

To

23-08-2023

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

Scrip Code: 503685

Respected Sir,

Sub: Submission of Annual Report of the 41st Annual General Meeting for FY 2022-23 to be held on 14th September 2023-Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

In pursuance with Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find the enclosed Annual Report of the 41st Annual General Meeting for the FY-2022-23 to be held on 14th September, 2023 at 11.30 A.M. through Video Conferencing facility which does not require physical presence of Members of a common venue.

The E-voting period begins from 11th September 2023 to 13th September, 2023

Cut-off date will be 7th September, 2023 and

The Closure of book will be from 8th September 2023 to 14th September 2023

Thanking You,

Yours faithfully,

For MEDIAONE GLOBAL ENTERTAINMENT LIMITED

SURYARAJ KUMAR

Managing Director

DIN: 00714694

A silhouette of a person wearing a cap and holding a megaphone, standing next to two clapperboards. The background is dark blue with faint film strip patterns.

ANNUAL REPORT 2022-2023

A large, light-colored film reel is positioned in the bottom left corner of the page.

**MEDIAONE GLOBAL
ENTERTAINMENT
LIMITED**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Suryaraj Kumar	Managing Director
Mr. Timothy Alfred Joseph Moses	Non-Executive-Independent Director
Ms. Saraswathy Gopalan	Non-Executive-Independent Director
Mr. SaiprasadKuragayala	Non-Executive-Independent Director
Ms. Govind Anusha	Company Secretary
Mr. M. Srinivas Kumar	Chief Financial Officer

AUDIT COMMITTEE

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

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

STATUTORY AUDITORS

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

INTERNAL AUDITORS

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

PRINCIPAL BANKER:

Indian Overseas Bank, Kilpauk Branch
Axis Bank, Mylapore Branch

REGISTRAR & SHARE TRANSFER AGENTS:

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

REGISTERED OFFICE

Old No. 1/38, New No. 1/38,
Mataji Complex, Flat no. 32,
1st Lane, Wallers Road,
Mount Road, Chennai, Tamil Nadu, 600002
Fax: 044-42146321,
Investor Relations Email ID: contact@mediaoneglobal.in
Email: contact@mediaoneglobal.in
Website: www.mediaoneglobal.in

Annual Report 2022-2023

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NOTICE

Notice is hereby given that the 41st Annual General Meeting of **MEDIAONE GLOBAL ENTERTAINMENT LIMITED** will be held **on Thursday, 14th September 2023** at 11.30 AM through video conferencing (“VC”) / other audio-visual means (“OAVM”) to transact the following business.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a director in place of Mr. Suryaraj Kumar (DIN:00714694) who retires from office by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

- 3) **To reappoint Mr. Suryaraj Kumar (DIN:00714694) as Managing Director of the company for a period of five consecutive year.**

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

RESOLVED THAT pursuant to provisions of sections 152, 196, read with other applicable provisions if any of the Companies Act 2013 (including any statutory modifications, enactments or re-enactments, thereof for the time being in force), SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, Consent of the Company be and is hereby accorded for the reappointment of Mr. Suryaraj Kumar (DIN:00714694) as Managing Director of the company w.e.f 14thSeptember,2023 for a period of 5(five)years, subject to retirement by rotation without payment of remuneration on such terms and conditions as detailed in the explanatory statement.

FURTHER RESOLVED THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution”

4) To reappoint Mr. Timothy Alfred Joseph Moses (holding DIN: 01921176) as Independent Director of the company for a second term of five consecutive year.

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

RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Timothy Alfred Joseph Moses (DIN: 01921176), who has submitted a declaration of Independence under Section 149(7) of companies Act 2013, be and is hereby reappointed for further period of five years from 14th September, 2023 to 13th September, 2028.

5) Authorization to the Company for Investment/Loan/Guarantees exceeding the Limits (Section 186):

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

RESOLVED THAT in accordance with the provisions of Section 186 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the memorandum and articles of association of the Company, the consent of the members of Company be and is hereby accorded to the Board of Directors of the Company, by way of special resolution, for giving loans to any person or body corporate or for issuing any guarantee or providing any security in the form of mortgage, pledge, hypothecation or any other charge in connection with a loan made to any person or body corporate or for acquiring by way of subscription, purchase or otherwise, the securities of anybody corporate, from time to time, on such terms and conditions as may be deemed fit by the Board of Directors, notwithstanding that such investments and/or loans made and/or guarantees and/or securities provided, together with all other investment(s)/loan(s) so far made and guarantee or security so far provided to or in all other persons and/or bodies corporate, shall exceed the limits prescribed under Section 186 of the Companies Act, 2013; provided, however, that the total amount of such investments, loans, guarantees and/or securities shall not exceed the limit of 500 Crores (Rupees five hundred Crores only) outstanding at any point of time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Committee of Directors, the managing director, the manager, or any other principal officer of the Company as the Board may deem fit, to give effect to this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to discuss, negotiate, modify and finalise terms and conditions on which the Company shall give loans or issue any guarantee or provide any security in connection with a loan made to any person or body corporate and also to negotiate, finalise, settle, modify, amend and execute such documents / deeds / writings / papers / agreements as may be required for the same and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, usual or expedient for this purpose.

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

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

RESOLVED THAT in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee thereof) to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 500 Crores (Both funded and non-funded) at any one point of time

RESOLVED FURTHER THAT the Board or Company Secretary or Chief Financial Officer, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required

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

**Place: Chennai
Date: 22.08.2023**

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 (hereinafter referred to as “Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”) permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In line with the Circulars, the Annual Report for the Financial Year 2022-23 including Notice of the 41stAGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at www.mediaoneglobal.in, websites of the Stock Exchange i.e., BSE Limited at bseindia.com
5. The SEBI has mandated the submission of the Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company’s share transfer agent, M/s. Cameo Corporate Services Limited.
6. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.

7. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of M/s. Cameo Corporate Services Limited for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.
9. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialise the shares with their Depository Participant.
10. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
11. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
12. The Register of Members and Share Transfer Books of the Company will **remain closed from Friday, 8th September 2023 to Thursday, 14th September 2023** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
13. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on Monday, 7th of September 2023, may cast their vote by remote e-voting. The remote e-voting period commences on **Monday, 11th September 2023 at 09:00 A.M. (IST)** and ends on **Wednesday, 13th September 2023 at 05:00 P.M. (IST)**. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

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

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

- (i) The voting period begins on **Monday, 11th September 2023 at 09:00 A.M.** (IST) and ends on **Wednesday, 13th September 2023 at 05:00 P.M** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of on Monday, 7th of September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System

<p>with CDSL</p>	<p>Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile.</p>

	Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteendigitdemat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

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

vi. After entering these details appropriately, click on “SUBMIT” tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts

for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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

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

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

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

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

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

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at their email address,

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

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

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

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

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

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

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

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

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

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

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

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

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

**Place: Chennai
Date: 22.08.2023**

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

Item No.3

The present proposal is to seek the shareholders’ approval for the reappointment of Mr. Suryaraj Kumar as Managing Director of the company for a further period of 5(five) years w.e.f 14.09.2023. The appointment has been recommended by the Nomination & Remuneration Committee in its meeting held on 11.08.2023 and subsequently approved by the Board of Directors in its meeting held on the same date. Mr. Suryaraj Kumar has more than 30 years of experience in Media, Production and Marketing field. He has helped the company in achieving its targets with his rich experience in media and entertainment business. Considering his experience and knowledge, the Board thought it fit to avail his services in the interest of the Company.

The Board recommends the Resolution to be passed as a Special Resolution. None of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 3.

Brief Profile of Mr. Suryaraj Kumar is furnished below:

Name of the Director	Mr. Suryaraj Kumar
Din	00714694
Age	66 years
Date of appointment as Whole Time Director	24/01/2006
Experience in business field viz-Administration, Production and Marketing of Industrial Gases	More than 30 years
No. of shares held as on 31.03.2023	4,00,637
Directorship in other public companies	Nil
Chairman/Member of committees of company	Nil
Relationship with any other Director	Nil

Item No.4

The Present proposal is to seek the Shareholders’ approval for the appointment of Mr. Timothy Alfred Joseph Moses (DIN: 01921176) as an Independent Director for reappointment of second term of Five (5) years with effect from 14/09/2023 in terms of the applicable provisions of the Companies Act, 2013. The appointment has been recommended by the Nomination and Remuneration Committee in its meeting held on 11/08/2023 and subsequently approved by the Board of Directors in its meeting held on the same day.

Brief profile of Mr. Timothy Alfred Joseph Moses (DIN: 01921176) is given below as per SEBI Regulations and Secretarial Standards.

Name of the Director	Mr. Timothy Alfred Joseph Moses
Din	01921176
Age	50 years
Experience in business field viz-Administration, Production and Marketing of Industrial Gases	More than 20 years
Qualification	Post Graduation
Experience (including Expertise in Specific Functional Areas	Vast experience in media and entertainment business
Directorship in other public companies	NIL
Chairman/Member of committees of other public company	NIL
Relationship with any other Director	NIL

Item No.5

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 186of 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.500Crores, 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.5for approval by the members of the Company.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

Item no. 6**To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 500 Crores.**

Considering the business plans and the growing fund requirements of the Company, it is proposed to increase the borrowing limit of the Company to INR 500 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board recommends the above special resolution for your approval.

No Director or any of the Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the Resolution.

ANNEXURE TO THE NOTICE

Information for reappointment/ appointment of Directors as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as per Secretarial Standards-2

Name of Director	Mr. Suryaraj Kumar
Date of Birth	26/01/1955
Age	66 Years
Qualification	Post Graduation
Original date of appointment	24/01/2006
Experience (including Expertise in Specific Functional Areas)	Vast experience in media and entertainment business
Shareholding in the Company (Nos.)	4,00,637
Details of Directorship in other public companies (Excluding Foreign Companies and Section 8 Companies)	NIL
Status in other Board Committees of the company	NIL
Relationship with other Director /KMP	Nil

DIRECTORS' REPORT

Your directors have pleasure in presenting their 41st Annual Report and the Audited Financial Statements of the Company for the year ended March 31, 2023.

1. FINANCIAL PERFORMANCE

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

Particulars	(Rs. Lacs)	
	For the year ended 31.03.2023	For the year ended 31.03.2022
Total Income	2135.11	290.12
Total Expense	1755.35	735.255
Profit/(Loss) before Taxation	379.76	-445.13
Less: Provision for Taxation	-	-
Add/(Less): Provision for Deferred Taxation	-	-
Less: Income Tax of Earlier Year	-	-
Net Profit/(Loss) after Tax	379.76	-445.13

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

During the year under review, the Company earned a net profit of 379.76 lakhs against a Net loss of Rs. (445.13) lakhs in the previous year.

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

3. SHARE CAPITAL

The paid-up Equity Share capital of Company as on March 31, 2023 was Rs. 14,72,00,000. No additions or alterations were made during the year.

4. DIVIDEND

The Board of Directors have not recommended any dividend for the financial year 2022-23.

5. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

There has been no loan and guarantees given or made by the Company under Section 186 of the Act, 2013 during the financial year 2022-23

6. TRANSFER TO GENERAL RESERVE:

Your directors do not propose to transfer any amount to the general reserve of the company during the financial year 2022-23.

7. DEPOSITS:

During the financial year 2022-23, your Company has not accepted any deposit under the provisions of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Particulars of contracts or arrangements with related parties referred to Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC 2, are appended as Annexure I

9. CORPORATE GOVERNANCE

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

10. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

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

11. BOARD POLICIES:

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

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

- viii. Vigil Mechanism Policy
- ix. Policy for determining Material Subsidiaries

12. RISK MANAGEMENT:

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

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

13. NOMINATION AND REMUNERATION POLICY:

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

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

1. The Committee had formulated the criteria for determining qualifications, positive attributes, and independence of a director and is available in the company website www.mediaoneglobal.in.
2. The Committee shall identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
3. Recommend to the Board, appointment, and removal of Director, KMP and Senior Management Personnel.
4. The Board shall carry out evaluations of the performance of every Director, KMP and Senior Management Personnel at regular intervals (yearly).
5. The remuneration/ compensation/ commission etc. to the Managerial Personnel, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.
6. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Personnel.

7. Where any insurance is taken by the Company on behalf of its Managerial Personnel, Chief Financial Officer, the Company Secretary, and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
8. The Non-Executive/ Independent Director has not been paid remuneration by way of fees for attending meetings of the Board or Committee thereof.
9. Commission to Non-Executive/ Independent Directors If proposed may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

14. INTERNAL COMPLAINTS COMMITTEE:

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

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

Internal Complaint Committee Members:

1. Ms. Saraswathy Gopalan
2. Mr. Jayakumar

The Committee met once in the financial year 2022-23. The Company is committed to provide a safe and conducive work environment to its employees during the financial year. Your directors state that during the financial year 2022-23, there were no cases filed pursuant to the Sexual harassment of Women at workplace (Prevention and Redressal) Act, 2013.

15. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Ritestone Solutions Private Limited, which was a subsidiary of the company, declared bankrupt on March 2016 and hence could not continue as subsidiary company. As far as the Mediaone Global UK Limited is concerned, it was dissolved in 2018, however there is no certificate of dissolution was produced to the company. After considering the audit committee recommendation on the above the board decided to discontinue to mention the subsidiary name from the year 2022-23 onwards and that proper closure certificate be obtained from UK company.

16. COMMISSION RECEIVED BY DIRECTOR FROM HOLDING OR SUBSIDIARY COMPANY:

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

17. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report under section 134(3)(l) of the companies act, 2013.

18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

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

1. The Company received Final judgement dated 16th June 2022 against the petition/Application No. E.O.C.C. No. 122/2017 from the court of additional Chief Metropolitan Magistrate, Chennai.
2. The Company received Final judgement dated 21st June 2022 against the petition/Application No. E.O.C.C. No. 123/2017 from the court of additional Chief Metropolitan Magistrate, Chennai.
3. The Company received order dated 28 th July 2022 against the petition/Application No CA No.87 Sec.441/RD(SR)/2022-23, CA No.88 Sec.441/RD(SR)/2022-23, CA No.89 Sec.441/RD (SR)/2022-23, No.90 Sec.441/RD(SR)/2022-23 No.91 Sec.441/RD(SR)/2022-23, No.92 Sec.441/RD(SR)/2022-23, No.93 Sec.441/RD(SR)/2022-23, No.94 Sec.441/RD(SR)/2022-23, No.96 Sec.441/RD(SR)/2022-23, No.97 Sec.441/RD(SR)/2022-23 from Regional Director, Chennai for the application filed under section 441 of the Companies Act, 2013.
4. Lifting of Companies status from “under liquidation “to “active” for filing w.e.f 21-02-2023 vide High Court of Madras order copy dated 25thJanuary 2023 directing Registrar of Companies to lift the liquidation status.
5. Initiation of Forensic Audit by Bombay Stock Exchange (BSE) for the period 01.04.2016-31.03.2022. The Company is yet to receive the Final Order/findings by the authority

19. REPORTING OF FRAUDS BY AUDITORS:

The statutory auditors have not reported any instance of fraud under Section 143(12) of the Companies Act, 2013 during this year.

20. AUDITORS:

STATUTORY AUDITORS:

M/s. Vivekanandan & Associates, Chartered Accountant, (Firm Registration Number: 005268 S) were appointed as statutory auditor of the company for the term of five years in the 39th Annual General Meeting held on 28th August 2021 and they continue to be the Auditors till this 44th Annual General Meeting.

COMMENT ON STATUTORY AUDITOR'S REPORT:

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

SECRETARIAL AUDITOR:

Pursuant to the requirements of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. P.S. Srinivasan of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. CP 3122) was appointed to conduct the Secretarial Audit for the financial year 2022-2023.

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

QUALIFICATION IN SECRETARIAL AUDIT REPORT

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

1. Company will take due action of complying with secretarial standards, LODR, FEMA regulations and website of the company.
2. The Company is yet to receive the Forensic Audit Report.
3. The qualification mentioned regarding the unpaid dividend account is actually not an unpaid dividend but it is an undeclared dividend amount. It was wrongly shown under 'unpaid dividend account' for a long period. Due to this it was misconstrued by the other directors that such amount was not transferred to IEPF authority hence attract the violation of Section 205. Managing Director further explained that the unpaid dividend shown under the liabilities related to the earlier provision made for payment of dividend but not declared. Since the amount is not payable, the reversal was mandatory to clean up the balance sheet to reflect the correct position of the accounts.
4. Discontinuation of Ritestone Solutions Private Limited (Declared Bankrupt on march 2016) and Media One Global UK Ltd (Dissolved in 2018) as Subsidiary Companies from the year 2022-23 onwards and that proper closure certificate yet be obtained from UK company.

INTERNAL AUDITORS:

Mr. Balasubramaniam was appointed as an Internal Auditor of the Company w.e.f, 01stApril 2022. The Audit Committee determines the scope of internal Audit in line with regulatory and business requirements.

COST AUDITORS:

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

21. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Director's Re-appointment:

- Mr. Suryaraj Kumar (DIN:00714694) who retires from office by rotation and being eligible offers himself for reappointment.
- Reappointment of Mr. Suryaraj Kumar (DIN:00714694) as Managing Director of the company for a period of 5 years.
- Reappointment of Mr. Timothy Alfred Joseph Moses (DIN: 01921176), as Independent Director of the company for a second term of five consecutive year.

22. BOARD EVALUATION:

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

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

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

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

1. Attendance of meetings.
2. Understanding and knowledge of the entity.
3. Maintaining Confidentiality of board discussion.
4. Contribution to the board by active participation.
5. Maintaining independent judgment in the decisions of the Board

23. AUDIT COMMITTEE RECOMMENDATION:

During the year all the recommendations of the Audit Committee were accepted by the Board. Pursuant to Section 177(8) of the Companies Act, 2013, the Composition of Audit Committee is given as under:

Composition of Audit Committee:

The Composition of the Audit Committee as on 31st March 2023 is as follows:

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

24. NUMBER OF MEETINGS OF THE BOARD AND BOARDS' COMMITTEE:

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

Meeting	No. of Meetings during the Financial Year 2022-23	Date of the Meeting
Board Meeting	5	24 th May 2022, 6 th August 2022, 7 th November 2022, 9 th December 2022 and 02 nd February 2023
Audit Committee	4	24 th May 2022, 6 th August 2022, 7 th November 2022 and 02 nd February 2023
Nomination & Remuneration Committee	1	2 nd February 2023

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

25. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

As required under Clause VII of Schedule IV of the Companies Act, 2013, the Independent Directors held a Meeting on 2nd February 2023, without the attendance of Non-Independent Directors and members of Management.

26. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The familiarization program is to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes and about the overall functioning and performance of the Company. The policy and details of familiarization program is available on the website of the Company at www.mediaoneglobal.net

27. INDEPENDENT DIRECTOR'S DECLARATION:

All Independent Directors have given declarations that they meet the Criteria of independence laid down under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 in respect of financial year ended 31st March, 2023, which has been relied on by the Company and placed at the Board Meeting.

28. SECRETARIAL STANDARDS:

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

29. WHISTLE BLOWER POLICY/ VIGIL MECHANISM:

Pursuant to Section 177(9) of the Companies Act, 2013, your Company has established a Vigil Mechanism policy for directors and employees to report concerns about unethical behaviours, actual or suspected fraud, violations of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against the victimization of employees who avail themselves of the mechanism and also provides for direct access by the Whistle Blower to the Audit Committee. It is affirmed that during the Financial Year 2022-23, no employee has been denied access to the Audit Committee. The vigil mechanism policy is also available on the Company's website www.mediaoneglobal.net

30. INTERNAL FINANCE CONTROL SYSTEM AND THEIR ADEQUACY:

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

The systems are periodically reviewed by the Audit Committee of the Board for identification of deficiencies and necessary time-bound actions are taken to improve efficiency at all the levels. The

Committee also reviews the observations forming part of internal auditors' report, key issues and areas of improvement, significant processes and accounting policies.

31. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:

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

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

The Code lays down the standard of Conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders.

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

32. CORPORATE SOCIAL RESPONSIBILITY (CSR):

As per the provision of Section 135 of the Companies Act, 2013, all companies having a net worth of Rs.500crore or more, or a turnover of Rs.1,000crore or more or a net profit of Rs5crore or more during any financial year are required to constitute a CSR committee and our Company does not meet the criteria as mentioned above, hence the Company has not constituted any Corporate Social Responsibility Committee; and has not developed and implemented any Corporate Social Responsibility initiatives and the provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

33. EXTRACT OF ANNUAL RETURN:

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

34. PARTICULARS OF EMPLOYEES:

There are no employees falling within the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

35. DISCLOSURE REQUIREMENTS:

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

36. DIRECTORS' RESPONSIBILITIES STATEMENT:

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

- a) In the preparation of the annual accounts for the year ended 31st March 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for the year ended on that date.
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) They have prepared the annual accounts on a going concern basis.
- e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

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

37. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**A. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:-**

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

B. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. in lakhs)

C. FOREIGN EXCHANGE EARNINGS AND OUTGO	2022-23	2021-22
Earning in Foreign Exchange	4,72,18,176/-	NIL
Expenditure in Foreign Exchange	NIL	NIL
CIF value of imports - Raw Materials - Calcium Carbide	NA	NA

38. CORPORATE GOVERNANCE

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

39. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016.

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

NIL

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

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

42. THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR AND PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR AND KMP:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is furnished hereunder:

S. No	Name	Designation	Remuneration paid FY 2022-23	Remuneration paid FY 2021-22	Ratio / times per median of employee remuneration
1	Govind Anusha	Company Secretary	27500	-	1.10:1

43. LISTING FEES:

The Company confirms that it has paid the annual listing fees for the year 2022-23 to the Bombay Stock Exchange.

44. CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS:

The Register of Members and Share Transfer books of the company will be closed with effect from Friday, 8th September 2023 to Thursday, 14th of September 2023 (both days inclusive).

45. ACKNOWLEDGEMENT:

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

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

46. CAUTIONARY STATEMENT:

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

For Mediaone Global Entertainment Limited

Sd/-
Suryaraj Kumar
Chairman & Managing Director
DIN: 00714694

Date: 22-08-2023
Place: Chennai

Annexure I
DETAILS OF RELATED PARTY TRANSACTIONS

Form No. AOC-2

**(Pursuant to clause (h) of Sub Section (3) of Section 134 of the Act
and Rule 8(2) of the (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in subsection (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under the proviso thereto :

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
 - a) Name(s) of the related party and nature of relationship : NIL
 - b) Nature of Contracts/arrangements/transactions: NIL
 - c) Duration of Contracts or arrangements/transactions :NIL
 - d) Salient terms of the contracts or arrangements or transactions including the value: NIL
 - e) Justification for entering into such contracts or arrangements or transactions: NIL
 - f) Date(s) of approval by the Board: NIL
 - g) Amount paid as advances ,if any: NIL
 - h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: NIL

2. Details of material contracts or arrangements or transactions at arm's length basis:
 - a) Name of the related party and nature of relationship:
 - (i) SURYARAJ KUMAR – Managing Director
 - (ii) PPG International Limited – Holding Company

 - b) Nature of transaction
 - I. Managing Director remuneration
 - II. Export of Services

C) Salient terms of the transaction including the value if any

PARTICULARS	TRANSACTION AMOUNT	NATURE OF TRANSACTION
Key Management Personnel		
SURYARAJ KUMAR	Rs Nil (Rs. Nil) Rs. 84,00,000 (Rs. 84,00,000)	Managing Director remuneration Amount payable to the Director
Transaction with Holding Company	Rs. 7,12,26,610/- Rs. 4,04,31,818/-	Export of Services – Contents produced on their behalf. Amount outstanding as at year-end on account of export of services

Date: 22-08-2023

Place: Chennai

For Mediaone Global Entertainment Limited

Sd/-

Suryaraj Kumar
Chairman & Managing Director
DIN: 00714694

Annexure II**Form No. MR-3****Secretarial Audit Report for the financial year ended 31.03.2023**

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

To,
The Members
MEDIAONE GLOBAL ENTERTAINMENT LIMITED

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (a) all the documents and records made available to us and explanation provided by **Mediaone Global Entertainment Limited** ("the Listed Entity"),
- (b) the filings/submissions made by the Listed Entity to the Stock Exchange,
- (c) website of the listed entity,
- (d) books, papers, minute books, forms and returns filed with the Ministry of Corporate Affairs and other records maintained by **Mediaone Global Entertainment Limited** ("the Company") for the financial year ended on 31st March, 2023 according to the provisions as

applicable to the Company during the period of audit and subject to the reporting made hereinafter and in respect of all statutory provisions listed hereunder:

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

- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- (l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- (m) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder;
- (n) Securities and Exchange Board of India Vide Circular no: CIR/CFD/CMD1/27/2019 dated February 08, 2019.
- (o) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings.

We hereby report that

- a. The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder,
- b. The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- c. **Actions have been taken against the listed entity on few events by stock exchange under the aforesaid acts/regulations/ circulars/ guidelines issued thereunder as specifically mentioned in 24A Audit Report:**
 - Non-Compliance of Regulation 13(3) of SEBI (LODR), 2015- Fine was levied against the Company has been paid.
 - Non-Compliance of Regulation 6(1) of SEBI (LODR), 2015- Fine was levied against the Company and promoters' shares were frozen, however the company filed waiver application during April, 2023 and fine was waived off during 25th April 2023.
 - Warning letter issued (First Time Violation) as per the Insider code of conduct of the Company under Regulation 9 of SEBI (PIT) Regulation 2015 against Saraswathy Gopalan and fine levied amounting to Rs. 5,000/-
- d. The clauses 6(a) and 6(b) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors are not

applicable for the year.

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

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

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

1. The Indian Copyright Act,1957
2. The Trademarks Act,1999
3. The Cinematograph Act,1909
4. The Indian Contract Act,1872
5. The Patent Act,1970
6. Intellectual Property Rights related laws

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

1. The company has been identified as ESM :Stage 2 by BSE.
2. The Company is yet to improve in Secretarial Standard in certain areas.
3. The Company is yet to strictly comply with SEBI (LODR) Regulations, 2015 among other deviations as observed in 24A Audit filed with Bombay Stock Exchange.
4. The Website of the Company is not actively updated.
5. There was Delay in the filing of following forms MGT-7, AOC-4 XBRL, however the same was filed with additional fee with the Registrar of Companies.
6. Initiation of Forensic Audit by Bombay Stock Exchange (BSE) for the period 01.04.2016-31.03.2022.The Company is yet to receive the Final Order/findings by the authority
7. Violation of foreign exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings.

8. Unpaid dividend account has been written off and added up in other income for the current year balance sheet resulting to IEPF violation.
9. Discontinuation of Ritestone Solutions Private Limited (Declared Bankrupt on march 2016) and Media One Global UK Ltd(Dissolved in 2018) - Subsidiary Companies from the year 2022-23 onwards and that proper closure certificate yet be obtained from UK company.
10. The company did not file form DIR-12 for the Resignation of Miss. Joyce OliviyiTauro (DIN: 08765489), Independent Director of the Company due to technical problems faced by Company.

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

1. The Securities and Exchange Board of India (Share Based employee Benefits and Sweat equity) Regulations, 2021 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
4. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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

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

We further report that

The Board of Directors of the company is constituted with Executive Directors, Non-Executive Directors and Independent Directors. During the period under review, there was no changes in the Board of Directors.

Notices is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

1. The Company faced Legal Litigation Initiated with EXIM Bank, to account for this situation, the company has made a provision of ₹3,34,91,405 in its books of accounts. This provision includes the unpaid interest of ₹60,90,210. It has been classified as other non-current liabilities as of March 31, 2022.
2. Resignation of Miss. Joyce Oliviya Tauro (DIN: 08765489), Independent Director of the Company w.e.f 17th May 2022.
3. Cessation of Mr. Raghavan Gopalswami, Compliance officer and Company Secretary of the Company w.e.f 24th August 2022 due to death.
4. Open offer made by PPG International Limited (Acquirer) to acquire 38,27,200 equity shares of the face value of Rs.10.00 of Mediaone Global Entertainment Limited (Target Company) at Rs.2.00 per equity share representing 26.00% of the equity shares of the Target Company. Shares acquired from Shripathee Investments P Ltd by the way of open offer is 75,54,359 equity shares.
5. The Company received Final judgement dated 16th June 2022 against the petition/Application No. E.O.C.C. No. 122/2017 from the court of additional Chief Metropolitan Magistrate, Chennai.
6. The Company received Final judgement dated 21th June 2022 against the petition/Application No. E.O.C.C. No. 123/2017 from the court of additional Chief Metropolitan Magistrate, Chennai
7. The Company received order dated 28th July 2022 against the petition/Application No CA No.87Sec.441/RD(SR)/2022-23, CA No.88Sec.441/RD(SR)/2022-23, CA No.89Sec.441/RD(SR)/2022-23, No.90Sec.441/RD(SR)/2022-23, 23No.91Sec.441/RD(SR)/2022-23, No.92Sec.441/RD(SR)/2022-23, No.93Sec.441/RD(SR)/2022-23, No.94Sec.441/RD(SR)/2022-23, No.96Sec.441/RD(SR)/2022-23, No.97Sec.441/RD(SR)/2022-23 from Regional Director, Chennai for the application filed under section 441 of the Companies Act, 2013.
8. Appointment of Mrs. Govind Anushahas as Company Secretary and Compliance Officer of the Company w.e.f 01st January 2023.

9. Appointment of Mr. Ruben Prasanth (DIN: 09766622) as an Independent Director of the Company vide Postal Ballot dated 10th January 2023, however the Company has not filed Form DIR-12 with Ministry of Corporate Affairs, Director withdrawn stating his inability to serve as Independent Director of the Company.
10. Lifting of Companies status from “under liquidation “to “active” for filing w.e.f 21-02-2023 vide High Court of Madras order copy dated 25th January 2023 directing Registrar of Companies to lift the liquidation status.

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

1. The Company signed with GD Naidu Charities to make a Biopic on the life and achievements of Mr. GD Naidu Starring R Madhavan dated 05th April 2023.
2. The Company filed waiver application for fines for late / non-compliance under Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/ erstwhile Listing agreement, however the same was withdrawn on 25th April 2023 based on the submissions made by the Company dated.
3. Mr. SuryarajKumar(belonging to promoter Group) sold 1400 Equity shares of the Company through open market on 22nd May 2023 and the holding after transactions stands at 399224 Equity shares.
4. Mr. SuryarajKumar(belonging to promoter Group) acquired 2800 Equity shares of the Company through open market on 26th May 2023 and the holding after transactions stands at 400637 Equity shares.
5. The Company has announced that it will be executing & providing Production Services for two Marathi movies shooting in the United Kingdom dated 21st June 2023.
6. Initiation of Forensic Audit by Bombay Stock Exchange (BSE) in connection with the ongoing investigation on Eros International Limited and appointment of M/S. SKVM& Co as the auditor for the same. The Company is yet to receive the Final Order/findings by the authority

7. The Company filed waiver application dated 19th July 2023 for the Fines Imposed on the Company for the non-compliances of Regulation 23(9) of SEBI (LODR) Regulations, 2015 as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, however the same is pending for approval

Place: Chennai
Date: 22.08.2023

For **LAKSHMMI SUBRAMANIAN & ASSOCIATES**

Sd-/
P.S. Srinivasan
Partner
FCS No. 1090
C.P. No. 3122
Peer Review Certificate No:1670/2022
UDIN: A001090E000838795

ANNEXURE - A

To,
The Members
MEDIAONE GLOBAL ENTERTAINMENT LIMITED

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: 22.08.2023

For **LAKSHMMI SUBRAMANIAN & ASSOCIATES**

Sd-/
P.S. Srinivasan
Partner
FCS No. 1090
C.P. No. 3122
Peer Review Certificate No:1670/2022
UDIN: A001090E000838795

ANNEXURE III**REPORT ON CORPORATE GOVERNANCE**

In accordance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing details of corporate governance systems and process at Mediaone Global Entertainment as Under:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

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

BOARD OF DIRECTORS:

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

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

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

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

Name of the Director	Designation	DIN	Category
Mr. Suryaraj Kumar	Managing Director	00714694	Promoter and Executive Director
Mr. Timothy Alfred Joseph Moses	Director	01921176	Independent Director
Ms. Saraswathy Gopalan	Director	08372677	Independent Director
Mr. Saiprasad Kuragayala	Director	06987754	Independent Director

Woman Director

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

As required under Number of Meetings of the Board:

The Board met 5 (five times) on the following dates during the financial year 2022-2023.

S. No	Date of the Board meeting
1	24.05.2022
2	06.08.2022
3	07.11.2022
4	09.12.2022
5	02.02.2023

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

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

Name	Category	No. of Board Meetings Held	No. of Board Meeting attended
Mr. Suryaraj Kumar	Executive Director	5	5
Mr. Timothy Alfred Joseph Moses	Independent Director	5	5

Ms. Saraswathy Gopalan	Independent Director	5	5
Mr. SaiprasadKuragayala	Independent Director	5	5

Board Procedure

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

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

Director’s attendance at the last Annual General Meeting

The following Directors of the Company attended the last Annual General Meeting of the Company held on 10th September 2022.

Category	Name of the Director
Executive Directors	Mr. Suryaraj Kumar
Independent Directors	Mr. Timothy Alfred Joseph Moses, Ms. Saraswathy Gopalan, Mr. Saiprasad Kuragayala

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

Directors’ Shareholding &Other Directorship and Membership as on 31.03.2023

Name of the Director	No. of other Directorship / Partnership / Membership
Mr. Suryaraj Kumar	1. PHANTOM DIGITAL EFFECTS LIMITED
Mr. Timothy Alfred Joseph Moses	1. NAVISAGE CONSULTING PRIVATE LIMITED 2. SWAYAMBHU BUSINESS PORTAL PRIVATE LIMITED
Ms. Saraswathy Gopalan	1. VARIETY SCREEN ENTERTAINMENT LLP
Mr. Saiprasad Kuragayala	1. PROPINNACLE ENTERTAINMENT PRIVATE LIMITED 2. CREO TECH SOLUTIONS PRIVATE LIMITED

Familiarization Programme

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company by providing all material at the time of their appointment as Directors and through presentation of economy & industry overview, key regulatory development strategy and performance which are made to the Directors from time to time. In compliance with the requirements of listing Regulations your Company has an appropriate programme for newly inducted Directors and ongoing familiarization programs with respect to the strategy, industry overview, performance, operations of the Company, the organization structure and their roles, rights and responsibly as a director.

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

BOARD COMMITTEES:

Composition of Committees

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

A. AUDIT COMMITTEE:

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

appointment of Statutory, Internal Auditors, recommending the Audit fees also payment of fees for other services.

Composition

The Company derived immense benefit from the deliberation of audit Committee comprising of the following directors of the Company:

Name	Category of Membership
Mr. Timothy Alfred Joseph Moses	Chairman
Mr. Suryaraj Kumar	Member
Ms. Saraswathy Gopalan	Member
Mr. Saiprasad Kuragayala	Member

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

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

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

MEETING AND ATTENDANCE OF THE COMMITTEE:

During the financial year Five Audit Committee meetings were held on following dates:

S.No	Date of the Meeting
1	24 th May 2022
2	6 th August 2022
3	7 th November 2022
4	02 nd February 2023

The attendance of directors at the Audit Committee meetings held during the financial year 2022-2023 is given below:

Name	Meetings held	Meeting attended
Mr. Timothy Alfred Joseph Moses	4	4
Mr. Suryaraj Kumar	4	4
Ms. Saraswathy Gopalan	4	4
Mr. Saiprasad Kuragayala	4	4

B. Nomination and Remuneration Committee:

The board has constituted the Nomination and Remuneration Committee with two Independent Directors and one Non-executive Director to look after the appointment, promotions and payment of remuneration to the working Directors and Senior Executives of the Company.

Composition:

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

Name	Category of Membership
Mr. Timothy Alfred Joseph Moses	Chairman
Ms. Saraswathy Gopalan	Member
Mr. Saiprasad Kuragayala	Member

Meeting and Attendance of the Committee:

During the financial year one (1) Nomination and Remuneration Committee meeting held on May 24, 2022. The terms of reference of the Nomination and Remuneration Committee are as per the guidelines set out in the Listing Agreements with the Stock Exchanges.

The attendance of Directors of Nomination and Remuneration Committee meeting held during the financial year 2022-23 is given below:

Name	No. of Meetings Held	No. of Meetings Attended
Mr. Timothy Alfred Joseph Moses	1	1
Ms. Saraswathy Gopalan	1	1
Mr. Saiprasad Kuragayala	1	1

Terms of Reference

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

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

Criteria of Selection of Non-Executive Directors

- a. The Non- Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the field of investments in Capital and Debt Market, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its functions and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a director is not disqualified for appointment under section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes/ criteria, whilst recommending to the Board the Candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

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

- I. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- II. The Committee may recommend to the Board, the payment of Commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- III. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- IV. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

Evaluation of Directors and the Board:

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

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

During the financial year under review, the Independent Director met on 10th February 2023 inter alia to:

- i. Review the performance of Non-Independent Directors and the Board as a whole;
- ii. Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;

iii. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

C. STAKEHOLDERS’ RELATIONSHIP / INVESTORS GRIEVANCE AND SHARE TRANSFER COMMITTEE

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

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

Composition

Name	Category of Membership
Mr. Timothy Alfred Joseph Moses	Chairperson
Mr. Surayaraj Kumar	Member
Ms. Saraswathy Gopalan	Member

Meeting and Attendance of the Committee

During the financial year, the committee had its meeting on 15th March 2023.

The attendance of Directors of Stakeholders Relationship Committee meeting held during the financial year 2022-23 is given below:

Name	Meetings held	Meetings attended
Mr. Timothy Alfred Joseph Moses	1	1
Mr. Surayaraj Kumar	1	1
Ms. Saraswathy Gopalan	1	1
Mr. Pradeep Kumar	1	1

Terms of Reference

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

Number of complaints received from the Investor during the year 2022-23 and their status are as follows:

No. of Complaints received	Nil
No. of Complaints disposed off	Nil
No. of Complaints pending at the year end	Nil

SEBI Complaints Redressal System (SCORES)

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

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

GENERAL MEETING:

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

AGM	Date	Time	Venue	No. of. Special Resolutions Passed
40 th AGM	10.09.2022	11.30 AM	Mataji Complex, Flat No. 32, Old No. 1/38, New No. 1/38, Wallers Road,	NIL

			1 st Lane, Mount Road, Chennai-600 002	
39 th AGM	28.08.2021	11.00 AM	Mataji Complex, Flat No. 32, Old No. 1/38, New No. 1/38, Wallers Road, 1 st Lane, Mount Road, Chennai-600 002	1
38 th AGM	29.12.2020	11.00 AM	Mataji Complex, Flat No. 32, Old No. 1/38, New No. 1/38, Wallers Road, 1 st Lane, Mount Road, Chennai-600 002	4

Special Resolution passed in previous three AGMs:

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

1. 40th AGM 2022:

No Special resolutions passed in this AGM

2. 39th AGM 2021:

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

3. 38th AGM 2020:

- To appoint Mr. Saiprasad Kuragayala (DIN: 06987754) as an Independent Director
- To appoint Ms. Joyce Oliviya Tauro (DIN: 08765489) as Director
- To borrow money from various Banks, Institution, Corporate and such other person as it deems fit.
- Approval for incorporation of one or more subsidiary(ies) (as wholly owned subsidiaries) of the company and investments by the company.

MEANS OF COMMUNICATION:

- The Annual, Half yearly and quarterly results are forthwith being submitted to the Stock Exchanges where shares are listed and are available on their website.

- Management discussion and analysis forms part of the Annual Report.
- The annual, half-yearly and quarterly results are regularly submitted to the stock exchanges in accordance with the listing agreement and are published in Trinity Mirror (English) and Makkal Kural (Tamil) newspapers.

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

Item No.	3
Name of the Director	Mr. Suryaraj Kumar
DIN	00714694
Age	66 Years
Designation	Managing Director
Qualification	Post Graduation
Experience	Vast experience in media and entertainment business
Date of First Appointment	24.01.2006
No. of Shares held as on 31.03.2023	4,00,637
Relationship with other Directors and KMP	NIL
Directorship in other public Companies	NIL
Chairperson/Member of the Committees of Company	NIL
Chairperson/ Member of the Committee of other public Companies in which he is a director	NIL
Last approved remuneration drawn	NIL

POSTAL BALLOT 2022-23

During the Financial Year 2022-23, the company has issued postal ballot dated 10th January, 2023.

S. No	Description of Resolution	Results
1.	Mr. Ruben Prasanth appointed as an Independent Director	Resolution passed

CERTIFICATION:

Certificate duly signed by Mr. Surayaraj Kumar; Managing Director of the Company was placed at the Meeting of the Board of Directors

DISCLOSURES SUBSIDIARY COMPANY:

There are no subsidiary Companies.

GENERAL SHAREHOLDER INFORMATION:

Particulars	Information
AGM: Day, Date, Time and Venue	Thursday,14 th September,2023. Through Video conferencing.
Financial Year	2022-23
Dividend Pay Out Date	No dividend Declared
Date of Book Closure	08-09- 2023 to 14-09- 2023(Both days included)
Company's Shares in listed in	Bombay Stock Exchange
Stock Code-BES Limited	503685
Performance in comparison to the broad based indices	NA
Whether the Securities are suspended from trading	NO
Registrar and Share Transfer Agent	Cameo Corporate Services Limited Subramanian Building, No.1, Club House Road, Chennai-600 002.
Dematerialisation of Shares and Liquidity	The details of Dematerialisation of Shares and Liquidity is given below under the head "Dematerialisation of Shares and Liquidity"
Outstanding GDRs/ADRs/ Warrants or any convertible instruments conversion date and likely impact on equity	NIL
Commodity Price Risk or Foreign Exchange Risk and Hedging Activities	No Commodity Price risk raised. No foreign Exchange activities done during the year
Plant locations	NIL
Address for correspondence	Mataji Complex, Flat no. 32, Old no. 1/38, New no 1/38, Wallers road, 1 st lane, Mount road, Chennai TN 600002 IN

DEMATERIALIZATION OF SHARES AND LIQUIDITY

As on 31st March, 2023, out of total 1,47,20,000 equity shares of the Company 1,45,49,413 shares representing 98.84 % of total shares have been dematerialized. The detailed breakup of Shares as on 31st March, 2023 as is follows:

Distribution of Shareholding as on 31st March, 2023

Total Nominal Value- 14,72,00,000

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

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

Type of Shareholder	No. of Shareholder	Total No. of Shares held	No. of Shares held in Demat	Percentage of Holding
Individual-Promoter	2	79,55,083	79,55,083	54.04
Individuals-Public Shareholder	987	20,48,945	20,01,458	13.92
Others-Public Shareholders	56	47,15,972	45,92,872	32.04
Total	1045	1,47,20,000	1,45,49,413	100%

STOCK MARKET DATA:

Market price data of the Company's Shares in the Bombay Stock Exchange:

Month	The Bombay Stock Exchange	
	High (Rs.)	Low (Rs.)
April 2022	16.12	8.19
May 2022	16.12	8.19
June 2022	13.15	6.14
July 2022	11.19	6.46
August 2022	14.94	11.36
September 2022	19.95	14.40
October 2022	19.00	19.00
November 2022	19.00	19.00
December 2022	18.55	12.45
January 2023	20.05	15.00
February 2023	20.05	20.05
March 2023	37.73	20.05

Other Disclosures:

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

The Company has a whistle blower policy, available at the Company's website www.mediaoneglobal.net.

The policy determining material Subsidiary is disclosed in the Company's website www.mediaoneglobal.net.

The Related Party Transaction policy is disclosed in the Company's website www.mediaoneglobal.net.

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

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

The Company submits quarterly complaints reports on Corporate Governance to the Stock Exchange, in the prescribed format within 15 days from the close of the quarter duly signed by the Executive Director.

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

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

ANNEXURE-IV**CERTIFICATE ON CORPORATE GOVERNANCE UNDER THE LISTING REGULATIONS**

To,
The Members of Mediaone Global Entertainment Limited

a. The Certificate issued in accordance with the terms of our engagement letter dated 24th May 2022.

b. We have examined the compliance of conditions of Corporate Governance by Mediaone Global Entertainment Limited ('the Company'), for the year ended 31st March 2023, as stipulated in the Regulations 17-27, clauses (b) to (i) of Regulation 46(2), and paragraphs C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

Management Responsibility

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

Auditor's Responsibility

Our examination was limited to the procedure and implementation process adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Material Subsidiaries

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

Opinion

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

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

For Lakshmmi Subramanian and Associates

Sd/

P.S. Srinivasan

Partner

C.P. No. 3122

ACS No. 1090

UDIN: A001090E000831414

Date: 21.08.2023

Place: Chennai

Peer Review Certificate No: 1670/2020

ANNEXURE-V

**Certificate on Non-Disqualification of Directors
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015)**

To,

MEDIAONE GLOBAL ENTERTAINMENT LIMITED

MATAJI COMPLEX, FLAT NO. 32,

OLD NO. 1/38, NEW NO. 1/38,

WALLERS ROAD, 1ST LANE,

MOUNT ROAD,

CHENNAI – 600002.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Mediaone Global Entertainment Limited** CINL65993TN2002PLC065402 having its registered office at MATAJI COMPLEX, FLAT NO. 32, OLD NO. 1/38, NEW NO. 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI TN600002IN (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended 31st March 2023.

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

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

Ensuring the eligibility of the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of

the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date:07-08-2023

For Lakshmmi Subramanian and Associates

Place: Chennai

Sd/
P.S. Srinivasan
Partner
C.P. No. 3122
ACS No. 1090
UDIN: A001090E000757945
Peer Review Certificate No: 1670/2020

CEO / CFO CERTIFICATION

The Board of Directors

Mediaone Global Entertainment Limited

Chennai,

Mr. M. Srinivas Kumar, Chief Finance Officer of Mediaone Global Entertainment Limited, on the basis of the review of the financial statements and cash flow statement for the year ended 31st March, 2023 and to the best of my knowledge and belief, hereby certify that:

1. I have reviewed the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's Report and that to the best of our knowledge and belief.
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2023 are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, those deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - there have been no significant changes in internal control over financial reporting during the year covered by this report.
 - there have been no significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
 - instances of significant fraud in the subsidiary company, of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Date: 22.08.2023

Place: Chennai

For Mediaone Global Entertainment Limited

Sd/-

M. Srinivas Kumar
Chief Financial Officer

ANNEXURE VI

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

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

Industry Structure and Developments

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

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

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

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

The rise of digital distribution platforms has made it easier for filmmakers to reach a wider audience.

The growth of streaming services has created new opportunities for filmmakers to find distribution for their films.

The development of new technologies, such as virtual reality and augmented reality, has opened up new possibilities for storytelling.

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

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

Opportunities and Threats:

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

Some of the key opportunities include:

The growth of the global market for films

The development of new technologies, such as virtual reality and augmented reality, which can be used to create new and immersive experiences for audiences

The rise of streaming platforms, which provide new ways for films to be distributed and consumed

Some of the key threats facing the film industry include:

The decline in theatrical releases

The rise of piracy

The increasing cost of film production

Risks and Concerns

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

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

Piracy: Piracy is a major problem for the film industry, as it allows a person to watch films for free, which hurts the profits of film producers and distributors.

Audience fragmentation: The audience for films is becoming increasingly fragmented, as there are now so many different ways to watch films. This makes it difficult for films to reach a large audience.

Changing tastes: The tastes of audiences are constantly changing, which can make it difficult for film producers and distributors to predict what films will be successful.

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

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

Differentiating our production services: We are working to differentiate our services from those of our competitors. This includes offering higher quality films and better customer service.

Expanding into new markets: We are expanding into new markets where there is less competition and entering into strategic partnerships with other production companies.

Investing in new technologies: We are investing in new technologies that can help us to reduce costs and improve our efficiency.

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



INDEPENDENT AUDITOR'S REPORT

To the members of M/s. Mediaone Global Entertainment Limited

Report on the audit of Financial Statements

Opinion

We have audited the standalone financial statements of M/s. Mediaone Global Entertainment Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including other comprehensive income), statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its Profit and Other total Comprehensive Income, Changes in Equity and Cash Flows for the year ended on that date.

Basis of Opinion

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

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

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

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



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

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

Responsibility of Management for the Financial Statements

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



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

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

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

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



Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 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 over financial reporting of the company and other operating effectiveness of such controls, refer to our separate report in "**Annexure B**".

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

- I. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- II. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company's pending litigations that will have an impact on its financial position has been fully disclosed in the Notes to Accounts.



- II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- IV. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or any other sources or kind of funds) by the company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- V. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the management under sub clause (i) and (ii) above, contain any material Misstatement.
- VI. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

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

Sd/-

Place: Chennai
Date: 10/05/2023

R. LAKSHMINARAYANAN
Partner
Membership No. 204045
UDIN: 23204045BGVSOW3218



“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2023:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments. There are no intangible assets held by the Company.
(b) These Property, Plant and Equipments have been physically verified by the management in a phased manner, at regular intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its business and no material discrepancies between the book records and the physical fixed assets have been noticed.
(c) The company holds immovable properties in its own name.
(d) The Company have not revalued its Property, Plant and Equipments during the year under review.
(e) The Company is not holding any Property, Plant and Equipments under benami names and no proceedings have been initiated during the year or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 2) (a) As informed to us, the management has conducted physical verification of inventory (including inventory lying with third parties) at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. Discrepancies noticed on such physical verification is less than 10% in aggregate for each class of inventory and have been properly dealt with in the books of account.

(b) The Company had not availed any working capital loans from banks during the year against the security of the work-in-progress.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (f) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.



- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2023 for a period of more than six months from the date on when they become payable. There are payments by the Company towards income tax deducted at source and filed the returns with a delay due to which the deducted amounts paid by them does not match with the records available with the Income tax department. The reconciliation of the payments made by the company with the figures shown by the Income tax department is in progress.

According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- 8) In our opinion and according to the information and explanations given to us, there are no transactions unrecorded previously in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the requirement to report on Clause 3(viii) of the Order is not applicable to the Company.
- 9) The Company has defaulted in the repayment of both interest and principal dues amounting to Rs.60,90,201/- in respect of a loan borrowed from a bank in the past and the bank had initiated legal action for recovery of the past dues.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans during the year. The company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year under audit. Accordingly, the provisions of clause 3 (x) (a) and 3(x) (b) of the Order are not applicable to the Company and hence not commented upon.
- 11) (a) During the course of our examination of books and records of the company, carried out in accordance with the generally accepted audit procedures performed for the purpose of reporting true and fair view of the standalone financial statements, to the best of our knowledge and belief and as per the information and explanations given by the Management and the representations obtained from the Management, no material fraud on the company by its officers or employees has been noticed or reported during the year.



(b) There is no report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year. According to the information and explanations given to us and records verified by us, the Secretarial Auditors have not

filed report in Form ADT-4 prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us and records verified by us, there are no whistle blower complaints received by the Company during the year.

- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Company.
- 13) In our opinion and according to the information and explanations given to us, based on verification of the records and approvals of the Audit Committee, the Company is in compliance with Section 177 and Section 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards
- 14)
 - a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
 - b) The internal audit reports of the Company issued till the date of this audit report, for the period under audit have been considered by us.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16)
 - (a) In our opinion, and according to the information and explanations given by the management and verified by us, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, the requirement to report under clause (xvi) of the Order does not arise.
 - (b) The Company has not conducted any Non-Banking Financial or House Financing activities.
 - (c) The Company is not a core investment company as defined in the regulations made by the Reserve Bank of India. Accordingly, the requirement to report under clause (xvi) of the Order does not arise.
- 17) The Company had incurred cash loss in the current year as well as in the immediately preceding financial year respectively.
- 18) There is no resignation of the statutory auditor during the year under review. Accordingly, the requirement to report under clause 3 (xviii) of the Order does not arise.



- 19) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities and other information accompanying the financial statements together with our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as

on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within 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.

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

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

Sd/-

Place: Chennai
Date: 10/05/2023

R. LAKSHMINARAYANAN
Partner
Membership No. 204045
UDIN: 23204045BGVSOW3218



“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of M/s. Mediaone Global Entertainment Limited for the year ended March 31, 2023

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

We have audited the internal financial controls over financial reporting of M/s. Mediaone Global Entertainment Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the IND As financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

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

Sd/-

Place: Chennai
Date: 10/05/2023

R. LAKSHMINARAYANAN
Partner
Membership No. 204045
UDIN: 23204045BGVSOW3218

MEDIAONE GLOBAL ENTERTAINMENT LIMITED
BALANCE SHEET AS AT MARCH 31, 2023

(Amount in Rupees)			
	Notes	As at 31-03-2023	As at 31-03-2022
ASSETS			
Non-Current assets			
Property, Plant & Equipment	2	2,23,82,111	2,32,01,496
Capital work-in-progress	2		
Other intangible assets	2	17,61,59,801	18,87,41,753
Financial assets			
i. Investments	3	-	-
ii. Loans	4	6,24,96,404	12,12,413
iii. Others (Bank deposits)			
Deferred Tax asset		5,76,39,012	5,76,39,012
		31,86,77,329	27,07,94,674
Current Assets			
1) Exhibition			
		0	0
2) Distribution			
Inventories	5	0	0
Financial assets			
i. Trade receivables	6	5,30,76,532	7,42,349
ii. Cash and Cash equivalents	7	2,95,394	2,22,447
iii. Loans	8	15,25,000	6,42,19,403
Current tax assets(Net)			
Other current assets		0	-
3) Production			
		1,60,17,413	1,45,27,376
		7,09,14,339	7,97,11,575
Total Assets		38,95,91,667	35,05,06,249

MEDIAONE GLOBAL ENTERTAINMENT LIMITED
BALANCE SHEET AS AT MARCH 31, 2023

EQUITY AND LIABILITIES

Equity

Equity share capital	9	14,72,00,000	14,72,00,000
Other equity	10	-53,27,73,487	-57,07,49,578
		<u>-38,55,73,487</u>	<u>-42,35,49,578</u>

Liabilities

Non-current liabilities

Financial liabilities

Borrowings	11	32,67,45,730	33,52,75,202
Provisions	12	-	-
Deferred tax liabilities(net)			
Other non-current liabilities	13	40,99,49,255	40,64,93,750
		<u>73,66,94,985</u>	<u>74,17,68,952</u>

Current liabilities

Financial liabilities

i. Borrowings	14	-	-
ii. Trade payables		1,66,97,988	1,54,59,086
iii. Other financial liabilities			
Provisions	15	1,34,26,468	1,50,63,622
Other current liabilities	16	83,45,713	17,64,167
		<u>3,84,70,169</u>	<u>3,22,86,875</u>
Total liabilities		<u>77,51,65,154</u>	<u>77,40,55,827</u>
Total equity and liabilities		<u>38,95,91,667</u>	<u>35,05,06,249</u>

Significant accounting policies

1

See accompanying notes to financial statements

In Terms of our report of even date

For Vivekanandan Associates

Chartered Accountants

FRN 005268 S

Sd/-

R. LAKLSHMINARAYANAN

Partner

M No. 204045

UDIN:: 23204045BGVSOW3218

Date: May 10, 2023

Place: Chennai

On Behalf of the Company

Sd/-

Timothy Alfred Joseph Moses

Director

DIN - 01921176

Sd/-

Sarawathy Gopalan

Director

DIN - 08372677

MEDIAONE GLOBAL ENTERTAINMENT LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

		(Amount in Rupees)	
		Year ended	Year ended
I	Note No.	31-03-2023	31-03-2022
I	Revenue from Operations	21,35,10,808	17,06,464
II	Other Income	-	2,73,06,131
III	Total Income	21,35,10,808	2,90,12,595
IV	Expenses:		
	1) Exhibition		
	Cost of material consumed	-	-
	Purchase of stock in trade	25,00,000	3,37,000
	Change in inventories of finished goods, stock-in-trade, work-in-progress	-14,90,037	-81,46,183
	Employee benefit expense	23,49,750	20,65,610
	Finance costs	8,45,966	1,77,896
	Depreciation and amortisation expense	1,35,45,137	6,38,51,063
	Other expenses	76,93,041	74,30,921
	2) Distribution	31,93,784	-
	3) Production	14,68,97,077	78,09,183
	Total expenses	17,55,34,717	7,35,25,490
V	Profit before exceptional items and tax	3,79,76,091	(4,45,12,895)
VI	Exceptional items	-	-
VII	Profit before tax	3,79,76,091	(4,45,12,895)
VIII	Tax expense		
	i) Current tax	-	-
	ii) Tax relating to earlier years	-	-
	iii) Deferred tax	-	-
IX	Profit for the year(VII-VIII)	3,79,76,091	(4,45,12,895)
X	Other comprehensive income		
	A. Items that will not be reclassified to profit or loss:		
	Remeasurements of post employment benefit obligations	-	-
	Change in fair value of equity instruments	-	-
	Income tax relating to these items	-	-
	B. Items that will be reclassified to profit or loss:		
	Fair value changes on cash flow hedges	-	-
	Income tax relating to these items	-	-
	Other comprehensive income for the year, net of tax	-	-
XI	Total comprehensive income for the year	3,79,76,091	(4,45,12,895)
XII	Earnings per equity share		
	Basic & Diluted Earnings per share	2.58	(3.02)

See accompanying notes to financial statements

In Terms of our report of even date

For Vivekanandan Associates

Chartered Accountants

FRN 005268 S

Sd/-

R. LAKSHMINARAYANAN

Partner

M No. 204045

UDIN:: 23204045BGVSOW3218

Date: May 10, 2023

Place: Chennai

Sd/-

Timothy Alfred Joseph Moses

Director

DIN - 01921176

Sd/-

Sarawathy Gopalan

Director

DIN - 08372677

MEDIAONE GLOBAL ENTERTAINMENT LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023
(Amount in Rupees)

	Year ended 31-03-2023	Year ended 31-03-2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	3,79,76,091	(4,45,12,895)
Add:		
Depreciation and Amortisation for the year	1,35,45,137	6,38,51,063
Loss on sale of fixed assets	-	-
Interest paid	33,660	-
Provision	-	-
Operating Profit before Changes in Working Capital (Increase)/ Decrease in Working Capital	5,15,54,888	1,93,38,168
Inventories	(14,90,037)	(81,46,183)
Sundry Debtors	(5,23,34,183)	1,93,08,039
Loans and Advances	6,26,94,403	15,50,92,342
Other current assets	-	-
Trade payables	12,38,902	(3,15,47,807)
Current Liabilities	49,44,392	(1,22,53,078)
Other financial liabilities	-	-
	1,50,53,477	12,24,53,312
Cash generated from operations	6,66,08,365	14,17,91,481
Direct taxes paid	-	-
Net Cash Flow from Operating Activities (A)	6,66,08,365	14,17,91,481
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,43,800)	(52,184)
Sale of Fixed Assets	-	-
Sale of Subsidiary	-	-
Net Cash Flow from Investing Activities (B)	(1,43,800)	(52,184)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings:		
Term loan availed/ (repaid)	-	-
Loans(given)/ received back	(6,12,83,991)	-
Short-Term Borrowings availed/(repaid)	(50,73,967)	(14,18,59,272)
Finance cost paid	(33,660)	-
Dividend and dividend tax paid	-	-
Net Cash Flow from Financing Activities (C)	(6,63,91,618)	(14,18,59,272)
Total (A+B+C)	72,947	(1,19,975)
Cash and Cash Equivalents at the Beginning of the year	2,22,447	3,42,423
Cash and Cash Equivalents at the end of the year	2,95,394	2,22,447
D. Increase/(Decrease) in Cash and Cash Equivalents	72,947	(1,19,975)

See accompanying notes to financial statements

In Terms of our report of even date

For VIVEKANANDAN ASSOCIATES

Chartered Accountants

FRN 005268 S

On Behalf of Board of Directors

Sd/-

Sd/-

Sd/-

R. LAKSHMINARAYANAN

Partner

M No. 204045

UDIN:: 23204045BGVSOW3218

Date: May 10, 2023

Place: Chennai

Sarawathy Gopalan

Director

DIN - 08372677

Timothy Alfred Joseph Moses

Director

DIN - 01921176

MEDIAONE GLOBAL ENTERTAINMENT LIMITED

1. Significant Accounting Policies

The accounting policies mentioned herein are relating to standalone financial statements of the Company.

1. Corporate Information

The Primary business of **MEDIAONE GLOBAL ENTERTAINMENT LIMITED (MOGEL)** is in the business of Production, distribution and exhibition of films. MOGEL is focused to grow in Film Exhibition (Theatres) through an asset-based ownership model. MOGEL is a BSE listed company. MOGEL shall develop their primary vertical of asset-based exhibition and combining them with existing and new activities to build up a major integrated media and entertainment company which will be based on three central columns, namely,

1. Exhibition
2. Content provider and
3. Content distributors.

MOGEL is headquartered in Chennai.

1.1 Significant Accounting Policies

1.2 Basis of Preparation of financial statements

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2014] and other relevant provisions of the Act.

The financial statements have been prepared on the historical cost convention under accrual basis of accounting except for certain financial assets and liabilities (as per accounting policy below), which have been measured at fair value.

1.3 Use of Estimates

The preparation of financial statements in conformity with the Indian GAPP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results could differ from these estimates. Any revisions to accounting estimates are recognized prospectively in the current and future periods.

1.4 Inflation

Assets and liabilities are recorded at historical cost to the company. These costs are not adjusted to reflect the changing value in the purchasing power of the company.

1.5 Property, Plant and Equipment

All items of Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation/ amortization and impairment, if any. Cost includes purchase price, taxes and duties, labour cost and directly attributable overheads incurred upto the date the asset is ready for its intended use. However, cost excludes Excise Duty, Value Added Tax to the extent credit of the duty or tax is availed of.

Subsequent costs are included in the asset's carrying amount or recognised as separate asset, as appropriate, only when it is probable that future economic benefit associated with the item flows to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repair and maintenance are charged to Profit and Loss during the reporting period in which they are incurred.

1.6 Depreciation and Impairment of assets

The useful life estimates prescribed in Part C of Schedule II to the Companies Act, 2013 are adhered to and depreciation is calculated on such assets on the basis of useful life estimates.

Depreciation is charged over the estimated life of the fixed assets on written down value method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013. Items costing less than Rs.5,000/- are fully depreciated in the year of purchase. For assets purchased/ sold during the year, depreciation is provided on pro rata basis by the company.

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit ('CGU'). If such recoverable amount of the asset of the CGU to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of the profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the revised recoverable amount, subject to maximum of the depreciated historical cost.

In respect of intangible assets like rights for display of feature films through satellite, the cost of rights is written off uniformly over a maximum period of 10 years.

1.7 Inventories

Inventories are valued at cost or net realisable value whichever is lower. The Company amortizes a fixed portion of the cost of rights acquired for display of films through various media or through own production, in the year of first theatrical release of such films and the balance portion is amortized over a balance license period or based on management estimate of feature revenue potential, as the case may be.

Work-in-progress in respect of own production of movies is stated at cost. Cost comprises of movie production expenses incurred including salaries to artists and others and shooting expenses. Cost of production of movies completed and not exploited are valued after considering a provision of 5% on the costs.

1.8 Investments

Investments expected to mature after twelve months are taken as non-current as long-term investment and stated at cost. Provision is recognised only in case of diminution, which is otherwise only temporary in nature. Investments which are maturing within a period of three months from the date of acquisition are classified as cash equivalents if they are readily convertible into cash. All other investments are classified as current investments/ short term and are valued at lower of cost or net realizable value.

1.9 Employee Benefits

Contribution to Provident Fund and Earned Leave Encashment are accounted on actual liability basis. The liability in respect of Gratuity is not provided on actuarial valuation basis

1.10 Revenue Recognition

1. Revenue from theatrical exhibition is accounted on sale of tickets. The lease rent receivable on leasing of theatre is accounted as per the terms of agreement entered into with the lessee for receipt of lease rent.
2. Revenue from distribution is recognised based on the agreements entered into. Minimum guarantee is charged off in the year in which agreement is entered into irrespective of the spill over of period over which revenue accrues to the enterprise.
3. Revenue from rights are recognised in the period in which agreements are entered into.
4. Revenue from production is recognised based on the nature of agreements – While Minimum Guarantee is recognised on release, For Advance based agreements revenue is recognised over the period in which it accrues to the enterprise.

1.11 Cash Flow Statement

Cash flow statement prepared under the Ind AS standard forms part of the financial statements.

1.12 Contingencies and events occurring after the Balance Sheet date: NIL

1.13 Net Profit or Loss for the period, prior period items and changes in accounting policies

(a) Net profit for the period: All items of income and expenses in the period are included in the determination of net profit for the period, unless specifically mentioned elsewhere in the financial statements or is required by an Accounting Standard.

(b) Prior period items – License Fees paid for acquiring the rights of software for production of films – Rs.150.00 lakhs.

(c) Changes in accounting policies: There are no significant changes in accounting policies of the company from that of the previous period.

1.14 Borrowing Cost

Finance charges in respect of production of film is capitalised as part of inventory cost till the time it is ready for release. Interest so capitalized during the period is Nil.

1.15 Segment Reporting

The Company has identified business segments as its primary segment. Business segments are primarily Exhibition, Distribution and Production of cinematograph films. Revenues and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary segments.

1.16 Accounting for Government Grants

The Company has not received any grants.

1.17 Cash and Cash equivalents

For the purpose of presentation in the cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within current liabilities in the balance sheet.

1.18 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

1.19 Taxation

Tax expenses are the aggregate of the current tax and deferred tax charged or credited in the Statement of profit and loss for the year. The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the company.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date. Deferred Tax Asset and Liability are netted off and disclosed in the balance sheet under the Head "Deferred Tax Asset/ Liability".

1.20 Provisions and Contingencies

The Company recognizes provisions when there is present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonable estimated, a disclosure is made in the financial statements.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current management estimates. If it is no longer probable that the outflow of resources is not required to settle the obligation, the provision is reversed.

A disclosure of contingent liability is made when there is a possible obligation or a present obligation that may but probably will not require an outflow of resources.

When there is possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognised in the financial statements.

MEDIAONE GLOBAL ENTERTAINMENT LIMITED
Statement of Change in Equity for the year ended March 31, 2023

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

b. Other Equity

Particulars	Reserves & Surplus		
	Retained Earnings	General Reserve	Share Premium
Balance as on 01-04-2018	(52,45,21,239)	35,95,31,498	5,95,00,000
Add: Loss for the year 2018-19	(7,35,85,543)		
Add: Additions during the year 2018-19	-	-	-
Less: Deductions during the year 2018-19	-	-	-
Balance as at 31-03-2019	(59,81,06,782)	35,95,31,498	5,95,00,000
Add: Loss for the year 2019-20	(27,74,00,110)		
Add: Additions during the year 2019-20	-	-	-
Less: Deductions during the year 2019-20	-	-	-
Balance as at 31-03-2020	(87,55,06,893)	35,95,31,498	5,95,00,000

Other Equity

Particulars	Reserves & Surplus		
	Retained Earnings	General Reserve	Share Premium
Balance as on 01-04-2020	(87,55,06,893)	35,95,31,498	5,95,00,000
Add: Loss for the year 2020-21	(6,97,61,288)	-	
Add: Additions during the year 2020-21	-	-	-
	-	-	-
Balance as on 31-03-2021	(94,52,68,181)	35,95,31,498	5,95,00,000
Add: Loss for the year 2021-22	(4,45,12,895)		
Add: Additions during the year 2021-22	-	-	-
Less: Deductions during the year 2021-22	-	-	-
Balance as at 31-03-2022	(98,97,81,076)	35,95,31,498	5,95,00,000
Less: Profit for the year 2022-23	3,79,76,091		
Add: Additions during the year 2022-23	-	-	-
Less: Deductions during the year 2022-23	-	-	-
Balance as at 31-03-2023	(95,18,04,985)	35,95,31,498	5,95,00,000

MEDIAONE GLOBAL ENTERTAINMENT LIMITED
Notes to Balance Sheet for the year ended March 31, 2023

2 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

Description	Property, Plant & Equipment									Other Intangible		
	Land	Buildings	Plant and Equipment (13.91%)	Plant and Equipment (20%)	Furniture and Fixtures	Vehicles	Office equipment	Computer	Total	Computer Software	Rights	Total intangible assets
	1	2	3	4	5	6	7	8	9	10	11	12
Cost of assets												
Gross carrying value												
as at 01-04-2022	1,16,02,222	2,83,13,667	9,70,280	13,17,518	64,40,130	12,29,095	21,75,821	19,50,720	5,39,99,453	3,70,280	2,01,95,97,342	2,01,99,67,622
Additions	-	-	82,739	-	8,976	-	-	37,085	1,28,800	15,000	-	15,000
Sub total	1,16,02,222	2,83,13,667	10,53,019	13,17,518	64,49,106	12,29,095	21,75,821	19,87,805	5,41,28,254	3,85,280	2,01,95,97,342	2,01,99,82,622
Sales/deletion	-	-	-	-	-	-	-	-	-	-	-	-
Upto 31.03.2023	1,16,02,222	2,83,13,667	10,53,019	13,17,518	64,49,106	12,29,095	21,75,821	19,87,805	5,41,28,254	3,85,280	2,01,95,97,342	2,01,99,82,622
Depreciation/Amortisation												
Up to 31.03.2022	-	1,74,63,813	4,49,551	13,17,518	63,98,055	11,71,416	21,24,139	18,73,465	3,07,97,957	3,56,516	1,83,08,69,353	1,83,12,25,869
For the year	-	7,12,429	1,49,044	-	357	57,679	15,482	13,194	9,48,185	15,086	1,25,81,866	1,25,96,952
Sub total	-	1,81,76,242	5,98,595	13,17,518	63,98,412	12,29,095	21,39,621	18,86,659	3,17,46,142	3,71,602	1,84,34,51,219	1,84,38,22,821
Withdrawn on assets sold/deleted	-	-	-	-	-	-	-	-	-	-	-	-
Upto 31.03.2023	-	1,81,76,242	5,98,595	13,17,518	63,98,412	12,29,095	21,39,621	18,86,659	3,17,46,142	3,71,602	1,84,34,51,219	1,84,38,22,821
Carrying value												
As at 31-03-2023	1,16,02,222	1,01,37,425	4,54,424	-	50,694	-	36,200	1,01,146	2,23,82,111	13,678	17,61,46,123	17,61,59,801
As at 31-03-2022	1,16,02,222	1,22,74,712	5,20,729	-	42,075	57,679	51,682	77,255	2,46,26,354	13,764	18,87,27,989	18,87,41,753

MEDIAONE GLOBAL ENTERTAINMENT LIMITED
Notes to Balance Sheet for the year ended March 31, 2023

	As at 31.03.2023	As at 31.03.2022
4 LOANS		
(A) Loans and Advances to Related Parties		-
(B) Security Deposits(Unsecured, Considered good)	12,44,263	12,12,413
Total (A+B)	<u>12,44,263</u>	<u>12,12,413</u>
(C) Other Loans and Advances		
Unsecured, Considered good	6,12,52,141	-
Income Tax Payments	-	-
Total (C)	<u>6,12,52,141</u>	<u>-</u>
Total (A+B+C)	<u><u>6,24,96,404</u></u>	<u><u>12,12,413</u></u>
5 INVENTORIES		
a) Stock-in-Trade		
Stock of Movies / Serials and Programmes - Rights /		
Stock of Audio / CD Cassettes	31,30,000	2,93,000
(The Stock-in-trade are valued at lower of cost and net realisable value).		
b) Work-in-Progress (WIP)		
Feature Films	1,28,87,413	1,42,34,376
	<u>1,60,17,413</u>	<u>1,45,27,376</u>
6 Trade Receivables		
Secured, Considered good		
Unsecured, Considered good	5,30,76,532	7,42,349
Doubtful		
	<u>5,30,76,532</u>	<u>7,42,349</u>
Less: Allowance for bad and doubtful debts	-	-
	<u>5,30,76,532</u>	<u>7,42,349</u>
7 Cash And Cash Equivalent		
Balance with Banks in Current accounts	2,94,178	2,21,471
Cash on hand	1,216	976
	<u>2,95,394</u>	<u>2,22,447</u>
8 Loans - Financial Asset- Current		
Others	-	11,67,262
Unsecured, considered good	15,25,000	6,30,52,141
	<u>15,25,000</u>	<u>6,42,19,403</u>

MEDIAONE GLOBAL ENTERTAINMENT LIMITED
Notes to Balance Sheet for the year ended March 31, 2023

9 EQUITY SHARE CAPITAL

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

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number	Rupees	Number	Rupees
Authorised:				
Equity Shares of Rs.10 each	3,20,00,000	32,00,00,000	3,20,00,000	32,00,00,000
(b) Issued, Subscribed and Fully paid up :				
Equity Shares of Rs.10 each	1,47,20,000	14,72,00,000	1,47,20,000	14,72,00,000
Equity Shares of Rs.10 each				
	1,47,20,000	14,72,00,000	1,47,20,000	14,72,00,000

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

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number	Rupees	Number	Rupees
Number of shares outstanding as at the beginning of the year	1,47,20,000	14,72,00,000	1,47,20,000	14,72,00,000
Shares issued during the year				
Number of shares outstanding as at the end of the year	1,47,20,000	14,72,00,000	1,47,20,000	14,72,00,000

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

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

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

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

Name of the shareholder	% Holding	As at March 31, 2023	% Holding	As at March 31, 2022
PPG International Limited	51.32	75,54,459	-	-
Sripathee Investments P Ltd	-	-	52.41	77,15,170
BMFI Limited	10.19	15,00,000	10.19	15,00,000
Rollmar Limited	9.51	14,00,000	9.51	14,00,000
General Ventures Limited	7.47	11,00,000	7.47	11,00,000

MEDIAONE GLOBAL ENTERTAINMENT LIMITED
Notes to Balance Sheet for the year ended March 31, 2023

10 Reserves and Surplus		
	As at 31-03-2023	As at 31-03-2022
Share Premium	5,95,00,000	5,95,00,000
General Reserve	35,95,31,498	35,95,31,498
Profit & Loss A/c	(95,18,04,985)	(98,97,81,076)
	(53,27,73,487)	(57,07,49,578)

11 Non-Current Liabilities - Financial Liabilities- Borrowings

	As at 31-03-2023	As at 31-03-2022
Loans and advances from Related Parties	-	-
Others	32,67,45,730	33,52,75,202
	32,67,45,730	33,52,75,202

12 Provisions

	As at 31-03-2023	As at 31-03-2022	As at 31-03-2019	
	Current	Current	Current	Non-Current
Provision for Gratuity		-	-	11,41,379
		-	-	11,41,379

13 Other non-current liabilities

	As at 31-03-2023	As at 31-03-2022
Others	40,99,49,255	40,64,93,750
	40,99,49,255	40,64,93,750

14 Borrowings

Other Loans and advances	-
	-

15 Short-term Provisions

Salary & Reimbursements	18,13,732	13,97,671
Provision for tax	1,16,12,736	1,36,65,951
	1,34,26,468	1,50,63,622

16 Other current liabilities

Others – Advance from customer, Audit fee, Rent, Service tax and TDS	83,45,713	17,64,167
	83,45,713	17,64,167

MEDIAONE GLOBAL ENTERTAINMENT LIMITED
Notes to Statement of Profit and Loss for the year ended March 31, 2023

	Rs. Year ended 31.03.2023	Rs. Year ended 31.03.2022
15 REVENUE FROM OPERATIONS		
(i) Sales/ Services Income	21,25,50,808	11,12,798
Other Operative income	9,60,000	5,93,666
	21,35,10,808	17,06,464
16 OTHER INCOME		
(i) Other non-operative income		
(ii) Discount received	-	400
(ii) Liabilities not payable written back	-	2,73,05,731
(iii) Net gain/loss on sale of assets	-	-
	-	2,73,06,131
17 Purchase of stock in trade		
Programs, Rights & Telecast Fees	25,00,000	3,37,000
	25,00,000	3,37,000
18 Change in Inventory of Finished Goods		
Opening stock of Finished Goods/ Work-in-Progress	1,45,27,376	63,81,192
Closing Stock of Finished Goods/ Work-in-Progress	1,60,17,413	1,45,27,376
	-14,90,037	-81,46,183
19 Employee Benefit Expenses		
Salaries & wages	22,72,000	20,30,500
Director Remuneration	-	-
Staff Welfare Expenses	77,750	35,110
	23,49,750	20,65,610
20 Finance Cost		
Bank Charges	8,12,306	44,936
Interest expenses	33,660	1,32,960
	8,45,966	1,77,896
21 Other expenses		
Audit Fees	3,00,000	3,00,000
Subscription Fees	2,62,377	18,000
Theatre Maintenance/Exhibition Expenses	-	75,000
Electricity Charges	78,695	68,575
Rent, Rates & Taxes	7,05,114	5,77,135
Listing fees	3,00,000	21,04,500
Professional & Consultancy Charges	13,48,512	1,36,000
Legal Charges	15,75,000	18,16,400
Publicity Expenses	2,81,540	1,49,818

Postage & Courier	25,589	6,500
You tube channel Expenses	81,243	3,88,756
Repairs & Maintenance	1,88,243	3,06,728
Telephone Expenses	1,39,778	1,38,075
Travelling & Conveyance Expenses	7,62,764	1,43,731
Web Designing & Maintenance Expenses	82,500	30,000
E filing & DSC charges	10,65,500	2,05,000
Business Promotion	15,000	25,000
Office Maintenance	88,274	39,406
Commission	-	1,00,400
Retainer Fee	1,00,000	4,00,000
Miscellaneous expenses	1,70,570	1,21,238
Pooja expenses	10,690	7,500
Printing & Stationery	66,651	9,483
Annual Custodial charges	45,000	2,11,216
Medical Expenses	-	52,460
	76,93,041	74,30,921

MEDIAONE GLOBAL ENTERTAINMENT LIMITED

Other Notes forming part of the Financial Statements for the year ended March 31, 2023

1. Confirmation of balances relating to sundry debtors, sundry creditors, loans and advances have not been obtained. The management is of the opinion that values of the loans and advances, sundry debtors and inventories are realisable and no further provision is required for the same.

2. **Segment Reporting:** The Company has identified business segments as its primary segment. Business segments are primarily Exhibition, Distribution and Production of cinematograph films, audio and video programs. Revenues and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary segments.

Particulars	For the year ended 31 March, 2023			
	Business segments			Total
	Exhibition	Distribution	Production	
Revenue	9,60,000	61,79,710	20,63,71,098	25,35,10,808
	(5,93,666)	(0)	(11,12,798)	(17,06,464)
Inter-segment revenue	-	-	-	-
	(-)	(-)	(-)	(-)
Total	9,60,000	61,79,710	20,63,71,098	25,35,10,808
	(5,93,666)	(-)	(11,12,798)	(17,06,464)
Expenses	43,45,000	31,94,000	16,79,95,717	17,55,34,717
	(6,53,79,307)	(0)	(81,46,183)	(7,35,25,490)
Segment result	-33,85,000	30,85,710	3,83,75,381	3,80,76,091
	(-6,47,85,641)	(0)	(-70,33,385)	(-7,18,19,026)
Unallocable expenses (net)	-	-	-	-
				(0)
Operating income				3,80,76,091
				(-6,97,58,286)
Other income (net)		-	-	Nil
				(2,73,06,131)
Exceptional Items				Nil
				Nil
Profit/ (Loss) before taxes				3,80,76,091
				(-4,45,12,895)
Tax expense				Nil
				(Nil)
Net Profit/ (Loss) for the year				3,80,76,091
				(-4,45,12,895)

Particulars	For the year ended 31 March, 2023			Total
	Business segments			
	Exhibition	Distribution	Production	
Segment assets	8,48,78,515 (8,44,13,909)	13,48,094 Nil	23,37,98,813 (26,60,92,340)	32,00,25,422 (35,05,06,249)
Unallocable assets				-
Total assets				32,00,25,422 (35,05,06,249)
Segment liabilities	-	-	-	-
Unallocable liabilities				78,98,68,154 (74,17,68,952)
Total liabilities				78,98,68,154 (74,17,68,952)

3. Disclosures under Micro, Small and Medium Enterprises Development Act, 2006

Sundry Creditors include amount due to SSI as on 31.03.2023 is Nil (Previous Year: Nil) based on the available information from Micro, Small and Medium Enterprises regarding their registration with Central/ State Government Authorities. The Company has not paid any interest during the year to any micro, small and medium enterprises as defined in the above Act.

(i) The principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	Nil	Nil
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Act along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act	Nil	Nil
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSME Development Act, 2006.	Nil	Nil

4. Foreign Exchange Inflow and Outflow:	2022 -23	2021 - 22
(i) CIF Value of Imports	Nil	Nil
(ii) Earnings in Foreign Exchange	4,72,18,176/-	Nil

5. Managerial remuneration paid during the year - Rs. **NIL** (Previous year: Rs. **NIL/-**)

6. Deferred Tax

Deferred Tax Asset on account of timing difference of depreciation on fixed assets and distribution rights written off as on 31.03.2023 is Rs. 5,76,39,013/- (Previous Year: Rs. 5,76,39,013/-).

7. Related Party Disclosure:

a) Enterprises in which key Management personnel or their relatives have significant influence

b) Key Management Personnel

I. SURYARAJ KUMAR – Managing Director

II. PPG International Limited – Holding Company

Related Party Transactions

Transactions with related parties

PARTICULARS	TRANSACTION AMOUNT	NATURE OF TRANSACTION
Key Management Personnel		
SURYARAJ KUMAR	Rs Nil (Rs. Nil)	Managing Director remuneration
	Rs. 84,00,000 (Rs. 84,00,000)	Amount payable to the Director
Transaction with Holding Company	Rs. 7,12,26,610/- Rs. 4,04,31,818/-	Export of Services – Contents produced on their behalf. Amount outstanding as at year-end on account of export of services

The figures in brackets are relating to previous years.

- | | | |
|--|------------------|------------------|
| 8. Earnings per Share (Both basic and diluted): | 2022 – 23 | 2021 – 22 |
| Net Profit/(Loss) after Tax for the year (Rs.) | 3,79,76,091 | (4,45,12,895) |
| Weighted No. of equity shares outstanding | 1,47,20,000 | 1,47,20,000 |
| Face value per equity share (Rs.) | 10.00 | 10.00 |
| Loss per Share (Rs.) (Basic and diluted) | 2.58 | (3.02) |
| 9. Payment to Auditors | | |
| Audit Fees (Current Year) | 3,00,000 | 3,00,000 |
| Other Matters | Nil | Nil |
| 10. The Company makes cash payments in respect of Employees' Gratuity as and when the claim arises. However, the liability towards gratuity up to March 31, 2023 is not ascertained as per the provisions of Payment of Gratuity Act on accrual basis. | | |
| 11. Corresponding figures for the previous year have been regrouped/ rearranged, wherever necessary to make them comparable with those of the current year. The figures are rounded to nearest rupees. | | |

12. Contingent Liabilities

Claims against the company not acknowledged as debts (including civil & customer suits) in the normal course of business (to the extent ascertainable) for Rs. 5,70,00,000 pertaining to litigations filed against the company which are pending with various authorities/arbitration, Consumer Dispute Forums, Civil/High courts, claims of service providers not accepted by the company. There is no additional provision other than the amounts due as per books of accounts, is created as the Management is confident about the positive outcome of the litigation.

13. ADDITIONAL REGULATORY DISCLOSURES AS PER SCHEDULE III OF COMPANIES ACT, 2013

- (i) The Title deeds of Immovable properties are held in the name of the company.
- (ii) The Company does not have any investment property.
- (iii) As per the Company's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- (iv) The Company has not granted any Loans or Advances in the nature of loan to promoters, Directors, KMPs and the related parties (As per Companies Act, 2013), which are repayable on demand or without specifying any terms or period of repayments.
- (v) No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (vi) The Company does not have any sanctioned facilities from banks on the basis of security of current assets.
- (vii) The Company has adhered to debt repayment and interest service obligations on time. Wilful defaulter related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- (viii) There are no transactions with the Companies whose name are struck off under Section 248 of The Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended March 31, 2023.
- (ix) Company does not have any requirement for filing registration or satisfaction of charges with Registrar of Companies. No registration or satisfaction is pending at the year ended 31st March 2023.
- (x) The Company does not have any investment in another company and hence reporting on compliance with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.
- (xi) No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.
- (xii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) 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
 - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiary(xiii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities

(Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) 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

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(xiv) The Company has not operated in any crypto currency or Virtual Currency transactions

(xv) During the year the Company has not disclosed or surrendered, any income other than the income recognized in the books of accounts in the tax assessments under Income Tax Act, 1961.

14. KEY FINANCIAL RATIOS

S. No	Particulars	As at 31-03-2023	As at 31-03-2022
1	Current ratio (Current Asset/ Current Liabilities)	1.84	2.47
2	Debt-Equity ratio	(0.85)	(0.79)
3	Debt service coverage ratio	NA	NA
4	Return on equity (PAT/ Avg shareholders fund) [Note 1]	-9.39%	(11.09%)
5	Inventory turnover ratio	NA	NA
6	Debtors' turnover ratio (Annual turnover/ Average debtors) (Note-3)	7.93	0.16
7	Trade payables turnover ratio (Purchases/ Average trade payables) [Note-4]	9.49	0.26
8	Net capital turnover ratio (Sales/ (Current Asset- Current Liabilities))	6.58	0.04
9	Net profit ratio (PAT/ Sales) [Note 1]	17.79%	-2608%
10	Return on Capital employed (EBIT/ (BV of Equity) [Note 1]	10.07%	-10.47%
11	Return on Investment (EBIT/ Total Assets) [Note 1]	12.18%	-16.37%

1. Reduced losses in the current year.
2. The Company is operating in entertainment sector, therefore Inventory turnover ratio is not applicable.
3. Debtors value reduced in current year.
4. Liabilities written off during the year

For Mediaone Global Entertainment Ltd

For VIVEKANANDAN ASSOCIATES
Chartered Accountants,
FRN 005268 S

Sd/-

Sd/-

Sd/-

Saraswathy Gopalan
Director
DIN - 08372677
Chennai
Date: May 10, 2023

Timothy Alfred Joseph Moses
Director
DIN - 01921176

R. LAKSHMINARAYANAN
Partner
M No 204045
UDIN: 23204045BGVSOW3218