



ANNUAL REPORT 2022-2023

**MEDIAONE GLOBAL
ENTERTAINMENT
LIMITED**

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

AUDIT COMMITTEE

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

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

STATUTORY AUDITORS

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

INTERNAL AUDITORS

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

PRINCIPAL BANKER:

Indian Overseas Bank, Kilpauk Branch
Axis Bank, Mylapore Branch

REGISTRAR & SHARE TRANSFER AGENTS:

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

REGISTERED OFFICE

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

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NOTICE

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Place: Chennai
Date: 22.08.2023**

Notes:

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

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

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:
Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

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

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

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

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