

JANAM MULTIMEDIA LIMITED

Registered Office: XII/613/18, G1, Ruby Enclave, Pottayil Lane, Poothole P.O., Thrissur – 680 004
 CIN: U92100KL2007PLC021625 Tel. No.0487 – 2331 962 E-mail: info.janam@gmail.com Web: www.janamtv.com

DIRECTORS' REPORT

Dear Members,

Your Directors present the 10th Annual Report on the business and operations of your Company, together with the Audited Financial Statements and the Auditors' Report of your company for the financial year ended 31st March, 2018.

FINANCIAL PERFORMANCE

The financial performance of the Company during the year under review is summarized below:

Particulars	2017-18 (₹)	2016-17 (₹)
Gross Income	5,75,64,783	8,34,76,776
Profit/(Loss) Before Interest and Depreciation	(6,19,87,613)	(9,41,31,969)
Finance Charges	NIL	NIL
Gross Profit/(Loss)	(6,19,87,613)	(9,41,31,969)
Provision for Depreciation & Amortization	2,11,93,420	2,08,96,960
Net Profit/(Loss) Before Tax	(8,31,81,033)	(11,50,28,929)
Current Tax	NIL	NIL
Tax related to earlier years	NIL	NIL
Deferred Tax	NIL	NIL
Net Profit/(Loss) After Tax	(8,31,81,033)	(11,50,28,929)

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your Company's Profit and Loss Account shows a Net Loss of ₹ 8,31,81,033/- for the year (Last year Net Loss was ₹ 11,50,28,929/-), after providing for all usual and necessary provisions namely depreciation, income tax etc. Your Directors expect that in the ensuing years the company can make profit, by expanding business activities. In comparison with the previous year, your Company has taken considerable steps to contain high expenditure in the year of flux. The Board of Directors has assured to increase the revenue exposure of the company and also to telecast quality programs in the coming years.

CHANGE IN NATURE OF BUSINESS, IF ANY

The company is carrying on the business of television programming and broadcasting activities. The company has not carried out any other business activity and has no proposal to do any other business.

DIVIDEND

In view of losses, the Directors do not recommend any dividend for the financial year ended 31st March, 2018.

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

Since the company has incurred net loss for the financial year ended 31st March 2018, the Company could not transfer any amount to any reserves.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

Your Company does not have any Subsidiary, Joint Venture or Associate Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no dividend declared and paid during the past years, the provisions under the Companies Act regarding the transfer of unclaimed dividend to Investor Education and Protection Fund do not apply to the company.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

As on the date of this Report, the Company has the following persons as the directors of the company.

1. Mr. P. Viswaroopan : Managing Director
2. Mr. Murali N. P. : Director
3. Mr. Krishna Kumar U S : Director
4. Mr. K P Madhanvan Unni : Director
5. Mr. Vishnu Prasad B. Menon : Director

Directors Mr. Murali N P and Mr P Viswaroopan are liable to retire by rotation as per Article 94 of the Articles of Association of the company. Being eligible, directors offer themselves for re-appointment.

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2017-18, the Board of Directors of the company met 8 times as per the provisions of Section 173 of Companies Act, 2013 for which details are given below.

Sl. No.	Date of Board Meeting	Total Number of directors as on the date of meeting	Number of directors Attended
1	13/04/2017	5	4
2	17/07/2017	5	3
3	30/08/2017	5	4
4	27/09/2017	5	4
5	13/11/2017	5	2
6	08/01/2018	5	3
7	21/02/2018	5	3
8	23/03/2018	5	4

The intervening gap between any two meetings was within the period prescribed by the Companies Act 2013.

Details of number of board meetings attended by each director during the financial year 2017-18 are given below:

Sl. No.	Name of Director	No. of Meetings held during the tenure	No. of Meetings Attended
1	Mr. P. Viswaroopan	8	8
2	Mr. Murali N. P.	8	6
3	Mr. Vishnu Prasad B. Menon	8	8
4	Mr. Krishna Kumar U. S.	8	4
7	Mr. Madhanvan Unni K. P.	8	1

AUDIT COMMITTEE

The Audit Committee of the Company reconstituted with the following 3 directors as members, namely Mr. Murali N. P (Chairman), Mr. Vishnu Prasad B Menon and Mr U S Krishna Kumar. During the financial year 2017-18, the committee met once on 30.08.2017 where all the then 3 members were present. All the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

The reconstituted Nomination and Remuneration Committee have 3 directors as members, namely Mr. Murali N. P, Mr. Madhanvan Unni K P and Mr. P Viswaroopan; Mr. Murali N. P being the Chairman of the committee. During the financial year 2017-18, the committee met 3 times on 30.08.2017, 12.10.2017 and 26.12.2017 where all the then 3 members namely Mr. Murali N. P., Mr. P. Viswaroopan and Mr. Madhanvan Unni K P were present.

The committee has adopted a policy which deals with the criteria for determining qualification and positive attributes of directors and criteria for fixing remuneration for directors, key managerial personnel and other employees, which is disclosed below.

1. The directors shall be of high integrity with relevant expertise and experience so as to have a diverse board with directors having expertise in the fields of marketing, finance, taxation, law, governance and general management.
2. 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.
3. The Committee shall have a strict guidelines with regard to appointments of key managerial personnel and other senior level management employees of the company
4. The committee shall consider the following attributes
 - Qualification, expertise and experience of the directors, KMP and senior level employees in their respective fields
 - Personal, Professional or business standing
 - Diversity of the Board
5. Regarding remuneration, the committee shall ensure that
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks
 - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
6. The committee is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

STAKEHOLDERS RELATIONSHIP & SHARE TRANSFER COMMITTEE

The committee was reconstituted in the year under review with the following 3 directors as members, namely Mr. Murali N. P, Mr KrishnaKumar U S and Mr. Vishnu Prasad B Menon; Mr. Murali N. P. was the Chairman of the committee. During the financial year 2017-18, the committee met twice on 06.11.2017 and on 03.01.2018 where all the then 3 members were present.

No Stakeholders complaints were received during the financial year 2017-18.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Sexual Harassment Policy in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment, if any. The Directors further state that during the year under review, there were no complaints filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

DETAILS OF GENERAL MEETINGS HELD DURING THE FINANCIAL YEAR 2017-18

The 09th Annual General Meeting of the company for the financial year ended on 31st March 2017 was held on 27th September 2017. No other General Meeting of members was held in the financial year 2017-18.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as 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 loss of the company for that period;
- (c) the directors had 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) the directors had prepared the annual accounts on a going concern basis;
- (e) the company being unlisted sub clause (e) of Section 134(5) is not applicable; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith in accordance with Section 134(3)(a) of the Companies Act 2013 for your kind perusal and information (**Annexure – I**).

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the company at large and Approval of the Board of Directors and shareholders was obtained wherever required. Further all the necessary details of transaction entered with the related parties are attached herewith in Form No AOC-2 for your kind perusal and information. (**Annexure – II**).

AUDITORS AND AUDITORS' REPORT

As per Section 139 of the Companies Act, 2013 and in accordance with the approval accorded by the Members at the Annual General Meeting held on August 16, 2014, M/s Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Paliyam Road, Thrissur – 680 001, retires as Statutory Auditors of the Company. Your Board places on record their appreciation for the services provided by M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, as Statutory Auditors of the Company.

Based on the recommendations of the Audit Committee, your Board had, subject to approval of the Members at the ensuing Annual General Meeting, recommends the appointment of M/s. Anil Aryan & Associates (Firm Registration Number : 014365 S), Chartered Accountants, Flat 2A, Top Homes, Press Club Road, Thrissur -680001 as Statutory Auditors of the Company in place of retiring Statutory Auditors.

A proposal for appointment of M/s Anil Aryan & Associates, Chartered Accountants as Statutory Auditors of the Company until conclusion of 15th Annual General Meeting to be held in the year 2023, subject to ratification by Equity Shareholders every year, forms part of the Notice of ensuing Annual General Meeting.

The Auditors have made a remark that the company has provided gratuity for its employees not on actuarial method, which is a departure from the Accounting Standard – 15. In this regard the Board wishes to explain you that the Company has not adopted actuarial valuation method since the number of employees are not large. No material difference is estimated by the management, if the liability is valued actuarially.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Practising Company Secretary and the Secretarial Audit Report for the financial year ended 31st March, 2018 is annexed herewith as **Annexure III** to this Report.

SECRETARIAL STANDARDS

The company has complied with Secretarial Standards with respect to General Meetings and Board Meetings specified by the Institute of Company Secretaries of India.

LOANS, GUARANTEES AND INVESTMENTS

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

Conservation of energy

1	The steps taken or impact on conservation of energy	:	The company has kept the usage of Energy at the minimum by using the latest available electrical equipments.
2	The steps taken by the company for utilising alternate sources of energy	:	Discussions are going on install solar panel on top of our studio complex at Aluva and Trivandrum hope to implement this project by the end of the financial Year 2017-18.
3	The capital investment on energy conservation equipments	:	NIL

Technology absorption

1	The efforts made towards technology absorption	:	The company has introduced the latest technologies in Media Industry to be most competitive in our area.
2	The benefits derived like product improvement, cost reduction, product development or import substitution.	:	The benefits of product improvement, cost reduction and product development have been derived by the use of latest technologies.
3	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)		
	The details of technology imported	:	Janam TV has been utilising the modern broadcast technology solution for Entire technical operations. High Definition video cameras from Various international vendors like Sony, Panasonic, Canon and GoPro are using different Entertainment and news program coverages. The Key advantage of Janam TV would be Media Asset management technology from ViZRT systems, a Norwegian Company. VizRT MAM helps Janam team to mobilise the entire content tagging, automatically managed storage pool and archiving system to retrieve the contents quickly regardless when contents get recorded. VizRT has providing their world class Online Graphics system along with Virtual Studio to empower the Live news bulletins. Janam TV Graphics can be extended at the level of any international or domestic channels for highest quality of graphical viewing experience. Entire Imported technology reduces the Operational and maintenance cost.

	The year of import	:	2015
	whether the technology been fully absorbed	:	Fully Absorbed
	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	:	N. A.
4	The expenditure incurred on Research and Development	:	NIL

Foreign Exchange Earnings and Outgo

Foreign exchange earnings : ₹ 1,22,90,770/-

Foreign exchange outgo : - Nil -

RISK MANAGEMENT

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

INTERNAL FINANCIAL CONTROLS

The company has adequate internal financial controls commensurate with its size and nature of business as detailed in the Financial Statements.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

It is hereby confirmed that there are no employees of the company who are in receipt of remuneration in excess of the limits specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and hence the disclosure of particulars in this regard is not applicable.

Your Directors further state that during the year under report, there were no sexual harassment complaints/cases filed pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013.

DEPOSITS

The company has not accepted any deposits during the financial year 2017-18.

SHARE CAPITAL

There were changes to the Equity Share Capital of the Company during the year under review. The Paid-up Equity Share Capital of the Company as on 31.03.2017 was increased from ₹ 48,95,06,400/- to ₹ 57,26,97,400/-.

SHARES

(a) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

(b) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

(c) Bonus Shares

No Bonus Shares were issued during the year under review.

(d) Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility (CSR) do not apply to your company, hence no disclosures in this regard has been made in this report.

ORDER OF COURT

There are no significant and material orders passed by the regulators or courts or Tribunals impacting the going concern status and company's operation in future.

ACKNOWLEDGEMENT

Employees are our vital and most valuable assets. Your Directors value the professionalism and commitment of all employees of the Company and place on record their appreciation of the contribution made by employees of the Company at all levels that has contributed to your Company's growth and remain in the forefront of media and entertainment business. Your Directors thank and express their gratitude for the support and co-operation received from the Central and State Governments /regulatory authorities viz. the Ministry of Information & Broadcasting, the Department of Telecommunication, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India, Foreign Investment Promotion Board, the Stock Exchanges and Depositories and other stakeholders including viewers, producers, vendors, financial institutions, banks, investors and service providers.

By order of the Board of Directors

Thrissur
18.08.2018

Sd/-
P. Viswaroopan
(Managing Director)
(DIN: 00256061)

Sd/-
Murali N P
(Director)
(DIN: 00044899)

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1	CIN	U92100KL2007PLC021625
2	Registration Date	31/12/2007
3	Name of the Company	JANAM MULTIMEDIA LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
5	Address of the Registered Office & Contact details	XII/613/18, G1, RUBY ENCLAVE POTTAYIL LANE, POOTHOLE P.O THRISSUR – 680 004, KERALA STATE Tel. No. 0487 – 2331 962 e-mail: info@janamtv.com Web: www.janamtv.com
6	Whether listed company	NO
7	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	- NIL -

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10.00 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service*	% to total turnover of the company
1	Television programming and broadcasting activities	60200	100

* As per National Industrial Classification 2008 – Ministry of Statistics and Programme Implementation.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN/GLN	Holding/ subsidiary/Associate	% of shares held	Applicable Section
1			- NIL -		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding:-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	NIL	77500	77500	1.58	NIL	77500	77500	1.37	(0.21)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other...	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	NIL	77500	77500	1.58	NIL	77500	77500	1.37	(0.21)
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = A(1) + A(2)	NIL	77500	77500	1.58	NIL	77500	77500	1.37	(0.21)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-

d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	NIL	30000	30000	0.61	NIL	33000	33000	0.57	(0.04)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	NIL	1704559	1704559	34.82	NIL	1898306	1898306	33.15	(1.67)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	NIL	3075755	3075755	62.83	NIL	3715918	3715918	64.88	2.05
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	NIL	500	500	0.01	NIL	1250	1250	0.02	0.01
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Other Entities	NIL	6750	6750	0.14	NIL	1000	1000	0.02	(0.12)
Sub-total (B)(2):-	NIL	4817564	4817564	98.41	NIL	5649474	5649474	98.64	0.23
Total Public Shareholding (B)=(B)(1)+ (B)(2)	NIL	4817564	4817564	98.41	NIL	5649474	5649474	98.64	0.23
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	NIL	4895064	4895064	100.00	NIL	5726974	5726974	100.00	0.00

(ii) Shareholding of Promoters:-

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	MURALI N. P.	1000	0.02	-	1000	0.02	-	0.00
2	P. VISWAROOPAN	1500	0.03	-	1500	0.03	-	0.00
3	VISHNU PRASAD B. MENON	25000	0.51	-	25000	0.44	-	(0.07)
4	KRISHNA KUMAR U S	25000	0.51	-	25000	0.44	-	(0.07)
5	MADHANVAN UNNI K P	25000	0.51	-	25000	0.44	-	(0.07)
	Total	77500	1.58	-	77500	1.36	-	(0.21)

Notes: 1. Promoters of the Company as on March 31, 2018 has been considered for the above disclosure.

2. Variation in the percentage of shareholding of Promoters in total shares of the company without corresponding change in their number of shares is due to change in the total capital structure of company after the allotment of shares made on 23.03.2018

(iii) Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MURALI N. P.				
	At the beginning of the year	1000	0.02	1000	0.02
	Increase/Decrease in shareholding during the year	-	-	1000	0.02
	At the end of the year			1000	0.02
2	P. VISWAROOPAN				
	At the beginning of the year	1500	0.03	1500	0.03
	Increase/Decrease in shareholding during the year	-	-	1500	0.03
	At the end of the year			1500	0.03
3	VISHNU PRASAD B. MENON				
	At the beginning of the year	25000	0.51	25000	0.51
	Increase/Decrease in shareholding during the year	-	-	25000	0.44
	At the end of the year			25000	0.44
4	KRISHNAKUMAR U. S.				
	At the beginning of the year	25000	0.51	25000	0.51
	Increase/Decrease in shareholding during the year	-	-	25000	0.44
	At the end of the year			25000	0.44
5	K. P. MADHAVANUNNY				
	At the beginning of the year	25000	0.51	25000	0.51
	Increase/Decrease in shareholding during the year	-	-	25000	0.44
	At the end of the year			25000	0.44

Note: Variation in the percentage of shareholding of Promoters in total shares of the company without corresponding change in their number of shares is due to change in the total capital structure of company after the allotment of shares made on 23-03.2018

(iv) Shareholding Pattern of top ten Shareholders: Other than Directors, Promoters and Holders of GDRs and ADRs

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	PADMINI				
	At the beginning of the year	83250	1.70	83250	1.70
	Increase/Decrease in shareholding during the year	-	-	83250	1.45
	At the end of the year			83250	1.45
2	SREEKUMAR K. R.				
	At the beginning of the year	25000	0.51	25000	0.51
	Increase/Decrease in shareholding during the year			25000	0.44
	At the end of the year			25000	0.44
3	POYILAKADA FISHERIES PRIVATE LIMITED				
	At the beginning of the year	25000	0.51	25000	0.51
	Increase/Decrease in shareholding during the year	-	-	25000	0.44
	At the end of the year			25000	0.44
4	AMBALAVANAN A P				
	At the beginning of the year	25000	0.51	25000	0.51
	Increase/Decrease in shareholding during the year	-	-	25000	0.44
	At the end of the year			25000	0.44
5	TAJ KOLLARA SUKUMARAN				
	At the beginning of the year	0	-	0	-
	Increase/Decrease in shareholding during the year	-	-	25000	0.44
	At the end of the year			25000	0.44
6	VIPIN P G				
	At the beginning of the year	0	-	0	-
	Increase/Decrease in shareholding during the year			25000	0.44
	At the end of the year			25000	0.44
7	M V BABU				
	At the beginning of the year	5000	0.10	5000	0.10
	Increase/Decrease in shareholding during the year			25000	0.44
	At the end of the year			25000	0.44

8	SAJEEVAN PARAPRAMBIL				
	At the beginning of the year	5000	0.10	5000	0.10
	Increase/Decrease in shareholding during the year			25000	0.44
	At the end of the year			25000	0.44
9	SURESH BABU MUTHIRAPARAMBIL				
	At the beginning of the year	15000	0.31	15000	0.31
	Increase/Decrease in shareholding during the year	-	-	15000	0.26
	At the end of the year			15000	0.26
10	KRISHNAN VADAKKUMCHERY SANKARAN				
	At the beginning of the year	15000	0.31	15000	0.31
	Increase/Decrease in shareholding during the year	-	-	15000	0.26
	At the end of the year			15000	0.26
11	MURALEEDHARAN PILLAI K. S.				
	At the beginning of the year	25000	0.51	25000	0.51
	Increase/Decrease in shareholding during the year	-	-	25000	0.44
	At the end of the year			25000	0.44
12	CHEMBIL P MOHANDAS				
	At the beginning of the year	10000	0.20	10000	0.20
	Increase/Decrease in shareholding during the year	-	-	10000	0.17
	At the end of the year			10000	0.17
13	NARAYANAN VILAMBATH SANKARAN				
	At the beginning of the year	10000	0.20	10000	0.20
	Increase/Decrease in shareholding during the year	-	-	10000	0.17
	At the end of the year			10000	0.17

Note: * Shareholders who were top 10 either on 01.04.2017 or on 31.03.2018 are included in the above table.

* Variation in the percentage of shareholding of Shareholders in total shares of the company without corresponding change in their number of shares is due to change in the total capital structure of company after the allotment of shares made on FY - 2017-18

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MURALI NELLAYIKUNNATH PARAMESWARAN - DIRECTOR				
	At the beginning of the year	1000	0.02	1000	0.02
	Increase / Decrease in Shareholding during the year	-	-	1000	0.02
	At the end of the year			1000	0.02
2	PEEDIKAPARAMBIL VISWAROOPAN - MANAGING DIRECTOR				
	At the beginning of the year	1500	0.03	1500	0.03
	Increase / Decrease in Shareholding during the year	-	-	1500	0.03
	At the end of the year			1500	0.03
3	VISHNU PRASAD BALAKRISHNA MENON - DIRECTOR				
	At the beginning of the year	25000	0.51	25000	0.51
	Increase / Decrease in Shareholding during the year	-	-	25000	0.44
	At the end of the year			25000	0.44
4	KRISHNA KUMAR SIVARAMAN NAIR - DIRECTOR				
	At the beginning of the year	25000	0.51	25000	0.51
	Increase / Decrease in Shareholding during the year	-	-	25000	0.44
	At the end of the year			25000	0.44
5	MADHANVAN UNNI KOTTOPADATHI PAYYAKKAL - DIRECTOR				
	At the beginning of the year	25000	0.51	25000	0.51
	Increase / Decrease in Shareholding during the year	-	-	25000	0.44
	At the end of the year			25000	0.44

Note: 1. Directors and KMP of the Company as on March 31, 2018 has been considered for the above disclosure.

2. Variation in the percentage of shareholding of Directors in total shares of the company without corresponding change in their number of shares is due to change in the total capital structure of company after the allotment of shares made on FY- 2017- 2018

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6,57,625.00	-	-	6,57,625.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6,57,625.00	-	-	6,57,625.00
Change in Indebtedness during the financial year				
* Addition	2,67,843.00	-	-	2,67,843.00
* Reduction	-	-	-	-
Net Change	2,67,843.00	-	-	2,67,843.00
Indebtedness at the end of the financial year				
i) Principal Amount	9,25,468.00	-	-	9,25,468.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	9,25,468.00	-	-	9,25,468.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1	Gross salary		/
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 - Bonus		
	Total (A)		
2	Stock Option		
3	Sweat Equity		
4	Commission		
5	Others (Specify)		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors: NIL

A. Independent Directors					
SL No.	Name	Fee for attending Board / Committee Meetings	Commission	Others, please specify	Total
None					/
Total (1)					
NIL					
B. Other Non-Executive Directors					
Sl. No.	Name	Fee for attending Board/ Committee Meetings	Commission	Others	Total
None					/
Total (2)					
Total (B) = (1 + 2)					
Total Managerial Remuneration					
Overall Ceiling as per the Act					

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				/
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
5	Others, please specify				
	Total				

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties/punishments/compounding of offences for the year ending 31st March 2018.

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

By order of the Board of Directors

Thrissur
18-08-2018

Sd/-
P. Viswaroopan
(Managing Director)
(DIN: 00256061)

Sd/-
Murali N. P.
(Director)
(DIN 00044899)

JANAM MULTIMEDIA LIMITED

Registered Office: XII/613/18, G1, Ruby Enclave, Pottayil Lane, Poothole P.O, Thrissur – 680 004
CIN: U92100KL2007PLC021625 Tel. No.0487 – 2331962 e-mail: info.janam@gmail.com Web: www.janamtv.com

ANNEXURE – II

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto **(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

1. Details of contracts or arrangements or transactions not at arm's length basis

Sl. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	- NIL -
B	Nature of contracts/arrangements/transactions	
C	Duration of the contracts/arrangements/transactions	
D	Salient terms of the contracts or arrangements or transactions including the value, if any	
E	Justification for entering into such contracts or arrangements or transactions	
F	Date of approval by the Board	
G	Amount paid as advances, if any	
H	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

Sl. No.	Particulars	Details	
A	Name(s) of the related party and nature of relationship	P. E. B. Menon, Father of Director Mr. Vishnu Prasad B. Menon	Vijayalakshmi Menon, Mother of Director Mr. Vishnu Prasad B. Menon
B	Nature of contracts/arrangements/transactions	Rent paid	Rent paid
C	Duration of the contracts/arrangements/transactions	11 months	11 months
D	Salient terms of the contracts or arrangements or transactions including the value, if any:	Payment of Rent Rs.1,50,000/-	Payment of Rent Rs.1,50,000/-
E	Date(s) of approval by the Board, if any	Ongoing Transactions	Ongoing Transactions
F	Amount paid as advances, if any:	N. A.	N. A.

Form shall be signed by the persons who have signed the Board's report.

By order of the Board of Directors

Thrissur
18.08.2018

Sd/-
P. Viswaroopan
(Managing Director)
(DIN: 00256061)

Sd/-
Murali N. P.
(Director)
(DIN: 00044899)

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF JANAM MULTIMEDIA LIMITED

Report on the financial statements

We have audited the accompanying financial statements of Janam Multimedia Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2018, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility 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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016. 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 judgements 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.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

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.

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its loss and cash flows for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we enclose in the Annexure 'A' statement on the matters specified in paragraph 3 of the said 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 purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and 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 and the Companies (Accounting Standards) Amendment Rules, 2016 except that the Company has provided gratuity for its employees not on actuarial method, which is a departure from the Accounting Standard - 15 as disclosed in Note No.: 2.9 (ii);
 - (e) On the basis of written representations received from the directors as on March 31, 2018, taken on record by the board of directors, none of the directors is disqualified as on March 31, 2018 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 the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'; and
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations which would impact its financial position;
 - (ii) The Company does not have any long-term contracts, including derivative contracts. Accordingly, no provision for material foreseeable losses have been made; and
 - (iii) There were no amounts which were required to be transferred to the investor education and protection fund by the Company.

For Krishnamoorthy & Krishnamoorthy
Chartered Accountants
FRN: 001488S

Sd/-

(K. J. Narayanan)

Partner

Membership Number: 202844

Place: Thrissur

Date: 18.08.2018

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE TO THE MEMBERS OF JANAM MULTIMEDIA LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (c) In our opinion and according to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company, which have been deposited with the Bank for availing loans and confirmed by them.
2. (a) The Company did not have any physical inventory during the year. The Company have only inventory of programmes, which are of intangible in nature. Hence, in our opinion, clause 3 (ii) of the Order is not applicable.
3. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, clause 3 (iii) of the Order is not applicable
4. In our opinion and according to the information and explanations given to us, the Company has not given any loans, made any investments, provided any guarantees, and given any security to which the provisions of section 185 and 186 of the Companies Act, 2013 are applicable
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits and accordingly paragraph 3 (v) of the Order is not applicable.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the Company.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including Goods & Service Tax, provident fund, employees’ state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues to the extent applicable, with the appropriate authorities except in the following case of non-payment of ESI which is outstanding as at March 31, 2018, for a period of more than six months from the date they became payable:

Name of the statute	Nature of dues	Amount(₹)	Period to which the amount relates	Due date	Date of Payment
Employee State Insurance Act, 1948	ESI	22270/-	April 2017 to October 2017	May 2017 to Nov 2017	Not paid

- (b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of Goods & Service Tax, income-tax, sales tax, service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.

8. In our opinion and according to the information and explanations given to us, the Company has no outstanding dues to any financial institutions or any bankers or any government or any debenture holders during the year.
9. The Company has not obtained any term loans or raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.
10. According to the information and explanations given to us, no fraud by the Company or on by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us, the Company has not paid or provided any managerial remuneration during the year. Hence, clause 3(xi) of the Order is not applicable.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3 (xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and the details of such transactions have been disclosed in the financial statements of the Company as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause (xiv) of the Order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered in to any non-cash transactions with directors or persons connected with them, covered by section 192 of the Companies Act, 2013. Accordingly, paragraph (xv) of the Order is not applicable.
16. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Krishnamoorthy & Krishnamoorthy
Chartered Accountants(Firm Reg. No.: 001488S)

Sd/-

K. J. Narayanan
Membership No: 202844
Place: Thrissur
Date: 18.08.2018

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE TO THE MEMBERS OF JANAM MULTIMEDIA LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018.

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 Janam Multimedia Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). 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 (the ‘Standards’) 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. 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 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

Modified Opinion

According to the information and explanations given to us and based on our audit, we report that the company did not have an internal audit system during the year 2017-18.

Opinion

In our opinion, except for the effects/possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note issued by the ICAI.

For Krishnamoorthy & Krishnamoorthy
Chartered Accountants (FRN: 001488S)

Sd/-

K. J. Narayanan

Partner

Membership No.:202844

Place: Thrissur

Date: 18.08.2018

JANAM MULTIMEDIA LIMITED
G1, RUBY ENCLAVE, POTTAYIL LANE, THRISSUR - 4
BALANCE SHEET AS AT 31ST MARCH 2018

(Amount in ₹)

Particulars	Note No.	As at 31st March 2018	As at 31st March 2017
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	3	572697400	489506400
(b) Reserves and Surplus	4	(312582353)	(229401320)
		260115047	260105080
2 Share Application Money pending Allotment		10067801	37528100
3 Non-Current Liabilities			
(a) Long Term Borrowings	5	751384	483541
(c) Long Term Provisions	6	3013904	2128788
		3765288	2612329
4 Current Liabilities			
(a) Trade Payables	7	4305660	9158293
(b) Other Current Liabilities	8	14152984	8411464
		18458644	17569758
TOTAL		292406780	317815268
II. ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
(i) Property, Plant & Equipment	9	155699323	172625924
(ii) Intangible Assets		12653182	15232600
(b) Long Term Loans & Advances	10	14959474	17935087
		183311979	205793611
2 Current Assets			
(a) Inventories	11	21801494	29644984
(b) Trade Receivables	12	42641348	37995425
(c) Cash and Cash Equivalents	13	25389963	23903569
(d) Short Term Loans & Advances	14	19244648	20477679
(e) Other Current Assets	15	17348	0
		109094801	112021657
TOTAL		292406780	317815268
Notes forming part of the Financial Statements	1 to 35		

As per our attached report of even date

For and on behalf of the Board of Directors

For Krishnamoorthy & Krishnamoorthy
Chartered Accountants
(Firm Reg. No.: 001488S)

Sd/-
K.J.Narayanan
Partner
Membership No: 202844
Place: Thrissur
Date: 18.08.2018
Annual Report 2017-18

Sd/-
(P. Viswaroopan)
Managing Director

Sd/-
(N. P. Murali)
Director

JANAM MULTIMEDIA LIMITED

G1, RUBY ENCLAVE, POTTAYIL LANE, THRISSUR - 4

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in ₹)

Particulars	Note No.	Year Ended 31st March 2018	Year Ended 31st March 2017
1 Revenue from Operations	16	51364023	78649465
2 Other Income	17	6200760	4827311
3 Total Revenue (1+2)		57564783	83476776
4 EXPENSES			
a) Purchase of Programmes /Media Content		0	13599478
b) Production And Operating Expenses	18	27637770	35929349
c) Changes in Inventories	19	7843490	1771050
d) Employee Benefits Expenses	20	51443217	50320550
e) Depreciation and Amortization Expenses	21	21193420	20896960
f) Other Expenses	22	32627920	75988318
Total Expenses		140745816	198505705
5 Profit before tax (3-4)		(83181033)	(115028929)
6 Tax Expense:			
(1) Current tax		0	0
(2) Tax related to earlier years		0	0
(3) Deferred tax		0	0
Total		0	0
7 Profit /(Loss) for the year (5-6)		(83181033)	(115028929)
Earnings per equity share (of ₹100/- each)			
Basic		(15.81)	(23.97)
Notes forming part of the Financial Statements	1 to 35		

As per our attached report of even date

For and on behalf of the Board of Directors

For Krishnamoorthy & Krishnamoorthy
Chartered Accountants
(Firm Reg. No.: 001488S)

Sd/-
(P. Viswaroopan)
Managing Director

Sd/-
K.J.Narayanan
Partner

Sd/-
(N. P. Murali)
Director

Membership No: 202844
Place: Thrissur
Date: 18.08.2018

JANAM MULTIMEDIA LIMITED
G1, RUBY ENCLAVE, POTTAYIL LANE, THRISSUR - 4
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in ₹)

PARTICULARS	Year Ended 31.03.2018	Year Ended 31.03.2017
A. <u>Cash Flow from Operating Activities</u>		
Net Profit before tax	(83181033)	(115028929)
<i>Adjustments for:</i>		
Depreciation	21193420	20896960
Interest Income	(1692357)	(3132549)
Operating Profit before Working Capital Changes	(63679969)	(97264518)
<i>Movements in Working Capital:</i>		
Inventories	7843490	1771050
Trade Receivables	(4645923)	(23448975)
Long Term Borrowings	267843	483541
Trade Payable	(4852633)	(1455233)
Other Current Liabilities	5741519	3013819
Other Current Assets	(17348)	4721863
Short Term Loans & Advances	1233031	1353314
Long Term Provisions	885116	441045
Long Term Loans & Advances	2975613	(397307)
	9430707	(13516882)
Cash generated from Operations	(54249262)	(110781400)
Direct taxes paid	0	0
<i>Cash generated from Operating Activities(A)</i>	(54249262)	(110781400)
B. <u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	(2096668)	(6045467)
Sale of Fixed Assets	409267	0
Interest received	1692357	3132549
<i>Net Cash used in Investing Activities(B)</i>	4955	(2912918)
C. <u>Cash Flow from Financing Activities</u>		
Proceeds from issue of Share Capital	83191000	17403000
Share Application Money received	(27460299)	28807500
<i>Net Cash (used in)/from Financing Activities (C)</i>	55730701	46210500
Net increase/(decrease) in Cash & Cash equivalents	1486394	(67483818)
Cash & Cash equivalents at the beginning of the year	23903569	91387387
Cash & Cash equivalents at the end of the year	25389963	23903569

As per our attached report of even date

For and on behalf of the Board of Directors

For Krishnamoorthy & Krishnamoorthy
Chartered Accountants
(Firm Reg. No.: 001488S)

Sd/-
(P. Viswaroopan)
Managing Director

Sd/-
K.J.Narayanan
Partner

Sd/-
(N. P. Murali)
Director

Membership No: 202844

Place: Thrissur

Date: 18.08.2018

JANAM MULTIMEDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

1 CORPORATE INFORMATION

Janam Multimedia Limited ("the Company") is a public limited company incorporated in Kerala under the provisions of the Companies Act, 2013. The company's shares are not listed. The Company is in the business of television media and currently operates 'Janam TV' channel.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Accounting and Preparation of Financial Statements

The Financial statements of the company have been prepared and presented as a going concern in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis in compliance with the provisions of the Companies Act, 2013 and the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2.3 Fixed Assets

i) Property, Plant & Equipment

Tangible assets (Property, Plant & Equipment) are stated at cost less accumulated depreciation. The Company capitalises all direct costs relating to the acquisition and installation of fixed assets. Interest on borrowed funds, if any, used to finance the acquisition of fixed assets, is capitalised up to the date the assets are ready for commercial use. Assets individually costing less than Rs.5000/- are fully depreciated in the year of acquisition.

ii) Intangible Assets

Intangible assets are recognised if they are separately identifiable and the Company controls the future economic benefits arising from them. All other expenses on intangible items are charged to the Statement of Profit and Loss. Intangible assets are stated at cost less accumulated amortization and impairment.

2.4 Depreciation & Amortization

i) Tangible Fixed Assets

Depreciation on tangible fixed assets has been provided on Straight Line Method over the useful lives of assets as prescribed in Schedule II to the Companies Act, 2013.

ii) Intangible Fixed Assets

The intangible assets are amortized over their respective individual estimated useful lives on a straightline basis, commencing from the date the asset is available for its use.

JANAM MULTIMEDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

2.5 Revenue Recognition

Revenue is recognised to the extent it is probable that economic benefits will flow to the company and the revenue can be reliably measured.

- i)* Advertisement revenue from broadcasting is recognised when the advertisements are displayed before the public i.e on telecast .
- ii)* Sale of Programme is recognised,when the significant risks and rewards have been transferred to the customers in accordance with the agreed terms.
- iii)* All other direct/indirect incomes are also accounted for on accrual basis.

2.6 Income Tax

Current Tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. No provision for current tax has been made in the accounts since the company has incurred loss during the year.

2.7 Deferred Tax Asset / Liability:

Deferred Tax Asset/Liability is recognised for timing difference between the profit as per the financial statement and the profit calculated for the income tax purpose at the tax rate applicable to the relevant assessment year. Deferred tax asset is recognised only when there is reasonable certainty that future taxable profit will be available. The carrying amount of deferred tax asset will be reviewed at each balance sheet date and necessary adjustment will be made.

2.8 Earnings Per Share

Basic Earnings per equity share (EPS) is calculated by dividing earnings after tax by the weighted average number of equity shares outstanding during the year. Diluted EPS is not calculated as there is no diluted earnings during the year.

2.9 Employee Benefits

- i)* Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- ii)* Provision for gratuity has been made in the accounts during the year on the basis of number of years completed by the employees. The Company has not adopted actuarial valuation method since the number of employees is not large. No material difference is estimated by the management, if the liability is valued actuarially .

2.10 Foreign currency transactions

Transactions in foreign currency are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the exchange rate prevailing on the last date of the accounting year and the resultant exchange difference, if any, are recognised in the Statement of Profit and Loss.

2.11 Provisions, Contingent Liabilities and Contingent Assets

Contingent Liabilities are possible but not probable obligations as on the balance sheet date, based on available evidence. A provision is recognised when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

JANAM MULTIMEDIA LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

3 Share Capital

(Amount in ₹)

	As at 31st March 2018		As at 31st March 2017	
	Number	Amount	Number	Amount
a) Authorised Equity Shares of ₹100/- each	7000000	700000000	7000000	700000000
b) Issued, Subscribed & Paid up Equity Shares of ₹100/- each fully paid up	5726974	572697400	4895064	489506400
Total	5726974	572697400	4895064	489506400

c) The reconciliation of the number of shares outstanding is set out below :

(Amount in ₹)

	Year ended 31.03.2018		Year ended 31.03.2017	
	Number	Amount	Number	Amount
Opening Balance	4895064	489506400	4721034	472103400
Shares issued during the year	831910	83191000	174030	17403000
Shares bought back during the year	0	0	0	0
Closing Balance	5726974	572697400	4895064	489506400

d) The Company has only one class of shares referred to as equity shares with a face value of ₹100 per share. Each holder is entitled to one vote per share.

e) None of the share holders are holding more than 5% of the Share Capital.

4 Reserves & Surplus

(Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
Surplus in the Profit & Loss		
Balance as per last financial Statements	(229401320)	(114372391)
Add: Profit/(Loss) for the Current year	(83181033)	(115028929)
Closing Balance	(312582353)	(229401320)

5 Long Term Borrowings

(Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
Vehicle Loan from HDFC Bank Ltd (Secured by hypothecation of vehicle. Repayment 59 months @Rs.14507/-p.m. No continuing default)	751384	483541
Total	751384	483541

6 Long Term Provisions

(Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
Provision for Gratuity	3013904	2128788
Total	3013904	2128788

7 Trade Payables

(Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
Due to Micro, Small and Medium Enterprises	0	0
Other Creditors for Supplies/Services	4305660	9158293
Total	4305660	9158293

8 Other Current Liabilities

(Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
Current Maturity Of Long Term Debt: - Vehicle Loan from HDFC Bank Ltd	174084	174084
Advance from Customers	8344396	779206
Statutory dues	881484	585940
Other Payables	4753020	6872235
Total	14152984	8411464

JANAM MULTIMEDIA LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in ₹)

09. FIXED ASSETS

Particulars	Gross Block				Accumulated Depreciation			Net Block	
	As on 1st April 2017	Additions	Deductions	As on 31st March 2018	As on 1st April 2017	Depreciation for the year	On Deductions	As on 31st March 2018	As on 31st March 2017
A) <u>Property, Plant & Equipment</u>									
1 Land	3582376	0	0	3582376	0		0	0	3582376
2 Electrical Fittings	5809878	122043	0	5931921	667513	555211	0	1222724	4709197
3 Furniture & Fittings	10574809	260887	0	10835696	1254521	1021066	0	2275587	8560109
4 Computers	12923861	179943	0	13103804	5316189	3553881	0	8870070	4233734
5 Motor Cars	14616252	755687	1383031	13988908	5089393	1692400	973764	5808029	8180879
6 Studio Equipments	152278411	122062	0	152400473	14856923	11139340	0	25996263	126404210
7 Office Equipments	29445	10196	0	39641	4569	6254	0	10823	28818
Total	199815032	1450818	1383031	199882819	27189108	17968152	973764	44183496	155699323
<i>Previous Year</i>	193918255	5896777	0	199815032	9421566	17767542	0	27189108	172625924
B) <u>Intangible Assets</u>									
Software	18886822	645850	0	19532672	3654222	3225268	0	6879490	12653182
Total	18886822	645850	0	19532672	3654222	3225268	0	6879490	12653182
<i>Previous Year</i>	18738132	148690	0	18886822	524804	3129418	0	3654222	15232600
C) Capital Work in Progress									
Total	0	0	0	0	0	0	0	0	0
<i>Previous Year</i>	0	0	0	0	0	0	0	0	0

9.1 Componentisation of fixed assets is not applicable for the year and hence, the company has not done componentisation as prescribed in Schedule II to the Companies Act, 2013.

JANAM MULTIMEDIA LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

10 Long Term Loans & Advances (Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
<u>Advances (Unsecured, considered good)</u>		
Security Deposit	1469757	1151550
Rent Deposit	13489717	16783537
Total	14959474	17935087

11 Inventories (Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
Consumables	167101	167101
Programmes	21634393	29477883
Total	21801494	29644984

12 Trade Receivables (Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
<u>Unsecured, considered good</u>		
Outstanding for a period of more than six months from the date due for payment	12109508	15598769
Outstanding for a period of less than six months from the date due for payment	30531839	22396657
Total	42641348	37995425

13 Cash & Cash Equivalents (Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
a) Cash on hand	664559	328815
b) Balance with Banks in:		
-Current Accounts	5982344	1472710
-Deposits with original maturity for less than 3 months	0	0
	6646903	1801525
c) <u>Other Bank Balances*</u>		
Deposits with original maturity for:		
- more than 3 months but less than 12 months	14206018	13035923
- more than 12 months	4537042	9066121
	18743060	22102044
Total	25389963	23903569

* Term deposits are in the nature of demand deposits and readily available for use by the company, and accordingly treated as Cash & Cash Equivalents.

14 Short Term Loans & Advances (Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
(Unsecured, considered good)		
Advance Tax / TDS	1089898	1820267
Advances to Suppliers	1276225	678764
Advance against capital expenditure	10290000	10290000
CENVAT Credit Receivable	0	2494748
GST Receivable	3004432	0
Prepaid Expenses	2129474	4287396
Other Advances	1454619	906504
Total	19244648	20477679

JANAM MULTIMEDIA LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

15 Other Current Assets (Amount in ₹)

	As at 31.03.2018	As at 31.03.2017
Interest Receivable	17348	0
Total	17348	0

16 Revenue From Operations (Amount in ₹)

	Year ended 31.03.2018	Year ended 31.03.2017
Income from Advertisement	39073253	30014437
Income from Advertisement - Export	12290770	48605931
Income from Online Broadcasting	0	29096
Total	51364023	78649465

17 Other Income (Amount in ₹)

	Year ended 31.03.2018	Year ended 31.03.2017
Interest on Bank Deposits	1692357	3132549
Interest - Others	199812	54737
Miscellaneous Income	411088	82727
Discount Received	239989	374480
BG Commission (Excess provision written back)	0	235981
Insurance Claim Receipts	135063	946837
Excess provision of earlier years written back	3522451	0
Total	6200760	4827311

18 Production And Operating Expenses (Amount in ₹)

	Year ended 31.03.2018	Year ended 31.03.2017
Uplinking Charges	9033337	11221895
Leased Line Charges	2076624	2165677
Cable TV Carriage Fee	2918999	2271090
ANI News Subscription Charges	1050000	1781733
News Reading Charges	281000	1228847
Professional/Artist Charges	2649566	5200930
Set & Art Materials	0	575927
Equipment Hire Charges	938524	2890045
Connectivity Charges	3056099	456498
Accommodation & Food	1260631	1886004
Vehicle Charges	1358844	1238396
Shooting Expenses	266663	482432
Other Production Expenses	2747483	4529875
Total	27637770	35929349

19 Changes in Inventories (Amount in ₹)

	Year ended 31.03.2018	Year ended 31.03.2017
<u>Finished Programmes/ Media Content</u>		
Opening Stock	29477883	31248933
Closing Stock	21634393	29477883
(Increase) / Decrease in Stock	7843490	1771050

20 Employee Benefit Expenses (Amount in ₹)

	Year ended 31.03.2018	Year ended 31.03.2017
Salaries and Allowances	45993576	45783983
Contribution to PF & ESI	2890363	2358153
Gratuity	885116	441045
Staff Welfare expenses	1674162	1737369
Total	51443217	50320550

JANAM MULTIMEDIA LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

21 Depreciation & Amortization (Amount in ₹)

	Year ended 31.03.2018	Year ended 31.03.2017
Depreciation on Property, Plant & Equipment	17968152	17767542
Amortization of Intangible Assets	3225268	3129418
Total	21193420	20896960

22 Other Expenses (Amount in ₹)

	Year ended 31.03.2018	Year ended 31.03.2017
Programme & Events	0	0
Rent, Rates & Taxes	6738210	12768418
Repairs & Maintenance	4111834	8930476
Loss on Foreign Exchange	0	273064
Insurance	825675	1038213
Legal & Professional Charges	3150214	785254
Printing and Stationery	619828	322397
Postage & Telephone	1682369	2104111
Payments to Auditors (Ref: Note No.: 22)	100000	118000
Travelling and Conveyance	1985486	3279914
Advertisement Charges	385000	120000
Distribution Expenses	102535	1085506
Bank Charges & Commission	194547	26157
Interest on Loan	350033	
Business Promotion & Marketing	1229284	907209
Cable Charge	143079	93648
Electricity Charges	3336871	3933174
General Expenses	6682954	6161326
Web Maintenance Charges	240000	522962
Donations	750000	30734332
Irrecoverable amount written off	0	2784157
Total	32627920	75988318

23 Payments to Auditors (Amount in ₹)

	Year ended 31.03.2018	Year ended 31.03.2017
Statutory Audit Fee	80000	94400
Tax Audit Fee	20000	23600
Total	100000	118000

24 Contingent Liabilities & Commitments

- 1) Estimated amount of contracts remaining to be executed on capital account and not provided for: Nil (Previous year: Nil).

- 25 In the opinion of the Board of directors, the current assets, loans and advances have a value on realisation in the ordinary course of business atleast to the amount at which they are stated.

26

Disclosure of Related Party Transactions in accordance with Accounting Standard (AS-18):

- a) Related Party disclosures:
- (i) Key Management Personnel:
Mr. P. Viswaroopan, Managing Director
- (ii) Relatives of Director:
Mr. P. E. B. Menon
Mrs. Vijayalakshmi Menon

JANAM MULTIMEDIA LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

b) Details of Related Party Transactions (Amount in ₹)

	Year ended 31.03.2018	Year ended 31.03.2017
(i) Key Management Personnel: Mr. P. Viswaroopan, Managing Director	Nil	Nil
(ii) Relatives of Director: Mr. P. E. B. Menon (Rent paid)	150000	150000
Mrs. Vijayalakshmi Menon (Rent paid)	150000	150000

27 The company has not received any intimation from its creditors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, required under the Act have not been made.

28 Deferred Tax Asset / Liability:

a) Deferred Tax Asset/Liability is recognised for timing difference between the profit as per the financial statement and the profit calculated for the income tax purpose at the tax rate applicable to the relevant assessment year. The company has not recognized Deferred Tax Asset during the year since it is no longer reasonably certain that sufficient future taxable income will be available against which deferred tax asset can be realised. The Deferred Tax Asset Comprises of:

Particulars	(Amount in ₹)	
	As at 31.03.2018	As at 31.03.2017
Depreciation	(10182709)	(11226048)
B/forward loss & Depreciation	60542092	72141445
Total	50359383	60915397

JANAM MULTIMEDIA LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

29 Earnings per Share: (Amount in ₹)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Net Profit after tax	(83181033)	(115028929)
Weighted Average Number of Equity Shares (Nos.)	5261214	4799705
Earnings per Share	-15.81	-23.97

30 Earnings in Foreign Exchange: (Amount in ₹)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Sale of Programmes	0	0
Income From Advertisement (Export)	12290770	48605931

Out of the earnings, Rs. 26,45,182/- has been spent by the company in UAE towards expenses.

31 Expenditure in Foreign Currency: (Amount in ₹)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Purchase Of Programmes	0	0
Cable TV Carriage Fee and Other Expenses	0	2645182

32 CIF Value of Imports : (Amount in ₹)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Capital Goods	0	0

34 The Company donated an amount of Rs. 750000/- to two persons named Mr.P K Sethumadhavan & K K Balaram during the year.

35 Previous year figures have been re-grouped / re-arranged wherever necessary.

As per our report of even date
 For Krishnamoorthy & Krishnamoorthy
 Chartered Accountants
 Firm Reg. No: 001488S

Sd/-
 K J Narayanan
 Partner
 Membership No: 202844
 Place: Thrissur
 Date: 18.08.2018

For and on behalf of the Board of Directors

Sd/-
 (P. Viswaroopan)
 Managing Director

Sd/-
 (N. P. Murali)
 Director