

37th ANNUAL REPORT

2018 - 2019

MEDIA ONE GLOBAL ENTERTAINMENT LIMITED

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the members of the Company will be held on Monday, 30th, September 2019 at 11.00 AM at Mataji Complex, Flat No. 32, Old No. 1/38, New No 1/38, Wallers Road, 1st Lane, Mount Road, Chennai 600002, Tamilnadu, India.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the company for the financial year ended 31st March 2019, the balance sheet as at that date and the reports of the auditors and directors thereon.
2. To appoint a Director in place of Mr. Suryaraj Kumar, (DIN: 00714694), Who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT Mr.Suryaraj Kumar (DIN: 00714694), who retires by rotation be and is hereby re-appointed as a Director of the Company liable to retire by rotation and that he shall continue as Director (Operations) for the remaining period of tenure of appointment.

By order of the Board of Director

Suryaraj Kumar

Place: Chennai

Date: 01/09/2019

NOTES:

- I. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- II. Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, and the Amendment Rules 2015, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
- III. The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 37th Annual General Meeting of the company.

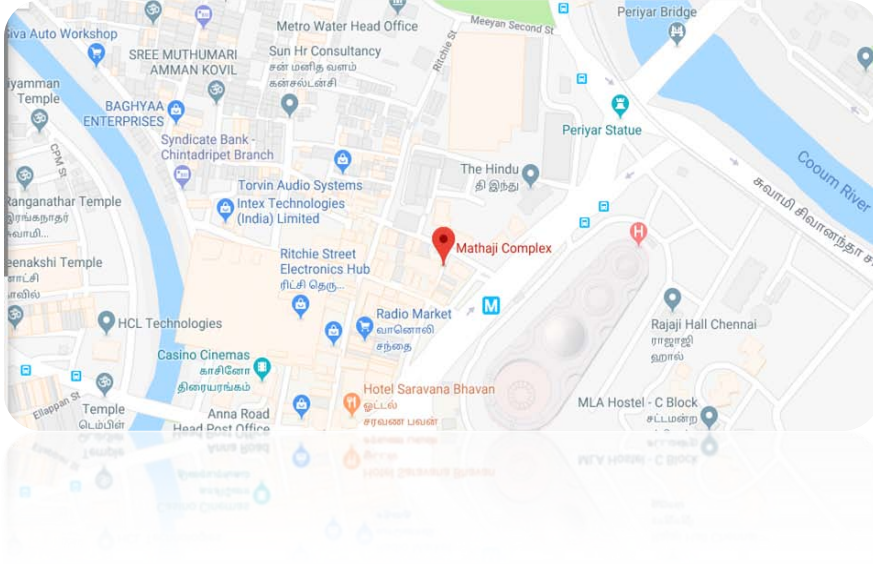
- IV. Members would be entitled to inspect the proxies lodged; at any time during the business hours of the Company provided not less than three days written notice is given to the Company in advance.
- V. The members/proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the meeting.
- VI. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
- VII. The equity shares of the Company are listed in The Bombay Stock Exchange Limited.
- VIII. The Register of Members and Share Transfer books of the Company will remain closed from 23rd September, 2019 to 29th September, 2019 (both days inclusive)

V. Voting through electronic means:

- 1) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (LODR) Regulations 2015, the Company could not provide the e-voting facility to the members since the demat data could not be got activated from the depositories through RTA. Hence voting by ballot paper at the AGM venue is only arranged.
- 2) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the date of book closure 19th September 2019.
- 3) The Company has appointed a Scrutinizer to scrutinize the Ballot voting process (non-e-voting) at the AGM in a fair and transparent manner.
- 4) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and shall make, not later than 48hrs of the conclusion of the AGM, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 5) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 6) The manner of voting for Members being present in the AGM will be on "proportion principle" i.e. one share one vote unlike one person one vote principle as on record date of 19th September 2019.

7) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the AGM.

8) Route Map showing directions to reach the venue of the 37th AGM is as under:



Place: Chennai
Date: 01/09/2019

By Order of the Board of Director

Chairman

DIRECTOR'S REPORT

To
The Members
MEDIAONE GLOBAL ENTERTAINMENT LIMITED

Your Directors present their Thirty Sixth Report of the Company together with the Audited Statement for the year ended 31st March, 2019:

FINANCIAL RESULTS

(Figs. In Rupees)

PARTICULARS	AS ON 31.3.2019	AS ON 31.3.2018
Total Income	2404302	4080902
Profit/(Loss) Before Taxation	-73585543	-78074634
Less: Provision for Taxation	0	0
Add/(Less):ProvisionFor Deferred Taxation	0	0
Less: Income Tax of earlier Year	0	0
Net profit/(Loss) after Tax	-73585543	-78074634

1. BUSINESS & PERFORMANCE:

During the year the Company incurred a loss of Rs.7,35,85,543 as compared to a loss of Rs. 7,80,74,634 in the previous year. The Company is working hard to undo the losses and attain a stable position.

2. SHARE CAPITAL:

The paid-up Equity Share Capital as on March 31, 2019 was Rs.14,72,00,000. No additions and alterations to the capital were made during the financial year 2018 - 19.

3. DIVIDEND:

Your Directors have not recommended any dividend for the financial year in view of the losses incurred.

4. TRANSFER TO GENERAL RESERVE

Your Company does not propose any transfer of funds to the General Reserve in view of loss incurred by the Company.

5. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The company has not granted any loans nor made any investments nor given any guarantee or provided any security pertaining to section 185 & 186 of the Companies Act, 2013.

6. DEPOSITS FROM PUBLIC:

The Company has not accepted any deposits from public and as such no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

7. TRANSACTIONS WITH RELATED PARTY:

There were no related party transactions during the year as per sub- Section (1) of Section 188 of the Companies Act, 2013.

8. MANAGEMENT'S DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis is set out in this Annual Report as **Annexure -II**.

9. HUMAN RESOURCES

The well-disciplined workforce which has served the company for the last 5 years lies at the very foundation of the company's achievements and shall continue for the years to come. The management has carried out systematic appraisal of performance. The company has always recognized talent and has judiciously followed the principle of rewarding performance

10. PREVENTION OF SEXUAL HARRASMENT POLICY

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013, & Rules made thereunder, the company has constituted an Internal Complaints Committee, with the members;

Name
Mr. TIMOTHY ALFRED JOSEPH MOSES
SARASWATHY GOPALAN
SURYARAJ KUMAR

Your company believes in providing a safe and harassment free workplace for every individual and endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

11. HOLDING/SUBSIDIARY/ASSOCIATE COMPANIES:

The company does not have any holding/subsidiary/associate company.

12. CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS 2015:

The Corporate governance is for the year is attached separately and various information required to be disclosed under the Act and the Listing Agreement is set out in the Annexure – 4 and forms part of the report.

13. EXTRACT OF ANNUAL RETURN:

The extract of Annual return as provided under Sub Section (3) of Section 92 of the Companies Act, 2013 (the "Act") is enclosed at **Annexure I** in the prescribed form MGT-9 and forms part of this report.

14. MATERIAL CHANGES AND COMMITMENTS OF THE COMPANY:

There were no operational activities during the year. However the equity shares of the company have been suspended from trading with effect from 21 December 2015. The Company is in the process of reinstatement. The Company was referred to Provisional liquidation by hon'ble High Court of Madras and the same was stayed by order of Supreme Court.

15. TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE INFLOW & OUTGO

Company's business does not require any technology absorption and hence no reporting is required to be furnished under this heading and Foreign exchange inflow and outflow during the year is Nil.

16. CORPORATE SOCIAL RESPONSIBILITY:

Since, there Company made a huge loss, no CSR was required to be provided. However, the company has CSR committee and formulated policy. Details are available in their website: www.mediaoneglobal.in

17. BOARD EVALUATION:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of independent directors, Board of Directors and Committees of the Board.

18. DEPOSITS:

Your company has not accepted any deposits from the public during the year under review. There are no outstanding deposits as on 31st March 2019.2

19. DIRECTORS' AND COMMITTEE MEETINGS

During the year Four Board Meetings. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

With a view to have more focused attention on various business aspects and better accountability the Board has constituted the following committees;

- Audit committee.
- Nomination and Remuneration Committee.
- Stakeholder's Relationship Committee.

The Board Committees meet at regular intervals take necessary steps to perform their duties entrusted by the Board.

C

20. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets.

All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

All the investments related activities are done under the direct supervision of the Chairman of our company. Based on the nature of the business, the Audit Committee has suggested formation of Investment Committee for the Financial Year 2019 - 20 and to lay down an Investment Policy.

21. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the company has formulated a whistle blower policy.

22. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year, there were no such instances of significant and material orders passed by the regulators, courts or Tribunals.

23. DIRECTORS AND KEY MANAGERIAL PERSONNAEL:

The Directors and key managerial personnel of the Company are as under:

NAME	DESIGNATION	DATE OF APPOINTMENT	Date of Cessation
SURYARAJ KUMAR	Executive Director,Chairperson,MD	24/01/2006	-
TIMOTHY ALFRED JOSEPH MOSES	Non-Executive - Independent Director,Employee Director	12/09/2014	-
MOHAAN CHELLADURAI NADAAR	Non-Executive - Independent Director,Employee Director	05/01/2015	25/02/2019
TANYA KARISMA	Non-Executive - Independent Director,Employee Director	23/03/2016	25/02/2019
SARASWATHY GOPALAN	Non-Executive - Independent Director,Employee Director	25/02/2019	-
SUBBIAH RAJASEKAR	Chief - Executive Officer	01/06/2019	-

The Company has appointed Mr.Subbiah Rajasekar as Chief Financial Officer of the Company. However the Company is yet to appoint Company Secretary and is yet to identify suitable candidate for the same.

24. AUDITORS:

STATUTORY AUDITOR:

Vivekanandan Associates represented by N. Subramanian (Partner),Chartered Accountant, (Membership No.21628) from whom certificate pursuant to section 139 of the Companies Act, 2013 has been received be and hereby ratified to continue as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be mutually decided.

25. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. P.S Srinivasan, Practicing Company Secretary, (CP No.1090, FCS:3122), to undertake the secretarial audit of the company for the financial year ended 31st March 2019 (FY 2018-19). The Secretarial Audit Report is annexed herewith as Annexure-5:

Reply to the observations made by theSecretarial Auditor:

<<insert>>

Director's comments:

The Company is taking efforts to correct the irregularities and update the records wherever required.

26. INTERNAL AUDITORS:

The Company is yet to appoint an internal auditor and the Directors are taking steps for appointing the same.

27. POLICY OF DIRECTOR'S APPOINTMENT AND REMUNERATION:

The Company had formulated a policy for appointment and remuneration of the Directors. Details are available in their website: www.mediaoneglobal.in

28. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:

The Company had formulated a code of conduct for directors and senior management. Details are available in their website: www.mediaoneglobal.in

29. RELATIONSHIP BETWEEN THE DIRECTORS INTER-SE:

There is no relationship between the Directors.

30. EVALUATION OF DIRECTORS BY INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on<<insert>>, 2019
inter alia to:

- I. Review the performance of non-independent directors and the Board as a whole;
- II. Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- III. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

31. EVALUATION OF INDEPENDENT DIRECTORS BY DIRECTORS' MEETING

During the year under review, the Directors (other than Independent Directors) met on <<insert>>, 2019 inter alia to:

- I. Review the performance of the independent directors of the company, taking into account the views of executive directors and non-executive directors;
- II. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

32. DIRECTORS RESPONSIBILITY STATEMENT

Your Directors confirm:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures
2. That your Directors have selected such accounting policies and applied them 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 March 31, 2019 and of the profit of the company or the financial year;
3. That your Directors have taken proper and sufficient care for the 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 fraud and other irregularities.
4. That your Directors have prepared the annual accounts on a going concern basis
5. That your directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
6. That your directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

33. INDEPENDENT DIRECTOR'S DECLARATION:

All independent Directors are yet to give declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 which has been relied on by the Company and placed at the Board Meeting of the Company.

34. PARTICULARS OF REMUNERATION:

The Information required under Section 197(12) of the Companies Act, 2013 read with rule 5 (1) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014, is not applicable.

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company. Particulars of remuneration/ Sitting Fees paid are detailed in Extract of Annual Return – MGT-9

Statement containing the particulars in accordance with the provisions under Section 134 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be annexed.

35. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS:

During the year, the non – executive Directors of the Company had no pecuniary relationship or transaction with the Company.

36. CORPORATE GOVERNANCE REPORT

Corporate governance is for the year is attached separately.

37. ACKNOWLEDGEMENT

The Board of Directors would like to thank all employees of the Company and also Company's shareholders, auditors, customers and bankers for their continued support.

Date: 01/09/2019

For and on behalf of the Board

Suryaraj Kumar

DIN: 00714694

Timothy Alfred Joseph Moses

DIN: 01921176

ANNEXURE 1

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2019

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

I. REGISTRATION AND OTHER DETAILS:

CIN	L65993TN2002PLC065402
Registration Date	29/10/2002
Name of the Company	MEDIAONE GLOBAL ENTERTAINMENT LIMITED
Category/Sub-category of the Company	COMPANY LIMITED BY SHARES - INDIAN NON-GOVERNMENT COMPANY
Address of the Registered office & contact details	MATAJI COMPLEX, FLAT NO. 32, OLD NO. 1/38, NEW NO 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI Chennai TN 600002 IN
Whether listed company	YES
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited Subramanian Building, No.1 Club House Road, Chennai 600002 Ph No.28460390

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	MOTION PICTURES AND DISTRIBUTION	59131	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
Mediaone Global UK Limited	-	Subsidiary		

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

A Category wise share holding

S No	Category of Shareholders	Shareholding at the Beginning of the year -			Shareholding at the end of the year -		
		Demat	Physical	Total	Demat	Physical	Total
(A)	Shareholding of Promoter and Promoter Group						
[1]	Indian	4,08,424	Nil	Nil	4,08,424	Nil	4,08,424
(a)	Individuals / Hindu Undivided Family	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Central Government / State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Financial Institutions / Banks	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Any Other (Specify)	75,54,359	Nil	Nil	75,54,359	Nil	75,54,359
	Sub Total (A)(1)	79,62,783	Nil	Nil	79,62,783	Nil	79,62,783
[2]	Foreign	Nil	Nil	Nil	Nil	Nil	Nil
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Government	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Institutions	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Foreign Portfolio Investor	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other (Body Corp)	Nil	Nil	Nil	Nil	Nil	Nil
	Sub Total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	79,62,783	Nil	Nil	79,62,783	Nil	79,62,783
(B)	Public Shareholding	Nil	Nil	Nil	Nil	Nil	Nil
[1]	Institutions	Nil	Nil	Nil	Nil	Nil	Nil
(a)	Mutual Funds / UTI	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Alternate Investment Funds	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Foreign Portfolio Investor	Nil	Nil	Nil	Nil	Nil	Nil
(f)	Financial Institutions / Banks	2500	Nil	2500	2500	Nil	2500
(g)	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil
(h)	Provident Funds/ Pension Funds	Nil	Nil	Nil	Nil	Nil	Nil
(i)	Any Other (Specify)	Nil	Nil	Nil	Nil	Nil	Nil

	Foreign Financial Institution	Nil	Nil	Nil	Nil	Nil	Nil
	Sub Total (B)(1)	2500	Nil	2500	2500	Nil	2500
[2]	Central Government/ State Government(s)/ President of India	Nil	Nil	Nil	Nil	Nil	Nil
	Sub Total (B)(2)	Nil	Nil	Nil	Nil	Nil	Nil
[3]	Non-Institutions	Nil	Nil	Nil	Nil	Nil	Nil
(a)	Individuals	Nil	Nil	Nil	Nil	Nil	Nil
(i)	Individual shareholders holding nominal share capital upto Rs. 2 lakh.	9,16,223	26487	942710	9,41,271	26,487	967758
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	10,68,779	24000	1092779	10,64,556	24000	1088556
(b)	NBFCs registered with RBI	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Employee Trusts	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Overseas Depositories(holding DRs) (balancing figure)	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other	45,98,628	120600	47,19,228	45,77,803	120600	46,98,403
	Hindu Undivided Family	15814	Nil	15814	17864	Nil	17864
	Foreign Companies	Nil	Nil	Nil	Nil	Nil	Nil
	Non Resident Indians (Non Repat)	Nil	Nil	Nil	Nil	865	865
	Non Resident Indians (Repat)	24286	Nil	24286	2396	Nil	2396
	Overseas Bodies Corporates	4000000	Nil	4000000	4000000	Nil	4000000
	Clearing Member	Nil	Nil	Nil	Nil	Nil	Nil
	Market Maker	Nil	Nil	Nil	Nil	Nil	Nil
	Bodies Corporate	558528	120600	679128	556678	120600	677278
	Sub Total (B)(3)	Nil	Nil	Nil	Nil	Nil	Nil
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	6586130	171087	6757217	6586130	171087	6757217
	Total (A)+(B)	14548913	171087	14720000	14548913	171087	14720000
(C)	Non Promoter - Non Public	Nil	Nil	Nil	Nil	Nil	Nil
[1]	Custodian/DR Holder	Nil	Nil	Nil	Nil	Nil	Nil
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	Nil	Nil	Nil	Nil	Nil	Nil
	Total (A)+(B)+(C)	14548913	171087	14720000	14548913	171087	14720000

A) SHAREHOLDING OF PROMOTER:

s.no	Shareholders name	Share holders at the beginning of the year No of shares	Share holders at the beginning of the year % total shares of the company	Share holders at the beginning of the year % of shares pledge	Share holders at the end of the year No of shares	Share holders at the beginning of the year % total shares of the company	Share holders at the beginning of the year % of shares pledged	% of change in share holding
1	SRIPATHEE INVESTMENTS P LTD	75,54,359	51.3203	0	75,54,359	51.3203	0	0
2	SURYARAJ KUMAR	4,08,424	2.7745	0	4,08,424	2.7745	0	0
	TOTAL	79,62,783	54.0948	0	79,62,783	54.0948	0	0

B) CHANGE IN PROMOTERS' SHAREHOLDING

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

S.No	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of Shares	% of total shares of the company	No.of Shares	% of total shares of the company
1	BMFI Limited	1500000	10.19	1500000	10.19
2	Rollmar Limited	1400000	9.51	1400000	9.51
3	General Ventures Limited-	1100000	7.47	1100000	7.47
4	Rajasthan Global Securities Limited	335010	2.27	335010	2.27
5	Balraj Krishnan Gupta	215724	1.46	215724	1.46
6	Ramesh Kumar Gupta	178919	1.21	178919	1.21
7	MANJUSHA ANIL LODHA	122775	0.83	122775	0.83
8	Sree Balaji Hi-tech Promoters P Ltd	120600	0.81	120600	0.81
9	ABL INFRASTRUCTURE PRIVATE LIMITED	75230	0.51	75230	0.51

10	A CHITRALEKHA	64961	0.44	64961	0.44

D) Shareholding of Directors and Key Managerial Personnel:

S.No	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of Shares	% of total shares of the company	No.of Shares	% of total shares of the company
1	Suryaraj Kumar	408424	2.744	408424	2.744

IV. INDEBTEDNESS (Indebtedness of the Company including interest outstanding/accrued but not due for payment)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	203901	49658395	Nil	49862296
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	203901	49658395	Nil	49862296
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction	203901	802767	Nil	1006668
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	48855628	Nil	48855628
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	48855628	Nil	48855628

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Suriyaraj Kumar- 18,00,000

B. Remuneration to other directors: Nil

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: Nil

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil

Place: Chennai

Date: 01/09/2019

For Mediaone Global Entertainment Limited

Suriyaraj Kumar
DIN: 00714694

Timothy Alfred Joseph Moses
DIN: 01921176

ANNEXURE 2

MANAGEMENT DISCUSSION AND ANALYSIS:

38. FUTURE PROSPECTS:

The Company is working hard to make profits and undo the losses incurred by the Company and do justice to stakeholders of the Company. Your Company has also been discussing on the future projects to be taken up by the Company.

39. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

40. BUSINESS RISK MANAGEMENT:

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. Therefore, in accordance with the provisions of the listing agreement the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

ANNEXURE-3
REPORT ON CORPORATE GOVERNANCE:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

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

2. BOARD OF DIRECTORS:

Composition and category of Board of Directors:

The Board comprises of a non-executive and three Independent (non executive) Directors including a woman Director. However the Company is yet to appoint suitable candidate as CS of the Company.

Attendance at the Board Meetings and Annual General Meeting are as under:

Dates of Board Meeting:

During the Financial Year 2018 -19, six Meetings of the Board of Directors were held on 30.05.2018, 14.08.2018, 01.09.2018, 14.11.2018, 14.02.2019 and 25.02.2019. Between the said meetings the gap is not more than 120 days as prescribed under section 173(1) of the Act.

Annual General Meeting:

The last Annual General Meeting was held on 29th September 2018.

Name	No. of Board meetings attended	Attendance at last AGM	Directorship in other Companies
SURYARAJ KUMAR	6	Yes	1
TIMOTHY ALFRED JOSEPH MOSES	6	Yes	1
MOHAAN CHELLADURAI NADAAR	6	Yes	5
TANYA KARISMA	6	Yes	2
SARASWATHY GOPALAN	-	No	-

3. BOARD COMMITTEES:

a. AUDIT COMMITTEE:

Charter:

The primary object of Audit Committee of the company is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

Composition

The company derived immense benefit from the deliberation of audit committee comprising of the following directors of the company:

Name	Category of Membership
Mr. TIMOTHY ALFRED JOSEPH MOSES	Chairman
SARASWATHY GOPALAN	Member
SURYARAJ KUMAR	Member

Note: Mohaan Chelladurai Nadaar and Tanya Karisma resigned on 25.02.2019.

Mr.Suryaraj Kumar, Managing Director and Ms. Saraswathy Gopalan, who had been appointed as Additional Independent Director of the Company with effect from 25.02.2019 had been inducted as members of the Audit Committee.

The major terms of reference of this committee are as under:

- Reviewing with management, the financial statements before submission of the same to the Board
- Overseeing of company's financial reporting process and disclosures of its financial information.
- Reviewing the adequacy of the internal audit function.
- Recommendation for appointment and fixing remuneration of statutory auditors.
- Reviewing the reports furnished by the statutory auditors and ensuring suitable follow up thereon.

Meeting and attendance of the committee:

During the financial year 6 Audit Committee meetings were held on the following dates, 30.05.2018, 14.08.2018, 01.09.2018, 14.11.2018, 14.02.2019 and 25.02.2019. The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreements with the Stock Exchanges.

The attendance of directors at the Audit Committee meetings held during the year 2018-19 is given below:

Name	Category of membership	Meetings held	Meetings attended
Mr. TIMOTHY ALFRED JOSEPH MOSES	Chairman	6	6
MOHAAN CHELLADURAI NADAAR	Member	6	6

TANYA KARISMA	Member	6	6
SARASWATHY GOPALAN	Member	6	1
SURYARAJ KUMAR	Member	6	1

Note: Mohaan Chelladurai Nadaar and Tanya Karisma resigned on 25.02.2019.

Mr.Suryaraj Kumar, Managing Director and Ms. Saraswathy Gopalan, who had been appointed as Additional Independent Director of the Company with effect from 25.02.2019 had been inducted as members of the Audit Committee.

b. STAKEHOLDER'S RELATIONSHIP/ INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE:

During the financial year, 5 Stakeholders' Relationship Committee meetings was held on 30.05.2018, 14.08.2018, 01.09.2018, 14.11.2018, 14.02.2019 and 25.02.2019. terms of reference of the Stakeholders' Relationship Committee are as per the guidelines set out in the Listing Agreements with the StockExchanges.

Meeting and Attendance of the Committee:

Name	Category of membership	Meetings held	Meetings attended
Mr. TIMOTHY ALFRED JOSEPH MOSES	Chairman	6	6
MOHAAN CHELLADURAI NADAAR	Member	6	6
TANYA KARISMA	Member	6	6
SARASWATHY GOPALAN	Member	6	1
SURYARAJ KUMAR	Member	6	1

Note: Mohaan Chelladurai Nadaar and Tanya Karisma resigned on 25.02.2019.

Mr.Suryaraj Kumar, Managing Director and Ms. Saraswathy Gopalan, who had been appointed as Additional Independent Director of the Company with effect from 25.02.2019 had been inducted as members of the Audit Committee.

Terms of reference

The shareholders/investor grievances committee specifically looks into redressing of shareholder's and investor's complaints such as transfer of shares, non-receipt of shares, non-receipt of declared dividend, conversion of shares and to ensure expeditious share transfers.

c. NOMINATION AND REMUNERATION COMMITTEE:

During the financial year, 5 Nomination and Remuneration Committee meetings were held on 30.05.2018, 14.08.2018, 01.09.2018, 14.11.2018, 14.02.2019 and 25.02.2019 in terms of reference of the Nomination and Remuneration Committee are as per the guidelines set out in the Listing Agreements with the StockExchanges.

Meeting and Attendance of the Committee:

Name	Category of membership	Meetings held	Meetings attended
Mr. TIMOTHY ALFRED JOSEPH MOSES	Chairman	6	6
MOHAAN CHELLADURAI NADAAR	Member	6	6
TANYA KARISMA	Member	6	6
SARASWATHY GOPALAN	Member	6	1
SURYARAJ KUMAR	Member	6	1

Note: Mohaan Chelladurai Nadaar and Tanya Karisma resigned on 25.02.2019.

Mr.Suryaraj Kumar, Managing Director and Ms. Saraswathy Gopalan, who had been appointed as Additional Independent Director of the Company with effect from 25.02.2019 had been inducted as members of the Audit Committee.

Terms of reference

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

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

- 1. Criteria of selection of Non-Executive Directors**
 - a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of Investments in Capital and Debt Market, finance, taxation, law, governance and general management.
 - b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
 - c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
 - d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

e. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

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

- i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
 - ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
 - iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
 - iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.
- e. **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**
The company discontinued the CSR committee due to Non Applicability of CSR, since the company is continuously in losses.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE:

A certificate obtained from the Auditors of the company on the Compliance of Corporate Governance is enclosed.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The same is also available on the website of the Company

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

The company as per the provisions of the SEBI (LODR) Regulations, 2015 have adopted the Indian Accounting Standards from the commencement of this financial year (i.e.,) 1st April 2017.

GENERAL BODY MEETINGS:

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

AGM Date	Due Date	Time	Venue
29.09.2018	30.09.2018	10.00 a.m	MATAJI COMPLEX, FLAT NO. 32, OLD NO. 1/38, NEW NO 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI Chennai TN 600002 IN
30.09.2017	30.09.2017	10.00 a.m	MATAJI COMPLEX, FLAT NO. 32, OLD NO. 1/38, NEW NO 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI Chennai TN 600002 IN
30.09.2016	30.09.2016	10.00 a.m	MATAJI COMPLEX, FLAT NO. 32, OLD NO. 1/38, NEW NO 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI Chennai TN 600002 IN

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Management Discussion and Analysis Report and the Corporate Governance report for the year forms a part of the Director Report.

GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting:

The 37th Annual General Meeting of the Company will be held on Monday, 30th September 2019 at MATAJI COMPLEX, FLAT NO. 32, OLD NO. 1/38, NEW NO 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI, TAMILNADU-600002, INDIA.

LISTING ON THE STOCK EXCHANGES:

The Equity shares of the Company are listed on the Bombay Stock Exchange.

Trading of shares of the Company in Bombay Stock Exchange was suspended due to non-filing and non-compliance. The Company has tried to meet the requirement and has applied to the BSE for revocation of suspension.

REGISTRAR AND TRANSFER AGENTS:

M/s Cameo Corporate Services Limited, "Subramanian Buildings",1 , Clubhouse road, Chennai 600002.

ADDRESS FOR COMMUNICATION:

MEDIA ONE GLOBAL ENTERTAINMENT LIMITED

MATAJI COMPLEX, FLAT NO. 32, OLD NO. 1/38, NEW NO 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI TN 600002 IN

SHARE TRANSFER SYSTEM:

Presently the share transfer documents, which are received by the Company, are processed, approved and kept ready for dispatch within 15 days from the date of the receipt.

Distribution of shareholding as on 31st March 2019 is attached.

Categories	Number of shares	%
Promoters, Directors, relatives and associates	7962783	54.09
FII's	2500	0.01
Body Corporate	677278	4.61
Indian Public	2056314	13.97
HUF	17864	0.12
NRI's	3261	0.03
OCB's	4000000	27.17
TOTAL	1,47,20,000	100

Dematerialisation of shares

The equity shares of the company admitted for dematerialization with NSDL and CDSL, as on 31st March 2019 is attached.

Under the Depository System the International Securities Identification number (ISIN) allotted to the Company's Shares is -

E-mail ID of Investor Grievance Re-dressal Cell

E-mail ID:

TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND ("IEPF"):

The Company has not declared dividend for the year under review and However the Company is yet to comply with any applicable provisions relating to investor Education and protection Fund in under Section 125 of the Act for dividend declared in the previous years, including filing of applicable IEPF forms.

NON-MANDATORY REQUIREMENTS

- Chairman of the Board: The Company maintains the office of the Chairman at its Corporate Office/Registered Office.
- The Board has duly constituted a Remuneration Committee which determines the remuneration package for Executive Directors.
- Shareholder Rights: The quarterly financial results are submitted to the stock exchanges.
- Audit qualifications: The Company has qualified financial statements.

DECLARATION IN COMPLIANCE WITH THE CODE OF CONDUCT

This is to confirm that all the Board Members and the Senior Management have affirmed compliance with the Code of conduct for the year ended 31st March, 2019.

Place: Chennai

Date: 01/09/2019

Auditor's Certificate on Corporate Governance

We have examined the compliance of Corporate Governance by Mediaone Global Entertainment Limited for the year ended on 31st March 2019, as stipulated in SEBI (LODR) Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement except composition of Nomination and remuneration committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor effectiveness with which the management has conducted the affairs of the Company.

P.S SRINIVASAN

Place: Chennai

Date : 01.09.2019

The Board of Directors

Mediaone Global Entertainment Limited

Chennai

I, Subbiah Rajasekar, Chief Finance Officer of Mediaone Global Entertainment Limited, on the basis of the review of the financial statements and cash flow statement for the year ended 31st March, 2019 and to the best of my knowledge and belief, hereby certify that:

1. I have reviewed the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's Report and that to the best of our knowledge and belief.
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2019 are fraudulent, illegal or violative of the Company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, those deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee:
 - There have been no significant changes in internal control over financial reporting during the year covered by this report.
 - There have been no significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
 - Instances of significant fraud in the subsidiary company, of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Chennai

For Mediaone Global Entertainment Limited

Date: 01/09/2019

SUBBIAH RAJASEKAR

MEDIAONE GLOBAL ENTERTAINMENT LIMITED

REGISTERED OFFICE MATAJI COMPLEX, FLAT NO. 32, OLD NO. 1/38, NEW NO 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI

CIN: L65993TN2002PLC065402

37th Annual General Meeting, 30th day of September, 2019 at 11.00 A.M.

ATTENDANCE SLIP

Folio No./DP ID :Client ID No:

No. of Shares held:

I certify that I am a registered equity shareholder / Proxy for the registered equity shareholder of the Company. I hereby record my presence at the 37th Annual General Meeting of the Company held atMATAJI COMPLEX, FLAT NO. 32,OLD NO. 1/38, NEW NO 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI , at 11.00 a.m

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Name of the Member/Proxy in BLOCK LETTERS Member's/Proxy's Signature

Please fill this attendance slip and hand it over at the entrance of the hall.

MEDIAONE GLOBAL ENTERTAINMENT LIMITED

REGISTERED OFFICE: MATAJI COMPLEX, FLAT NO-32,OLD NO. 1/38, NEW NO 1/38, WALLERS ROAD, 1ST LANE, MOUNT ROAD, CHENNAI

CIN: L65993TN2002PLC065402

37th Annual General Meeting, 30th day of September, 2019 at 11.00 A.M.

PROXY FORM

(Form No: MGT-11)

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio/ DP ID - Client ID No.:	

I/We being the member(s), holding _____ shares of ----- Limited hereby appoint:

(1)

Name:

Address:

E-mail ID:

Signature: _____ or failing him;

(2)

Name:

Address:

E-mail ID:

Signature: _____ or failing him;

(3)

Name:

Address:

E-mail ID:

Signature: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Monday, 30th day of September 2019 at the registered office at 11 A.M. at and at any adjournment 30th thereof, in respect of such resolutions as are indicated below:

No.	Resolution	Optional*		
		For	Against	Abstain
Ordinary Business:				
1	To receive, consider and adopt the audited accounts of the company for the financial year ended 31st March 2019, the balance sheet as at that date and the reports of the auditors and directors thereon.			
2	To appoint a Director in place of Mr. Suryaraj Kumar, (DIN: 00714694), Who retires by rotation and being eligible offers himself for re-appointment			

1. *It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or Abstain column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this _____ day of _____ 2019

Signature of shareholder _____

Signature of Proxy holder _____

Affix Rs.1/- Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 37th Annual General Meeting.
4. Please complete all details including details of member(s) in above box before submission.

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