

JANAM MULTIMEDIA LIMITED

Registered Office: T C 52/512, Thottakkat House, S K V C Road, Kanattukara P.O., Thrissur, Kerala, PIN – 680 011
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DIRECTORS' REPORT

Dear Members,

Your Directors present the 16th 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, 2024.

FINANCIAL PERFORMANCE

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

Particulars	2023-24(₹)	2022-23(₹)
Gross Income	8,91,81,841.00	9,71,43,766.00
Profit/(Loss) Before Interest and Depreciation	(2,50,61,798.00)	(1,71,41,120.00)
Finance Charges	35,28,801.00	17,18,186.00
Gross Profit/(Loss)	(2,85,90,599.00)	(1,88,59,306.00)
Depreciation & Amortization	1,95,95,205.00	1,04,10,500.00
Net Profit/(Loss) Before Tax	(4,81,85,804.00)	(2,92,69,806.00)
Current Tax	NIL	NIL
Deferred Tax	NIL	NIL
Net Profit/(Loss) After Tax	(4,81,85,804.00)	(2,92,69,806.00)

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your Company's Profit and Loss Account shows a Net Loss of ₹ 4,81,85,804/- for the year (Last year Net Loss was ₹ 2,92,69,806/-), 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, there was decrease in the advertising revenue of the company and also an increase in the operating expenditures of the company. The company also earned an income of ₹ 6,99,500/- from the sale of old vehicle during the year. Your board will take more effective steps to reduce operating expenses in the future. The Board of Directors has promised to increase the revenue exposure of the company and to telecast quality programs in the coming years. The Board of Directors has already initiated necessary steps for starting the channels in other Languages.

DEMATERIALISATION OF EXISTING SHARES

In accordance with the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 on 10th September 2018 effective from 02nd October 2018, unlisted public companies need to dematerialise its existing securities and ensure that further issue of securities and transfers are only in dematerialised form. In this regard the company have established connectivity with CDSL(Central Depository Services (India) Limited) and NSDL (National Securities Depository Limited) through BTS Consultancy Services Private Limited, Chennai, our Company's Registrar & Transfer Agent (RTA). The International Securities Identification Number (ISIN) – INE05R501016 has also been activated.

As on 31st March 2024, 1422859 shares, which are 20.17% of total Shares, were held in dematerialised form.

The company has allotted shares on rights basis in the previous financial years. But for these allotments, those persons who have not furnished demat account details in contravention to the applicable provisions, their shares are kept in abeyance by the company till demat account details are furnished. Hence, as on 31st March 2024, the submissions of corporate action information forms with depositories were pending for the allottees to whom 354135 shares were allotted between the periods from 23/02/2019 to 12/01/2021. This was mainly due to some of the

shareholders not furnishing their demat account details and the Depositories were not allowing for partial credit. After collecting the Demat account details from most of the shareholders concerned, and through frequent mails and calls made by the company with the Depositories, the Depositories had allowed the permission to start processing the Corporate Action for those shareholders who have already shared their Demat details with the company. As per the corporate action forms submitted after the closure of the financial year 2023-24, the equity shares were credited to the demat accounts of the shareholders concerned allotment-wise and the shares of 45 shareholders were processed and 72750 shares are credited to date. There has recently been a change in the procedure for submitting documents online with NSDL. We have complied with the updated process, submitted the necessary forms, and received approval. For 20,850 shares, the company has submitted the corporate action form to NSDL. The Board of Directors has already taken the necessary steps to complete the process. Hence, for 260535 shares, the corporate action forms are not submitted by the company with depositories and are pending credit, as on the date of this report.

Shareholders who do not have a Demat Account should make the necessary arrangements to open a Demat Account and have to separately follow the process of converting the shares to dematerialise. Each shareholder who intends to transfer their shares needs to dematerialise such shares before transfer. The requests for share transfers will not be considered by the company/RTA unless the shares are in dematerialised form.

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. The application for the renewal of permission/registration for our channel, "Janam," was submitted to the Ministry of Information and Broadcasting on 24th May 2024, following the completion of the initial 10-year permission period.

DIVIDEND

In view of losses, the Directors do not recommend any dividend for the financial year ended 31st March, 2024.

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 2024, 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 ends of the financial year to which this financial statement relate on the date of this report, except the following:

Board of Directors at their meeting held on 06th July 2024 approved the draft letter of offer for the issue of shares on rights basis in the proportion of Three (3) New Rights Equity Shares for every Eleven (11) Equity Shares held by the existing shareholders of the company on the record date 30th June 2024, to increase its subscribed capital by further issue of 1923398 Equity Shares of Rs.100/- each, (collectively "rights equity shares"), for cash aggregating to Rs. 19,23,39,800/- (Rupees Nineteen Crores Twenty Three Lakhs Thirty Nine Thousand Eight Hundred Only). In pursuance of the above said offer at the meeting of the Board of Directors held on 12th August 2024, the company has allotted 7333 Equity shares of Rs.100/- each in the share capital of the company in respect of which application money @ Rs.100/- each has been received from 18 applicants.

DECLARATION OF INDEPENDENT DIRECTORS

The company has taken the necessary steps to identify and shortlist suitable and competent persons from the Independent Director Databank maintained as per Section 150(1) of the Companies Act, 2013.

During the Financial Year 2023-24, the Board of Directors of the company identified Mr. Sudheer Kumar Balakrishnan Nair and Mr. Jayarajkumar Sreedharan Pillai as the Independent Directors. Since the Guidelines for Uplinking and Downlinking of Satellite Television Channels in India are also applicable for our company, the company having permission under these Guidelines shall not appoint a new person as a Director without prior approval of the Ministry of Information and Broadcasting. Hence, the Board of Directors could not appoint the identified persons as the Additional Directors (Non-Executive & Independent). Accordingly, as recommended at the board meeting held on 17th August 2023, the company has submitted the necessary documents for the approval of the appointments, to the Ministry of Information and Broadcasting. The approval from the Ministry of Information and Broadcasting was received on 25th June 2024. However, Mr. Sudheer Kumar Balakrishnan Nair has expressed his unwillingness to accept the position of Independent Director due to existing professional commitments. Hence, after the closure of Financial Year 2023-24, as recommended by both the Nomination & Remuneration Committee and Audit Committee and approved by the Board of Directors at their meetings held on 06th July 2024, Mr. Jayarajkumar Sreedharan Pillai (DIN: 00005095), Aged 69, S/o Sreedharan Pillai, Park Villa, K V 62, Elders Forum Road, Canal Road, Panampilly Road, Ernakulam – 682036, Kerala State, India, has been appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company with effect from 07th July 2024, until the conclusion of this Annual General Meeting and subject to the approval of the members in this Annual General Meeting, for appointment as a Non-executive Independent Director for a term of upto three consecutive years from the date of this Annual general meeting.

The declaration under Section 149(7) of the Companies Act, 2013, was also received from Mr. Jayarajkumar Sreedharanpillai, the Additional Director (Non-Executive & Independent) of the company, stating that he meets all the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

OPINION ON THE INTEGRITY, EXPERTISE, EXPERIENCE, AND PROFICIENCY OF INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

No Independent Directors were appointed during the Financial Year 2023-24. The Board is of the opinion that Mr. Jayarajkumar Sreedharan Pillai (DIN: 00005095) possess the necessary integrity, expertise, and experience who was appointed after the closure of Financial Year 2023-24. While he has not yet passed the required proficiency test under section 150 of the Companies Act, 2013, he will complete it within a period of Two years from the date of inclusion of his name in the data bank of the institute.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

At the end of the financial year 2023-24, the following persons are the Directors and KMP of the company:

1. Mr. Sajeevan	:	Managing Director
2. Mr. Viswaroopan Peedikaparambil	:	Director
3. Mr. Murali Nellayikunnath Parameswaran	:	Director
4. Mr. Nellickal Kunjayappan Surendran	:	Director
5. Mr. Madhanvan Unni Kottopadathi Payyakkal	:	Director
6. Mr. Vishnu Prasad Balakrishna Menon	:	Director
7. Mr. Rajan Nair Gangadharan	:	Director
8. Mr. Krishna Kumar Sivaraman Nair	:	Director
9. Mr. Kollara Sukumaran Taj	:	Director
10. Mr. Sreekumar Kesavapillai Rugminiamma	:	Director
11. Mr. Manoj Kumar Nair Puthenpurayil Chandrashekharan	:	Director
12. Mr. Jayachandran Balamani Sateesan	:	Director
13. Mr. Karukapurath Sankaramenon Muraleedharan Pillai	:	Director
14. Mr. Radhamohanam	:	Director
15. Mr. Ambalavanam	:	Director
16. Mr. Pulith Sujith	:	CFO (KMP)
17. Mrs. Remya Kuttoor Ramachandran	:	Company Secretary

The following changes took place in the Board during Financial Year 2023-24:

- i) The Board of Directors at their meeting held on 17th August 2023 recommended the appointment of Mr. Sudheer Kumar Balakrishnan Nair (DIN: 00858893) and Mr. Jayarajkumar Sreedharan Pillai (DIN: 00005095) as the Additional Directors (Non-Executive & Independent) on the Board of the Company subject to the approval of the members of the Board and Committees at their immediate meetings held after getting the approval from the Ministry of Information and Broadcasting.
- ii) The Board of Directors at their meeting held on 17th August 2023 recommended the appointment of the Chief Operating Officer Mr. Girish C Menon (PAN: AJAPM1914G) as the Chief Executive Officer of the company for the period of one year subject to the approval of the members of the Board and Committees at their immediate meetings held after getting the approval from the Ministry of Information and Broadcasting. But he resigned from the company with effect from 15.01.2024.
- iii) Mr. Krishna Kumar Sivaraman Nair (DIN: 01310532) resigned from the Post of Managing Director of the company due to unavoidable personal reasons and continues as Non-Executive Director with effect from 18th August 2023.
- iv) The Board of Directors at their meeting held on 05th September 2023 recommended the appointment of Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) as the Additional Director (Non-Executive) on the Board of the Company subject to the approval of the members of the Board and Committees at their immediate meetings held after getting the approval from the Ministry of Information and Broadcasting.
- v) At the Board meeting held on 15th February 2024 Mr. Sajeevan (DIN: 06553966) was appointed as the Managing Director as well as Key Managerial Personnel of the Company, as recommended by both the Nomination & Remuneration Committee and Audit Committee, with effect from 15th February 2024 for the period of one year or until the receipt of approval from the Ministry of Information and Broadcasting for the appointment of Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) as director of the company whichever is earlier.
- vi) The Board of Directors at their meeting held on 15th March 2024 recommended the appointment of Mr. Polassery Raman Sudhakaran (DIN: 02685096) and Mr. Krishnakumar Koravankuzhi Thevan (DIN: 08527233) as the Additional directors (Non-Executive) on the Board of the Company subject to the approval of the members of the Board and Committees at their immediate meetings held after getting the approval from the Ministry of Information and Broadcasting.

After the closure of the Financial Year 2023-24, the following changes have taken place:

- i) The Board of Directors at their meeting held on 11th May 2024 recommended the appointment of Mr. Unnikrishnan V, Mr. Vipin Paramekattil Gopalan and Mr. Rajeev Kumar Chellappan Pillai as the Additional directors (Non-Executive) on the Board of the Company subject to the approval of the members of the Board and Committees at their immediate meetings held after getting the approval from the Ministry of Information and Broadcasting.
- ii) The Board of Directors at their meeting held on 15th June 2024 recommended the appointment of Mr. Kunnathadathil Pankajakshan Geegikumar (DIN: 01641883) as the Additional director (Non-Executive) on the Board of the Company subject to the approval of the members of the Board and Committees at their immediate meetings held after getting the approval from the Ministry of Information and Broadcasting.
- iii) At the Board Meeting held on 06th July 2024, Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) was appointed as an Additional Director on the Board of the Company with effect from 07th July 2024 who is holding office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act 2013, and his appointment has been recommended by the Nomination & Remuneration Committee of the Board.
- iv) At the Board Meeting held on 06th July 2024 Mr. Jayarajkumar Sreedharan Pillai (DIN: 00005095) was appointed as an Additional Director (Non-Executive & Independent Director) on the Board of the Company with effect from 07th July 2024 until the conclusion of this Annual General Meeting pursuant to Section 161(1) of the Companies Act 2013 and subject to the approval of the members in this Annual General Meeting, for appointment as a Non-

executive Independent Director for a term of upto three consecutive years from the date of this general meeting, as recommended by the Nomination & Remuneration Committee and Audit Committee of the Board.

- v) At the Board Meeting held on 06th July 2024, the Board accepted the letter submitted by Mr. Sudheer Kumar Balakrishnan Nair (DIN: 00858893) on 05th July 2024, in which he expressed his unwillingness to accept the appointment as Director due to his current professional obligations.
- vi) At the Board Meeting held on 06th July 2024 Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) was designated as the Managing Director as well as Key Managerial Personnel of the Company for the period of three years with effect from 07th July 2024, as recommended by the Nomination & Remuneration Committee and Audit Committee of the Board.
- vii) At the Board Meeting held on 06th July 2024, Mr. Sajeevan (DIN: 06553966) was designated as the Whole-Time Director (Executive) as well as Key Managerial Personnel of the Company for the period of three years with effect from 07th July 2024, as recommended by the Nomination & Remuneration Committee and Audit Committee of the Board.
- viii) Mr. Sajeevan (DIN: 06553966) stepped down from the post of the Managing Director of the company with effect from 07th July 2024.
- ix) The Board of Directors at their meeting held on 06th July 2024 recommended the appointment of Mr. Sureshkumar Gopinathan Nair (DIN: 00887893) as the Additional Director (Non-Executive) on the Board of the Company subject to the approval of the members of the Board and Committees at their immediate meetings held after getting the approval from the Ministry of Information and Broadcasting.

With the above changes, as on the date of this report, the following persons are the Directors and KMPs of the company:

1. Mr. Rajasekharan Sreedharan Nair	:	Managing Director
2. Mr. Sajeevan	:	Whole-time Director
3. Mr. Jayarajkumar Sreedharan Pillai	:	Additional Director (Non-Executive & Independent Director)
4. Mr. Madhanvan Unni Kottopadathi Payyakkal	:	Director
5. Mr. Vishnu Prasad Balakrishna Menon	:	Director
6. Mr. Rajan Nair Gangadharan	:	Director
7. Mr. Murali Nellayikunnath Parameswaran	:	Director
8. Mr. Kollara Sukumaran Taj	:	Director
9. Mr. Sreekumar Kesavapillai Rugminiamma	:	Director
10. Mr. Karukapurath Sankaramenon Muraleedharan Pillai	:	Director
11. Mr. Jayachandran Balamani Sateesan	:	Director
12. Mr. Manoj Kumar Nair Puthenpurayil Chandrashekharan	:	Director
13. Mr. Viswaroopan Peedikaparambil	:	Director
14. Mr. Radhamohanam	:	Director
15. Mr. Ambalavanam	:	Director
16. Mr. Nellickal Kunjayappan Surendran	:	Director
17. Mr. Krishna Kumar Sivaraman Nair	:	Director
18. Ms. Remya Kuttoor Ramachandran	:	Company Secretary
19. Mr. Pulith Sujith	:	CFO (KMP)

Directors Mr. Ambalavanam (DIN: 08860680), Mr. Sajeevan (DIN: 06553966), Mr. Kollara Sukumaran Taj (DIN: 03105481), Mr. Kesavapillai Rugminiamma Sreekumar (DIN: 08376231) and Mr. Jayachandran Balamani Sateesan (DIN: 05235043) are liable to retire by rotation at the ensuing Annual General Meeting as per Article 94 of the Articles of Association of the company. Being eligible, the directors offer themselves for re-appointment.

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2023-24, the Board of Directors of the company met 10 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	12-05-2023	15	09
2	24-06-2023	15	10
3	29-07-2023	15	11
4	17-08-2023	15	10
5	05-09-2023	15	11
6	04-11-2023	15	11
7	28-11-2023	15	08
8	13-01-2024	15	11
9	15-02-2024	15	11
10	15-03-2024	15	09

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 2023-24 are given below:

Sl. No.	Name of Director	No. of Meetings held during the tenure	No. of Meetings Attended
1	Mr. Krishna Kumar Sivaraman Nair	10	09
2	Mr. Viswaroopan Peedikaparambil	10	01
3	Mr. Murali Nellayikunnath Parameswaran	10	10
4	Mr. Nellickal Kunjayappan Surendran	10	03
5	Mr. Madhanvan Unni Kottopadathi Payyakkal	10	09
6	Mr. Vishnu Prasad Balakrishna Menon	10	05
7	Mr. Rajan Nair Gangadharan	10	09
8	Mr. Sajeevan	10	09
9	Mr. Kollara Sukumaran Taj	10	09
10	Mr. Sreekumar Kesavapillai Rugminiamma	10	04
11	Mr. Manoj Kumar Nair Puthenpurayil Chandrashekharan	10	06
12	Mr. Jayachandran Balamani Sateesan	10	07
13	Mr. Karukapurath Sankaramenon Muraleedharan Pillai	10	06
14	Mr. Radhamohanam	10	09
15	Mr. Ambalavanam	10	05

AUDIT COMMITTEE

The Audit Committee of the Board (ACB) has been constituted with the following members:

1. Mr. Murali Nellayikunnath Parameswaran – Chairman
2. Mr. Vishnu Prasad Balakrishna Menon – Member
3. Mr. Krishna Kumar Sivaraman Nair – Member

During the financial year 2023-24 the Audit Committee met five times as on 12-05-2023, 17-08-2023, 05-09-2023, 15-02-2024 and 15-03-2024. All the recommendations made by the Audit Committee were accepted by the Board.

Details of audit committee meetings attended by each member of the committee during the financial year 2023-24 are as follows:

Sl. No.	Name of member	No. of Meetings held during the tenure	No. of Meetings Attended
1	Murali Nellayi kunnath Parameswaran	5	5
2	Vishnu Prasad Balakrishna Menon	5	5
3	Krishna Kumar Sivaraman Nair	5	4

After the closure of the Financial Year 2023-24, the Board of directors at their meeting held on 06-07-2024, re-constituted the Audit committee with effect from 07-07-2024 upon the appointment of Mr. Jayarajkumar Sreedharan Pillai (DIN: 00005095) as a Non-executive Independent Director with effect from 07-07-2024 and as on the date of this report, the following are the Audit Committee members:

1. Mr. Vishnu Prasad Balakrishna Menon – Chairman
2. Mr. Karukapurath Sankaramenon Muraleedharan Pillai – Member
3. Mr. Jayarajkumar Sreedharanpillai - Member

NOMINATION AND REMUNERATION COMMITTEE

At the beginning of the financial year 2023-24, the Nomination & Remuneration Committee of the Board (NRCB) was constituted with the following members:

1. Mr. Murali Nellayi kunnath Parameswaran – Chairman
2. Mr. Sajeevan – Member
3. Mr. Rajan Nair Gangadharan - Member

During the financial year 2023-24, the Board of directors at their meeting held on 15-02-2024, reconstituted the Nomination & Remuneration Committee of the Board (NRCB), upon the appointment of Mr. Sajeevan (DIN: 06553966) as the Managing Director of the Company with effect from 15th February 2024. Hence the Nomination and Remuneration Committee of the Board of Directors reconstituted with effect from 16th February 2024 as detailed below by removing Managing Director Mr. Sajeevan (DIN: 06553966) and adding Non-Executive Director Mr. Karukapurath Sankaramenon Muraleedharan Pillai (DIN: 00256321) to comply with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

At the end of financial year 2023-24, the Nomination & Remuneration Committee of the Board (NRCB) has been constituted with the following members:

1. Mr. Murali Nellayi kunnath Parameswaran – Chairman
2. Mr. Karukapurath Sankaramenon Muraleedharan Pillai – Member
3. Mr. Rajan Nair Gangadharan – Member

During the financial year 2023-24, the Nomination and Remuneration Committee met Six times as on 12-05-2023, 24-06-2023, 17-08-2023, 05-09-2023, 15-02-2024 and 15-03-2024.

Details of Nomination & Remuneration Committee meetings attended by each member of the committee during the financial year 2023-24 are as follows:

Sl. No.	Name of member	No. of Meetings held during the tenure	No. of Meetings Attended
1	Murali Nellayi kunnath Parameswaran	6	6
2	Sajeevan	5	4
3	Rajan Nair Gangadharan	6	6

4	Karukapurath Sankaramenon Muraleedharan Pillai	1	1
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After the closure of the Financial Year 2023-24, the Board of directors at their meeting held on 06-07-2024, re-constituted the Nomination & Remuneration Committee with effect from 07-07-2024 upon the appointment of Mr. Jayarajkumar Sreedharan Pillai (DIN: 00005095) as a Non-executive Independent Director with effect from 07-07-2024 and as on the date of this report, the following are the Nomination & Remuneration Committee of the Board (NRCB) members:

1. Mr. Jayarajkumar Sreedharanpillai – Chairman
2. Mr. Karukapurath Sankaramenon Muraleedharan Pillai – Member
3. Mr. Rajan Nair Gangadharan – Member

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 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 COMMITTEE

The Stakeholders Relationship Committee has been constituted with the following members:

1. Mr. Murali Nelayi kunnath Parameswaran – Chairman
2. Mr. Vishnu Prasad Balakrishna Menon – Member
3. Mr. Sajeevan - Member

During the financial year 2023-24, the committee met once on 28-11-2023 where all the 3 members were present, especially to discuss the pending corporate action of the shares with depositories which are kept in abeyance by the company till demat account details are furnished by all the concerned shareholders and to discuss the concerns raised by the members at the 15th annual general meeting regarding ongoing losses, the inability to pay dividends, relocation of the registered office to Trivandrum, share-related matters, and revenue generation through television programming and broadcasting activities.

After the closure of the Financial Year 2023-24, the Board of directors at their meeting held on 06-07-2024, re-constituted the Stakeholders Relationship Committee with effect from 07-07-2024 upon the appointment of Mr. Jayarajkumar Sreedharan Pillai (DIN: 00005095) as a Non-executive Independent Director with effect from 07-07-2024 and as on the date of this report, the following are the Stakeholders Relationship Committee members:

1. Mr. Jayarajkumar Sreedharanpilla – Chairman
2. Mr. Vishnu Prasad Balakrishna Menon – Member
3. Mr. Rajan Nair Gangadharan – Member

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.

After the closure of the Financial Year 2023-24, the Board of directors at their meeting held on 13-04-2024 re-constituted the Internal Complaints Committee (ICC).

DETAILS OF GENERAL MEETINGS HELD DURING THE FINANCIAL YEAR 2023-24

The 15th Annual General Meeting of the company for the financial year ended on 31st March 2023 held on the 30th day of September 2023 at Hotel Merlin International, Near Railway Station, Poothole P.O., Thrissur – 680 004. No Extra Ordinary General Meeting of members was held during the financial year 2023-24.

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 2024, 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.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS

The Auditor's Report doesn't contain any information in relation to fraud.

ANNUAL RETURN

Pursuant to Sub-Section 3(a) of Section 134 and Sub-Section (3) of Section 92 of the Companies Act 2013, a copy of Annual Return in Form No. MGT-7 is hosted on the website of the company and can be viewed at the web-link mentioned below:

<https://janamtv.org/annual-return/>

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 – I)**.

AUDITORS AND AUDITORS' REPORT

At the 15th Annual General Meeting held on 30th September 2023, M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Paliyam Road, Thrissur– 680001 (Firm Registration No. 001488S with the Institute of Chartered Accountants of India) were appointed as Statutory Auditors of the company to hold office until the conclusion of 20th Annual General Meeting. The company has received a certificate from the auditors to the effect that their continuance as Auditors would be in accordance with the provisions of the Section 141 of the Companies Act 2013.

Reply for Auditors' Qualifications, reservations or adverse remarks

Board's reply / explanation/ clarification regarding the Qualifications, reservations or adverse remarks made by the auditors in their report for the financial year ended, 31.03.2024 is tabled below:

Sl. No	Auditors' Qualifications, reservations or adverse remarks	Reply by the Board
1	<i>The Company has share application money which has not been refunded or issued any shares against the share application money.</i>	<i>The share application money of Rs. 6,93,233/- which was already outstanding at the beginning of the previous reporting period is on account of the excess amount transferred by some share applicants while making online payments for shares in respect of the earlier share allotments made by the company on rights basis and hence which are difficult to trace and identify. The Board of Directors has already made necessary arrangements in this regard and the outstanding share application will be refunded immediately upon identification of the concerned persons.</i>

2	<i>Rent Security Deposits account aggregating to Rs.23,371.87 hundreds including agreements expired are pending reconciliation. The impact of such non-reconciliation on profit/loss and assets/liabilities are not quantifiable.</i>	<i>The Board of Directors has already made necessary arrangements to comply with the same at the earliest. Rent deposits account will be reconciled and expired rent agreements will be renewed immediately.</i>
3	<i>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(i) (ii).</i>	<i>Since the company is going under financial constrains for the last few years, it is not affordable for the company to go for actuarial valuation.</i>
4	<i>The feature of audit trail (edit log) was not enabled by the company at the accounting software for maintaining its books of account throughout the year.</i>	<i>Implementation of audit trail (Edit Log) facility is being done in our accounting software in the financial year 2024-25. We could not implement it in the year 2023-24 due to change in the management and shifting of registered office.</i>

Further the Auditors' Report for the financial year ended, 31st March, 2024 is annexed herewith for your kind perusal and information (**Annexure – II**).

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, the Board of Directors had appointed Mr. M Krishna Kumar, Practising Company Secretary, Thrissur as Secretarial Auditor to conduct Secretarial Audit. Accordingly the Secretarial Audit Report of the Company for the financial year ended 31st March 2024 has been obtained and is annexed herewith and marked as **Annexure III** to this Report. Reply of the Board of Directors to the qualification, reservation or adverse remarks in the Secretarial Audit Report of the Practising Company Secretary are given below:

Sl. No	Qualification/Observations/Other remarks by the Secretarial Auditor	Boards' Reply/Explanation
1	<i>The company had allotted shares during the previous financial years on rights basis including to persons who have not furnished demat account details in contravention to the applicable provisions. Corporate action of such shares with depositories are kept in abeyance by the company till demat account details are furnished by the concerned shareholders and 354135 shares are pending credit.</i>	<i>Follow up actions are being already taken with the allottees to get the demat accounts open and dematerialize the pending shares at the earliest.</i> <i>As per the corporate action forms submitted after the closure of the financial year 2023-24, the equity shares were credited to the demat accounts of the shareholders concerned allotment-wise and the shares of 45 shareholders were processed and 72750 shares are credited to date. There has recently been a change in the procedure for submitting documents online with NSDL. We have complied with the updated process, submitted the necessary forms, and received approval. For 20,850 shares, the company has submitted the corporate action form to NSDL. The Board of Directors has already taken the necessary steps to complete the process. Hence, for 260535 shares, the corporate action forms are not submitted by the company with depositories and are pending credit, as on the date of this report.</i>

<p>2</p>	<p>The company has not appointed Independent Directors during the financial year 2023-24 as required under Section 149 (4) of the Companies Act, 2013 and thus failed to maintain composition of various Committees viz., Audit Committee of Board, Nomination Remuneration Committee and Stakeholders Relationship Committee as per the requirements of the Act due to lack of Independent Directors on the Board. However the company has appointed one Independent Director after closure of the financial year 2023-24 but the requirement under Section 149 (4) of the Companies Act, 2013 and also the composition as per various committees of the board are yet to be complied with.</p>	<p>During the Financial Year 2023-24, the Board of Directors of the company identified Mr. Sudheer Kumar Balakrishnan Nair and Mr. Jayarajkumar Sreedharan Pillai as the Independent Directors. Since the Guidelines for Uplinking and Downlinking of Satellite Television Channels in India are also applicable for our company, the company having permission under these Guidelines shall not appoint a new person as a Director without prior approval of the Ministry of Information and Broadcasting. Hence, the Board of Directors could not appoint the identified persons as the Additional Directors (Non-Executive & Independent). Accordingly, as recommended at the board meeting held on 17th August 2023, the company has submitted the necessary documents for the approval of the appointments, to the Ministry of Information and Broadcasting. The approval from the Ministry of Information and Broadcasting was received on 25th June 2024. However, Mr. Sudheer Kumar Balakrishnan Nair has expressed his unwillingness to accept the position of Independent Director due to existing professional commitments. Hence, after the closure of Financial Year 2023-24, as recommended by both the Nomination & Remuneration Committee and Audit Committee and approved by the Board of Directors at their meetings held on 06th July 2024, Mr. Jayarajkumar Sreedharan Pillai (DIN: 00005095) has been appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company with effect from 07th July 2024, until the conclusion of this Annual General Meeting and subject to the approval of the members in this Annual General Meeting, for appointment as a Non-executive Independent Director for a term of upto three consecutive years from the date of this Annual general meeting.</p> <p>Immediately upon appointment of the Independent Directors, the Board shall reconstitute its committees in due compliance of the applicable provisions.</p>
<p>3</p>	<p>The company has neither refunded nor issued any shares against the share application money of Rs. 6,93,233/- which were collected during the previous reporting periods, within the stipulated time. Besides the company has not furnished / produced before me proof of sending notice / letter of right offer by registered post / speed post / electronic / other mode as required under Section 62 (2) of the Companies Act, 2013 or the documents evidencing the compliance with regard to the of provisions of Preferential / private placement of shares, as the case may be, under the Companies Act 2013 with regard to the aforesaid application money collected. Hence, I am unable to comment about the compliance of the provisions applicable for the acceptance of share application money under the Companies Act 2013.</p>	<p>Share application money of Rs. 6,93,233/- which was already outstanding at the beginning of the previous reporting period is on account of the excess amount transferred by some share applicants while making online payments for shares in respect of the earlier share allotments made by the company on rights basis and hence which are difficult to trace and identify. The Board of Directors has already made necessary arrangements in this regard and the outstanding share application money will be refunded immediately upon identification of the concerned persons.</p>

SECRETARIAL STANDARDS

The company has complied with relevant Secretarial Standards with respect to the Board Meetings (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

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	:	Every effort is made to ensure optimum use of energy by using energy-efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipments to minimize breakdowns and loss of energy.
2	The steps taken by the company for utilising alternate sources of energy	:	Discussions are going on installing solar panel on top of our studio complex at Trivandrum hope to implement this project with immediate effect.
3	The capital investment on energy conservation equipments	:	NIL

Technology Absorption

1	The efforts made towards technology absorption	:	The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.
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
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Foreign Exchange Earnings and Outgo

Foreign exchange earnings : ₹ 49,14,659/-
 Foreign exchange outgo : ₹ 8,71,398/-

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.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Board of Directors at their meeting held on 17th October 2022 had appointed M/s. PBR & Associates, Chartered Accountants (Firm Regn No. 010115S), 1st Floor, NJK Square, Valanjambalam, SA Road, Ravipuram, Ernakulam, Kerala – 682 016 as the Internal Auditor of the Company from 01st November 2022 to 31st March 2025 to conduct internal audit of the functions and activities of the company. The Audit Committee of the Board, in consultation with the Internal Auditor, shall formulate the scope, functioning, periodicity and methodology for conducting the internal audit.

ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its powers) Rules, 2014, the company which is required to constitute an audit committee, shall establish a vigil mechanism for Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct and to provide for adequate safeguards against victimization of directors /employees who avail of the Mechanism. Since this is applicable to our company also, the company shall establish a vigil mechanism immediately upon appointment of Independent Directors by reconstituting the Audit Committee in due compliance of the applicable provisions.

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.

DEPOSITS

The company has not accepted any deposits during the financial year 2023-24. The company has accepted an interest-free unsecured Loan only from its Director during the financial year under review.

SHARE CAPITAL

There were no 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 31st March 2024 is ₹ 70,52,45,900/-.

After the closure of the Financial Year 2023-24, at the meeting of the Board of Directors held on 12th August 2024, the company has allotted 7333 Equity shares of Rs. 100/- each in the share capital of the company in respect of which application money @ Rs.100/- each has been received from 18 applicants and the Paid-up Equity Share Capital of the Company as on the date of this report is ₹ 70,59,79,200/-.

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.

MAINTENANCE OF COST RECORDS

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.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

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

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

During the year under review, there has been no one time settlement of Loans taken from Banks or Financial Institutions.

EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS

The functioning of the Board and its committees were quite effective.

The Board evaluated the performance of the Committees by seeking input from the Committee members. The Committee performed their duties diligently and contributed effectively to the decisions of the Board.

The Board evaluated its performance as a whole and the performance of the individual Directors by seeking input from all the Directors and being satisfied with its performance and composition.

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 during the reporting period and as on the date of this report.

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 and service providers.

And to you, our shareholders, we are deeply grateful for the confidence and faith that you have always placed on us.

By order of the Board of Directors



Rajasekharan Sreedharan Nair
(DIN: 00168544)
Managing Director



Sajeevan
(DIN: 06553966)
Whole-time Director

Thrissur
12-08-2024

JANAM MULTIMEDIA LIMITED

Registered Office: T C 52/512, Thottakkat House, S K V C Road, Kanattukara P.O., Thrissur, Kerala, PIN – 680 011
CIN: U92100KL2007PLC021625 Phone: 0487-2382962, +91 9846440608 e-mail: info.janam@gmail.com Web: www.janamtv.org

ANNEXURE – I

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	/
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	- NIL -
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	/
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:	- NIL -
E	Date(s) of approval by the Board, if any	/
F	Amount paid as advances, if any:	/

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

By order of the Board of Directors

Thrissur
12-08-2024


Rajasekharan Sreedharan Nair
(DIN: 00168544)
Managing Director


Sajeewan
(DIN: 06553966)
Whole-time Director

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
JANAM MULTIMEDIA LIMITED****Report on the standalone financial statements****Opinion**

We have audited the standalone financial statements of Janam Multimedia Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2024, 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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, 2024, and its loss and its cash flows for the year ended on that date.

Basis for Opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

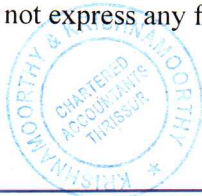
Emphasis of Matter

- 1) The Company has Share Application Money which has not been refunded or issued any shares against the application money.
- 2) Rent Security Deposits account aggregating to Rs.23,371.87 hundreds including agreements expired are pending reconciliation. The impact of such non-reconciliation on profit/loss and assets/liabilities are not quantifiable.

Our opinion is not modified in respect of this matter.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report but does not include the financial statements and our auditors report thereon. The Directors' Report is expected to be made available to us after this date of this Auditors Report. Our opinion on the financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, 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.

Responsibilities of Management and those charged with governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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.

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.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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 Companies Act, 2013, we enclose in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 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; except that the company has not maintained audit trail (edit log) feature for the transactions recorded in the software during the year as reported in 2(h)(vi) below.
 - (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(i)(ii);




- (e) On the basis of written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Companies Act, 2013, as amended, in our opinion and to the best of our information and according to the explanations given to us, the company has not paid any remuneration to its Directors during the year.
- (g) With respect to the adequacy of the internal financial controls over the financial reporting of the Company and the Operating effectiveness of such controls, refer to our Separate Report in 'Annexure B' and;
- (h) 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 did not have any pending litigations which would impact its financial position.
- (ii) The Company did not have any long-term contracts, requiring a provision for material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund.
- (iv) (a) The 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 share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), 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;
- (b) The 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;
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- (v) No dividends were declared or paid during the year by the company.



- (vi) Based on our examination which included test checks, the feature of audit trail (edit log) was not enabled by the company at the accounting software for maintaining its books of account throughout the year.

As provision to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

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


(K. J. Narayanan)
Partner

Membership Number: 202844

Place: Thrissur
Date: August 12, 2024
UDIN: 24202844BKBEJA5235



ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT OF JANAM MULTIMEDIA LIMITED AS OF AND FOR THE YEAR ENDED MARCH 31, 2024 REFERRED TO IN OUR REPORT OF EVEN DATE

1. (a) (i) The Company has maintained records showing particulars, including quantitative details and situation of Property, Plant and Equipment which needs updation for additions and deletions.
 - (ii) The Company is maintaining proper records showing full particulars of intangible assets.
 - (b) The management explained that the Property, Plant and Equipment of the company have been physically verified by the management in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (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.
 - (d) Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
 - (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
2. 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, and on the basis of our examination of the records of the Company, the Company has not made any investment, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year and there were no loans outstanding at any time during the year. Accordingly, paragraph 3(iii)(a) to 3(iii)(f) of the Order are 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 and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues to the extent applicable with the appropriate authorities, except delays in payment of GST, PF & ESI in a few cases. According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material



statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable except in the following cases:

Name of the statute	Nature of dues	Amount (Rs.00's)	Period to which the amount relates	Due date	Date of Payment
Employees Provident Fund Scheme 1952	EPF	5013.43	August 2023	September 15, 2023	29/04/2024

- (b) According to the information and explanation given to us and the records of the company examined by us, there are no statutory dues in sub-clause (a) which have not been deposited on account of any dispute.
8. According to the information and explanations given to us and the records of the company examined by us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. (a) According to the records of the company examined by us and the information and explanation given to us, there was no default in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us, the company has not been declared as a wilful defaulter by any bank or financial institution or other lender.
- (c) According to the records of the company examined by us and the information and explanation given to us, the company has not taken any term loan during the year and hence, reporting under clause (ix)(c) of the order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, *prima facie*, not been utilised during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us the Company does not have any subsidiaries, associates or joint ventures, hence paragraph 3 (ix)(c) of the Order is not applicable.
- (f) According to the information and explanations given to us the Company does not have any subsidiaries, associates or joint ventures, hence paragraph 3 (ix)(f) of the Order is not applicable.
10. (a) The company has not obtained any term loans or raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.
11. According to the information and explanations given to us, no fraud by the Company or fraud on the Company has been noticed or reported during the course of our audit and no whistle blower complaints has been received by the company during the year. No report u/s.143(12) of the Act has been filed by the auditors in Form ADT-4 with the Central Government. Accordingly, paragraph 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, paragraph (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, Transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
14. In our opinion and according to the information and explanations given to us, the Company has adequate internal audit system commensurate with the size and nature of its business. We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
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 into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (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. Accordingly, paragraph 3 (xvi) of the Order is not applicable.
17. The company has incurred cash losses in the current financial year of Rs.2,85,906 hundreds and in the immediately preceding financial year of Rs. 1,88,593 hundreds.
18. There has been no resignation of statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
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, other information accompanying the financial statements, 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 the 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. On our examination of the records of the Company and the information and explanations given to us the company is not required to comply with section 135 of the Companies Act,2013, hence paragraph 3 (xx) of the Order is not applicable.



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


(K. J. Narayanan)

Partner

Membership Number: 202844

Place: Thrissur

Date: August 12, 2024

UDIN: 24202844BKBEJA5235

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT OF JANAM MULTIMEDIA LIMITED FOR THE YEAR ENDED MARCH 31, 2024 REFERRED TO IN OUR REPORT OF EVEN DATE

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, 2024 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

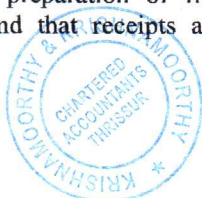
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on audit of internal financial controls over financial reporting (the 'Guidance Note') and the standards on 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 authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, 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, 2024, 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)


(K. J. Narayanan)
Partner

Membership No.: 202844

Place: Thrissur

Date: August 12, 2024

UDIN: 24202844BKBEJA5235



JANAM MULTIMEDIA LIMITED

(Address: TC 52/512, THOTTEKKAT HOUSE, SKVC ROAD, KANATTUKARA P.O., THRISSUR - 680 011)

Balance Sheet as at 31 March 2024

(Rs in '00)

Particulars	Note	31 March 2024	31 March 2023
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	3	70,52,459.00	70,52,459.00
(b) Reserves and Surplus	4	-63,42,031.05	-58,60,173.01
Total		7,10,427.95	11,92,285.99
(2) Share Application Money Pending Allotment		6,932.33	6,932.33
(3) Non-current liabilities			
(a) Long-term Borrowings	5	2,45,000.00	2,25,085.54
(b) Other Long-term Liabilities	6	-	20,000.00
(c) Long-term Provisions	7	1,08,480.14	1,06,115.63
Total		3,53,480.14	3,51,201.17
(4) Current liabilities			
(a) Short-term Borrowings	8	2,83,970.26	1,925.04
(b) Trade Payables	9	-	-
- Due to Micro and Small Enterprises		-	-
- Due to Others		1,14,916.49	88,597.56
(c) Other Current Liabilities	10	2,43,793.97	1,44,740.86
Total		6,42,680.72	2,35,263.46
Total Equity and Liabilities		17,13,521.14	17,85,682.95
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	11	7,93,973.26	9,80,589.22
(ii) Intangible Assets	11	1,355.99	1,408.70
(b) Long term Loans and Advances	12	46,711.16	48,825.45
Total		8,42,040.41	10,30,823.37
(2) Current assets			
(a) Inventories	13	1,42,519.47	-
(b) Trade Receivables	14	5,49,699.01	5,66,929.44
(c) Cash and cash equivalents	15	60,455.63	67,065.03
(d) Short-term Loans and Advances	16	1,18,661.73	1,20,865.11
(e) Other Current Assets	17	144.89	-
Total		8,71,480.73	7,54,859.58
Total Assets		17,13,521.14	17,85,682.95

See accompanying notes to the financial statements

As per our report of even date

For Krishnamoorthy & Krishnamoorthy

Chartered Accountants

Firm's Registration No. 001488S

KJ Narayanan

Partner

Membership No. 202844

UDIN: 24202844BKBEJA5235

Place: Thrissur

Date: 12 August 2024

**For and on behalf of the Board****RAJASEKHARAN SREEDHARAN NAIR**

Managing Director

DIN: 00168544

REMYA K R

Company Secretary

Membership No: A61396

SAJEEVAN

Whole Time Director

DIN: 06553966

PULITH SUJITH

Chief Financial Officer

PAN: BTNPS3431E

JANAM MULTIMEDIA LIMITED

(Address: TC 52/512, THOTTEKAT HOUSE, SKVC ROAD, KANATTUKARA P.O., THRISSUR - 680 011)

Statement of Profit and loss for the year ended 31 March 2024

(Rs in '00)

Particulars	Note	31 March 2024	31 March 2023
Revenue from Operations	18	8,83,383.57	9,67,868.53
Other Income	19	8,434.84	3,569.13
Total Income		8,91,818.41	9,71,437.66
Expenses			
Production And Operating Expenses	20	2,16,472.40	1,91,613.58
Change in Inventories	21	-1,42,519.47	-
Employee Benefit Expenses	22	6,91,889.20	5,81,752.71
Finance Costs	23	35,288.01	17,181.86
Depreciation and Amortization Expenses	24	1,95,952.05	1,04,105.00
Other Expenses	25	3,76,594.26	3,69,482.57
Total expenses		13,73,676.45	12,64,135.72
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		-4,81,858.04	-2,92,698.06
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		-4,81,858.04	-2,92,698.06
Extraordinary Item		-	-
Profit/(Loss) before Tax		-4,81,858.04	-2,92,698.06
Tax Expenses		-	-
Profit/(Loss) after Tax		-4,81,858.04	-2,92,698.06
Earnings Per Share (Face Value per Share Rs.100 each)			
-Basic (In Rs)	26	-6.83	-4.15
-Diluted (In Rs)	26	-6.83	-4.15

See accompanying notes to the financial statements

As per our report of even date

For Krishnamoorthy & Krishnamoorthy

Chartered Accountants

Firm's Registration No. 001488S



KJ Narayanan

Partner

Membership No. 202844

UDIN: 24202844BKBEJA5235

Place: Thrissur

Date: 12 August 2024



For and on behalf of the Board



RAJASEKHARAN SREEDHARAN NAIR

Managing Director

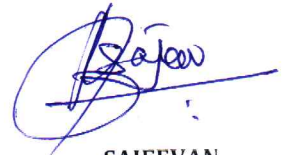
DIN: 00168544



REMYA K R

Company Secretary

Membership No: A61396



SAJEEVAN

Whole Time Director

DIN: 06553966



PULITH SUJITH

Chief Financial Officer

PAN: BTNPS3431E

JANAM MULTIMEDIA LIMITED

(Address: TC 52/512, THOTTEKKAT HOUSE, SKVC ROAD, KANATTUKARA P.O., THRISSUR - 680 011)

Cash Flow Statement for the year ended 31 March 2024

(Rs in '00)

Particulars	Note	31 March 2024	31 March 2023
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit after tax		-4,81,858.04	-2,92,698.06
Profit/(loss) from Discontinuing Operation (after tax)		-	-
Depreciation and Amortisation Expense		1,95,952.05	1,04,105.00
Loss/(Gain) on Sale / Discard of Assets (Net)		-6,995.00	-
Non Cash Expenses		8,666.00	-
Interest Expense		35,288.01	17,181.86
Interest Income		-924.10	-1,573.62
Operating Profit before working capital changes		-2,49,871.08	-1,72,984.82
Adjustment for:			
Inventories		-1,42,519.47	-
Trade Receivables		17,230.43	-1,20,750.38
Long Term Loans and Advances		2,114.29	71,794.49
Short Term Loans and Advances		2,203.38	-4,926.53
Other Current Assets		-144.89	3,051.25
Trade Payables		26,318.93	-4,605.52
Other Current Liabilities		99,053.11	57,984.44
Long term Liabilities		-20,000.00	-58,761.95
Long-term Provisions		2,364.51	-
Cash (Used in)/Generated from Operations		-2,63,250.79	-2,29,199.02
Tax paid(Net)		-	-
Net Cash (Used in)/Generated from Operating Activities		-2,63,250.79	-2,29,199.02
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment & Intangible Assets		-17,949.37	-10,968.34
Sale of Property, Plant and Equipment		6,995.00	-
Interest Expense		-35,288.01	-17,181.86
Interest received		924.10	1,573.62
Net Cash (Used in)/Generated from Investing Activities		-45,318.28	-26,576.58
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		-	-14,000.00
Proceeds from Long Term Borrowings		19,914.46	-
Proceeds from Short Term Borrowings		2,82,045.22	-
Net Cash (Used in)/Generated from Financing Activities		3,01,959.68	-14,000.00
Net Increase/(Decrease) in Cash and Cash Equivalents		-6,609.39	-2,69,775.60
Opening Balance of Cash and Cash Equivalents		67,065.03	3,36,840.63
Closing Balance of Cash and Cash Equivalents	15	60,455.63	67,065.03

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

See accompanying notes to the financial statements

As per our report of even date

For Krishnamoorthy & Krishnamoorthy

Chartered Accountants

Firm's Registration No. 001488S




K J Narayanan
Partner

Membership No. 202844

UDIN: 24202844BKBEJA5235

Place: Thrissur

Date: 12 August 2024

For and on behalf of the Board


RAJASEKHARAN SREEDHARAN NAIR

Managing Director
DIN: 00168544


REMYA KR

Company Secretary
Membership No: A61396


SAJEEVAN

Whole Time Director
DIN: 06553966


PULITH SUJITH

Chief Financial Officer
PAN: BTNPS3431E

JANAM MULTIMEDIA LIMITED

Notes forming part of the Financial Statements

1 COMPANY 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

a Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis.

b Use of estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable Property, Plant and Equipment and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

c i) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.

Property, Plant and Equipment exclude computers and other assets individually costing Rs. 5000 or less which are not capitalised except when they are part of a larger capital investment programme.

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.

d Inventories

Inventories of Media content viz; programmes, untelecast events etc. in digital form are stated at cost or net realizable value whichever is lower. Where the realizable value of media content is less than its original cost, the difference is expensed.

e Depreciation / amortisation

i) Tangible Fixed Assets

In respect of Property, Plant and Equipment (other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortisation is charged on a straight line basis so as to write-off the cost of the assets over the useful lives.

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.

Type of Assets	Period
Studio Equipments	13 Years
Furniture and Fixtures	10 Years
Electrical Fittings	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	3 Years
Software	6 Years
Lease Hold Improvement	15 Years
Kitchen Equipment	2 Years

JANAM MULTIMEDIA LIMITED

Notes forming part of the Financial Statements

f Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

g Impairment

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

h Investments

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

i 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 .

j 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. Advances for which terms of telecast not finalised/agreed are not considered.

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.

JANAM MULTIMEDIA LIMITED

Notes forming part of the Financial Statements

k Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. 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.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

l Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

m 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.

n Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) 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. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

o Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

3 Share Capital

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Authorised Share Capital		
Equity Shares, Rs. 100 par value, 9000000 (Previous Year -9000000) Equity Shares	90,00,000.00	90,00,000.00
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, Rs. 100 par value 7052459 (Previous Year -7052459) Equity Shares paid up	70,52,459.00	70,52,459.00
Total	70,52,459.00	70,52,459.00

(i) Reconciliation of number of shares

Particulars	31 March 2024		31 March 2023	
	No. of shares	(Rs in '00)	No. of shares	(Rs in '00)
Equity Shares				
Opening Balance	70,52,459	70,52,459.00	70,52,459	70,52,459.00
Issued during the year	-	-	-	-
Deletion	-	-	-	-
Closing balance	70,52,459	70,52,459.00	70,52,459	70,52,459.00

(ii) Rights, preferences and restrictions attached to shares

(a) Equity shares: The Company has one class of equity shares having a par value of Rs 100 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate: Not applicable

(c) There are no shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts.

(iii) Shares held by Promoters at the end of the year 31 March 2024

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
MURALI N P	Equity	1,000	0.01%	0.00%
P VISWAROOPAN	Equity	21,500	0.30%	0.00%
VISHNU PRASAD B MENON	Equity	25,000	0.35%	0.00%
MADHANVAN UNNI K P	Equity	25,000	0.35%	0.00%
TAJ KOLLARA SUKUMARAN	Equity	25,000	0.35%	0.00%
SREEKUMAR K R	Equity	25,000	0.35%	0.00%
SAJEEVAN P R (MD)	Equity	25,000	0.35%	0.00%
JAYACHANDRAN B S	Equity	4,000	0.06%	0.00%
MANOJ KUMAR NAIR	Equity	25,000	0.35%	0.00%
K S MURALEEDHARAN PILLAI	Equity	25,000	0.35%	0.00%
N K SURENDRAN	Equity	25,000	0.35%	0.00%
RADHAMOHANAN	Equity	25,000	0.35%	0.00%
AMBALAVANAM	Equity	25,000	0.35%	0.00%
KRISHNA KUMAR U S	Equity	25,000	0.35%	0.00%

Shares held by Promoters at the end of the year 31 March 2023

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
MURALI N P	Equity	1,000	0.01%	0.00%
P VISWAROOPAN	Equity	21,500	0.30%	0.00%
VISHNU PRASAD B MENON	Equity	25,000	0.35%	0.00%
MADHANVAN UNNI K P	Equity	25,000	0.35%	0.00%
TAJ KOLLARA SUKUMARAN	Equity	25,000	0.35%	0.00%
SREEKUMAR K R	Equity	25,000	0.35%	0.00%
SAJEEVAN P R	Equity	25,000	0.35%	0.00%
JAYACHANDRAN B S	Equity	4,000	0.06%	0.00%
MANOJ KUMAR NAIR	Equity	25,000	0.35%	0.00%
K S MURALEEDHARAN PILLAI	Equity	25,000	0.35%	0.00%
N K SURENDRAN	Equity	25,000	0.35%	0.00%
RADHAMOHANAN	Equity	25,000	0.35%	0.00%
AMBALAVANAM	Equity	25,000	0.35%	0.00%
KRISHNA KUMAR U S (MD)	Equity	25,000	0.35%	0.00%

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

- (d) None of the share holders are holding more than 5% of the Share Capital.
(e) 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.
(f) Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash:-NIL
(g) Aggregate number and class of shares allotted as fully paid-up by way of bonus shares:-NIL
(h) Aggregate number and class of shares bought back:-NIL
(i) No securities convertible into equity/preference shares were issued :-NIL
(j) Calls unpaid:-NIL
(k) Forfeited shares (amount originally paid up):-NIL

4 Reserves and Surplus

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Securities Premium		
Opening Balance	29,614.00	29,614.00
Closing Balance	29,614.00	29,614.00
Statement of Profit and loss		
Balance at the beginning of the year	-58,89,787.01	-55,97,088.95
Add: Profit/(loss) during the year	-4,81,858.04	-2,92,698.06
Balance at the end of the year	-63,71,645.05	-58,89,787.01
Total	-63,42,031.05	-58,60,173.01

5 Long term borrowings

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Secured Term loans from banks	-	85.54
Unsecured Loans and advances from related parties	2,45,000.00	2,25,000.00
Total	2,45,000.00	2,25,085.54

Particulars of Long term Borrowings

Name of Lender/Type of Loan	Nature of Security	Rate of Interest	Monthly Installments	No of Installment
HDFC Bank Limited (Secured by hypothecation of vehicle. Repayment 60 months @Rs.16042/- p.m. No continuing default)	Vehicle Loan	10.00%	16042	60

Unsecured Loans from Related Parties are the loans from Directors which are repayable on demand after 5 years with an interest of 6% per annum,except in one loan of Rs.20 lakhs which is interest free

6 Other Long term liabilities

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Others		
-Security Deposit	-	20,000.00
Total	-	20,000.00

7 Long term provisions

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Provision for employee benefits	1,08,480.14	1,06,115.63
Total	1,08,480.14	1,06,115.63

8 Short term borrowings

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Current maturities of long-term debt	230.77	1,925.04
Secured Loans repayable on demand from banks	2,83,739.49	-
Total	2,83,970.26	1,925.04

Secured loan repayable on demand is Overdraft facility availed from Dhanlaxmi Bank Ltd with an interest rate of 12.05%. Secured by hypothecation of entire current assets and 6.07 Ares (15 Cents) of land U.Sy.No2059-1 of Muttathara village, Thiruvananthapuram

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

9 Trade payables

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Due to Micro and Small Enterprises	-	-
Due to others	1,14,916.49	88,597.56
Total	1,14,916.49	88,597.56

9.1 Trade Payable ageing schedule as at 31 March 2024

(Rs in '00)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	79,316.00	21,783.42	13,554.07	263.00	1,14,916.49
Disputed dues- MSME					-
Disputed dues- Others					-
Total					1,14,916.49

9.2 Trade Payable ageing schedule as at 31 March 2023

(Rs in '00)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME					-
Others	55,721.56	31,837.90	1,038.09		88,597.56
Disputed dues- MSME					-
Disputed dues- Others					-
Total					88,597.56

10 Other current liabilities

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Statutory dues	1,07,376.58	33,955.49
Advances from customers	47,662.36	52,980.76
Interest Payable	7,887.64	-
Other Payables	80,867.39	57,804.61
Total	2,43,793.97	1,44,740.86

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

Property, Plant and Equipment

(Rs in '00)

Name of Assets	Gross Block			Depreciation and Amortization			Net Block		
	As on 01-Apr-23	Addition	Deduction	As on 31-Mar-24	As on 01-Apr-23	for the year	Deduction	As on 31-Mar-24	As on 31-Mar-23
(i) Property, Plant and Equipment									
Land	35,823.76	-	-	35,823.76	-	-	-	35,823.76	35,823.76
Electrical Fittings	68,797.71	368.76	444.52	68,721.95	39,495.69	9,662.49	49,158.18	19,563.77	29,302.02
Furniture & Fittings	1,14,687.96	-	-	1,14,687.96	69,746.10	16,131.46	85,877.56	28,810.40	44,941.86
Computers	1,46,215.91	2,871.94	352.14	1,48,735.71	1,33,282.46	9,323.45	1,42,605.91	6,129.80	12,933.44
Motor Cars	1,39,531.20	3,200.00	19,024.18	1,23,707.01	1,12,717.88	9,500.57	1,10,089.77	13,617.25	26,813.32
Studio Equipments	16,36,230.01	10,804.91	2,180.43	16,44,854.49	8,10,012.76	1,48,836.05	9,58,848.81	6,86,005.68	8,26,217.25
Office Equipments	6,474.17	1,366.45	-	7,840.62	3,670.03	2,241.23	5,911.26	1,929.36	2,804.14
Kitchen Equipments	51.19	-	-	51.19	17.26	33.93	51.19	-0.00	33.93
Lease Hold Improvements	2,100.00	408.90	-	2,508.90	380.50	35.16	415.66	2,093.24	1,719.50
Total	21,49,911.90	19,020.96	22,001.27	21,46,931.59	11,69,322.68	1,95,764.34	13,52,958.34	7,93,973.25	9,80,589.22
Previous Year	21,39,146.56	10,765.34	-	21,49,911.90	10,65,467.68	1,03,855.00	11,69,322.68	9,80,589.22	10,73,678.88

(ii) Intangible Assets									
Software	2,06,843.10	135.00	-	2,06,978.10	2,05,434.40	187.71	2,05,622.11	1,355.99	1,408.70
Total	2,06,843.10	135.00	-	2,06,978.10	2,05,434.40	187.71	2,05,622.11	1,355.99	1,408.70
Previous Year	2,06,640.10	203.00	-	2,06,843.10	2,05,184.40	250.00	2,05,434.40	1,408.70	1,455.70

(i) The company does not have Capital Work In Progress / Intangible Assets under development, hence ageing schedule is not applicable.

(ii) The company has not revalued its property, plant and equipment for the financial year ended March 31, 2024 and March 31, 2023.

(iii) There are no immovable properties whose title deeds are not held in the name of the company as at March 31, 2024 and March 31, 2023

(iv) Depreciation for past years has been recomputed and short deductions in earlier years are included in current year depreciation. The excess found in gross block has been shown as deduction against it and the corresponding expense has been booked

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

12 Long term loans and advances

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Other loans and advances (Unsecured, considered good)		
-Rent Deposit	23,371.87	35,566.87
-Security Deposit	23,339.29	13,258.58
Total	46,711.16	48,825.45

13 Inventories

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Media Content	1,42,519.47	-
Total	1,42,519.47	-

Inventories are expected to be amortized/expensed within a period of 12 months from the end of the year.

14 Trade receivables

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Unsecured considered good	5,49,699.01	5,35,262.06
Doubtful	-	31,667.38
Total	5,49,699.01	5,66,929.44

14.1 Trade Receivables ageing schedule as at 31 March 2024

(Rs in '00)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	2,54,841.98	44,955.03	82,323.13	33,020.19	1,34,558.68	5,49,699.01
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						5,49,699.01
Undue - considered good						
Total						5,49,699.01

14.2 Trade Receivables ageing schedule as at 31 March 2023

(Rs in '00)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	2,84,959.04	1,05,641.06	52,307.42	19,977.53	72,377.01	5,35,262.06
Undisputed Trade Receivables-considered doubtful					31,667.39	31,667.39
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						5,66,929.44
Undue - considered good						
Undue - considered doubtful						
Total						5,66,929.44

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

15 Cash and cash equivalents (Rs in '00)

Particulars	31 March 2024	31 March 2023
Cash on hand	1,465.77	1,339.95
Balances with banks in current accounts	42,085.44	49,618.98
Cash and cash equivalents - total	43,551.21	50,958.93
Other Bank Balances		
Deposits with original maturity for more than 12 months	16,904.42	16,106.10
Total	60,455.63	67,065.03

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

16 Short term loans and advances (Rs in '00)

Particulars	31 March 2024	31 March 2023
Advances to suppliers	12,971.80	6,633.51
Others		
-Advance against capital expenditure	84,367.50	84,367.50
-Advance Tax / TDS	8,276.85	7,715.05
-Other Advances	6,482.10	2,843.82
-Prepaid Expenses	6,563.48	19,305.23
Total	1,18,661.73	1,20,865.11

* Advance against capital expenditure is advance given for land purchase made in prior years. Management confirms that the same will be fully realized within one year.

17 Other current assets (Rs in '00)

Particulars	31 March 2024	31 March 2023
Interest accrued	27.89	-
Prepaid Rent	117.00	-
Total	144.89	-

18 Revenue from operations (Rs in '00)

Particulars	31 March 2024	31 March 2023
Sale of services		
-Income from Advertisement - Domestic	8,34,236.98	8,82,406.27
-Income from Advertisement - Export	49,146.59	68,852.55
Others		
-Income from Sale of License	-	16,609.71
Total	8,83,383.57	9,67,868.53

19 Other Income (Rs in '00)

Particulars	31 March 2024	31 March 2023
Interest Income	924.10	1,573.62
Discount Received	345.74	272.07
Excess Provision written off	170.00	-
Insurance Claim Receipts	-	1,081.44
Miscellaneous Income	-	642.00
Profit on Sale of vehicle	6,995.00	-
Total	8,434.84	3,569.13

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

20 Production And Operating Expenses

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Accomodation & Food	-	314.85
Equipment Hire Charge	24,029.35	10,492.25
Leased Line Charges	-	14,567.57
News Reading Charges	2,800.00	2,880.00
Other Production Expenses	31,851.13	30,474.76
Professional/ Artist Charges	26,960.78	12,907.90
Shooting Expenses	8,012.11	2,921.90
Subcription Charges	22,705.09	22,950.00
Uplinking Charges	1,00,113.94	94,104.35
Total	2,16,472.40	1,91,613.58

21 Change in Inventories

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Opening Inventories		
Media Content	-	-
Less: Closing Inventories		
Media Content	1,42,519.47	-
Total	-1,42,519.47	-

22 Employee benefit expenses

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Salaries and wages	6,22,767.10	5,19,280.44
Contribution to provident and other funds	41,826.85	34,823.00
Staff welfare expenses	17,243.24	17,417.70
Gratuity	10,052.01	10,231.57
Total	6,91,889.20	5,81,752.71

23 Finance costs

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Interest expense	35,288.01	17,181.86
Total	35,288.01	17,181.86

Interest Expense comprise of interest on unsecured loans from Directors, Interest on Vehicle Loan and interest on Bank Overdraft.

24 Depreciation and amortization expenses

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Amortization of intangible assets	187.71	250.00
Depreciation on property, plant and equipment	1,95,764.34	1,03,855.00
Total	1,95,952.05	1,04,105.00

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

25 Other expenses

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Auditors' Remuneration	1,800.00	1,600.00
Insurance	9,521.54	10,253.51
Power and fuel	82,890.64	80,156.50
Professional fees	4,017.20	8,470.00
Rent	48,425.15	53,736.32
Repairs others	13,836.81	17,411.75
Rates and taxes	409.90	875.23
Travelling Expenses	21,282.39	13,594.32
Accommodation Expenses	9,376.09	13,242.16
Administrative Consultancy Charges	12,774.63	8,525.38
Annual Maintenance Charges	12,083.73	14,458.29
Bank Charges & Commission	3,311.01	3,532.55
BARC Rating Charges	18,000.00	18,000.00
Business Promotion & Marketing	26,459.15	25,994.02
Cable Charges	975.00	1,047.05
Discount Allowed	-	1,771.78
Fine & Interest Paid	5,540.67	1,262.61
General Expenses	13,282.68	14,857.15
Hall hire charges	6,884.10	5,708.34
Loss on Foreign Exchange	203.81	1,040.74
Momento	2,083.01	2,610.60
NSDL and CDSL Custody Fees	1,500.00	1,500.00
Postage & Telephone	23,030.16	21,444.76
Printing and Stationery	4,508.53	3,448.55
Property plant and Equipment Written off	8,666.00	-
Refreshment Expenses	3,827.59	3,389.97
Security Charge	5,400.00	3,929.03
Vehicle hire charges	36,504.47	37,621.96
Total	3,76,594.26	3,69,482.57

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

26 Earning per share

Particulars	31 March 2024	31 March 2023
Profit attributable to equity shareholders (Rs in '00)	-4,81,858.04	-2,92,698.06
Weighted average number of Equity Shares	70,52,459	70,52,459
Earnings per share basic (Rs)	-6.83	-4.15
Earnings per share diluted (Rs)	-6.83	-4.15
Face value per equity share (Rs)	100	100

27 Auditors' Remuneration

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Payments to auditor as		
- for taxation matters	300.00	300.00
- for Statutory Audit	1,500.00	1,300.00
Total	1,800.00	1,600.00

28 Contingent Liabilities and Commitments

(Rs in '00)

- 1) Estimated amount of contracts remaining to be executed on capital account and not provided for: Nil (Previous year: Nil).
- 2) Since there is no deviation in rent , the agreements have not been updated.Hence rent deposit is considered as contingent liability.

29 Micro and Small Enterprise

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.

30 Earnings in Foreign Currencies

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Income From Advertisement (Export)	49,146.59	68,852.55
Total	49,146.59	68,852.55

31 Expenditure made in Foreign Currencies

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Annual Maintenance Charges	8,713.98	2,069.86
Total	8,713.98	2,069.86

32 Value of Import on CIF basis

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Raw Materials	-	-
Components and Spare Parts	-	-
Capital goods	-	-
Total	-	-

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

33 Related Party Disclosure

(i) List of Related Parties

	Relationship
Mr. Sajeevan	Managing Director
Mr. Suijth P	Chief Financial Officer
Mrs. Remya K R	Company Secretary
Mr. P. E. B. Menon	Relatives of Director
Mr. Taj K S	Director
Mr. Radha Mohanan	Director
Mr. Manoj Kumar P C	Director
Mr. Viswaroopan P	Director
Mrs. Vidhya Remesh	Company Secretary

(ii) Related Party Transactions

(Rs in '00)

Particulars	Relationship	31 March 2024	31 March 2023
Rent paid			
- Mr. P. E. B. Menon	Relatives of Director	-	2,500.00
Salary			
- Mr. Suijth P	Chief Financial Officer	4,180.00	1,600.00
- Mrs. Vidhya Remesh	Company Secretary	-	800.00
- Mrs. Remya K R	Company Secretary	7,580.00	4,050.00

(iii) Related Party Balances

(Rs in '00)

Particulars	Relationship	31 March 2024	31 March 2023
Loan			
- Mr. Taj K S	Director	75,000.00	75,000.00
- Mr. Radha Mohanan	Director	75,000.00	75,000.00
- Mr. Manoj Kumar P C	Director	75,000.00	75,000.00
- Mr. Viswaroopan P	Director	20,000.00	-
Interest Payable			
- Mr. Taj K S	Director	2,373.23	776.71
- Mr. Radha Mohanan	Director	3,051.35	998.63
- Mr. Manoj Kumar P C	Director	2,332.62	763.41

34 Deferred Tax Asset / Liability:

(Rs in '00)

Particulars	31 March 2024	31 March 2023
Depreciation	-64,905.97	-77,449.00
B/forward loss & Depreciation	10,950.39	13,190.12
Total	-53,955.58	-64,258.88

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.

35 Loans and Advances given to Related Parties

Loans or Advances in the nature of loans granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying the terms of repayment:- NIL (Previous Year:- NIL)

36 Security of Current Assets Against Borrowings

The Company has a Overdraft of Rs.300 Lakhs which is secured by hypothecation of entire current asset of the company and 6.07 Ares (15 Cents) of land U.Sy.No2059-1 of Muttathara village, Thiruvananthapuram District.Drawing power for the Overdraft limit shall be regulated by the quarterly cash flow statement submitted by the company.

37 Details of Benami Property held

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 there under in the financial years ended March 31, 2024 and March 31, 2023.

38 Wilful Defaulter

The company has not been declared as a wilful defaulter by any bank or financial institution or other lender in the financial years ended March 31,2024 and March 31,2023.

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

39 Relationship with Struck off Companies

There are no transactions with struck off companies under Section 248 of Companies Act, 2013 and Section 560 of Companies Act, 1956 for the financial years ended March 31,2024 and March 31, 2023.

40 Registration of Charge

There are no Charges or satisfaction of charges yet to be registered with Registrar of Companies beyond the statutory period

41 Compliance with number of layers of companies

Non-compliance of number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017: NIL (Previous Year: NIL)

42 Ratio Analysis

Particulars	Numerator/Denominator	31 March 2024	31 March 2023	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	1.36	2.95	-54.10%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Shareholder's Equity}}$	0.74	0.19	291.06%
(c) Debt Service Coverage Ratio	$\frac{\text{Earning available for Debt Service}}{\text{Debt Service}}$	-	-	
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	-50.65%	-16.91%	199.51%
(e) Inventory turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Inventories}}$	12.40	-	
(f) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Account Receivable}}$	1.58	3.41	-53.60%
(g) Trade payables turnover ratio	$\frac{\text{Total Purchases}}{\text{Average Account Payable}}$	2.13	-	
(h) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Net Working Capital}}$	3.86	1.94	99.20%
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	-54.55%	-30.24%	80.37%
(j) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	-36.03%	-19.41%	85.61%
(k) Return on investment	$\frac{\text{Return on Investment}}{\text{Total Investment}}$	0.00%	0.00%	

(i) Current Ratio:-Current liabilities has increased due to non payment of statutory liabilities.

(ii) Debt Equity Ratio:- Debt has increased as company has availed Overdraft facility

(iii) Return on Equity:- Current year loss has increased

(iv) Trade Receivable Turnover:- Trade Receivables have increased drastically during the year

(v) Net Capital Turnover Ratio:- Net working capital has decreased due to increase in current liabilities.

(vi) Net Profit Ratio:- Current year loss has increased.

(vii) Return on Capital Employed: Return has been adversely affected.

43 Disclosure where company has given loan or invested to other person or entity to lend or invest in another person or entity

The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

44 Disclosure where company has received fund from other person or entity to lend or invest in other person or entity

The company has 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 (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

JANAM MULTIMEDIA LIMITED
Notes forming part of the Financial Statements

45 Undisclosed Income

There are no transactions that are not recorded in the books of accounts to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

46 CSR Expenditure

Nature of CSR activities

The provisions of Section 135 of the Companies Act, 2013 is not applicable to the company

47 Proposed Dividends

The amount of dividends proposed to be distributed to equity shareholders for the period and the related amount per share:-NIL (Previous Year:-NIL)

48 Regrouping

Figures have been rounded off to the nearest hundred rupee. Previous year figures have been re-grouped / re-arranged wherever necessary.

49 Securities issued for specific purposes

Where in respect of an issue of securities made for a specific purpose, the whole or part of the amount has not been used for the specific purpose at the Balance Sheet date, there shall be indicated by way of note how such unutilized amounts have been used or invested:-NIL (Previous Year:-NIL)

50 Shares Application Money Pending For Allotment

The reconciliation of share application money is pending. Equity shares are pending allotment out of the application money.

51 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.

As per our report of even date
For Krishnamoorthy & Krishnamoorthy
Chartered Accountants
Firm's Registration No. 001488S




K J Narayanan
Partner
Membership No. 202844
UDIN: 24202844BKBEJA5235

Place: Thrissur
Date: 12 August 2024

For and on behalf of the Board


RAJASEKHARAN SREEDHARAN NAIR
Managing Director
DIN: 00168544


REMYA K R
Company Secretary
Membership No: A61396


SAJEEVAN
Whole Time Director
DIN: 06553966

PULITH SUJITH
Chief Financial Officer
PAN:BTNPS3431E





Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and

Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members

Janam Multimedia Limited

Registered Office: TC 52/512, Thotttekkat House

SKVC Road, Kanattukara P.O.

Thrissur – 680 011

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JANAM MULTIMEDIA LIMITED** having CIN: **U92100KL2007PLC021625** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion about these secretarial records based on my audit. I 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 test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis. 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.



Based on my verification of **JANAM MULTIMEDIA LIMITED'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **JANAM MULTIMEDIA LIMITED** ("the company") for the financial year ended on 31st March 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. There were no situations / events attracting the provisions of the Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and regulations made thereunder to the extent applicable of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The company being unlisted, the regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 do not apply to the company;
- vi. As informed by the management, the following are some of the other laws specifically applicable to the Company, being producer and broadcaster of news and current affairs programs, namely:
 - a) The Cable Television Networks Regulations Act, 1995 and rules, regulations made there under;
 - b) The Cable Televisions Networks Rules 1994;
 - c) The Policy Guidelines for Uplinking of Television Channels from India issued by Ministry of Information and Broadcasting;
 - d) Policy Guidelines For Downlinking of Television Channel;
 - e) The Telecommunication (Broadcasting and Cable Services) Interconnection (Addressable Systems) Regulations, 2012;
 - f) Standard of Quality of Service (Duration of Advertisements in Television Channels) (Amendment) Regulations, 2013;



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

- i. Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.
- ii. The company being an unlisted public company, the provisions of Listing Agreements and Securities and Exchange Board of India Act 1992 and Rules made there under do not apply to the company;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations/non-compliances:

1. The company had allotted shares during the previous financial years on rights basis including to persons who have not furnished demat account details in contravention to the applicable provisions. Corporate action of such shares with depositories are kept in abeyance by the company till demat account details are furnished by the concerned shareholders and 354135 shares are pending credit.
2. The company has not appointed Independent Directors during the financial year 2023-24 as required under Section 149 (4) of the Companies Act, 2013 and thus failed to maintain composition of various Committees viz., Audit Committee of the Board, Nomination Remuneration Committee and Stakeholders Relationship Committee as per the requirements of the Act due to lack of Independent Directors on the Board. However, the company has appointed one Independent Director after closure of the financial year 2023-24 but the requirement under Section 149 (4) of the Companies Act, 2013 and also the composition as per various committees of the board are yet to be complied with.
3. The company has neither refunded nor issued any shares against the share application money of Rs. 6,93,233.00 which were collected during the previous reporting periods, within the stipulated time. Besides the company has not furnished / produced before me proof of sending notice / letter of right offer by registered post / speed post / electronic / other mode as required under Section 62 (2) of the Companies Act, 2013 or the documents evidencing the compliance with regard to the of provisions of Preferential / private placement of shares, as the case may be, under the Companies Act 2013 with regard to the aforesaid application money collected. Hence, I am unable to comment about the compliance of the provisions applicable for the acceptance of share application money under the Companies Act 2013.



I further report that, with regard to the compliance of laws applicable specifically to the Company, being producer and broadcaster of news and current affairs programs, I have obtained and relied up on the representation of management of the company.

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not be reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors, except failure to appoint Independent Directors as stated in my observation point 2 mentioned above. The change in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

As per the information and explanation from management of the company, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the Management, were unanimous and therefore there were no dissenting view that were required to be record.

I further report that, as per the information and explanation from management of the company, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

I further report that, as per the information and explanation from management of the company, during the audit period, no event / action having a major bearing on the company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

Thrissur

12-08-2024



m. krishna kumar

UDIN: F005240F000953704

Peer Review Certificate No. 1369/2021

M. KRISHNA KUMAR

M.Com, MBA, M.A, M.Phil, LL.B, FCS

Practising Company Secretary

FCS No. 5240 CP No. 4137