One) is Non-executive Non Independent Director and 2(Two) is Executive Director. The Constitution of the Board of the Company is in accordance with Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details are as follows:

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

After the Closing of the Financial Year the following changes occurs:

* Tenure of Sachin Bhimrao Puri as a Managing Director is completed and board proposed to change the designation of Mr. Sachin Bhimrao Puri from Managing Director to Executive Director w.e.f. 30th September, 2023.

** Jitendra Bharat Parmar is appointed as Additional Director from 31st July, 2023 and appointed as Managing Director in Board Meeting 06th September, 2023 subject to the members approval.

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

II. KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Pragati Jain Appointed as Company Secretary w.e.f. August 06, 2022.

After the closing of the Financial Year Ms. Pragati Jain resigned from the post of Company Secretary from April 03, 2023 and Ms. Niharika Kothari is appointed as Company Secretary w.e.f. April 03, 2023.

Further, as per the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2023 were as under:

Sr. No.	Name	Designation
1.	Sachin Bhimrao Puri*	Managing Director
2.	Rajatmohan Gopalmohan Sinha	Chief Financial Officer
3.	Pragati Jain	Company Secretary
4.	Jitendra Bharat Parmar*	Managing Director

After the closing of the Financial Year Sachin Bhimrao Puri Completed his tenure as Managing Director and board proposed to change the designation of Mr. Sachin Bhimrao Puri from Managing Director to Executive Director w.e.f. 30th September, 2023.

The company proposed and appointed Jitendra Bharat Parmar as a Managing Director w.e.f from 06th September, 2023.

DIRECTORS RETIRING BY ROTATION

There is no one who is liable to retire by rotation in the Financial Year 2022-23.

DECLARATION BY INDEPENDENT DIRECTOR

Pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, read with Schedule IV and other

applicable provisions, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors are appointed for a term of 5 years and are not liable to retire by rotation.

Further, the Company has received the declarations from the Independent Directors confirming that they meet with the criteria of Independence as prescribed under the amended provisions of Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective January 01, 2022 and the same has been taken on the records of the Company in the Board meeting and there has been no change in the circumstances affecting their status as Independent Directors of the Company.

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

NUMBER OF BOARD MEETINGS

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

During the year under reference, Board of Directors met 7 (Seven) times, the details of which is as follows;

S. No.	Date of the Meeting	Number of Director Present
1	30/05/2022	5/5
2	06/08/2022	5/5
3	05/09/2022	5/5
4	12/10/2022	5/5
5	14/11/2022	6/6
6	30/11/2022	6/6
7	05/01/2023	6/6

MEETING OF INDEPENDENT DIRECTOR

During the year under review, 1 (one) meeting of Independent Directors of the Company was held on 27/03/2023.

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

COMMITTEES OF THE BOARD:

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

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

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

I. **AUDIT COMMITTEE:**

The constitution of the Audit Committee is as follows:

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

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

During the year under review, 4(Four) Audit Committee meetings were held dated 30/05/2022, 05/09/2022, 14/11/2022 and 05/01/2023 properly convened & held.

Terms & Scope of Work of Committee:

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

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

II. **NOMINATION AND REMUNERATION COMMITTEE:**

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

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

During the year, 2 Nomination and Remuneration Committee meeting were held dated, 06/08/2022 and 12/10/2022 respectively.

Terms & Scope of Work of Committee:

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

benchmarks; and remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance

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

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

III. **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Constitution of Stakeholder relationship Committee is as follows:

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

During the year under review, 3 Stakeholder's Relationship Committee meeting were held on 12/10/2022, 30/11/2022 and 05/01/2023 respectively.

Terms & Scope of Work of Committee:

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

1. Considering and resolving grievances of shareholder's, debenture holders and other security holders;
2. Redressal of grievances of the security holders of our Company, including complaints in respect of transfer of shares, non-receipt of declared dividends, balance sheets of our Company etc.;
3. Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;



4. Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.;
5. Overseeing requests for dematerialization and rematerialization of Equity Shares; and
6. Carrying out any other function contained in the Equity Listing Agreement as and when amended from time to time.

AUDITORS & REPORT OF THE STATUTORY AUDITORS

In terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. **M/s. Choudhary Choudhary & Co, (FRN: 02910C)**, Chartered Accountant was appointed as the Statutory Auditors of the Company to hold office for term of 5 years Commencing from the F.Y. 2020- 2021 to 2024-2025.

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

SECRETARIAL AUDITORS

Pursuant to Section 204(1) read with Section 134(3) of the Companies Act, 2013 read with the Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Brajesh Gupta & Co., Company Secretary in Practice, to undertake the Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report in the prescribed Form No. MR-3 is attached as "**Annexure-III**" and forms a part of this Report.

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

1. The company has not filed DIR 12 for Mr. Shirish Mungantiwar Avinash for cessation as Director due to death up to the signing date of this report to ROC.
2. The Company has not filed MR 1 Return of appointment of Mr. Sachin Puri, Managing Director upto the signing date of this report to ROC.
3. The Company has not filed ADT -1 for appointment of M/s. Choudhary Choudhary & Co. as Statutory Auditor of the Company.
4. The Company has regularized appointment of two directors from additional director to director in its annual general meeting held on 25th September, 2020, However DIR-12 not filed for regularization.
5. The company has delayed filing of form AOC-4 XBRL and MGT-7 for F.Y. 2021-22 with additional fees to ROC.

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

INTERNAL AUDITOR

The Company has robust internal audit system for assessment of audit findings and its mitigation.

The Internal Audit function covers all the labs, inventory audit, stock takes, audit for project related accounts, corporate accounts etc.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts)

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

COST AUDITORS

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CORPORATE GOVERNANCE

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

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

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

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

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

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

ANNUAL EVALUATION OF PEFORMANCE OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, the directors individually, as well as the evaluation of the working of its Committees. The Company has devised a questionnaire to evaluate the performances of each of Executive and Independent Directors. Such questions are prepared considering the business of the Company and

The expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

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

CHANGE IN THE REGISTERED OFFICE OF THE COMPANY

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

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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

INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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

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

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

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

RISKS MANAGEMENT POLICY AND AREA OF CONCERN

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Board

periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

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

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

CORPORATE SOCIAL RESPONSIBILITY

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

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

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

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

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

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

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

INTERNAL FINANCIAL CONTROL SYSTEM

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

WHISTLE BLOWER POLICY/ VIGIL MECHANISM/ CODE OF CONDUCT

The Company has a Whistle Blower Policy in line with the provisions of the Section 177 of the Companies Act, 2013. This policy establishes a vigil mechanism for directors and employees to report their genuine concerns actual or suspected fraud or violation of the Company's code of conduct. The said mechanism also provides for adequate safeguards against victimization of the persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee. We confirm that during the financial year 2022-23, no employee of the Company was denied access to the Audit Committee. The said Whistle Blower Policy is available on the website of the Company a www.januscorporation.in.

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

website www.januscorporation.in.

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

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

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

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

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

POSTAL BALLOT:

No Postal ballot was conducted by the company during the year 2022-23.

EXTRA ORDINARY GENERAL MEETING

During the year under review, there are following Extra-Ordinary General Meeting were held;

S.No	Date of EGM	Purpose
1	07 th November, 2022	1. Appointment/ Regularisation of Mr. Mangesh Kashinath Kamble (DIN: 09741955) As Non-Executive Independent Director 1. Issue of Bonus Share
2	24 th February, 2023	2. Increase in Authorised Share Capital of the Company 3. Alteration of Capital Clause of Memorandum of Association of the Company

PREVENTION OF INSIDER TRADING

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

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

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

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI (LODR) Regulation, 2015 not applicable on the Company as the

Company is listed on the SME platform and the exemption is granted to the Companies listed on the SME platform under Regulation 15(2) of SEBI (LODR), Regulations, 2015

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:

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

COMPLIANCE WITH SECRETARIAL STANDARDS

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

ACKNOWLEDGEMENT:

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

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

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

**Sd/-
SACHIN PURI
MANAGING DIRECTOR
DIN: 05269529**

**Sd/-
MAHESH KAMBLE
DIRECTOR
DIN: 08210336**

**Place: Mumbai
Date: 06.09.2023**



ANNEXURE- I

FORM NO. MGT-9

Extract of Annual Return as on the Financial Year Ended on 31st March, 2023

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of Main Product Services	NIC Code of the Product /Service	% of Total Turnover of the Company
1.	Marketing Support Services	998311	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable Section
-	-	-	-	-	-

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

1) CATEGORY-WISE SHAREHOLDING:

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2022)				No. of Shares held at the end of the year (As on 31.03.2023)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	3,77,000	0	3,77,000	6.57	1,93,667	0	1,93,667	1.45	-5.12
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	28,98,200	0	29,98,200	50.50	19,25,466	0	19,25,466	14.38	-36.12
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other...	0	0	0	0	0	0	0	0	0
Sub-Total A (1)	32,75,200	0	32,75,200	57.07	21,19,133	0	21,19,133	15.83	41.24
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any Other...	0	0	0	0	0	0	0	0	0
Sub-Total(A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A)=(A)(1)+(A)(2)	32,75,200	0	32,75,200	57.07	21,19,133	0	21,19,133	15.83	-41.24



B. Public Shareholding									
(1) Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Fund /UTI / LIC	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
b)Central Govt.	0	0	0	0	0	0	0	0	0
c)State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Alternate Investor Fund/Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h)Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	105000	0	105000	1.83	479500	0	479500	3.58	1.75
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1016270	0	1016270	17.71	3123797	0	3123797	23.33	5.62
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1161614	0	1161614	20.24	7157570	0	7157570	53.45	33.21
c) Others (HUF, Clearing Members, Foreign Nationals,NRI, Trust)	180916	0	180916	3.15	511000	0	511000	3.80	0.66
Sub-total (B)(2):-	24,63,800	0	24,63,800	42.93	11271867	0	11271867	84.17	41.24
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	57,39,000	0	57,39,000	100%	1,33,91,000	0	1,33,91,000	100%	0



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

Particulars	Shareholding at the beginning of the year (As on 01.04.2022)		Cumulative Shareholding during the year (From 01.04.2022 to 31.03.2023)			
	No. of Shares	% of total shares of the Company	Date (with reason)	Increase/Decrease in shareholding	No. of share	% of total shares of the Company
Lemon Management Consultancy Private Limited	2898200	50.50	31.03.2022	-	2898200	50.50
			01.07.2022(Sell)	-51,000	2847200	49.61
			08.07.2022(Sell)	-130500	2716700	47.33
			15.07.2022(Sell)	-102000	2614700	45.55
			29.07.2022(Sell)	-192000	2422700	42.21
			05.08.2022(Sell)	-180000	2242700	39.07
			09.09.2022(Sell)	-120000	2122700	36.98
			14.10.2022(Sell)	-129000	1993700	34.74
			21.10.2022(Sell)	-105000	1888700	32.90
			04.11.2022(Sell)	-90000	1798700	31.34
			18.11.2022(Sell)	-270000	1528700	26.64
			25.11.2022(Sell)	-442500	1086200	18.92
			28.11.2022(Sell)	-12000	1074200	18.71
			29.11.2022(Sell)	1432266	2506466	18.71
			17.02.2023(Sell)	-105000	2401466	17.93
			24.02.2023(Sell)	-476000	1925466	14.38
			31.03.2023	-	1925466	14.38
Sachin Bhimrao Puri	377000	6.57	31.03.2022	-	377000	6.57
			29.11.2022(Allotment of Bonus Shares)	358667	735667	5.49
			02.12.2022	-251500	484167	3.62
			09.12.2022	-45500	438667	3.27
			30.12.2022	-245000	193667	1.45
			31.03.2023		193667	1.45

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



Sr No	Name	Shareholding		Date	Increase /Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03 /2021) / end of the year (31/03 /2022)	% total Shares of the Company				No of Shares	% total Share of the Company
1	Harish Kumar Rijhwani	112500	1.96	31.03.2022	0		112500	1.96
				08.04.2022	18000	Buy	130500	2.27
				15.04.2022	45000	Buy	175500	3.05
				13.05.2022	-10500	Sell	165000	2.87
				21.10.2022	7500	Buy	172500	3.00
				29.11.2022	230000	Buy	402500	3.00
				02.12.2022	-258000	Sell	144500	1.07
				16.12.2022	230000	Buy	374500	2.79
				20.01.2023	-42000	Sell	332500	2.48
				24.03.2023	91000	Buy	423500	3.16
				31.03.2023	0		423500	3.16
2.	Geniusbulls Investment Limited	0	0.00	31.03.2022	0	-	-	0.00
				23.12.2022	3500	Buy	3500	0.03
				30.12.2022	23100 0	Buy	234500	1.75
				13.01.2023	56000	Buy	290500	2.17
				20.01.2023	35000	Sell	255500	1.91

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JANUS CORPORATION LIMITED								
				27.01.2023	66500	Buy	322000	2.40
				31.03.2023	0	-	322000	2.40
3.	A C Bhattacharji	0	0.00	31.03.2022	0	-	-	0.00
				30.12.2022	56000	Buy	56000	0.42
				06.01.2023	66500	Buy	122500	0.91
				13.01.2023	73500	Buy	196000	1.46
				17.02.2023	21000	Buy	217000	1.62
				24.02.2023	28000	Buy	245000	1.83
				31.03.2023	0	-	245000	1.83
4	Ritu Nitin Minocha	103530	1.80	31.03.2022	0		103530	1.80
				29.11.2022	138040	Buy	241570	1.80
				02.12.2022	138040	Sell	103530	0.77
				16.12.2022	138040	Buy	241570	1.80
				31.03.2023	0	-	241570	1.80
5	Viralkumar Rasikbhai Patel	133500	2.33	31.03.2022	0		133500	2.33
				29.11.2022	178000	Buy	311500	2.33
				02.12.2022	-178000	Sell	133500	1.00
				16.12.2022	178000	Buy	311500	2.33
				06.01.2023	-210000	Sell	101500	0.76
				13.01.2023	-35000	Sell	66500	0.50
				31.03.2023	0	-	66500	0.50
6	Indra Chauhan	0	0.00	31.03.2022	0	-	-	0.00
				13.01.2023	129500	Buy	129500	0.97
				31.03.2023	-	-	129500	0.97
7	Prasanchand Bagmar A	6000	0.10	31.03.2022	0	-	6000	0.10
				08.04.2022	9000	Buy	15000	0.26
				08.04.2022	1500	Buy	16500	0.29
				15.07.2022	3000	Buy	19500	0.34
				22.07.2022	3000	Buy	22500	0.39
				05.08.2022	6000	Buy	28500	0.49
				12.08.2022	3000	Buy	31500	0.54



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JANUS CORPORATION LIMITED				19.08.2022	13500	Buy	45000	0.78
				26.08.2022	8893	Buy	53893	0.93
				02.09.2022	1607	Buy	55500	0.97
				16.09.2022	3000	Buy	58500	1.02
				14.10.2022	1500	Buy	60000	1.04
				21.10.2022	-7500	Sell	52500	0.91
				28.10.2022	-6000	Sell	46500	0.81
				04.11.2022	1500	Buy	48000	0.83
				18.11.2022	-3000	Sell	45000	0.78
				29.11.2022	60000	Buy	105000	0.78
				02.12.2022	-60000	Sell	45000	0.34
				09.12.2022	-21000	Sell	24000	0.18
				16.12.2022	49500	Buy	73500	0.55
				27.01.2023	10500	Buy	84000	0.63
				10.02.2023	21000	Buy	105000	0.78
				24.02.2023	17500	Buy	122500	0.91
				03.03.2023	7000	Buy	129500	0.97
				31.03.2023	0		129500	0.97
8	Mohit Kumar	0		31.03.2022	0	-	-	0.00
				17.02.2022	98000	Buy	98000	0.73
				24.02.2022	42000	Buy	140000	1.05
				03.03.2023	7000	Buy	147000	1.10
				10.03.2023	10500	Buy	157500	1.18
				17.03.2023	-21000	Sell	136500	1.02
				24.03.2023	-3500	Sell	133000	0.99
				31.03.2023	-3500	Sell	129500	0.97
				31.03.2023	-	-	129500	0.97
9	Narendra Ramvilas Panpaliya	21000	0.36	31.03.2022	0	-	21000	0.36
				08.04.2022	9000	Buy	30000	0.52
				30.06.2022	6000	Buy	36000	0.62
				15.07.2022	15000	Buy	51000	0.88
				29.11.2022	68000	Buy	119000	0.88
				02.12.2022	-68000	Sell	51000	0.38
				16.12.2022	68000	Buy	119000	0.88
				31.03.2023	0		119000	0.88
10	Bhopendra Kumar	39000	0.67	31.03.2022	0	-	39000	0.67
				10.06.2022	7500	Buy	46500	0.81
				29.11.2022	62000	Buy	108500	0.81
				02.12.2022	-62000	Sell	46500	0.34
				16.12.2022	62000	Buy	108500	0.81
				31.03.2023	0		108500	0.81

VII. Shareholding of Directors and Key Managerial Personnel:

S. No.	Name	Shareholding at the beginning of the year (01.04.2022)		Increase / Decrease In shareholding	Cumulative shareholding during the year (From 01-04-2022 to 31-03-2023)	
		No. of shares	% of Total Shares		No. of shares	% of Total Shares



1.	Sachin Puri	3,77,000	6.57%	-1,83,333	1,93,667	1.45%
2.	Mahesh Keshav Kamble	-	-	-	-	-
3.	Manisha Sadashiv Bobade	-	-	-	-	-
4.	Rajatmohan Gopalmohan Sinha	-	-	-	-	-
5.	Datta B Kamble	-	-	-	-	-
6.	Vijay BabuRao Mane	-	-	-	-	-

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

Particulars	Secured Loans	Unsecured Loan	Deposits	Total Indebtedness (In Rupees)
Indebtedness at the beginning of the Financial year (01-04-2022)				
i) Principal Amount	466299	-	-	466299
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	466299	-	-	466299
Change in Indebtedness				
Addition	-	-	-	-
Reduction	(466299)	-	-	(466299)
Net Change	(466299)	-	-	(466299)
Indebtedness at the end of the financial year (31-03-2023)				
i) Principal Amount	0	-	-	0
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+ iii)	0	-	-	0

VIII. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL:**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
1.	Gross Salary	Sachin Bhimrao Puri	Vijay BabuRao Mane	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil



	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil

4.	Commission - As % of profit - Others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
6.	Total(A)	Nil	Nil	Nil
	Ceiling as per the Act under section 197(3) Schedule V of the Companies Act, 2013)			

B. Remuneration to Other Directors:

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

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

S. No.	Particulars of Remuneration	Key Managerial Personnel–Company Secretary
--------	-----------------------------	--



		Rajatmohan Gopalmohan Sinha	Pragati Jain
1.	Gross salary (a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	3.60 Lakh	1.44 Lakh
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission -as % of profit -others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
6.	Total	3.60 Lakh	1.44 Lakh

IX. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

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

For and on behalf of the Board of Directors

Place: Mumbai

Date: 06.09.2023

sd/-
Mahesh Keshav Kamble
DIN : 08210336
Director

sd/-
Jitendra Bharat Parmar
DIN: 10257158
Additional Executive Director

ANNEXURE II

NOMINATION & REMUNERATION POLICY

1. PREFACE:

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

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

2. DEFINITIONS:

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

"Key Managerial Personnel" means:

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

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

3. OBJECTIVE:

The objective of the policy is to ensure that:

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

3. ROLE OF COMMITTEE:

The role of the NRC will be the following:

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



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

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

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

TERM / TENURE

a) Managing Director/Whole-time Director:

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

b) Independent Director:

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

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

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

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

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

REMOVAL

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

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

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

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied: i The Services are rendered by such Director in his capacity as the professional; and ii In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3. Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay



and incentive any, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

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

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

- The Committee may Delegate any of its powers to one or more of its members.

For and on behalf of the Board of Directors

sd/-
Mahesh Keshav Kamble
DIN : 08210336
Director

sd/-
Jitendra Bharat Parmar
DIN: 10257158
Additional Executive Director

Place: Mumbai
Date: 06.09.2023



Annexure _III
FORM MR-3- SECRETARIAL AUDIT REPORT

For the financial year ended 31st March 2023

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

To

The Members

M/S. Janus Corporation Limited 513

Stanford Building Link Road, Andheri

West Mumbai - 400053,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to corporate practices by Janus Corporation Limited (hereinafter called the 'Company') for the audit period covering the financial year from 01st April, 2022 to 31st March, 2023 ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Janus Corporation Limited for the financial year ended on 31 March, 2023 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Amended Regulations 2018); -
6. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

During the year, Company allotted 76,52,000 (Seventy Six Lakhs Fifty Two Thousand) Equity Shares having face value of Rs. 10 (Rupees Ten each), as fully paid up Bonus Equity Shares in proportion of 4:3 i.e. 4 (Four) fully paid up equity shares for every 3 (Three) existing fully paid up equity shares.

The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - during the financial year under review, the Company has not issued any shares/options to

directors/employees under the (ESOP) said guidelines / regulations. Hence the provisions of the said regulation are not applicable to the company.

- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **the company has not issued any debt securities during the period under review the provisions of the said regulation are not applicable to the company;**
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - **the said regulation are not applicable to the company, as the Company is not registered as Registrar to Issue and Share Transfer Agent;**
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; the equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation not applicable to the company;
 - (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **During the period under review the company have not bought back any securities. Hence the said regulation is not applicable to the company;**
7. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;
- Maharashtra state tax on professions, Trades, Callings and Employment Act, 1975;
 - The Equal Remuneration Act, 1976;
 - Bombay Shops and Establishments Act, 1948;

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

- Secretarial Standards with respect to Meeting of Board of Director (SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

I further report that: -

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance and where the same were given at shorter notice than 7 (seven) days, proper consent Thereof were obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

Further based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course and conduct



of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with proper Board-processes and compliance mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under mentioned above, subject to the following observations;

1. The company has not filed DIR 12 for Mr. Shirish Mungantiwar Avinash for cessation as Director due to death up to the signing date of this report to ROC.
2. The Company has not filed MR 1 Return of appointment of Mr. Sachin Puri Managing Director upto the signing date of this report to ROC.
3. The Company has not filed ADT -1 for appointment of M/s. Choudhary Choudhary & Co. as Statutory Auditor of the Company.
4. The Company has regularized appointment of two directors from additional director to director in its annual general meeting held on 25th September, 2020, However DIR-12 not filed for regularization.
5. The company has delayed filing of form AOC-4 XBRL and MGT-7 for F.Y. 2021-22 with additional fees to ROC.

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

I further Inform/report that during the audit period, except the bonus issue stated above, there were no instances of the following:

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

Note:

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

For Brajesh Gupta
Practicing Company Secretary CP
No.: 21306

Sd/-
Brajesh Gupta
Mem. No.: FCS 33070
UDIN - A033070E000591641
Date: 12/07/2023
Place: Indore



Annexure A Part of the Secretarial Audit Report 2022-23

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

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

Management's Responsibility:

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

Auditor's Responsibility:

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

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

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

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

For Brajesh Gupta
Practicing Company Secretary
CP No.: 21306

Sd/-
Brajesh Gupta
Mem. No.: FCS 33070
UDIN-A033070E000591641
Date: 12/07/2023
Place: Indore

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

Sr. No	Disclosure Requirement	Disclosure Details		
		Director	Designation	Ratio
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2022-23	Sachin Bhimrao Puri	Managing Director	0.00
		Rajatmohan Gopalmohan Sinha	CFO(KMP)	0.00
		Mahesh keshav kamble	Independent Director	NA
		Manisha sadashiv bobade	Independent Director	NA
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Directors and other Key Managerial Personnel	Designation	% increase in remuneration
		Sachin Bhimrao Puri	Managing Director	NA
		Rajatmohan Gopalmohan Sinha	CFO(KMP)	
		Mahesh keshav kamble	Independent Director	NA
		Manisha Sadashiv bobade	Independent Director	NA
		Surbhi	Company Secretary	
3	The percentage increase or Decreases in The median remuneration of employees in the financial year	0.00		
4	The number of permanent employees on the rolls of Company	09		

5	The explanation on the relationship between average increase in remuneration and Company performance	<p>Recommendation for increase in remuneration is based on the following factors:</p> <ul style="list-style-type: none"> • Compensation trends based on industry benchmarking • Compensation positioning vis-à-vis market trend • Alignment between risks and remuneration • Applicable regulatory guidelines
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6	Comparison of the remuneration of the key Managerial Personnel against the performance of the Company	Inline with performance of the company		
7	Average percentile increase already made in the salaries of employees other than the managerial personnel In the last financial year and its	5%		
8	Comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase In the managerial Remuneration	In line		
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Key Managerial Personnel	Designation	Remuneration - FY 2021-22% PBT
		Sachin Bhimrao Puri	Managing Director	20%
		Rajatmohan Gopalmohan Sinha	CFO(KMP)	15%
10	Key parameters for any variable component of remuneration availed by The directors	N.A.		
11	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	N.A.		
12	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management	The Company is in compliance with its compensation policy.		

1. General Shareholder Information:

a.	AGM: Day, Date, Time and Venue	30 th September, 2023		
b.	Financial Year	1 st April, 2022 to 31 st March, 2023		
c.	Date of Book Closure	24 th September, 2023 upto 30 th September, 2023		
d.	Listing on Stock Exchanges	The Shares of the Company are listed on BSE Limited (SME Segment) 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001		
e.	Scrip Code	542924		
f.	Scrip ID	JANUSCORP		
g.	ISIN	INE04OV01018		
h.	Payment of Listing Fee	The Company confirms that it has paid Annual listing fees due to the stock exchange for the financial year 2021-2022		
i.	Market Price Data (High, Low during each month in last financial year 2022-23)	Month	High(Rs.)	Low(Rs.)
		April 2022	12.72	9.25
		May, 2022	9.96	7.51
		June, 2022	8.28	6.80
		July, 2022	8.61	6.20
		August, 2022	8.09	5.99
		September, 2022	9.45	6.96
		October, 2022	9.41	6.80
		November, 2022	11.39	4.64
		December, 2022	7.49	3.76
		January, 2023	5.70	4.08
		February, 2023	5.27	3.65
		March, 2023	4.13	2.95
j.	Registrar And Share Transfer Agents	Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra, 400059		

B. Other Information

i. Half Yearly and Yearly financial results

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

The 'Investors' section on the Company's website keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports etc. Members also have the facility of raising queries/making complaints on share related matters through a facility provided on the Company's website.

The Company has a dedicated help desk with email ID: januscorporationltd@gmail.com

Stock Code: 542924

ISIN: INE04OV0108

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	Total Turnover(Rs.)
Apr-22	10.95	12.72	9.25	9.26	7,03,500	78,86,835
May-22	9.30	9.96	7.51	7.54	2,43,000	20,99,070
Jun-22	7.51	8.28	6.80	8.00	4,35,000	32,41,110
Jul-22	8.35	8.61	6.20	6.87	13,09,500	98,25,780
Aug-22	7.10	8.09	5.99	7.46	11,91,000	83,45,055
Sep-22	7.70	9.45	6.96	7.10	7,45,500	61,60,545
Oct-22	7.15	9.41	6.80	8.05	11,41,500	97,66,755
Nov-22	7.85	11.39	4.64	5.11	24,74,500	2,24,74,625
Dec-22	5.36	7.49	3.76	4.55	35,52,500	1,76,58,235
Jan-23	4.77	5.70	4.08	4.57	57,01,500	2,84,73,270
Feb-23	4.79	5.27	3.65	3.74	28,59,500	1,29,55,005
Mar-23	3.92	4.13	2.95	3.52	15,08,500	53,32,145

Distribution of Shareholding as on 31st March, 2023

Share or Debenture holding Nominal Value	Number of Share holders	%to Total Numbers	Share or Debenture holding Amount	% to Total Amount
Up To 5,000	2	0.2018	9800	0.0073
5001 to 10000	1	0.1009	8170	0.0061

30001 to 40000	537	54.1877	18795000	14.0355
50001 to 100000	197	19.8789	13790000	10.2980
1,00,001 and Above	254	25.6307	101307030	75.6531
Total	991	100	133910000	100%

Pattern of Shareholding as on 31st March, 2023

Sr.No	Category of Shareholders	No. of shares Held	Percentage of holdings
1.	Promoters	2119133	15.83
2.	Foreign Institutional Investors/ Mutual Funds	Nil	Nil
3.	Bodies Corporate	479500	3.58
4.	Individual shareholders holding nominal shares Capital up to Rs. 2 Lakhs	4772297	35.64
5.	Individual Shareholders holding nominal Shares Capital in excess of Rs.2 Lakhs	5509070	41.14
6.	Clearing Members	87500	0.65
7.	Hindu Undivided Family	213500	1.59
8.	Trusts	0	0
9.	Non Resident Indians	0	0
10.	Foreign National	Nil	Nil
11.	Any other specify	210000	1.57
	Total	57,39,000	100

Dematerialization of Shares as on 31st March, 2023

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

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

Particulars	No. of Shares	Percentage(in Share Capital)
Held in dematerialized Form in CDSL	98,34,510	73.44
Held in dematerialized Form in NSDL	35,56,490	26.56
Physical	0	0
Total Number of Shares	1,33,91,000	100



MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2023. The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company under takes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

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

Overview:

Company operates in Marketing Support services segment. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. The industry is gradually moving and is expected to bloom in future. During the financial year under review the revenue from operations has increased from Rs. 24,06,94,383 to Rs. 35,97,87,051.

Risk & Concerns:

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

Capital Market:

Opportunities and Threats:

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

Systems and their Adequacy:

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

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



Human Resources:

The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements. The Company provided excellent working environment so that the individual staff can reach his/her full potential. The Company is poised to take on the challenges and march towards accomplishing its mission with success. The Company maintained good Industrial/Business relation in market which enhanced the credit worthiness of the Company.

Industrial Relations:

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

Cautionary Statement:

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

For and on behalf of the Board of Directors

sd/-

Mahesh Keshav Kamble
DIN : 08210336
Director

sd/-

Jitendra Bharat Parmar
DIN: 10257158
Additional Executive Director

Place: Mumbai
Date: 06.09.2023



CEO/CFO CERTIFICATION

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

- A.** We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the financial year ended March 31, 2023 and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the company during the period, which are fraudulent, illegal or violative of the company’s code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the auditors and the Audit Committee
- i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

For **Janus Corporation Limited**

Sd/-

Rajatmohan Gopalmohan Sinha
Chief Financial Officer

Date: 06.09.2023



DECLARATION

COMPLIANCE OF CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT

Compliance with the Code of Business Conduct and Ethics:

I, hereby confirm that, as per the provisions Regulation 26 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the “Code of Conduct for the Board of Directors and the Senior Management Personnel”, for the financial year 2022-23.

For **Janus Corporation Limited**

Sd/-

Jitendra Bharat Parmar

Additional Executive Director

DIN: 10257158

Date:06.09.2023

Place: Mumbai



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

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

Notes:

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

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

For Brajesh Gupta & Co.
Practicing Company Secretary

Sd/-

Brajesh Gupta & Co
Membership No- 33070
COP: 21306

UDIN: A033070E000591661

Place: Indore

Date: 12.07.2023

INDEPENDENT AUDITOR'S REPORT

To the Members of JANUS CORPORATION LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **JANUS CORPORATION LIMITED** ("the Company") having CIN No **U74999MH1998PLC117279**, which comprise the balance sheet as at 31st March, 2023, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year ended as on 31stMarch, 2023, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information [in which are included the Returns for the period ended on that date audited by the branch auditors of the Company's branches.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the basis for Qualified Opinion paragraph below, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit (changes in equity) and its cash flows for the year ended on 31stMarch, 2023.

Basis for Opinion

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

1. Company has not complied with the provisions of Section 186 of the companies act while giving loan to the third parties as below –
 - a. The approval of the Board was not obtained by means of a unanimous resolution passed at a Board meeting with the consent of all the directors present at the meeting.
 - b. Approval of the members by passing Special Resolution has not been obtained.
 - c. No interest is being charged on the loans given.
 - d. No disclosure of full particulars of the loans is being made in the financial statements

2. Details and Supporting documents for the Loans & Advances given to the following parties has not been provided:

Name Of the Party	Amount as at 31.03.2023
Aarnah Capital Advisors Private Limited	5,00,000.00
E-Retail Services	1,52,28,171.00
Kapil Taneja	-61312.00
Loans Given	84,62,570.00
Mahadik Sugar	75,00,000.00
Navnit Singh Gogja	5,00,000.00
Saurabh Vijay	63,25,000.00
Sejal Sanjiv Shah	0.00
Other Loans & Advances(Long Term)	5,25,10,727.00

3. Closure Letter for car loan from Kotak Mahindra bank not provided.

Key Audit Matters

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

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

Reporting of key audit matters as per SA 701, below are our observation for the financial year 2022-2023:

1. Ageing for sundry creditors and Sundry debtors has not been provided.
2. Fixed Deposit details has not been provided.
3. Bank Statements for Bank of Maharashtra, Tamilnad Mercantile Bank and Yes Bank has not been provided.
4. Details and clarification about transactions in 'E-payment Services' ledger has not been provided.
5. Details & Supporting documents for the prepaid expenses has not been provided.
6. No TDS has been deducted for the following expenses during the year:

Particulars	Amount (Rs.)
Professional Charges	1,37,773.00
Legal Fees	1,97,500.00
Rent	4,04,550.00
Audit Fees	80,000.00

Other Matters:

Other matters are those matters other than those that are presented or disclosed in the financial statements that, in our opinion is relevant to user's understanding of the audit.

Reporting of other matters for the FY 2022-23:

1. GST Annual Return 9 and 9 C not filed for FY 2018-19, FY 2019-20, FY2020-2021 and FY 2021-22 till date of this report.
2. Input Tax Credit as per Books is Rs. 6,80,74,899 and as per GSTR3B is Rs. 9,57,49,693 resulting to difference of Rs. 2,76,74,794 which is unreconciled until this date of this audit report.
3. The company has been issued below notices from GST Department as per GST Portal -

Notice/Demand Order Id	Issued By	Type	Notice/Order Description	Date of Issuance	Due Date	Amount of Demand
ZA2705222639929	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	31/05/2022	15/06/2022	NA
ZA2703222352008	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	26/03/2022	10/4/2022	NA
ZA270322050439M	Maharashtra	Order	Registration Certificate	8/3/2022	NA	NA
ZA2712212300167	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	26/12/2021	10/1/2022	NA
ZA271121216755R	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	26/11/2021	11/12/2021	NA
ZA271121064207W	Maharashtra	Order	Registration Certificate	13/11/2021	NA	NA
ZA271021248759D	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	27/10/2021	11/11/2021	NA
ZA2709212754771	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	27/09/2021	12/10/2021	NA
ZA270821309820N	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	27/08/2021	11/9/2021	NA
ZA270721862077C	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	30/07/2021	14/08/2021	NA
ZA270721594226A	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	23/07/2021	7/8/2021	NA

ZA270721326583I	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	12/7/2021	27/07/2021	NA
ZA270721067073N	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	4/7/2021	19/07/2021	NA
ZA2704210997563	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	6/4/2021	21/04/2021	NA
ZA270221160744Q	System Generated	Notice	Notice to return defaulter u/s 46 for not filing return	8/2/2021	23/02/2021	NA
ZA270919086188O	Maharashtra	Order	Order for revocation of cancellation of registration	23/09/2019	NA	NA
ZA2703190624981	Maharashtra	Order	Order for Cancellation of Registration	18/03/2019	NA	NA
ZA270319003242X	Maharashtra	Notice	Show Cause Notice for Cancellation of Registration	1/3/2019	12/3/2019	NA

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those

matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 with reference to the financial statements of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our Report expresses a qualified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to standalone financial statements.
 - g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- i) The company is in compliance with the provisions of section 197 read with schedule V of the companies Act.

For Choudhary Choudhary & Co.

Chartered Accountants

Firm Reg. No. 02910C

Sd/-

Alok Kumar Mishra

Partner

Membership No. 124184

Place: Mumbai

Date: 30/05/2023

UDIN : 23136933BGWKC1847

“Annexure A” to the Independent Auditors’ Report

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

TO THE MEMBERS OF JANUS CORPORATION LIMITED

i. (a) In respect of Plant, Property and Equipment:

(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Plant, Property and Equipment;

(B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) All Property, Plant and Equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification. There were no inventories as on date of report.

(c) The company does not own any immovable property and hence reporting under clause 3(i)(c) is not applicable.

(d) According to the information and explanations provided to us, the Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.

(e) According to the information and explanations provided to us, the company does not own any immovable property hence reporting under clause 3(i)(e) is not applicable.

ii. a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

a) The Company has provided loans during the year and details of which are given below:

Particulars	Advances in nature of loans (Amount in Rs.)
A .Aggregate amount granted/provided during the year	
1) Subsidiaries	0.00
2) Joint Ventures	0.00
3) Associates	0.00
4) Others	69,58,253
B. Balance outstanding as at balance sheet date in respect of above cases	
1) Subsidiaries	0.00
2) Joint Ventures	0.00
3) Associates	0.00
4) Others	9,09,65,156

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

(b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.

Company has not provided sufficient and appropriate audit evidences to ascertain whether the terms and conditions of the grant of loans and advances during the year are prejudicial to the company's interest or not.

(c) The Company has granted loans and advance in the nature of loan (including receivable in the nature of loan) which are payable on demand. During the year the Company has not demanded such loans. Having regard to the fact that the repayment of principal or payment of interest, wherever applicable, has not been demanded by the Company, in our opinion the repayments of principal amounts are not regular. However, we have not obtained balance confirmation as on 31.03.2023.

(d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

- iv. The Company has not advanced loans or made investments in or provided guaranty or security to parties covered by section 185 and section 186 is not applicable to the Company. Hence reporting under paragraph 3(iv) of the Order is not applicable.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013, for the business activities carried out by the Company. Hence reporting under paragraph 3 (vi) of the Order is not applicable.
- vii. a)According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, goods and service tax and other material statutory dues were in arrears as at March 31, 2023 for a period of more than six months from the date they became payable. Except an amount aggregating Rs. 9,44,914 towards TDS deducted and payable (u/s 194J) which has been unpaid as on the date of signing of this report as depicted below:

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

b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31,2023 on account of disputes are given below:

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

			Department		
4	Income Tax Act	Outstanding demand	Central Processing Centre (CPC) of the Income Tax Department	AY 2014-15	Outstanding Demand Rs.2,06,394 and Outstanding Interest Rs.1,74,061
5	Income Tax Act	Outstanding demand	Central Processing Centre (CPC) of the Income Tax Department	AY 2017-18	Outstanding Interest Rs.1,77,441

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) .
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) However, the Company has issued 7652000 Bonus shares on 30th November, 2022 as Public issue and as per the information and explanations given to us, the funds were applied for the purpose for which those were raised.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.

- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- xiii. Transactions with the related parties are in compliance with section 188 of Companies Act, 2013 and the details have been disclosed in notes forming Part of Financial Statements.
- xiv. (a) In our opinion, the Company does not have an adequate internal control commensurate with the size and nature of its business.

(b) The company is a listed entity and covered by section 138 of the Companies Act, 2013. The company has not complied the provisions of Clause (xiv) (a) and (b) of paragraph 3 of the order.
- xv. According to the information and explanations provided to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, requirement to report on clause 3(xv) of the Order is not applicable to the Company and hence not commented upon.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of statutory auditors of the Company during the year. Accordingly, requirement to report on Clause 3(xviii) of the Order is not applicable and hence not commented upon.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. Section 135(5) of Companies Act, 2013 is not applicable to the company and hence reporting under clause 3(xx) is not applicable.

For Choudhary Choudhary & Co.

Chartered Accountants

Firm Reg. No. 02910C

Sd/-

Alok Kumar Mishra

Partner

Membership No. 124184

Place: Mumbai

Date: 30/05/2023

UDIN : 23136933BGWKCN1847

“Annexure B” to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of **JANUS CORPORATION LIMITED**, having CIN No **U74999MH1998PLC117279** (“the Company”) as of March 31,2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial

controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and

operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial

statements for external purposes in accordance with generally accepted accounting principles. A company's internal

financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting

principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company does not 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 stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Choudhary Choudhary & Co.

Chartered Accountants

Firm Reg. No. 02910C

Sd/-

Alok Kumar Mishra

Partner

Membership No. 124184

Place: Mumbai

Date: 30/05/2023

UDIN : **23136933BGWKC1847**

JANUS CORPORATION LIMITED
CIN : U74999MH1998PLC117279

REGISTERED OFFICE:513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs.)

	Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
I.	ASSETS			
(1)	Non - current assets			
	(a) Property, Plant and Equipment	2	5,25,507	6,67,329
	(b) Intangible assets	3	35,61,035	58,66,615
	(c) Capital Work In Progress	4	-	-
	(d) Financial assets			
	(i) Investments	5	-	-
	(ii) Others	6	8,46,340	8,46,340
	(e) Deferred tax assets (net)	7	-	-
	(f) Other non - current assets	8	7,28,99,473	6,88,71,627
(2)	Current assets			
	(a) Inventories	9	-	-
	(b) Financial assets			
	(i) Investments			
	(ii) Trade receivables	10	4,53,65,594	5,95,74,745
	(iii) Cash and cash equivalents	11	47,73,037	1,14,57,279
	(iv) Bank balances other than cash and cash equivalents	12	-	-
	(v) Others	13	-	-
	(c) Other current assets	14	4,17,35,773	4,04,27,176
	Total Assets		16,97,06,760	18,77,11,111
II.	EQUITY AND LIABILITIES			
(1)	Equity			
	(a) Equity Share capital	15	13,39,10,000	5,73,90,000
	(b) Other equity	16	1,47,74,329	8,76,66,771
	Liabilities			
(2)	Non - current liabilities			
	(a) Financial liabilities	17	-	4,66,299
	(i) Long Term Borrowings			
	(ii) Lease Liabilities			
	(iii) Other Financial Liabilities			
	(b) Deferred Tax Liability (net)		1,45,413	3,16,605
(3)	Current liabilities			
	(a) Financial liabilities			
	(i) Short Term Borrowings	18	-	-
	(ii) Trade payables	19	1,43,44,702	2,85,55,977
	a) Total outstanding dues of micro enterprises and small enterprises			
	b) Total outstanding dues of creditors others than micro enterprises and small enterprises			
	(iii) Other financial liabilities	20	2,96,475	41,87,192
	(b) Provisions	21	24,23,351	91,28,268
	(c) Other current liabilities	22	38,12,490	-
	Total Equity and Liabilities		16,97,06,760	18,77,11,111
	Significant accounting policies and estimates	1	-	0
	The accompanying notes 1 to 39 are an integral part of the financial statement.		0	0

As per our report of even date attached.

For Choudhary Choudhary & Co.
Chartered Accountants
Firm's Registration Number: 02910C

For and on behalf of the Board of Directors

Sd/-
Alok Kumar Mishra
Membership No. 124184
Partner
Place: Mumbai
Date: 30/05/2023

Sd/-
SACHIN PURI
Managing Director
DIN: 05269529

Sd/-
MAHESH KAMBLE
Director
DIN: 08210336

JANUS CORPORATION LIMITED

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

(a) Equity Share capital

(Rs.)

	Balance at the beginning of the year	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the year
For the year ended 31st March, 2022	-	-	-	-	-
For the year ended 31st March, 2023	-	-	-	-	-

(b) Other Equity

	Reserves and Surplus		Items of Other Comprehensive Income	
	General Reserve	Retained Earnings	Re- measurement of defined benefit plan	Total
Balance as at 1st April, 2021	-	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as on 01.04.2021	-	-	-	-
Profit for the year	-	-	-	-
Other Comprehensive Income (net of tax)	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-
Transfer from retained earnings	-	-	-	-
Transfer to general reserve	-	-	-	-
Final Dividend	-	-	-	-
Dividend distribution tax	-	-	-	-
Balance as at 31st March, 2022	-	-	-	-
Balance as at 1st April, 2022	-	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as on 01.04.2022	-	-	-	-
Profit for the year	-	36,27,559	-	36,27,559
Other Comprehensive Income (net of tax)	-	-	-	-
Total Comprehensive Income for the year	-	36,27,559	-	36,27,559
Transfer from retained earnings	-	-	-	-
Transfer to general reserve	-	-	-	-
Final Dividend	-	-	-	-
Dividend distribution tax	-	-	-	-
Balance as at 31st March, 2023	-	36,27,559	-	36,27,559

For Choudhary Choudhary & Co.
Chartered Accountants
Firm's Registration Number: 02910C

For and on behalf of the Board of Directors

Alok Kumar Mishra
Membership No. 124184
Partner
Place: Mumbai
Date: 30/05/2023

sd/-
SACHIN PURI
Managing Director
DIN: 05269529

sd/-
MAHESH KAMBLE
Director
DIN: 08210336

Notes to financial statements for the year ended 31 March, 2023.

Company Overview

JANUS CORPORATION LIMITED (the company) is a limited company (CIN: U74999MH1998PLC117279) incorporated on 30/11/1998 under the provisions of the Companies Act, 1956 with the Registrar of companies. Its registered office is 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053

Note - 1. Significant accounting policies

1.1 Basis of preparation of financial statements

The financial statements of the company have been prepared under the historical cost convention, in accordance with generally accepted accounting principles in India (Indian GAAP) on an accrual basis. The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, 2013, to the extent applicable and the guidance notes, standards issued by the Institute of Chartered Accountants of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

1.2 Use Of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.3 Fixed Assets, Intangible assets and capital work in progress

Fixed assets are stated at cost, after reducing accumulated depreciation and impairment up to the date of the Balance Sheet. Direct costs are capitalized until the assets are ready for use and include financing costs relating to any borrowing attributable to acquisition of construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use. Capital work in progress includes the cost of fixed assets that are not yet ready for their intended use. Intangible assets, if any, are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

1.4 Depreciation

Depreciation on fixed assets is determined based on the estimated useful life of the assets using the written down value method as prescribed under the schedule II to the Companies Act, 2013. Individual assets costing less than Rs. 5000.00 or less are depreciated within a year of acquisition. Depreciation on assets purchased/sold during the period is proportionately charged. Leasehold land is amortized on a straight line basis over the period of lease. Intangible assets, if any, are amortized over their useful life on a straight line method.

1.5 Employee benefits

Short Term benefits are recognized as an expense at the undiscounted amount in the statement of Profit and Loss of the year in which related service is rendered. Retirement benefits in form of gratuity, leave encashment etc. will be accounted for on accrual basis. The company has not incurred any liabilities in this respect till the end of the year. Provisions of Employees' Provident Fund and Miscellaneous Provisions Act and Payment of gratuity act are not applicable to the company. However, there is no liability accrued in this respect as on the end of the financial year.

1.6 Government grants

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grants or subsidy related to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' fund.

1.7 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

1.8 Inventories

All trading goods are valued at lower of cost and net realizable value. Cost of inventories is determined on first in first out basis. Scrap is valued at net realizable value

Net realizable value is the estimated selling price in the ordinary course of business.

1.9 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from the revenue.

Income from Job work/Services

Revenue from Job work/ Services is recognized when the contractual obligation is fulfilled and goods/services are delivered to the contractee.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest. Interest income is included under the head "Other Income" in the statement of profit and loss.

1.10 Income Taxes

Tax expenses comprise current and deferred tax. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidences that they can be realized against future taxable profits. Deferred tax assets are reviewed at each reporting date.

Minimum Alternate Tax paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the guidance note on accounting for credit available in respect of minimum alternate tax under the income tax act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" at each reporting date.

1.11 Provisions and contingent liabilities

The company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a present obligation that cannot be estimated reliably or a possible or present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.12 Earning Per Share

Earning per share are calculated by dividing the net profit or loss after taxes for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating, diluted earnings per share, the net profit/ (loss) for the year attributable to equity shareholders and weighted average number of shares outstanding during the year are adjusted for the effects of dilutive potential equity shares.

1.13 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

JANUS CORPORATION LIMITED
Notes Forming part of Standalone Financial Statements (Contd.)

Note No : 2

(Rs.)

PROPERTY, PLANT AND EQUIPMENT												
Sl. No.	Particulars	Rate Of Depreciation	GROSS BLOCK				DEPRECIATION					NET BLOCK
			As at 1 st April, 2022	Additions During the year	Adjustment / Deduction during the	As at 31st March, 2023	Upto 1st April, 2022	During the year	Adjusted with Retained Earnings during the year	Adjustment /Deduction During the year	Upto 31st March, 2023	As at 31st March, 2023
1	Land (Free hold)		-	-	-	-	-	-	-	-	-	-
4	Plant & Equipment	18.1	5,17,988	-	-	5,17,988	5,17,988	5,17,988	-	93,756	4,24,232	4,24,232
5	Furniture & Fixtures		-	-	-	-	-	-	-	-	-	-
6	Vehicles	31.23	1,31,665	-	-	1,31,665	1,31,665	1,31,665	-	41,119	90,546	90,546
7	Office Equipments		-	-	-	-	-	-	-	-	-	-
8	Computer & Audio visual	39.3	17,676	-	-	17,676	17,676	17,676	-	6,946	10,729	10,729
9	Electrical Installations		-	-	-	-	-	-	-	-	-	-
	Total		6,67,329	-	-	6,67,329	6,67,329	6,67,329	-	1,41,821	5,25,507	5,25,507
	<i>Previous Year</i>		8,53,040.93	-	-	8,53,040.93	8,53,040.93	8,53,040.93	-	1,85,712.13	6,67,328.80	6,67,328.80

JANUS CORPORATION LIMITED
Notes Forming part of Standalone Financial Statements (Contd.)

Note No : 3

(Rs.)

INTANGIBLE ASSETS												
Sl. No.	Particulars	Rate Of Depreciation	GROSS BLOCK				AMORTISATION					NET BLOCK
			As at 1 st April, 2022	Additions During the Year	Adjustment/ Deduction during the Year	As at 31st March, 2023	As at 1 st April, 2022	During the year	Adjusted with Retained Earnings during the year	Adjustment / Deduction During the year	Upto 31st March, 2023	As at 31st March, 2023
1	Software	39.3	40,00,468	-	-	40,00,468	40,00,468	40,00,468	-	15,72,184	24,28,284	24,28,284
	Software (Acquired)	39.3	18,66,147	-	-	18,66,147	18,66,147	18,66,147	-	7,33,396	11,32,751	11,32,751
		3930%	58,66,615	-	-	58,66,615	58,66,615	58,66,615	-	23,05,580	35,61,035	35,61,035
	<i>Previous Year</i>	0%	96,64,934	-	-	96,64,934	96,64,934	96,64,934	-	37,98,319	58,66,615	58,66,615

JANUS CORPORATION LIMITED

Notes Forming part of Standalone Financial Statements (Contd.)

Note No : 4

Capital Work In Progress				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Projects Work In Progress				
- less than 6 months	-		-	
- 1 year to 2 years	-		-	
- 2 year to 3 years	-		-	
- More than 3 years	-		-	
		-		-
Projects Temporarily Suspended				
- less than 6 months	-		-	
- 1 year to 2 years	-		-	
- 2 year to 3 years	-		-	
- More than 3 years	-		-	
		-		-
		-		-

Note No : 5

(Rs.)

Non-current investments					
Particulars	Face	Number of	As at 31st	Number of	As at 31st
	value	Shares/units	March,2023	shares / units	March,2022
(1) Designated at fair value through profit or loss:					
(i) Quoted					
(a) In equity shares of Companies					
Fully paid up :					
(b) In units of mutual fund		-	-	-	-
(ii) Unquoted		-	-	-	-
			-		-

Note No : 6

Other financial assets - Non current (Unsecured, considered good)				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Deposit Stanford Office	1,25,000		1,25,000	-
Fixed deposits with banks	7,21,340	8,46,340	7,21,340	8,46,340
		8,46,340		8,46,340

Note No : 7

Deferred tax assets/liability (net)				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Tax effect of items constituting deferred tax assets/(liability)		-		-
		-		-

Note No : 8

Other non-current assets (Unsecured, considered good)				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Long-term loans and advances	7,28,99,473		6,88,71,627	
Advance other than capital advance				
Income Tax refundable	-		-	
		7,28,99,473		6,88,71,627
		7,28,99,473		6,88,71,627

Note No : 9

Inventories				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Raw materials	-		-	
Raw materials in transit	-		-	
Packing materials	-		-	
Work-in-progress	-		-	
Finished goods	-		-	
		-		-

(At lower of cost and net realizable value, unless stated otherwise)

JANUS CORPORATION LIMITED

Notes Forming part of Standalone Financial Statements (Contd.)

Note No : 10

Trade receivables - Current				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Unsecured, considered good				
Due from related parties	-		-	
Due from others		-		-
		-		-
TRADE RECEIVABLES AGEING SCHEDULE				
Undisputed, considered good				
- not yet due		4,53,65,594		5,95,74,745
- less than 6 months		-		-
- 6 months to 1 year		-		-
- 1 year to 2 years		-		-
- 2 year to 3 years		-		-
- More than 3 years		-		-
		4,53,65,594		5,95,74,745

Note No : 11

Cash and cash equivalents				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Balances with banks				
<i>In current accounts</i>	45,74,061		1,13,13,961	
Cash on hand	1,98,976	47,73,037	1,43,318	1,14,57,279
		47,73,037		1,14,57,279

Note No : 12

Bank balances other than cash and cash equivalents				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Fixed deposits with banks				
- Current portion of original maturity period more than 12 months	-		-	
- Original maturity period upto 12 months	-	-	-	-
		-		-

Note No : 13

Other financial assets - Current		
Particulars	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, considered good)		
Interest Accrued But Not Due	-	-
	-	-

Note No : 14

Other current assets				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
(Unsecured, considered good)				
Other Loans & Advances				
<i>Advance to Suppliers & Others</i>	3,84,54,429		3,95,96,176	
<i>GST Receivables</i>	-		-	
<i>VAT & Other Receivables</i>	-		-	
<i>Prepaid Expenses</i>	32,81,344		8,31,000	
<i>Export incentive receivable</i>	-	4,17,35,773	-	4,04,27,176
		4,17,35,773		4,04,27,176

JANUS CORPORATION LIMITED
Notes Forming part of Standalone Financial Statements (Contd.)

Note No : 15

(Rs.)

Equity Share capital				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares	Amount	No. of shares	Amount
(a) Authorised 25,000,000 (PY: 7,000,000) equity shares of `10/- each of previous year	2,50,00,000	25,00,00,000	25,00,00,000	-
	2,50,00,000	25,00,00,000	25,00,00,000	-
(b) Issued, subscribed and fully paid up				
57,39,000 equity shares of `10/- each	-	-	-	-
Changes during the year	-	-	-	-
At the end of the year	1,33,91,000.00	13,39,10,000	5,73,90,000.00	5,73,90,000

(c) The Company has only one class of equity shares having a par value of **Rs/-** per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity Shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Shareholders holding more than 5 % of the equity shares in the Company :

<u>Name of shareholder</u>	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares held	% of holding	No. of shares held	% of holding
SACHIN BHIMRAO PURI	193667	0.01	377000	1
LEMON MANAGEMENT CONSULTANCY PRIVATE LIMITED	1925466	0.14	2898200	5
HARISH KUMAR RIJHWANI	423500	0.03		
GENIUSBULLS INVESTMENT LIMITED	3,22,000	0.02	-	-
	28,64,633		32,75,200	

(e) Shares hold by the promoters at the end of the year

<u>Name of Promoters</u>	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares held	% of total shares	No. of shares held	% of total shares
SACHIN BHIMRAO PURI	1,93,667	0.01	3,77,000	-
LEMON MANAGEMENT CONSULTANCY PRIVATE LIMITED	19,25,466	0.14	28,98,200	

Note No : 16

(Rs.)

Other equity				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
(a) General reserve				
Balance as per last account				
Add: Transfer from Retained earnings				
(b) Retained earnings				
Balance as per Last Account	2,07,06,771		1,87,64,613	
Add : Surplus as per Statement of Profit and Loss	36,27,558.51		19,42,157	
Other Comprehensive Income(net of tax)	-		-	
Amount available for appropriation	2,43,34,329		2,07,06,771	
Less : Appropriations:				
Revaluation Reserve	30,00,000		30,00,000	
Share Premium Reserve	6,39,60,000		6,39,60,000	
less bonus given	(7,65,20,000)		-	
Balance at the end of the year		1,47,74,329		8,76,66,771
Total other equity		1,47,74,329		8,76,66,771

Note No : 17

(Rs.)

Non-Current financial Liability				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Long Term Borrowings	-		4,66,299.00	
Lease Liabilities	-		-	
Other Financial Liabilities	-		-	4,66,299.00
		-		4,66,299.00

JANUS CORPORATION LIMITED
Notes Forming part of Standalone Financial Statements (Contd.)

Note No : 18

Short - term borrowings				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
<u>Other Loans</u>				
From banks - Secured	-	-	-	-
		-		-

Note No : 19

Trade Payables - Current				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Total outstanding dues of micro enterprises and small enterprises				
Creditors for goods	-		-	
Creditors for services	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises				
Creditors for goods	-		-	
Creditors for services	1,43,44,702	1,43,44,702	2,85,55,977	2,85,55,977
		1,43,44,702		2,85,55,977
TRADE PAYABLES AGEING SCHEDULE(Outstanding for following periods from due date of payment)				
<u>Micro and small enterprises</u>				
- less than 1 year		-		-
- 1 year to 2 years		-		-
- 2 year to 3 years		-		-
- More than 3 years		-		-
<u>OTHERS</u>				
- less than 1 year		-		-
- 1 year to 2 years		-		-
- 2 year to 3 years		-		-
- More than 3 years		-		-
		1,43,44,702		2,85,55,977

Note No : 20

Other financial liabilities - Current				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
<u>Other payables</u>				
Duties & Taxes	9,02,439.00		3672591.58	
Auditor Fees	2,54,000.00		1,74,000.00	
Tds on contract	9,44,914.00		2,60,589.00	
Outstanding Liabilities for Expenses	-		80,011.00	
		2,96,475.00		41,87,191.58
		2,96,475		41,87,192

Note No : 21

Non-Current provisions				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Provision for Income Tax	24,23,350.91		91,28,268.00	
		24,23,350.91		91,28,268.00
		24,23,351		91,28,268

Note No : 22

Other current liabilities				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Advance Received	-		-	
Statutory liabilities	38,12,490.00	38,12,490.00	-	-
		38,12,490		-

JANUS CORPORATION LIMITED

Note No : 22

Revenue From Operations		
Particulars	As at 31st March, 2023	As at 31st March, 2022
<i>Sale Of Goods</i>	-	-
<i>Sale Of Scrap</i>	-	-
<i>Other Operating Revenues</i>	35,97,87,051.00	24,06,94,383.00
	35,97,87,051	24,06,94,383

Note No : 23

Other Income		
Particulars	As at 31st March, 2023	As at 31st March, 2022
Interest Income	-	-
<i>Fixed Deposits With Banks</i>	-	-
<i>Income tax Refunds</i>	-	-
<i>Interest On Advances</i>	-	-
Dividend Income	-	-
Net Gain on Sale of Investments	-	-
Other Non- Operating Income		
<i>Rent</i>	-	-
<i>Profit On Sale of Property, Plant & Equipment</i>	-	-
<i>Other Income</i>	-	-
	-	-

Note No : 24

Purchase Of Traded Goods		
Particulars	As at 31st March, 2023	As at 31st March, 2022
<i>Purchases</i>	34,53,47,732.00	22,68,67,869.00
	34,53,47,732	22,68,67,869

Note No : 25

Changes in Inventory of Finished goods, Work in Porgress & Stock-in-Trade		
Particulars	As at 31st March, 2023	As at 31st March, 2022
<i>(Increase)/ Decrease in Stocks</i>	-	-
<i>Stock at the end of the Year:</i>		
<i>Finished Goods</i>	-	-
TOTAL(A)	-	-
<i>Less : Stock at the Beginning of the year</i>	-	-
<i>Finished Goods</i>	-	-
TOTAL(B)	-	-
TOTAL (B-A)	-	-

Note No : 26

Employee Benefit expenses		
Particulars	As at 31st March, 2023	As at 31st March, 2022
<i>Salaries & Wages</i>	30,44,580.00	23,60,477.00
<i>Contribution to Provident & Other Funds</i>	-	-
<i>Staff Welfare Expenses</i>	-	-
	30,44,580	23,60,477

Note No : 27

Finance Costs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<i>Interest Expenses</i>	-	-
<i>Other Borrowing Costs</i>	-	-
<i>Bank Charges</i>	-	-
	-	-

Note No : 28

Other Expenses		
Particulars	As at 31st March, 2023	As at 31st March, 2022
<i>Payment to Auditors</i>		
<i>As auditor:</i>	-	-
~Audit Fee	80,000	60,000.00
<i>Bank Charges</i>	2,831	
<i>Accounting Charges</i>	8,000	8,000.00
<i>Conveyance & Travelling</i>	2,06,980	2,41,889.00
<i>Telephone expenses</i>	34,370	30,030.00
<i>Transport Charges</i>	74,187	2,00,690.00
<i>General Expenses</i>	8,54,539	
<i>Office expenses</i>	9,16,769	6,77,894.21
<i>Electricity expenses</i>		1,66,700.00
<i>Interest on Income Tax</i>	-	
<i>Late Fees</i>	84,000	9,050.00
<i>MCA Charges</i>	3,10,015	24,11,904.00
<i>Repairs & Maintenance</i>	5,67,972	56,919.00
<i>Legal fees</i>	1,97,500	
<i>Printing & Stationery</i>	35,558	39,000.00
<i>Professional charges</i>	1,37,773	1,49,600.00
<i>Profession Tax</i>	12,500	14,300.00
<i>Travelling Expenses</i>	1,17,688	1,52,430.00
<i>Rent</i>	4,04,550	1,39,400.00
	40,45,232	43,57,806

Note No : 29

Other comprehensive income		
Particulars	As at 31st March, 2023	As at 31st March, 2022
<u>Items that will not be reclassified to profit or loss</u>		
Re- measurement of defined benefit plans	-	-
Less: Income tax relating to items that will not be reclassified to profit or loss	-	-
	-	-

NOTE: 30: Earning Per Share (EPS)

<i>Particulars</i>	<i>Year Ended</i>	
	<i>March 31, 2023</i>	<i>March 31, 2022</i>
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	36,27,558.51	19,42,157.45
Weighted Average number of equity shares used as denominator for calculating EPS	-	-
Basic and Diluted Earnings per share	0.00	0.00
Face Value per equity share	0	0

NOTE: 31: Disclosures

The following disclosures shall be made where Loans or Advances in the nature of loans granted to Promoters, Directors, KMPs and the related parties , either severally or jointly with any other person:

<i>Type Of Borrowers</i>	<i>Amount Of Loan or Advance in the nature of loan Outstanding</i>	<i>Percentage to the Loans & Advances in the nature of Loans</i>
Promoters		
Directors		
KMPs		
Related Parties		

NOTE: 32: Contingent Liability & Capital Commitments

- a) Company do/ do not have any Contingent Liability for the year under review.
- b) Company do / do not have any Capital Commitments for the year under review.

NOTE: 33: Segment Reporting

The geographical segment of the company is the primary the reporting segment ie operating in India and the business segment is the secondary segment.

NOTE: 34 : Corporate Social Responsibility

Where Company falls under the provision of section 135 Of the companies Act, 2013 i.e. CSR Provision , then Auditor needs to give disclosure about its nature, amount spent or expenditure incurred etc in the Notes of Accounts.