

# 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

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## NOTICE TO THE 16<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the members of **JANAM MULTIMEDIA LIMITED** will be held at **11.30 A.M.** on **Monday**, the **30<sup>th</sup> day of September 2024** at **Hotel Ashoka Inn, TB Road, Sakthan Thampuran Nagar, Thrissur, Kerala, PIN – 680 001** to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2024, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ambalavanam (DIN: 08860680) who retires by rotation as per Article 94 of the Articles of Association of the company and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sajeevan (DIN: 06553966) who retires by rotation as per Article 94 of the Articles of Association of the company and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Kollara Sukumaran Taj (DIN: 03105481) who retires by rotation as per Article 94 of the Articles of Association of the company and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Kesavapillai Rugminiamma Sreekumar (DIN: 08376231) who retires by rotation as per Article 94 of the Articles of Association of the company and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Jayachandran Balamani Sateesan (DIN: 05235043) who retires by rotation as per Article 94 of the Articles of Association of the company and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the company, the appointment of Mr. Sajeevan (DIN: 06553966), S/o Ramakrishnan, Paraparambil House, Mathilakam, Pappinivattom, Thrissur – 680 685, Kerala State, as the Managing Director as well as Key Managerial Personnel of the Company as recommended by both the Nomination & Remuneration Committee and Audit Committee and approved by the Board of Directors, with effect from 15<sup>th</sup> 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, with the entitlement to receive reimbursement of all out of pocket expenses for official purposes on actual basis and sitting fee for attending Board Meeting and its Committees at the same rate as applicable to all other Directors of the company and to receive such other benefits as may be decided by the Board of Directors at their meeting as and when deem fit, but subsequently he stepped down as Managing Director of the company with effect from 07<sup>th</sup> July 2024 following the receipt of approval from the Ministry of

Information and Broadcasting for the appointment of Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) as a director of the company, thereby his appointment as the Managing Director as well as Key Managerial Personnel of the Company for the period commencing from 15<sup>th</sup> February 2024 till 07<sup>th</sup> July 2024, be and is hereby approved”.

8. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Rajasekharan Sreedharan Nair (DIN: 00168544), who was appointed as an Additional Director of the company with effect from 07<sup>th</sup> July 2024 as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors at their meetings held on 06<sup>th</sup> July 2024 and who is holding office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act 2013, be and is hereby appointed as a director of the Company, who is liable to retire by rotation”.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the company, the appointment of Mr. Rajasekharan Sreedharan Nair (DIN: 00168544), S/o Sreedharan Nair, T.C. 34/495, Karthikeyam, Shangumugham, Beach P.O., Trivandrum - 695007, Kerala State as the Managing Director as well as Key Managerial Personnel of the Company as recommended by both the Nomination & Remuneration Committee and Audit Committee and approved by the Board of Directors, for the period of three years with effect from 07<sup>th</sup> July 2024 with the entitlement to receive reimbursement of all out of pocket expenses for official purposes on actual basis and sitting fee for attending Board Meeting and its Committees at the same rate as applicable to all other Directors of the company and to receive such other benefits as may be decided by the Board of Directors at their meeting as and when deem fit, be and is hereby approved”.

10. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Jayarajkumar Sreedharanpillai (DIN: 00005095), who was appointed as an Additional Director (Non-Executive & Independent) of the company with effect from 07<sup>th</sup> July 2024 as recommended by both the Nomination & Remuneration Committee and Audit Committee and approved by the Board of Directors at their meetings held on 06<sup>th</sup> July 2024 and who is holding office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act 2013, be and is hereby appointed as a director of the Company”.

11. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. Jayarajkumar Sreedharanpillai (DIN: 00005095) be and is hereby appointed as a Non-executive Independent Director of the Company for a term of upto three consecutive years with effect from 30<sup>th</sup> September 2024”.

12. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the company, the appointment of Mr. Sajeevan (DIN: 06553966), S/o Ramakrishnan, Paraparambil House, Mathilakam, Pappinivattom, Thrissur – 680685, Kerala State as the Whole-Time Director (Executive) as well as Key Managerial Personnel of the Company as recommended by both the Nomination & Remuneration Committee and Audit Committee and approved by the Board of Directors, for the period of three years with effect from 07<sup>th</sup> July 2024 with the entitlement to receive reimbursement of all out of pocket expenses for official purposes on actual basis and sitting fee for attending Board Meeting and its Committees at the same rate as applicable to all other Directors of the company and to receive such other benefits as may be decided by the Board of Directors at their meeting as and when deem fit, be and is hereby approved”.

By order of the Board of Directors



REMYA KUTTOOR RAMACHANDRAN  
Company Secretary  
(ACS 61396)

Thrissur  
12.08.2024

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**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder. The instrument appointing a proxy, in order to be effective, shall be deposited at the Registered Office of the company not less than 48 hours before the time fixed for holding the meeting and in default, the instrument of proxy shall not be treated as valid.
2. During the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and until the conclusion of the meeting, a member would be entitled to inspect proxies lodged during the business hours of the company, provided that not less than three days' notice in writing is given to the company.
3. Any member intending to propose him or some other member as a director to the vacancy of director vacating at the Annual General Meeting, should give a notice in writing not less than 14 days before the meeting at the registered office of the company signifying the candidature under Section 160 of the Companies Act 2013 along with a deposit of one lakh rupees along with the consent of the candidate in Form DIR-2 at the registered office of the company.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members/proxies should produce the attendance slip at the venue of the meeting.
6. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the Annual General Meeting of the Company (the AGM Notice). The detailed instructions specifying how to exercise their right to vote by electronic means (e-voting facility) on any or all of the business specified in the AGM Notice has been attached with notice separately.
7. In terms of Section 101 of the Companies Act 2013 read with Rule 18 of the Companies (Management & Administration) Rules, 2014, a company may give notice through electronic mode addressing to the persons entitled to receive such e-mail as per the records of the company, provided the company shall provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and

change therein and such request may be made by only those members who have not got their e-mail ID recorded or to update a fresh e-mail ID and not from the members whose e-mail IDs are already registered. In view of the above, the company hereby requests members who have not updated their e-mail IDs, to update the same with the company/RTA.

8. A Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
9. In accordance with the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 on 10<sup>th</sup> September 2018 effective from 02<sup>nd</sup> 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 we have obtained ISIN – INE05R501016 through Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL) and appointed BTS Consultancy Services Private Limited, Chennai as Registrar & Transfer Agent. All the shareholders who wish to avail Demat service shall submit a Demat request form to their respective Depository Participant (DP). Shareholders who have no Demat Account should make necessary arrangement to open Demat Account and have to separately follow the process of getting shares dematerialized. Each shareholder who intends to transfer their shares needs to dematerialise such shares before transfer and no share transfer request will be considered by the company unless the shares are in dematerialised form.
10. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
11. Under the provisions of Section 72 of the Companies Act, 2013, shareholders(s) is/ are entitled to nominate, in the prescribed manner, a person to whom his/her/their shares in the Company, shall vest after his/her/their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility may submit nomination in the prescribed Form SH-13 with the Company/ RTA. In respect of shares held in dematerialised form, member may submit their nomination form with their respective Depository Participants.
12. In case of Joint holders attending the Annual General Meeting, only such Joint holder who is higher in the order of names as per the Register of Members of the Company, will be entitled to vote.
13. With a view to helping us serve the members better, members holding shares in physical form in more than one folio are requested to write to RTA / Company enclosing their share certificate for consolidation of their holding into one folio.
14. Copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), including the Notice of AGM are being sent only by e-mail to those members who have registered their e-mail address with the Company/ Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories, unless any member has requested for a physical copy of the same in writing or through electronic mode. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
15. The Annual Report containing the said documents including Notice of AGM is also available on the Company's website [www.janamtv.org](http://www.janamtv.org) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) from where it can be downloaded. Shareholders may please note that no physical/ hard copy of the aforesaid documents will be sent by the Company.
16. The remote e-voting period begins on Friday, 27/09/2024 at 9:00 A.M. and ends on Sunday, 29/09/2024 at 5:00 P.M. when remote e-voting will be blocked by CDSL. During this period shareholders' of the Company may cast their vote electronically. The Company has fixed 23/09/2024 as the 'cut-off date' for determining voting right of shareholders entitled to participate in the e-voting process.
17. The Voting rights of member shall be in proportion to their shares with the paid-up equity share capital of the company as on cut-off date.
18. Once the vote on a resolution is cast by the Members, the member shall not be allowed to change it subsequently.

19. The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting;
20. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
21. Shri. Krishnakumar M, Practicing Company Secretary, 2nd Floor "Namichithra", C.R.Iyyunni Road, Behind St.Thomas College Hostel, Thrissur – 680 020, Kerala, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
22. The Results of voting along with the Scrutinizer's Consolidated Report shall be declared by the Chairman or a person authorized by him within three days of conclusion of the meeting. The results declared along with the Scrutinizer's Consolidated Report shall be placed on the website of the company [www.janamtv.org](http://www.janamtv.org) and on the website of CDSL immediately after the result is declared by the Chairman or a person authorized by him.
23. Detailed instructions for availing e-voting facility have been separately annexed to this notice.
24. A route map together with prominent land mark for easy location of the venue of the meeting is attached herewith.

**STATEMENT SETTING OUT THE MATERIAL FACTS AS REQUIRED U/S 102(1) OF THE COMPANIES ACT, 2013 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED**

**Item No.7:** The board of directors of the company, at their meeting held on 15<sup>th</sup> February 2024, appointed Mr. Sajeevan (DIN: 06553966) as the Managing Director as well as Key Managerial Personnel of the Company, with effect from 15<sup>th</sup> 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. Following the receipt of approval from the Ministry of Information and Broadcasting for the appointment of Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) as a director of the Company, Mr. Sajeevan stepped down as Managing Director and Key Managerial Personnel with effect from 07<sup>th</sup> July 2024. His appointment as the Managing Director as well as Key Managerial Personnel of the Company for the period commencing from 15<sup>th</sup> February 2024 till 07<sup>th</sup> July 2024 is to be approved by a resolution at the next general meeting held after such appointment. Hence this Special Business as an Ordinary Resolution.

**Memorandum of Interest:** Since this item of special business is with regard to ratification of the Appointment of Mr. Sajeevan (DIN: 06553966) as Managing Director of the company, he is interested in this item of special business in his individual capacity and his relatives to the extent of their respective shareholding in the company. Except this none of the directors and no other Key Managerial Personnel is concerned or interested, financial or otherwise in this item of special business in their individual capacity.

**Item No.8:** Board of Directors at their meeting held on 06<sup>th</sup> July 2024 appointed Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) as additional director of the company. Pursuant to Section 161(1) of the Companies Act 2013 and Article 68 of the Articles of Association of the Company, the director so appointed shall hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company or the last date on which the AGM should have been held, whichever is earlier. Hence Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) has to vacate the office at this Annual General Meeting. A person who is not a retiring director in terms of Section 152 should comply with the procedure prescribed under Section 160 of the Companies Act 2013 and Rules made thereunder. Accordingly notice has been received from members under Section 160 of the Act signifying their intention to propose Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) as director of the company. The Nomination and Remuneration Committee of the Board has also recommended the appointment. Hence this special business as an ordinary resolution. The vacating director being eligible, offers himself for re-appointment.

**Memorandum of Interest:** Since this item of special business is with regard to the appointment of Mr. Rajasekharan Sreedharan Nair (DIN: 00168544), he is interested in this item of special business in his individual capacity and his relatives to the extent of their respective shareholding in the company. Except this none of the directors and no other Key Managerial Personnel is concerned or interested, financial or otherwise in this item of special business in their individual capacity.



**Item No.9:** Mr. Rajasekharan Sreedharan Nair (DIN: 00168544), aged 68 years, is a man of strong leadership and strategic vision. His immense Industrial Experience and expertise in Human Resources, Administration, Production, Marketing, and Public Relations and his proven ability to streamline operations and drive efficiency in these critical areas makes him the ideal leader to guide the company toward its strategic objectives. Additionally, his alignment with company culture, financial acumen, and valuable network of contacts support his role in steering the company toward growth and success. Considering his knowledge of various aspects relating to the Company's affairs and his long standing experience, the Nomination and Remuneration Committee and Audit Committee of the Board have recommended and the Board of Directors approved at their meetings held on 06<sup>th</sup> July 2024, the appointment of Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) as the Managing Director as well as Key Managerial Personnel of the Company for the period of three years with effect from 07<sup>th</sup> July 2024, subject to the approval of shareholders in the next General Meeting. Hence his appointment for the period commencing from 07<sup>th</sup> July 2024 to 06<sup>th</sup> July 2027 is to be approved by a resolution at the next general meeting held after such appointment. Hence this Special Business as an Ordinary Resolution.

**Memorandum of Interest:** Since this item of special business is with regard to ratification of the Appointment of Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) as the Managing Director of the company, he is interested in this item of special business in his individual capacity and his relatives to the extent of their respective shareholding in the company. Except this none of the directors and no other Key Managerial Personnel is concerned or interested, financial or otherwise in this item of special business in their individual capacity.

**Item No.10:** Board of Directors at their meeting held on 06<sup>th</sup> July 2024 appointed Mr. Jayarajkumar Sreedharanpillai (DIN: 00005095) as additional director (Non-Executive & Independent) of the company. Pursuant to Section 161(1) of the Companies Act 2013 and Article 68 of the Articles of Association of the Company, the director so appointed shall hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company or the last date on which the AGM should have been held, whichever is earlier. Hence Mr. Jayarajkumar Sreedharan Pillai (DIN: 00005095) has to vacate the office at this Annual General Meeting. A person who is not a retiring director in terms of Section 152 should comply with the procedure prescribed under Section 160 of the Companies Act 2013 and Rules made thereunder. Accordingly notice has been received from members under Section 160 of the Act signifying their intention to propose Mr. Jayarajkumar Sreedharanpillai (DIN: 00005095) as director of the company. The Nomination and Remuneration Committee and Audit Committee of the Board have also recommended the appointment. Hence this special business as an ordinary resolution. The vacating director being eligible, offers himself for re-appointment.

**Memorandum of Interest:** Since this item of special business is with regard to the appointment of Mr. Jayarajkumar Sreedharanpillai (DIN: 00005095), he is interested in this item of special business in his individual capacity and his relatives to the extent of their respective shareholding in the company. Except this none of the directors and no other Key Managerial Personnel is concerned or interested, financial or otherwise in this item of special business in their individual capacity.

**Item No. 11:** Mr. Jayarajkumar Sreedharanpillai (DIN: 00005095) has been appointed as an additional director (Non-Executive & Independent) on the board of the company pursuant to Section 161(1) of the Companies Act 2013, with effect from 07<sup>th</sup> July 2024, until the conclusion of the ensuing Annual General Meeting. His appointment as a Non-Executive Independent Director, for a term of upto three consecutive years from the date of this Annual General Meeting (i.e., 30<sup>th</sup> September 2024), is subject to the approval of the members in this Annual General Meeting. His appointment has been recommended by both the Nomination & Remuneration Committee and the Audit Committee. He is an accomplished Corporate Executive with a proven track record in Manufacturing, Engineering and Management.

The company needs to appoint two Independent Directors as mandated by Section 149 (4) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In compliance with the Guidelines for Uplinking and Downlinking of Satellite Television Channels in India, the company is also required to obtain prior approval from the Ministry of Information and Broadcasting before appointing a new Director. In line with the decision of the Board and Committees at their meetings held on 17<sup>th</sup> August 2023, the company has recommended Mr. Jayarajkumar Sreedharanpillai (DIN: 00005095) as one of the independent directors. Accordingly, the company has submitted the necessary documents for the approval of the appointment of Mr. Jayarajkumar Sreedharanpillai as a director, to the Ministry of Information and Broadcasting. The approval from the Ministry of Information and Broadcasting for the appointment of Mr. Jayarajkumar Sreedharanpillai as director was received on 25<sup>th</sup> June 2024. After receiving the approval, as

recommended by both the Nomination & Remuneration Committee and Audit Committee and approved by the Board of Directors at their meetings held on 06<sup>th</sup> 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 07<sup>th</sup> July 2024, until the conclusion of the ensuing Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as a Non-executive Independent Director for a term of upto three consecutive years from the date of ensuing general meeting.

His extensive experience in corporate and general management will significantly benefit the operations of the company. Given his qualifications, experience, and professional stature, he is well-suited for the role of Independent Director. Accordingly, the Board and its committees recommend the resolution for the appointment of Mr. Jayarajkumar Sreedharan Pillai as a Non-executive Independent Director for a term of upto three consecutive years from the date of this Annual General Meeting (i.e., 30<sup>th</sup> September 2024), subject to the approval of the shareholders by way of an Ordinary Resolution.

**Memorandum of Interest:** Since this item of special business is with regard to the appointment of Mr. Jayarajkumar Sreedharanpillai (DIN: 00005095), he is interested in this item of special business in his individual capacity and his relatives to the extent of their respective shareholding in the company. Except this none of the directors and no other Key Managerial Personnel is concerned or interested, financial or otherwise in this item of special business in their individual capacity.

**Item No.12:** The board of directors of the company, at their meeting held on 06<sup>th</sup> July 2024, appointed Mr. Sajeevan (DIN: 06553966) as the Whole-Time Director (Executive) as well as Key Managerial Personnel of the Company as recommended by both the Nomination & Remuneration Committee and Audit Committee, for the period of three years with effect from 07<sup>th</sup> July 2024 upon the appointment of Mr. Rajasekharan Sreedharan Nair (DIN: 00168544) as the Managing Director of the company in order to streamline decision-making processes and enhance operational efficiency within the company. His appointment as the Whole-Time Director (Executive) as well as Key Managerial Personnel of the Company for the period commencing from 07<sup>th</sup> July 2024 to 06<sup>th</sup> July 2027 is to be approved by a resolution at the next general meeting held after such appointment. Hence this Special Business as an Ordinary Resolution.

**Memorandum of Interest:** Since this item of special business is with regard to ratification of the Appointment of Mr. Sajeevan (DIN: 06553966) as the Whole-Time Director (Executive) of the company, he is interested in this item of special business in his individual capacity and his relatives to the extent of their respective shareholding in the company. Except this none of the directors and no other Key Managerial Personnel is concerned or interested, financial or otherwise in this item of special business in their individual capacity.

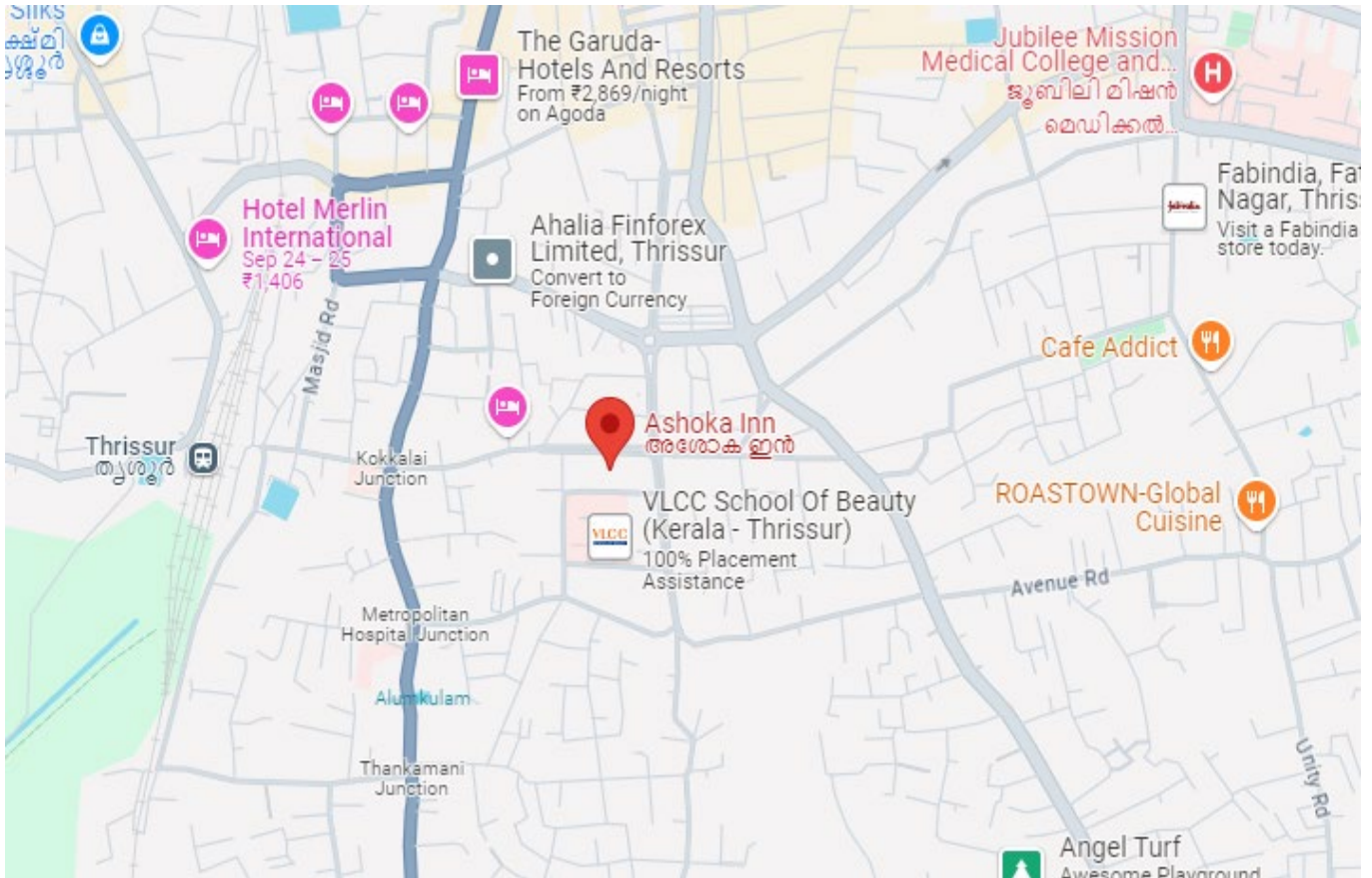
Thrissur  
12.08.2024

By order of the Board of Directors



REMYA KUTTOOR RAMACHANDRAN  
Company Secretary  
(ACS 61396)

**Location Map of Hotel Ashoka Inn, T B Road, Sakthan Thampuran Nagar, Thrissur, Kerala 680 001, being venue of the 16<sup>th</sup> Annual General Meeting scheduled on Monday, the 30<sup>th</sup> day of September 2024 at 11:30 a.m.**





## INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on 27/09/2024 at 9:00 A.M. and ends on 29/09/2024 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23/09/2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders  | Login Method   |
|---|--|
| <p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>   |
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p> | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the</li> </ol> |

|  |   |
|--|---|
|  | remote e-Voting period.   |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

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

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

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |

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

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

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

6) If you are a first-time user follow the steps given below:

|  | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>  |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company at <a href="mailto:cs@janamtv.com">cs@janamtv.com</a> / RTA at <a href="mailto:btschennai@gmail.com">btschennai@gmail.com</a> for the sequence number.</li> </ul> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>   |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant < Janam Multimedia Limited > on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [cs@janamtv.com](mailto:cs@janamtv.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911



**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT**

**Additional information on Directors seeking appointment / re-appointment in the Annual General Meeting scheduled on 30<sup>th</sup> September 2024 as required under the Secretarial Standards – 2 (SS – 2) issued by the Institute of Company Secretaries of India (ICSI)**

| <b>Name</b>   | AMBALAVANAM   | SAJEEVAN   | KOLLARA<br>SUKUMARAN TAJ   | KESAVAPILLAI<br>RUGMINIAMMA<br>SREEKUMAR  | JAYACHANDRAN<br>BALAMANI<br>SATEESAN  | RAJASEKHARAN<br>SREEDHARAN NAIR   | JAYARAJKUMAR<br>SREEDHARANPILLAI   |
|---|---|--|--|---|---|---|--|
| <b>DIN</b>  | 08860680  | 06553966   | 03105481   | 08376231  | 05235043  | 00168544  | 00005095   |
| <b>Age</b>  | 59  | 59   | 58   | 52  | 51  | 68  | 69   |
| <b>Qualifications</b>   | B.com,<br>Chartered<br>Accountant and<br>Cost and<br>Management<br>Accountant | PDC  | M Tech   | B Tech and<br>MBA   | B.Sc and M.Sc   | 10th Std  | BE and MBA   |
| <b>Expertise in<br/>specific<br/>functional<br/>area</b>  | Audit, Taxation<br>and Consultancy<br>services                                | Operations and<br>Management   | Automation and<br>Corporate<br>Management                                    | Corporate<br>Management and<br>Environment  | Administration,<br>Marketing and<br>Public Speaking                         | Human<br>Resources,<br>Administration,<br>Production,<br>Marketing, and<br>Public Relations.  | Manufacturing,<br>Engineering and<br>Management<br>consultancy   |
| <b>Terms and<br/>conditions of<br/>appointment/r<br/>e-appointment</b>  | Retiring director<br>being eligible offer<br>himself for re-<br>appointment   | Retiring director<br>being eligible<br>offer himself for<br>re-appointment<br>and ratification<br>of Appointment<br>as MD till<br>07/07/2024 and<br>WTD for the<br>period of 3<br>years with<br>effect from 07 <sup>th</sup><br>July 2024. | Retiring director<br>being eligible<br>offer himself for<br>re-appointment   | Retiring director<br>being eligible<br>offer himself for<br>re-appointment                              | Retiring director<br>being eligible offer<br>himself for re-<br>appointment | Additional Director<br>appointed pursuant<br>to Section 161(1) of<br>the Companies Act<br>2013 seeking<br>appointment as<br>Director at the AGM<br>and ratification of<br>Appointment as MD<br>for the period of 3<br>years with effect<br>from 07 <sup>th</sup> July 2024. | Additional Director<br>(Non-Executive &<br>Independent)<br>appointed pursuant to<br>Section 161(1) of the<br>Companies Act 2013<br>seeking appointment<br>as Director at the AGM<br>and Appointment as<br>Non-executive<br>Independent Director<br>for a term of upto<br>three consecutive<br>years with effect from<br>30 <sup>th</sup> September 2024. |
| <b>Remuneration<br/>sought to be<br/>paid /the<br/>remuneration<br/>last drawn</b>  | NIL   | NIL  | NIL  | NIL   | NIL   | NIL   | NIL  |
| <b>Date of first<br/>appointment<br/>on Board</b>   | 06/08/2021  | 02/02/2019   | 02/02/2019   | 02/02/2019  | 06/04/2019  | 07/07/2024  | 07/07/2024   |
| <b>Shareholding<br/>in the<br/>company</b>  | 25000   | 25000  | 25000  | 25000   | 4000  | 25000   | NIL  |
| <b>Relationship<br/>with other<br/>Directors,<br/>Manager and<br/>other Key<br/>Managerial<br/>Personnel of<br/>the company</b> | NIL   | NIL  | NIL  | NIL   | NIL   | NIL   | NIL  |
| <b>Number of<br/>Meetings of<br/>the Board<br/>attended<br/>during the<br/>year</b>   | 5/10  | 9/10   | 9/10   | 4/10  | 7/10  | NIL   | NIL  |
| <b>Directorships,<br/>Membership/<br/>Chairmanship of<br/>Committees</b>  | NIL   | NIL  | 1. KNGI Association<br>2. Automation<br>Specialists India<br>Private Limited | 1. Karthikappally<br>DTCRE Nidhi<br>Limited<br>2. Kessler<br>Management<br>Solutions Private<br>Limited | NIL   | 1. Uday Samudra<br>Producer Company<br>Limited<br>2. Alleppey<br>Backwater Resorts<br>Private Limited<br>3. R GAC Electrodes<br>LTD<br>4. R Holiday Homes<br>Private Limited  | 1. Park<br>Engineering<br>and Wood<br>Industries<br>Private<br>Limited<br>2. Kurukshetra<br>Prakasan<br>Pvt Ltd  |