



Regd. Office: 513 Stanford Building Link Road, Andheri West Mumbai MH 400053 IN
Corp Office: B-704, Prakriti Apartments, K K W Mill Compound, M Sunderji Road, Thane West
Tele No. 022-62363222; Email: januscorporationltd@gmail.com

Date:

To,
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

BSE Scrip Code: 542924

Subject: Submission of 24th AGM Notice and Annual Report for F.Y. 2021-22

Dear Sir,

We are enclosing herewith the 24th Annual Report for F.Y. 2021-22 pursuant to the provisions of Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

We hereby request you to kindly update the same on exchange website for the convenience of the Members of the Company and Stakeholder of the Company,

Kindly acknowledge the receipt and update the submission on your records.

Thanking You

Yours Faithfully,

For JANUS CORPORATION LIMITED

SACHIN PURI
Director
DIN: 05269529

ENCL: As Above.

ANNUAL REPORT 2021-22

Sr. No.	PARTICULARS	PAGE NO.
1.	Corporate Information	2
2.	Notice of 24 th Annual General Meeting	3-7
3.	Director's Report	8-18
4.	Annexures to Director's Report	
	Form MGT -9 Extract of Annual Return (Annexure- I)	19-26
	Nomination & Remuneration Policy (Annexure II)	27-31
	From MR - 3 Secretarial Audit Report (Annexure -III)	32-35
	Appointment and Remuneration of Managerial Personnel U/s.197(12) (Annexure -IV)	36-37
5.	Information to the Shareholders (Annexure - V)	38-40
6.	Management Discussion Analysis Report	41-42
7.	CEO/CFO Certification	43
8.	Declaration regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct	44
9.	Certificate of Non-Disqualification of Directors	45
10.	Independent Auditor's Report	46-52
11.	Balance Sheet	53
12.	Statement Of Profit And Loss	54
13.	Cash Flow Statement	55
14.	Notes Forming part of Financial Statement	56-63
15.	MGT-11 Proxy Form	64
16.	Attendance Slip	65
17.	MGT-12 Polling Paper	66
18.	Road Map For Venue Of The Agm	67



CORPORATE INFORMATION

• Board of Directors

Mr. Sachin Bhimrao Puri (DIN: 05269529)	Managing Director & Executive Director
Mr. Mahesh Keshav Kamble (DIN: 08210336)	Non-Executive Independent Director
Ms. Manisha Sadashiv Bobade (DIN: 08627010)	Woman Independent Director (appointed on 31.12.2021)
Mr. Datta V Kamble (DIN: 08721748)	Non-Executive Non Independent Director (appointed w.e.f 26-08-2020)
Mr. Vijay Baburao Mane (DIN: 08721608)	Executive Director (appointed w.e.f 26-08-2020)

Late Mr. Shirish Mungantiwar Avinash has ceased to be Independent Director of the Company w.e.f. 23/04/2021 due to his sad demise.

• Key Managerial Personnel

Mr. Rajatmohan Gopalmohan Sinha	CFO
Ms. Surbhi (resigned w.e.f. 31.07.2022)	Company Secretary
Ms. Pragati Jain (Appointed w.e.f. 06.08.2022)	Company Secretary

Statutory Auditors

M/s. Choudhary Choudhary & Co.

Chartered Accountant
76, whispering Palm Shopping Center, Akurli Road,
Lokhandwala Complex, Kandiwali (East), Mumbai –
400101
FRN: 002910C

Internal Auditors

M/S Shailesh Pandey & Co.

Chartered Accountants
FRN: 103185W

Secretarial Auditors

M/s. Brajesh Gupta & Co.

Practicing Company Secretary
Mem No. 33070; COP Number: 21306

Banker

Kotak Mahindra Bank

Registrar & Share Transfer Agent

Bigshare Services Pvt. Ltd.

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai – 400059

Listing of Equity Share

Bombay Stock Exchange Limited

BSE SME Platform
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai –
400001

Contract Us

Janus Corporation Limited

513 Stanford Building Link Road,
Andheri West Mumbai MH 400053 IN
Telephone: 022-62363222
[Email- info@januscorp.co.in](mailto:info@januscorp.co.in)



NOTICE OF 24th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 24th ANNUAL GENERAL MEETING OF THE MEMBERS OF JANUS CORPORATION LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 30, 2022 AT 04:00 P.M. AT 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053 IN TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTIONS OF ACCOUNTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.

RESOLVED FURTHER THAT any of the Director of the company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and file necessary form with concerned ROC."

ITEM NO. 2: APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR BY ROTATION:

To recommend to members for re-appointment of Mr. Sachin Bhimrao Puri (DIN: 05269529) Director, who is retiring by rotation and being eligible offered himself for re-appointment, and, in this regard, to consider and if thought fit, to pass the following resolutions with or without modifications as Ordinary Resolutions:

"RESOLVED THAT Mr. Sachin Bhimrao Puri (DIN: 05269529) Director of the Company, who retires by rotation at this 24th Annual General Meeting and being eligible offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company and that her period of office be liable to determination by retirement of Directors by rotation."

SPECIAL BUSINESS:

ITEM NO. 3:

APPROVAL FOR GRANTING LOAN AND INVESTMENT AND GIVING GUARANTEE BY COMPANY U/S. 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession to all resolutions passed earlier, if any, pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 50.00 Crores (Rupees Fifty Crores Only)

outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with

Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 4:

APPROVAL FOR BORROWING POWER U/S. 180(1) (C) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession to all resolutions passed earlier pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 50.00 crores (Rupees Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Place: Mumbai
Date: 05/09/2022

By Order of the Board of Directors
For Janus Corporation Limited

Sd/-

Sachin Puri
Managing Director
DIN: 05269529

NOTES:

- 1) A Member Entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting 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 not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the Company.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 3) The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- 4) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 5) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 6) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 7) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 8) Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from (24/09/2022 to 30/09/2022) (Both days inclusive) for the purpose of AGM.
- 9) Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
- 10) Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
- 11) With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2021-22 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of their port. For members who have not registered their email addresses, physical copies of the Annual Report 2021-22 are being sent by the permitted mode.
- 12) As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Apart from e-voting, voting through ballot paper will also be made available at the AGM.

- 13) **Mr. Brajesh Kumar Gupta, Practicing Company Secretary (Membership No: ACS - 33070, Mumbai)** has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting (Voting in 24th AGM).
- 14) The Securities and Exchange Board of India (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 required to submit their PAN details to the Company.
- 15) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.
- 16) The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
- 17) As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs. Information required to be furnished under Reg. 36 of the of the SEBI (LODR) REGULATIONS, 2015 for Directors retired by rotation/Appointment of Director/ Reappointment /ratifications:
 - I. 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 cut-off date of 23rd September, 2022.
 - II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e. 23rd September, 2022, may sending a request at januscorporationltd@gmail.com.
 - III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
 - IV. **Mr. Brajesh Kumar Gupta, Practicing Company Secretary (Membership No: ACS - 33070, Mumbai)** has been appointed as the Scrutinizer for the Annual General Meeting voting facility providing to the members of the Company to scrutinize the voting and process in a fair and transparent manner.
 - V. 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, by use of "Ballot Paper" for all those members who are present at the AGM.
 - VI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give within 2 working days of the conclusion of the AGM, a consolidated 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.
 - VII. The Results of AGM voting will be declared along with the report of the Scrutinizer within 2 working days of the Conclusion of the AGM and shall be placed on the website of the Company januscorporationltd@gmail.com 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO:

ITEM NO. 3

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, with prior approval of Members by means of a Special Resolution is required to be passed by way of postal ballot.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits, subject to the approval of members the proposed to be increased in the limit up to Rs. 50 Crores for the company. Hence, the Special Resolution at Item No.3 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors, therefore, recommend the Resolution as set out in item no. 3 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

ITEM NO.4

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to 50 crores for the Company. Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased to Rs. 50 Crores for the Company.

The Directors, therefore, recommend the Resolution as set out in item no. 2 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution

By Order of the Board of Directors
For Janus Corporation Limited
sd/-
Sachin Puri
Managing Director
DIN: 05269529

Place: Mumbai
Date: 05/09/2022

**DIRECTORS' REPORT**

To,
The Members,
Janus Corporation Limited
Mumbai

Your Directors have pleasure in presenting their 24th Annual Report of the Company together with the Audited Statements of Accounts for the financial year ended **31st March, 2022**:

FINANCIAL SUMMARY

The Company's financial performance, for the year ended March 31st, 2022 is summarized below: The Board's Report is prepared based on the standalone financial statements of the Company.

Particulars	Amount in Rs.	
	For the year ended 31/03/2022	For the year ended 31/03/2021
Income from Operations	24,06,94,383	18,88,40,092
Other Income	-	-
TOTAL INCOME	24,06,94,383	18,88,40,092
Total Expenditure (Excl. Dep. & Int.)	(23,37,37,248)	(18,03,01,169)
Profit and (Loss) before Depreciation and Tax	69,57,135	85,38,923
Less: Depreciation	39,84,031	-
Interest	-	-
PROFIT BEFORE TAX	29,73,104	85,38,923
Less: Provision for Tax		
- Current Tax	9,77,614	20,56,504
- Deferred Tax	(2,88,404)	(9,11,487)
- Excess provision of earlier year written back	-	-
- Adjustment of MAT	-	-
PROFIT AND (LOSS) AFTER TAX	22,83,894	73,93,906

STATE OF COMPANY'S AFFAIRS:

- The company continues to be engaged in the business of in the business of Civil Construction, and site development, land filling, fencing walls, erection of hoardings and trading of various construction related materials such as cements, iron & steel, sand, soil, aluminum in Mumbai and there has not been substantial change in the nature of business of your Company.
- Revenue from operations for the year under reference has shown an increase of around 21.54 % Vis- à-vis the preceding financial year.
- The bottom line has also shown considerable improvement. Profit for the year (before tax) has shown Rs. 29,73,104/- as compared to profit last year of Rs. 85,38,923/-. Further, there are no significant and material events impacting the going concern status and Company's operations in future.

DIVIDEND

During the year the company earned minimal profits hence the directors have not recommended any dividend.

TRANSFER TO RESERVES

Your Directors find it prudent not to transfer any amount to general reserve.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016: -

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

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS: -

During the year under review, there has been no one-time settlement of loans taken from banks and Financial Institutions.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Act, on the basis of information placed before them, the Directors state that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. Appropriate accounting policies have been selected and applied consistently, and the judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the Loss of the Company for the said period;
3. Proper and sufficient care has been taken 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. The annual accounts have been prepared on a going concern basis;
5. The internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SHARE CAPITAL

During the year under review, the Shareholders of the Company has approved in their 23rd Annual General Meeting was held in 29th September, 2021 Increased in Authorized capital of the company from Rs. 11,00,00,000 (Rupees Eleven Crores) divided into 1,10,00,000 Equity Shares of Face Value of Rs. 10/- each to 17,00,00,000 (Rupees Seventeen Crores) divided into 1,70,00,000 Equity Shares of Face Value of Rs. 10/- each by addition of 60,00,000 Equity Shares.

Further looking into the Company's outlook as growing Company, the Board proposed to increase its share capital from Rs. 17.00 crores to Rs. 25.00 crores.

The Shareholders of the Company approved increase of Authorised Share Capital from 17,00,00,000/- (Rupees Seventeen Crores) consisting of 1,70,00,000 (One Crore Seventy lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) consisting of 2,50,00,000 (Two Crores and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each by addition of Rs. 8,00,00,000 (Rupees Eight Crores) divided in to 80,00,000 (Eighty Lacs) Equity Shares of Face Value of Rs. 10/- each." in the Extra Ordinary General Meeting was held on 29th December, 2021.

MAJOR EVENTS DURING THE F.Y. 2021-22

We observed that there were no major events in the company during the financial year 2021-22.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT- 9 of the Companies (Management and Administration) Rules, 2014 is appended as ANNEXURE I to this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board is properly constituted as per the provisions of the Companies Act, 2013. The Board at present comprises of:

Sr. No.	Name	Designation
1.	Sachin Bhimrao Puri	Managing Director
2.	Mahesh Keshav Kamble	Independent Director
4.	Manisha Sadashiv Bobade	Independent Director
5.	Rajatmohan Gopalmohan Sinha	CFO(KMP)
6.	Surbhi*	Company Secretary
7.	Datta B Kamble	Non-Executive Non Independent
8.	Vijay Baburao Mane	Executive Director
9.	Pragati Jain**	Company Secretary

* During the year, there is no change in Company Secretary and KMP of the Company. After the Closure of Financial year Ms. Surbhi resigned as Company Secretary & Compliance officer of the Company w.e.f. 31st July, 2022.

** The Board of Directors in their Meeting was held on 06th August, 2022 appointed Ms. Pragati Jain as Company Secretary & Compliance Officer w.e.f. 06th August, 2022.

NUMBER OF BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on the company's policies and strategy apart from other Board matters. The intervening gap between the two consecutive meetings did not exceed 120 days as prescribed under the Companies Act, 2013.

During the year under reference, 5 (Five) Board meetings were held dated 30/06/2021, 04/09/2021, 14/11/2021, 26/11/2021 and 02/03/2022.

COMMITTEES OF THE BOARD:

There are currently three Committees of the Board, as follows:

- I. Audit Committee
- II. Stakeholders' Relationship Committee
- III. Nomination and Remuneration Committee

I. AUDIT COMMITTEE:

Committee Constitution is as follows:

Sr. No.	Name of the Director	Designation	Nature of Directorship
1.	Ms. Manisha Sadashiv Bobade	Chairman	Non-Executive Independent Director
2.	Mr. Mahesh Keshav Kamble	Member	Non-Executive Independent Director
3.	Mr. Sachin Puri	Member	Executive Director

During the year under reference, 4(Four) Audit Committee meetings were held dated 30/06/2021, 04/09/2021, 14/11/2021 and 02/03/2022 properly convened & held.

Terms & Scope of Work of Committee:

1. Oversight of the Issuer's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors and fixation of audit fee;
3. Approval of payments to the statutory auditors for any other services rendered by statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor 's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be stated in the Director 's Responsibility Statement to be included in the Board 's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications and Modified opinions in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor 's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
18. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

II. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Committee Constitution is as follows:

Sr. No.	Name of the Director	Designation	Nature of Directorship
1.	Ms. Manisha Sadashiv Bobade	Chairman	Non-Executive Independent Director
2.	Mr. Mahesh Keshav Kamble	Member	Non-Executive Independent Director
3.	Mr. Sachin Puri	Member	Executive Director

During the year, only 1 Stakeholder's Relationship Committee meeting was held dated, 26/11/2021.

Terms & Scope of Work of Committee:

The terms of reference of the Stakeholder's Relationship Committee include the following:

1. Considering and resolving grievances of shareholder's, debenture holders and other security holders;
2. Redressal of grievances of the security holders of our Company, including complaints in respect of transfer of shares, non-receipt of declared dividends, balance sheets of our Company etc.;
3. Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.;
5. Overseeing requests for dematerialization and Rematerialization of Equity Shares; and
6. Carrying out any other function contained in the Equity Listing Agreement as and when amended from time to time.

III. NOMINATION AND REMUNERATION COMMITTEE:

Committee Constitution is as follows:

Sr. No.	Name of the Director	Designation	Nature of Directorship
1.	Ms. Manisha Sadashiv Bobade	Chairman	Non-Executive Independent Director
2.	Mr. Mahesh Keshav Kamble	Member	Non-Executive Independent Director
3.	Mr. Sachin Puri	Member	Executive Director

During the year, only 1 Nomination and Remuneration Committee meeting was held dated, 26/11/2021.

Terms & Scope of Work of Committee:

The terms of reference of the Nomination and Remuneration Committee are:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a

director and recommend to our Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of Independent Directors and our Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
5. Considering and recommending grant if employees stock option, if any, and administration and superintendence of the same; and
6. Carrying out any other function contained in the Equity Listing Agreement as and when amended from time to time.

STATUTORY AUDITORS

The Company has received Intimation from **M/s. Choudhary Choudhary & Co, (FRN: 02910C)**, Chartered Accountant existing auditor of the Company who was re-appointed as the Statutory Auditors of the Company on 25/09/2020 for a period of 5 years i.e. from the F.Y. 2020-2021 to 2024-2025.

SECRETARIAL AUDITORS

Pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **M/s. Brajesh Gupta & Co., Company Secretary in Practice**, to conduct the Secretarial Audit for the financial year 2021-22. The Secretarial Audit Report as received from Mr. Brajesh Gupta is appended to this Report as Annexure III.

COMMENTS ON OBSERVATION AND QUALIFICATION MADE BY THE AUDITORS:

The Qualification / observation made by the **M/s. Brajesh Gupta & Co., Company Secretary in Practice**, in their Secretarial Audit Report are self-explanatory. The Board assure to the Members of the Company do file and complete all the formality / pending filing within the time. There are following qualifications, reservations or adverse remarks or disclaimers made by Secretarial Auditors:

1. The company has not filed DIR 12 for Mr. Shirish Mungantiwar Avinash for cessation as Director due to death up to the signing date of this report to ROC.
2. The Company has filed some of the Forms with additional filing fees during the F Y 2021-2022.
3. The Company has not filed MR 1 Return of appointment of Mr. Sachin Puri Managing Director up to the signing date of this report to ROC.
4. The Company has not filed ADT -1 for appointment of M/s. Choudhary Choudhary & Co. as Statutory Auditor of the Company.
5. The Company has received a penalty of Rs. 213580 for the month of March and June, 2021 regarding Non-compliance with the requirement to appoint a qualified Company Secretary as the Compliance Officer under Regulation 6(1).

The management of the Company informed that, the Company has appointed Ms. Surbhi having ICSI Membership No. 51717 w.e.f 19th September, 2019 and the company has filed clarification and waiver application with BSE. The BSE has waived the penalty levied.

The management comments and notes on the Observations of Secretarial Auditors are as follows:

With reference to the non-filing of form it was given to the professional for filing but due to Covid issue it could not be file and it was not informed by him to us about non-filing of forms, secondly due to Covid-19 and nationwide lockdown staff of the company was not able to attend the office hence this non-filing event was taken placed, the management of the company has formulated a strong compliance team with professionals for matching timelines of compliance and having a better system and insure that in future there will be no delay in compliances and filings.

COST AUDITORS

The Board of Directors of the Company here confirmed that according to the Companies working and business the company does not required to appoint the Cost Auditor as per the Section 148 of the Companies Act, 2013.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has practice of conducting familiarization Programme for Independent Directors of the Company.

Every new independent director of the Board attended an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors/senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

The Company has organized the following workshops for the benefit of Directors and Independent Directors:

- (a) a program on how to review, verify and study the financial reports;
- (b) a program on Corporate Governance;
- (c) provisions under the Companies Act, 2013; and
- (d) SEBI Insider Trading Regulation, 2015.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director.

ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, the directors individually, as well as the evaluation of the working of its Committees. The Company has devised a questionnaire to evaluate the performances of each of Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of the Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.

INTERNAL AUDITORS

As per section 138 of the Companies Act, 2013, the Company has appointed to **M/s Shailesh Pandey & CO. Chartered Accountants**, as an Internal Auditor of the company through Board resolution for the financial year 2021-22 to 2022-23 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

REMUNERATION AND NOMINATION POLICY

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of this Policy are given in ANNEXURE II to this Report.

CHANGE IN THE NATURE OF BUSINESS

During the year under review there is no change in the nature of Business of the Company.

CHANGE IN THE REGISTERED OFFICE OF THE COMPANY

During the year under review, the Board of Directors of the Company in their Meeting held on 2nd March, 2022, approved and changed their Registered Office of the Company from D-203, Crystal Plaza, New Link Road, Andheri West, Mumbai - 400053 to Office No. 513 Stanford Building, off Link Road, Andheri West, Mumbai - 400053.

The Company has filed all the necessary forms and documents with Register of Companies for shifting of Registered Office of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. **Mr. Mahesh Keshav Kamble and Mr. Manisha Sadashiv Bobade**, have submitted a declaration that all of them meet the criteria of Independence.

The Independent Directors of your Company have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149(7) of the Companies Act, 2013 as well as under regulation 16(1)(b) of SEBI (LODR) Regulation, 2015 and the Board is also of the opinion that the Independent Directors fulfill all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Policy of the Company on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is appended as Annexure II to this Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS

The details of Loans given, Investments made and guarantees given and securities provided under the Section 186 of the Companies Act, 2013 have been provided in the notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable. Attention of the members is drawn to the disclosures of transactions with the related parties is set out in Notes to Accounts forming part of the financial statement.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company has not carried out any business activities warranting conservation of the energy and technology absorption in accordance with Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. Since the company is not engage in any manufacturing activity, issues relating to technology absorption are not quite relevant to its functioning.

During the year under consideration the Company has spent/incurred foreign exchange equivalent to Rs. Nil. There are no foreign exchange earnings during the year.

RISKS MANAGEMENT POLICY AND AREA OF CONCERN

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

Although, market conditions are likely to remain competitive, future success will depend upon offering improved products through technology innovation and productivity. The Company continues to invest in these areas.

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However, Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions contained in section 135 of the Companies Act, 2013, as well as the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your Company for the year under reference.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company is a Subsidiary; of Lemon Management Consultancy Private Limited.

The Company have no Subsidiary, Joint Venture, Associate Company or LLPs during the year under review.

DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE COMPANIES ACT 2013

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

DETAILS RELATING TO DEPOSITS, WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS UNDER CHAPTER V OF THE COMPANIES ACT 2013

During the year under review your Company has not accepted Deposits which are not in compliance with the requirements under Chapter V of Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

INTERNAL FINANCIAL CONTROL SYSTEM

Your Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. The Audit Committee has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Audit Committee has a process for timely check for compliance with the operating systems, accounting procedures and policies. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM/CODE OF CONDUCT

The Company has a Whistle Blower Policy in line with the provisions of the Section 177 of the Companies Act, 2013. This policy establishes a vigil mechanism for directors and employees to report their genuine concerns actual or suspected fraud or violation of the Company's code of conduct. The said mechanism also provides for adequate safeguards against victimization of the persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee. We confirm that during the financial year 2021-22, no employee of the Company was denied access to the Audit Committee. The said Whistle Blower Policy is available on the website of the Company a www.januscorp.co.in.

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and

all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website www.januscorp.co.in.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

Your Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation and intimidation. Accordingly, the Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) was set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year:

No. of Complaints received	Nil
No. of Complaints disposed off	Nil

REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS

The reports on Corporate Governance and Management Discussion and Analysis for the year under review, as stipulated under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of the Annual Report.

As per the Guideline and direction of the SEBI & Stock Exchange accordingly the company has been adhering to the directions and guideline, as required and if applicable on the company's size and type (as per the Regulations and rules the Corporate Governance is not applicable on SME Listed Companies).

POSTAL BALLOT:

No Postal ballot was conducted by the company during the year 2021-22.

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 Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION:

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI (LODR) Regulation, 2015 have been appended to this report.

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are provided in the Annual Report.

The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-2021 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company, have been appended to this Report as Annexure- IV.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation and sincere thanks to the State Governments, Government agencies, Banks & Financial Institutions, customers, shareholders, vendors and other related organizations, who through their continued support and co-operation have helped, as partners in your Company's progress. Your Directors, also acknowledge the hard work, dedication and commitment of the employees.

The Directors would also like to thank BSE Ltd. and our Registrar and Share Transfer Agent Big Share Services Private Limited for their co-operation.

**By Order Of The Board Of Directors
For Janus Corporation Limited**

**Sd/-
Sachin Puri
Managing Director
DIN: 05269529**

**Sd/-
Mahesh Kamble
Director
DIN: 08210336**

**Place: Mumbai
Date: 05/09/2022**

ANNEXURE I

FORMNO.MGT-9

Extract of Annual Return as on the Financial Year Ended on 31st March, 2022
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. **REGISTRATION AND OTHER DETAILS:**

i.	CIN	U74999MH1998PLC117279
ii.	Registration Date	30/11/1998
iii.	Name of the Company	Janus Corporation Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Government Company
v.	Address of the Registered office and contact details	513 Stanford Building Link Road, Andheri West Mumbai MH 400053 IN Tel:91-22-62363222 Fax:91-22-26744367 Email : info@januscorp.co.in Website: www.januscorp.co.in
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd, 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, MH-400059 Tel : 022 – 62638200/299Fax:022 –62638299 Email: ipo@bigshareonline.com ; investor@bigshareonline.com

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 asunder:

Sr. No.	Name and Description of Main Product Services	NIC Code of the Product /Service	% of Total Turnover of the Company
1.	Media & Consulting	73100	95%
2.	Building Material Supply	46632	5%

III. **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable Section
1.	Lemon Management Consultancy Pvt. Ltd.	U74900MH2013PTC242500	Holding	50.50	Section 2(87)(ii)

IV. **SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity:**



1) **CATEGORY-WISE SHAREHOLDING:**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2021)				No. of Shares held at the end of the year (As on 31.03.2022)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	3,77,000	0	3,77,000	6.57	3,77,000	0	3,77,000	6.57	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	33,58,700	0	33,58,700	58.52	28,98,200	0	29,98,200	50.50	-8.03
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other...	0	0	0	0	0	0	0	0	0
Sub-Total A (1)	37,35,700	0	37,35,700	65.09	32,75,200	0	32,75,200	57.07	-8.02
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any Other...	0	0	0	0	0	0	0	0	0
Sub-Total(A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A)=(A)(1)+(A)(2)	37,35,700	0	37,35,700	65.09	32,75,200	0	32,75,200	57.07	-8.02
B. Public Shareholding									
(1) Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Fund / UTI / LIC	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Alternate Investor Fund/Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0



Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	204000	0	204000	3.55	105000	0	105000	1.83	-1.73
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	108770	0	108770	1.90	1016270	0	1016270	17.71	15.81
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1498530	0	1498530	26.11	1176614	0	1176614	20.50	-5.61
c) Others (HUF, Clearing Members, Foreign Nationals, NRI, Trust)	192000	0	192000	3.34	165916	0	165916	2.89	-0.45
Sub-total (B)(2):-	20,03,300	0	20,03,300	34.91	20,03,300	0	20,03,300	42.93	8.02
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	57,39,000	0	57,39,000	100%	57,39,000	0	57,39,000	100%	0

V. Change in Promoters' Shareholding (Please specify, if there is no change): Change Details as follows:

Particulars	Shareholding at the beginning of the year (As on 01.04.2021)		Cumulative Shareholding during the year (From 01.04.2021 to 31.03.2022)			
	No. of Shares	% of total shares of the Company	Date (with reason)	Increase/Decrease in shareholding	No. of share	% of total shares of the Company
Lemon Management Consultancy Private Limited	3358700	58.5241	31.03.2021	-	3358700	58.52
			25.02.2022(sell)	-96000	3262700	56.85
			04.03.2022(sell)	-100500	3162200	55.10
			11.03.2022(sell)	-162000	3000200	52.28
			18.03.2022(sell)	-102000	2898200	50.50
			31.03.2022	-	2898200	50.50
Sachin Bhimrao Puri	3770006	6.57	31.03.2022	-	3770006	6.57



VI. Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoters and Holders of GDRs and ADRs):

Sr No	Name	Shareholding		Date	Increase/ Decrease in Sharehold ing	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (31/03/202 1)/ end of the year (31/03/202 2)	% total Sha res of the Co mp nay				No of Shares	% total Share s of the Com pnay
1	Baneesh Dhar	300000	5.23	31-Mar-2021	0		300000	5.23
			2.93	11-Feb-2022	-132000	Sell	168000	2.93
			0.00	18-Feb-2022	-168000	Sell	0	0.00
			0.00	31-Mar-2022	0		0	0.00
2	Dishant Bharatbhai Shah	177000	3.08	31-Mar-2021	0		177000	3.08
			0.00	31-Mar-2022	-177000	Sell	0	0.00
3	Harish Kumar Rijhwani	138000	2.40	31-Mar-2021	0		138000	2.40
			2.35	31-Dec-2021	-3000	Sell	135000	2.35
			2.38	21-Jan-2022	1500	Buy	136500	2.38
			2.59	11-Feb-2022	12000	Buy	148500	2.59
			2.40	18-Feb-2022	-10500	Sell	138000	2.40
			2.72	25-Feb-2022	18000	Buy	156000	2.72
			2.77	04-Mar-2022	3000	Buy	159000	2.77
			1.96	31-Mar-2022	-46500	Sell	112500	1.96
		112500	1.96	31-Mar-2022	0		112500	1.96
4	Viralkumar Rasikbhai Patel	153000	2.67	31-Mar-2021	0		153000	2.67
			2.59	14-Jan-2022	-4500	Sell	148500	2.59
			2.33	21-Jan-2022	-15000	Sell	133500	2.33
		133500	2.33	31-Mar-2022	0		133500	2.33
5	Arunkumar Dashrathbhai Prajapati	123000	2.14	31-Mar-2021	0		123000	2.14
			2.04	31-Dec-2021	-6000	Sell	117000	2.04
			1.57	14-Jan-2022	-27000	Sell	90000	1.57
			0.00	28-Jan-2022	-90000	Sell	0	0.00
			0.05	18-Feb-2022	3000	Buy	3000	0.05
			0.03	25-Feb-2022	-1500	Sell	1500	0.03
			0.08	04-Mar-2022	3000	Buy	4500	0.08
			0.10	11-Mar-2022	1500	Buy	6000	0.10
			0.00	18-Mar-2022	-6000	Sell	0	0.00
			0.00	31-Mar-2022	0		0	0.00
6	Ritu Nitin Minocha	103530	1.80	31-Mar-2021	0		103530	1.80
		103530	1.80	31-Mar-2022	0		103530	1.80
7	Manish Rameshbhai	82500	1.44	31-Mar-2021	0		82500	1.44



	Patel							
			2.09	09-Apr-2021	37500	Buy	120000	2.09
			1.75	31-Dec-2021	-19500	Sell	100500	1.75
			1.25	14-Jan-2022	-28500	Sell	72000	1.25
			0.05	21-Jan-2022	-69000	Sell	3000	0.05
			0.81	28-Jan-2022	43500	Buy	46500	0.81
			0.29	04-Feb-2022	-30000	Sell	16500	0.29
			0.97	11-Feb-2022	39000	Buy	55500	0.97
			0.03	18-Feb-2022	-54000	Sell	1500	0.03
			0.05	25-Feb-2022	1500	Buy	3000	0.05
			0.00	18-Mar-2022	-3000	Sell	0	0.00
			0.00	31-Mar-2022	0		0	0.00
8	Skse Securities Limited	52500	0.91	31-Mar-2021	0		52500	0.91
			0.26	09-Apr-2021	-37500	Sell	15000	0.26
			0.24	07-Jan-2022	-1500	Sell	13500	0.24
			0.00	14-Jan-2022	-13500	Sell	0	0.00
		81000	1.41	31-Mar-2022	0		81000	1.41
			1.41	31-Mar-2022	81000	Buy	81000	1.41
9	Nnm Securities	76500	1.33	31-Mar-2021	0		76500	1.33
			1.28	30-Jul-2021	-3000	Sell	73500	1.28
			1.25	06-Aug-2021	-1500	Sell	72000	1.25
			1.23	13-Aug-2021	-1500	Sell	70500	1.23
			1.20	20-Aug-2021	-1500	Sell	69000	1.20
			1.02	12-Nov-2021	-10500	Sell	58500	1.02
			0.76	10-Dec-2021	-15000	Sell	43500	0.76
			0.31	17-Dec-2021	-25500	Sell	18000	0.31
			0.03	24-Dec-2021	-16500	Sell	1500	0.03
			0.00	31-Dec-2021	-1500	Sell	0	0.00
			0.10	14-Jan-2022	6000	Buy	6000	0.10
			0.13	21-Jan-2022	1500	Buy	7500	0.13
			0.05	28-Jan-2022	-4500	Sell	3000	0.05
			0.10	04-Feb-2022	3000	Buy	6000	0.10
			0.18	11-Feb-2022	4500	Buy	10500	0.18
			0.13	18-Feb-2022	-3000	Sell	7500	0.13
			0.16	25-Feb-2022	1500	Buy	9000	0.16
			0.13	11-Mar-2022	-1500	Sell	7500	0.13
			0.08	18-Mar-2022	-3000	Sell	4500	0.08
			0.10	25-Mar-2022	1500	Buy	6000	0.10
			0.24	31-Mar-2022	7500	Buy	13500	0.24
		13500	0.24	31-Mar-2022	0		13500	0.24
10	Synematic Media And Consulting Private Limited	63000	1.10	31-Mar-2021	0		63000	1.10
		63000	1.10	31-Mar-2022	0		63000	1.10
11	Ghanshyam Bachubhai Wadiwala	0	0.00	31-Mar-2021		Sell	0	0.00
		60000	1.05	31-Mar-2022	0		60000	1.05
			1.05	31-Mar-2022	60000	Buy	60000	1.05
12	Chandra Sheker G	0	0.00	31-Mar-2021		Sell	0	0.00



			0.52	21-Jan-2022	30000	Buy	30000	0.52
			0.47	04-Feb-2022	-3000	Sell	27000	0.47
			0.60	04-Mar-2022	7500	Buy	34500	0.60
			0.76	11-Mar-2022	9000	Buy	43500	0.76
		43500	0.76	31-Mar-2022	0	-	43500	0.76

VII. Shareholding of Directors and Key Managerial Personnel:

S. No.	Name	Shareholding at the beginning of the year (01.04.2021)		Increase/ Decrease In shareholding	Cumulative shareholding during the year (From 01-04-2021 to 31-03-2022)	
		No. of shares	% of Total Shares		No. of shares	% of Total Shares
1.	Sachin Puri	3,77,000	6.57%	-	3,77,000	6.57%
2.	Mahesh Keshav Kamble	-	-	-	-	-
3.	Manisha Sadashiv Bobade	-	-	-	-	-
4.	Rajatmohan Gopalmohan Sinha	-	-	-	-	-
5.	Datta B Kamble	-	-	-	-	-
6.	Vijay BabuRao Mane	-	-	-	-	-

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

Particulars	Secured Loans	Unsecured Loan	Deposits	Total Indebtedness (In Rupees)
Indebtedness at the beginning of the Financial year (01-04-2021)				
i) Principal Amount	819879	-	-	819879
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	819879	-	-	819879
Change in Indebtedness				
Addition	-	-	-	-
Reduction	(353584)	-	-	353584
Net Change	(353584)	-	-	(353584)
Indebtedness at the end of the financial year (31-03-2021)				
i) Principal Amount	466295	-	-	466295
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+ iii)	466295	-	-	466295

IX. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL:



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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
1.	Gross Salary	Sachin Bhimrao Puri	Vijay Babu Rao Mane	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - As % of profit - Others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
6.	Total (A)	Nil	Nil	Nil
	Ceiling as per the Act under section 197(3) Schedule V of the Companies Act, 2013)			

B. Remuneration to Other Directors:

S.No.	Particulars of Remuneration	Total Amount		
1.	<u>Independent Directors</u>	Mahesh Keshav Kamble	Manisha Sadashiv Bobade	Total
a	Fee for attending Board/ Committee Meetings	Nil	Nil	Nil
b	Commission	Nil	Nil	Nil
c	Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2.	<u>Other Non-Executive Directors</u>			
a	Fee for attending Board /Committee Meetings	Nil	Nil	Nil
b	Commission	Nil	Nil	Nil
c	Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)			
	Total Managerial Remuneration	Nil	Nil	Nil
	Ceiling as per the Act under section 197 (3) Schedule V of the Companies Act, 2013)			

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

S. No.	Particulars of Remuneration	Key Managerial Personnel-Company Secretary	
		Rajatmohan Gopal Mohan Sinha	Surbhi



1.	Gross salary (a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	2,40,000	2,40,000
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission -as % of profit -others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
6.	Total	2,40,000	2,40,000

X. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Property/Punishment/Compounding Fees imposed	Authority RD/NCLT/ COURT	Appeal made, if any (give details)
A) COMPANY					
Penalty	None				
Punishments					
Compounding					
B) DIRECTORS & C) OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishments					
Compounding					

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
SACHIN BHIMRAO PURI
MANAGING DIRECTOR
DIN: 05269529

Sd/-
MAHESH KESHAV KAMBLE
DIRECTOR
DIN: 08210336

PLACE: MUMBAI
Date: 05/09/2022

ANNEXURE II

NOMINATION & REMUNERATION POLICY

1. OBJECTIVE:

The Nomination, Remuneration and Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 42 under the Model Listing Agreement (as amended from time to time). The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity
- To develop a succession plan for the Board and to regularly review the plan;
- To formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc. and matters related thereto.

2. DEFINITIONS:

Act means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

Board means Board of Directors of the Company.

Directors mean Directors of the Company.

Key Managerial Personnel means

Managing Director; 2.4.2. Whole-

time director; 2.4.3. Chief

Financial Officer; 2.4.4. Company

Secretary; and

2.4.5. Such other officer as may be prescribed.

Senior Management means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

3. ROLE OF COMMITTEE:

The Committee shall:

Managerial in accordance with the criteria laid down in this policy.

- 3.1.1. Recommend to the Board, appointment Remuneration and removal of Director, KMP and Senior Management Personnel.
- 3.1.4 formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc. and matters related thereto.

1.1 Policy for appointment and removal of Director, KMP and Senior Management:

Appointment criteria and qualifications:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his /her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term/Tenure:

- a) Managing Director/Whole-time Director:
The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director:
 - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
 - No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on date as may be determined by the Committee as per regulatory requirement; he/she shall be eligible for appointment for One more term of 5 years only.
 - At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy relating to the Remuneration for the Managing Director or Whole- time Director, KMP and Senior Management Personnel:

General:

- a) The remuneration / compensation / commission etc. to the Managing Director or Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act and in line with the Company's policy.
- c) Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director or Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Managing Director or Whole-time Director/KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Managing Director or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the

Company.

The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non-Executive/Independent Director:

a) Remuneration/Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and/or the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not have been titled to any stock option of the Company.

4. MEMBERSHIP:

The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

Minimum two (2) members shall constitute a quorum for the Committee meeting.

Term of the Committee shall be continued unless terminated by the Board of Directors.

Membership of the Committee shall be disclosed in the Annual Report.

5. CHAIRPERSON:

Chairperson of the Committee shall be an Independent Director.

Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS:

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING:

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES:

The duties of the Committee in relation to nomination matters include:

Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

Identifying and recommending Directors who are to be put forward for retirement by rotation.

Determining the appropriate size, diversity and composition of the Board;

Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

Delegating any of its powers to one or more of its members or the Secretary of the Committee;

Recommend any necessary changes to the Board; and

Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES:

The duties of the Committee in relation to remuneration matters include:

to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

to delegate any of its powers to one or more of its members or the Secretary of the Committee.

to consider any other matters as may be requested by the Board.

Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING:

Proceedings of all meetings must be minutes and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

For and on behalf of the Board of Directors

Sd/-
SACHIN BHIMRAO PURI
DIN: 05269529
MANAGING DIRECTOR

Sd/-
MAHESH KESHAV KAMBLE
DIN: 08210336
DIRECTOR

Place: Mumbai
Date: 01/09/2022

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March 2022

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

M/S. Janus Corporation Limited

513 Stanford Building Link Road, Andheri West Mumbai MH 400053 IN,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **M/S. Janus Corporation Limited** (hereinafter called the 'Company') for the audit period covering the financial year from **01st April, 2021 to 31st March, 2022** ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has during the audit period complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S. Janus Corporation Limited** for the financial year ended on 31 March, 2021 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **during the financial year under review, the Company has not issued any capital and has not raised any fund through public. Hence the Provisions of the said regulation are not applicable to the Company.**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; - **during the financial year under review, the Company has not issued any shares/options to directors/employees under the (ESOP) said guidelines / regulations. Hence the provisions of the said regulation are not applicable to the company.**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **the company has not issued any debt securities during the period under review the provisions of the said regulation are not applicable to the company;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - **the said regulation is not applicable to the company, as the Company is not registered as Registrar to Issue and Share Transfer Agent;**

The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - **the equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation not applicable to the company;**

(g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **During the period under review the company have not bought back any securities. Hence the said regulation is not applicable to the company;**

6. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;

Maharashtra state tax on professions, Trades, Callings and Employment Act, 1975;

The Equal Remuneration Act, 1976;

Bombay Shops and Establishments Act, 1948;

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

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

I further report that: -

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance and where the same were given at shorter notice than 7 (seven) days, proper consent Thereof were obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

Further based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 complied with proper Board-processes and compliance mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under mentioned above, subject to the following observations;

1. The company has not filed DIR 12 for Mr. Shirish Mungantiwar Avinash for cessation as Director due to death up to the signing date of this report to ROC.
2. The Company has filed some of the Forms with additional filing fees during the F Y 2021-2022.
3. The Company has not filed MR 1 Return of appointment of Mr. Sachin Puri Managing Director up to the signing date of this report to ROC.

4. The Company has not filed ADT -1 for appointment of M/s. Choudhary Choudhary & Co. as Statutory Auditor of the Company.
5. The Company has received a penalty of Rs. 213580 for the month of March and June, 2021 regarding Non-compliance with the requirement to appoint a qualified Company Secretary as the Compliance Officer under Regulation 6(1).

The management of the Company informed that, the Company has appointed Ms. Surbhi having ICSI Membership No. 51717 w.e.f 19th September, 2019 and the company has filed clarification and waiver application with BSE. The BSE has waived the penalty levied.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further Inform/report that during the audit period, there were no instances of:

- i. Rights/Preferential issue of Shares/debentures/ sweat equity.
- ii. Redemption/buy-back of securities.
- iii. Merger/ amalgamation/ reconstruction etc.
- iv. Foreign technical collaborations.

Note:

- This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report.

For Brajesh Gupta
Practicing Company Secretary
CP No.: 21306

Sd/-
Brajesh Gupta
Mem. No.: FCS 33070
UDIN – A033070D000813311

Date: 18/08/2022
Place: Indore

Annexure A Part of the Secretarial Audit Report 2021-22

To
The Members
M/S. Janus Corporation Limited
513 Stanford Building Link Road,
Andheri West Mumbai MH - 400053

Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility:

1. It is the responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Brajesh Gupta
Practicing Company Secretary
CP No.: 21306

Sd/-
Brajesh Gupta
Mem. No.: FCS 33070
UDIN - A033070D000813311

Date: 18/08/2022
Place: Indore

**ANNEXURE IV
TO THE DIRECTORS' REPORT**

**DISCLOSURES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ
WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL)
RULES, 2014 ARE AS UNDER:**

Sr. No	Disclosure Requirement	Disclosure Details		
		Director	Designation	Ratio
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2021-22	Sachin Bhimrao Puri	Managing Director	1.5
		Rajatmohan Gopalmohan Sinha	CFO(KMP)	1.2
		Mahesh Keshav Kamble	Independent Director	NA
		Manisha Sadashiv Bobade	Independent Director	NA
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Directors and other Key Managerial Personnel	Designation	% increase in remuneration
		Sachin Bhimrao Puri	Managing Director	NA
		Rajatmohan Gopalmohan Sinha	CFO(KMP)	
		Mahesh Keshav Kamble	Independent Director	NA
		Manisha Sadashiv Bobade	Independent Director	NA
		Surbhi	Company Secretary	
3	The percentage increase or Decreases in The median remuneration of employees in the financial year	5% increase		
4	The number of permanent employees on the rolls of Company	0		

5	The explanation on the relationship between average increase in remuneration and Company performance	Recommendation for increase in remuneration is based on the following factors: <ul style="list-style-type: none"> • Compensation trends based on industry benchmarking • Compensation positioning vis-à-vis market trend • Alignment between risks and remuneration • Applicable regulatory guidelines 		
6	Comparison of the remuneration of the key Managerial Personnel against the performance of the Company	In line with performance of the company		
7	Average percentile increase already made in the salaries of employees other than the managerial personnel In the last financial year and its	5%		
8	Comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase In the managerial Remuneration	In line		
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Key Managerial Personnel	Designation	Remuneration - FY2021-22% PBT
		Sachin Bhimrao Puri	Managing Director	20%
		Rajatmohan Gopalmohan Sinha	CFO(KMP)	15%
10	Key parameters for any variable component of remuneration availed by The directors	N.A.		
11	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	N.A.		
12	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management	The Company is in compliance with its compensation policy.		

Annexure V

1. General Shareholder Information:

a.	AGM: Day, Date, Time and Venue	AT WEDNESDAY, 28TH SEPTEMBER, 2022 AT 04:00 P.M Office 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053		
b.	Financial Year	1 st April, 2021 to 31 st March, 2022		
c.	Date of Book Closure	22 nd September, 2022 upto 28 th September, 2022		
d.	Listing on Stock Exchanges	The Shares of the Company are listed on The Bombay Stock Exchange Ltd (SME Segment) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001		
e.	Scrip Code	542924		
f.	Scrip ID	JANUSCORP		
g.	ISIN	INE040V01018		
h.	Payment of Listing Fee	The Company confirms that it has paid Annual listing fees for the financial year 2021-2022.		
i.	Market Price Data (High, Low during each month in last financial year 2021-22)	Month	High(Rs.)	Low(Rs.)
		April 2021	-	-
		May, 2021	-	-
		June, 2021	-	-
		July, 2021	110.30	76.50
		August, 2021	72.70	65.65
		September, 2021	-	-
		October, 2021	-	-
		November, 2021	62.40	62.40
		December, 2021	59.30	30.35
		January, 2022	29.00	20.75
		February 2022	22.45	16.25
		March, 2022	16.55	10.10
j.	Registrar And Share Transfer Agents	Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra, 400059		



B. Other Information

i. *Half Yearly and Yearly financial results*

The Half yearly and Annual Results of the Company are available on the website of the Company www.januscorp.co.in The Half-Year Results and Annual Results of the Company are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and are published in a leading English daily newspaper.

The 'Investors' section on the Company's website keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports etc. Members also have the facility of raising queries/making complaints on share related matters through a facility provided on the Company's website.

The Company has a dedicated help desk with email ID: info@januscorp.co.in

Stock Code: 542924

ISIN: INE04OV01018

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	Total Turnover(Rs.)
Feb-21	20.15	22.45	16.25	16.25	18,61,500	3,69,19,800
Mar-21	15.45	16.55	10.10	11.05	18,36,000	2,42,68,875

Distribution of Shareholding as on 31st March, 2022

Share or Debenture holding Nominal Value	Number of Share holders	%to Total Numbers	Share or Debenture holding Amount	% to Total Amount
Up To 5,000	3	0.7092	7700	0.0134
5001 to 10000	1	0.2364	9160	0.0160
10001 to 20000	190	44.9173	2850000	4.9660
20001 to 30000	96	22.6950	2880000	5.0183
40001 to 50000	36	8.5106	1620000	2.8228
50001 to 100000	45	10.6383	3285000	5.7240
1,00,000 and Above	52	12.2931	46738140	81.4395
Total	423	100	5,73,90,000	100%

Pattern of Shareholding as on 31st March, 2022

Sr. No	Category of Shareholders	No. of shares Held	Percentage of holdings
1.	Promoters	3275200	57.06
2.	Foreign Institutional Investors/ Mutual Funds	Nil	Nil
3.	Bodies Corporate	105000	1.83
4.	Individual shareholders holding nominal shares Capital up to Rs. 2 Lakhs	1016270	17.71
5.	Individual Shareholders holding nominal Shares Capital in excess of Rs.2 Lakhs	1176614	20.50
6.	Clearing Members	113416	1.98



7.	Hindu Undivided Family	27000	0.47
8.	Trusts	0	0
9.	Non-Resident Indians	0	0
10.	Foreign National	Nil	Nil
11.	Any other specify	Nil	Nil
	Total	57,39,000	100

Dematerialization of Shares as on 31st March, 2022

The Equity Shares of the Company are compulsorily traded in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company has arrangement with National Securities Depository Ltd. (NSDL) as well as Central Depository Services (India) Limited (CDSL) for Demat facility.

Particulars	No. of Shares	Percentage(in Share Capital)
Held in dematerialized Form in CDSL	51,95,790	90.53
Held in dematerialized Form in NSDL	5,43,210	9.47
Physical	0	0
Total Number of Shares	57,39,000	100

MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2022. The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company under takes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting here in the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Overview:

The Company operates in two reportable segments i.e. hospitality support services and trading of agro products. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. The industry is gradually moving and is expected to bloom in future. During the financial year under review the revenue from operations has increased from Rs. 18,88,40,092 to Rs. 24,06,94,383.

Risk & Concerns:

Risk is an inherent part of any business. There are various types of risks that threaten the existence of a Company like Credit Risk, Market Risk, Operational Risk, Liquidity Risk, Interest Rate Risk, Strategic Risk, Regulation Risk etc. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns. There is the risk of loss from inadequate or failed systems, processes or procedures. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

Capital Market:

Opportunities and Threats:

Our long-standing relationship with our major customers has been one of the most significant factors contributing to our growth. Our commitments to quality and customer service practices have been strong contributing factors to our robust customer relations. Even though we do not have any long-term supply agreements with them, we have continually received repeat business from many of our customers. This indicates their level of confidence in our ability to understand latest trends and ensure timely delivery of quality products Internal Control

Systems and their Adequacy:

Internal control systems are embedded in the processes across all functions in the Company. These systems are being regularly reviewed and wherever necessary are modified or redesigned to ensure better efficiency and effectiveness. The systems are subjected to supervision by the Board of Directors and the Audit Committee, duly supported by Corporate Governance.

Company complies with all applicable statutes, policies, procedures, listing requirements and management guidelines. It adheres to applicable accounting standards and polices.

Human Resources:

The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements. The Company provided excellent working environment so that the individual staff can reach his/her full potential. The

Company is poised to take on the challenges and march towards accomplishing its mission with success. The Company maintained good Industrial/Business relation in market which enhanced the credit worthiness of the Company.

Industrial Relations:

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

Cautionary Statement:

Statement in the Management Discussion and Analysis describing the Company's objectives exceptions or predications may be forwards looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Several factors could make significant difference to the company's operation. These include climatic conditions and economic conditions affecting demand and supply, Government regulations and taxation, natural calamities etc. over which the company does not have any control.

For & On behalf of the Board of Directors
Janus Corporation Limited

Sd/-	Sd/-
Sachin BhimRao Puri	Mahesh Keshav Kamble
Managing Director	Director
DIN: 05269529	DIN: 08210336

Date: 01/09/2022
Place: Mumbai



CEO/CFO CERTIFICATION

I, **Rajatmohan Gopalmohan Sinha**, CFO of JANUS CORPORATION LIMITED (“company”) hereby certify that:

- A.** We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the financial year ended March 31, 2022 and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. 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.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the company during the period, which are fraudulent, illegal or violative of the company’s code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that 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, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the auditors and the Audit Committee
- i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

For **Janus Corporation Limited**

Sd/-

Rajatmohan Gopalmohan Sinha
Chief Financial Officer

Date: 01/09/2022



DECLARATION

COMPLIANCE OF CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT

Compliance with the Code of Business Conduct and Ethics:

I, hereby confirm that, as per the provisions Regulation 26 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the “Code of Conduct for the Board of Directors and the Senior Management Personnel”, for the financial year 2021-2022.

For **Janus Corporation Limited**

Sd/-

Sachin Bhimrao Puri

Managing Director

DIN: 05269529

Date: 01/09/2022

Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
M/s. Janus Corporation Limited
 513 Stanford Building Link Road,
 Andheri West Mumbai MH – 400053

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Janus Corporation Limited**, having CIN **U74999MH1998PLC117279** and having **Registered office at 513 Stanford Building Link Road, Andheri West Mumbai MH - 400053** produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTORS	DIN	Date of Appointment	Status of the Directors
1	SACHIN BHIMRAO PURI	05269529	01/10/2012	Active
2	MAHESH KESHAV KAMBLE	08210336	05/09/2018	Deactivated
3	MANISHA SADASHIV BOBADE	08627010	02/12/2019	Deactivated
4	DATTA B KAMBLE	08721748	26/08/2020	Deactivated
5	VIJAY BABURAO MANE	08721608	26/08/2020	Deactivated

Notes:

- *Mahesh Keshav Kamble DIN is Deactivated Due to Non-Filling of DIR-3 KYC
- *Manisha Sadashiv Bobade DIN is Deactivated Due to Non-Filling of DIR-3 KYC
- * Datta B Kamble DIN is Deactivated Due to Non-Filling of DIR-3 KYC
- * Vijay Baburao Mane DIN is Deactivated Due to Non-Filling of DIR-3 KYC

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Brajesh Gupta & Co.
Practicing Company Secretary
Sd/-
Brajesh Gupta & Co
Membership No- 33070
COP No-21306

UDIN: A033070D000813300
Place: Indore
Date: 18/08/2022

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Janus Corporation Limited

Report on the audit of the Financial Statements Opinion

We have audited the accompanying Financial Statements of Janus Corporation Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss and Statement of Cash Flows for the year ended on that date, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its Profit/Loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing(SAs)specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matter

(It includes details related to but not limited to negative net worth, sudden disruptions in manufacturing or sales, any material change in business process, any unsecured loan granted to directors etc.)

Key Audit Matters

Key Audit Matters are those matters that in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure(s) to Board's Report, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the audit of the Financial Statements

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

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

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

related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report On Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flows Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Financial Statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) Since the Company's turnover as per audited Financial Statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is

exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide MCA notification No. G.S.R. 583 (E) dated June 13, 2017;

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, we report that section 197 is not applicable on private company. Hence reporting as per section 197(16) is not required
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - vi. Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (i) and (ii) contain any material mis-statement.
 - vii. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

For Choudhary Choudhary & Co. Chartered Accountants
Firm Registration No. 02910C

Sd/-
Alok Kumar Mishra
Partner
Membership No. : 124184
UDIN:22124184AJXUCP7932
Date: 30/05/2022
Place: Mumbai



Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1 under ‘Report On Other Legal and Regulatory Requirements’ section of our report to the members of **Janus Corporation Limited** of even date)

On the basis of the information and explanation given to us during the course of our audit, we report that:

- (i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of all fixed assets.
- (B) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.
- b) Pursuant to the company’s programme of verifying fixed assets in a phased manner, physical verification of fixed assets was conducted during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us title deeds of immovable properties, classified as fixed assets, are held in the name of the company.
- d) The company has not revalued its Property, Plant, and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.
- e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.
- (ii) a) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management are appropriate. No material discrepancies were noticed on such verification.
- b) During any point of time of the year, the company has not been sanctioned any working capital limits, from banks or financial institutions on the basis of security of current assets. Therefore, the provisions of Clause (ii)(b) of paragraph 3 of the order are not applicable to the company.
- (iii) In our opinion and based on the information and explanation given to us the company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships, or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the provisions of clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of representations of the management which we have relied upon, the loans given by the company during the financial year 2021-22 are in compliance with the provisions of Section 185 and Section 186 of the Companies Act, 2013.
- (v) According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013 therefore reporting under this clause is not applicable.
- (vi) According to the rules prescribed by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 is not applicable to the company therefore reporting under this clause is not required.
- (vii) a) According to the information and explanations given to us and the records of the Company examined by

us, in our opinion, the Company has been generally regular in depositing statutory dues as applicable, with the appropriate authorities except there have been certain delays in payment of ESIC & Provident Fund due to website error maintenance. There are no statutory dues that are outstanding as of March 31, 2022, for a period of more than six months.

b) As of the year-end, according to the records of the Company and information and explanations given to us, there are no disputed statutory dues outstanding on the company.

(viii) In our opinion and according to the information and explanations given to us, there is no any transaction not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

(ix) a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any loans from the financial institution and debenture holders therefore reporting of repayments of such loans under this clause is not applicable.

b) In our opinion and according to the information and explanations given to us, the company has not been a declared willful defaulter by any bank or financial institution or other lender.

c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.

d) In our opinion and according to the information and explanations given to us, there are no funds raised on short-term basis which have been utilized for long-term purposes.

e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) According to the information and explanations given to us, on an overall basis, the company has not raised any money by way of initial public offer or further public offer (including debt instruments)

(xi) a) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) As auditors, we did not receive any whistle-blower complaints during the year.

(xii) According to the information and explanations given to us company has not paid any managerial remuneration during the year therefore the reporting under this clause does not require.

(xiii) Since the company is not a Nidhi company, therefore this clause is not applicable.

(xiv) According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of The Companies Act, 2013 as applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xv) The company is not covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company is not required to appoint any internal auditor. Therefore, the

provisions of Clause (xiv) of paragraph 3 of the order are not applicable to the Company.

- (xvi) According to the information and explanations given to us based on our examination of the record of the company, the Company has not made any Preferential Allotment or Private Placement of Shares or fully or Partly Convertible Debentures during the Year.
- (xvii) According to the information and explanations given to us based on our examination of the record of the company, the company has not entered into any noncash transactions with directors or persons connected with him. Therefore, the provisions of clause 3(xv) of the order are not applicable.
- (xviii) a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) As per the information and explanations received, the group does not have any CIC as part of the group.
- (xix) The company has not incurred cash loss in current financial year as well in immediately preceding financial year
- (xx) There has been no resignation of the previous statutory auditors during the year.
- (xxi) On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xxii) There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.
- (xxiii) The company has not made investments in the subsidiary company. Therefore, the company does not require to prepare a consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

For Choudhary Choudhary & Co.
Chartered Accountants
Firm Registration No. 02910C

Sd/-
Alok Kumar Mishra
Partner
Membership No.: 124184
UDIN: 22124184AJXUCP7932

Date: 30/05/2022
Place: Mumbai

M/S. JANUS CORPORATION LIMITED

Balance Sheet as at 31st March, 2022

Particulars	Note	31-Mar-22	31-Mar-21
	S	Rs.	Rs.
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	5,73,90,000	5,73,90,000
Reserves and surplus	3	2,40,48,507	2,17,64,613
Share Premium reserves		6,39,60,000	6,39,60,000
		14,53,98,507	14,31,14,613
Share Application Money Pending Allotment		-	-
Non-current liabilities			
Long-term borrowings	4	4,66,295	4,66,295
Deferred tax liability (net)	5	(1,76,230)	1,12,173
Other long-term liabilities		-	-
Long-term provisions		-	-
		2,90,065	5,78,468
Current liabilities			
Short-term borrowings	6		
Trade payables	7	2,73,33,867	1,97,30,263
Other current liabilities	8	39,58,282	26,09,340
Short-term provisions	9	91,28,268	81,50,658
		4,04,20,417	3,04,90,261
TOTAL ASSETS		18,61,08,990	17,41,83,343
Non-current assets			
<u>Fixed assets</u>			
Tangible assets	10	2,45,574	8,53,041
Intangible assets	10	62,57,527	96,64,934
Capital work-in-progress		-	-
Intangible assets under development		-	-
		65,03,101	1,05,17,975
Deferred tax Assets (net)	5	-	-
Non-current investments		-	-
Long-term loans and advances		1,23,13,198	96,20,096
Trade receivables			
Other non-current assets		-	-
		1,88,16,299	2,01,38,071
Current assets			
Current investments	11	7,21,340	7,21,340
Inventories		-	-
Trade receivables	12	7,60,62,493	8,66,84,204
Cash and bank balances	13	1,14,57,290	36,68,407
Short-term loans and advances	14	7,82,02,541	6,29,71,320
Other current assets		8,49,026	-
		16,72,92,690	15,40,45,271
TOTAL		18,61,08,989	17,41,83,342
Summary of significant accounting policies	1	0	0

For Choudhary Choudhary & Co

Chartered Accountants
s/d

Alok Kumar Mishra
(Partner)

Membership No. : 124184
UDIN 22124184AJXUCP7932

Place: Mumbai

Date: 30 may 2022

For Janus Corporation Limited

Sd/-

SACHIN BHIMRAO PURI

Director

DIN: 05269529

Sd/-

MAHESH KESHAV KAMBLE

Director

DIN: 08210336



M/S. JANUS CORPORATION LIMITED

Statement of Profit & Loss for the year ended 31st March, 2022

Particulars	Notes	31-Mar-22	31-Mar-21
Continuing operations income			
Revenue from operations	15	24,06,94,383	18,88,40,092
Other income			
Total revenue (I)		24,06,94,383	18,88,40,092
Expenses			
Purchase of Materials & Services	16	22,68,67,869	17,66,49,020
(Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods		-	-
Employee benefits expense	17	23,60,477	16,11,089
Other expenses	18	45,08,902	20,41,060
Exceptional items			
Total (II)		23,37,37,248	18,03,01,169
Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)		69,57,135	85,38,923
Depreciation and amortization expense		39,84,031	65,03,101
Finance costs	19	-	-
Profit/(loss) before tax		29,73,104	20,35,822
Tax expenses			
Current tax		9,77,614	8,37,781
Deferred tax		(2,88,404)	(3,08,467)
Total tax expense		6,89,210	5,29,314
Profit/(loss) for the year from continuing operations (A)		22,83,894	15,06,508
Discontinuing operations			
Tax expense of discontinuing operations			
Profit/(loss) after tax from discontinuing operations (B)			
Profit/(loss) for the year (A+B)		22,83,894	15,06,508
		0.95%	0.80%
Summary of significant accounting policies	1		

For Choudhary Choudhary & Co
Chartered Accountants

s/d

Alok Kumar Mishra

(Partner)

Membership No. : 124184

#REF!

UDIN 22124184AJXUCP7932

Date: 30 may 2022

For Janus Corporation Limited

Sd/-

Sd/-

SACHIN BHIMRAO PURI

Director

DIN: 05269529

MAHESH KESHAV KAMBLE

Director

DIN: 08210336



M/S. JANUS CORPORATION LIMITED

Statement of Cash Flow for the year ended 31st March, 2022

Sl. No	Particulars	31-Mar-22	31-Mar-21
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax and Extraordinary items	22,83,894	20,35,822
	Adjustments for :		
	Depreciation	39,84,031	65,03,101
	Finance Cost	-	-
	Loss/ Profit on sale of Fixed Assets	-	-
	Operating Profit before Working Capital Changes	62,67,925	85,38,923
	Adjustments for :		
	Decrease / (Increase) in Long Term Loans and Advance	(26,93,102)	-
	Decrease / (Increase) in Short Term Loans and Advance	(1,52,31,221)	(47,00,049)
	(Decrease) / Increase Trade Payables	76,03,604	(9,03,325)
	(Decrease) / Increase Other Short Term Provisions	9,77,610	8,37,781
	(Decrease) / Increase Other Short Term Payables	13,48,942	8,40,126
	(Decrease) / Increase Other Short Term Borrowings	-	-
	Decrease / (Increase) in Trade Receivables	1,06,21,711	(22,54,930)
	Decrease / (Increase) Other Current Assets	-	-
	Others	(1,28,972)	-
	Cash Generated from Operations	87,66,497	23,58,526
	Taxes paid	(9,77,614)	(8,37,781)
	Net Cash Generated from Operations	77,88,883	15,20,745
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets		
	Sale of Fixed Assets		
	Increase in Non Current Investments		
	Increase In Share Capital		
	Increase In Share Premium Reserve		
	Cash Used in Investment activities	-	-
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from / (Payment of) Long Term Borrowings	-	(3,53,584)
	Finance Cost	-	-
	Cash flow from Financing Activities	-	(3,53,584)
D	NET INCREASE IN CASH AND CASH EQUIVALENTS	77,88,883	11,67,161
E	Cash and Cash Equivalents Opening	36,68,407	25,01,246
F	Cash and Cash Equivalents Closing	1,14,57,290	36,68,407
		77,88,884	11,67,161

For Choudhary Choudhary & Co

Chartered Accountants

Sd/-

Alok Kumar Mishra

(Partner)

Membership No. : 124184

UDIN 22124184AJXUCP7932

Place: Mumbai

Date: 30 may 2022

For Janus Corporation Limited

Sd/-

SACHIN BHIMRAO PURI

Director

DIN: 05269529

Sd/-

MAHESH KESHAV KAMBLE

Director

DIN: 08210336



Schedule

3. Reserves and surplus		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Surplus/ (deficit) in the statement of profit		
Balance as per last financial statements	1,87,64,613	1,72,58,105
Profit for the year	22,83,894	15,06,508
Less: tranfered to capital a/c towards bonus	-	-
Less: Effect of change in depreciation		
Net surplus in the statement of profit and loss	2,10,48,507	1,87,64,613
Revaluation Reserve	30,00,000	30,00,000
Total reserves and surplus	2,40,48,507	2,17,64,613
Share Premium Reserve	6,39,60,000	6,39,60,000
4. Long Term Borrowings		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Kotak Mahindra Bank		
Car Loan	819879	819879
Business Loan (Unsecured)	0	0
Total	819879	819879
	466295	466295
	-353584	-353584
5. Deferred tax liability (net)		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Depreciation Amortisation	Deferred tax Liability closing	(4,72,083)
IPO Expenses	Deferred tax Asset closing	(1,63,616)
	1,76,230	(6,35,699)
6. Short Term Borrowings		
Particulars	31-Aug-18	31-Aug-18
	Rs.	Rs.
Kotak Mahindra Bank		
Business Loan (Unsecured)	0	0
Total	0	0
7. Trade Payable		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Sundry creditors for goods	2,73,33,867	1,97,30,263
Sub contract charges paid	2,73,33,867	1,97,30,263
	2,09,34,705	



8. Other current liabilities		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Other liabilities		
Advance for customer	-	-
<i>Sundry Creditors for Expense</i>		
Auditor	1,14,000	60,000
Duties & Taxes	36,63,540	19,78,905
Other provision for Expenses	1,80,742	5,70,435
	39,58,282	26,09,340

9. Short-term provisions		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Income Tax A.Y. 2012-13	12,000	12,000
Income Tax A.Y. 2013-14	96,893	96,893
Income Tax A.Y. 2014-15	2,14,829	2,14,829
Income Tax A.Y. 2015-16	13,97,490	13,97,490
Income Tax A.Y. 2016-17	12,03,261	12,03,261
Income Tax A.Y. 2017-18	12,21,208	12,21,208
Income Tax A.Y. 2018-19	9,63,700	9,63,700
Income Tax A.Y. 2019-20	2,92,599	2,92,599
Income Tax A.Y. 2020-21	19,10,897	19,10,897
Income Tax A.Y. 2021-22	8,37,781	8,37,781
Income Tax A.Y. 2022-23	9,77,610	
	91,28,268	81,50,658

12. Trade receivables		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Unsecured, considered good unless stated otherwise		
Outstanding for a period exceeding six months from the date they are due for payment		
Other receivables	7,60,62,493	8,66,84,204
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
	-	-
Provision for doubtful receivables	-	-
	7,60,62,493	8,66,84,204
1,54,27,865		



13. Cash and bank balances		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Cash and cash equivalents		
<i>Balances with banks:</i>		
- On current accounts	1,13,13,961	35,25,090
Cash on hand	1,43,329	1,43,317
	1,14,57,290	36,68,407

14. Short-term loans & advances		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
<u>Advance payment of tax</u>		
TDS	-	-
<u>Other Advances</u>		
Considered Good	-	-
	7,82,02,541	6,29,71,320
	7,82,02,541	6,29,71,320

11. Current Investments

Particulars	31-Mar-22	31-Mar-21
Fixed Deposit	7,21,340	7,21,340
	7,21,340	7,21,340

15. Revenue from operations		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Revenue		
non taxable sales		
Taxable Sales	24,06,94,383	18,88,40,092
Other Income		
	24,06,94,383	18,88,40,092

16. Purchase of Services and Materials		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Purchases		
exempt		
taxable	22,68,67,869	17,66,49,020
	22,68,67,869	17,66,49,020
	1,38,26,514	1,21,91,072

17. Employee benefit expenses		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Salary & wages	23,60,477	14,12,300
Staff welfare expenses	-	1,98,789
Labour Charges		
	23,60,477	16,11,089
18. Other expenses		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
Accounting Charges	60,000	8,000
Conveyance expenses	2,41,889	3,02,130
Professional charges	1,49,600	1,30,000
Accounting charges	8,000	-
Office expenses	-	2,98,780
Rent paid	1,39,400	3,72,000
General expenses	6,77,894	3,44,560
Repairs & Maintenance	56,919	23,120
Late fees payment on(GST)	9,050	
Electricity expenses	1,66,700	1,10,900
Telephone expenses	30,030	19,890
MCA Charges	2,411,904	
Profession Tax	14,300	6,500
Printing & stationary	39,000	28,900
Payment to auditor	60,000	60,000
Machinery Charges		
Transport Charges	2,00,690	1,90,890
Travelling Expenses	1,52,430	1,45,390
IPO Expenses	-	-
	43,57,806	20,41,060
IPO Expenses	3146458	3146458
Payment to auditor		
Particulars	31-Mar-22	31-Mar-21
	Rs.	Rs.
As auditor:		
Audit fee	-	-
Other services	-	-
Filing fees	-	-
	-	-



Form No. MGT-11

PROXY FORM

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

CIN:	U74999MH1998PLC117279
Name of the company:	JANUS CORPORATION LIMITED
Registered office:	513 Stanford Building Link Road, Andheri West Mumbai MH - 400053

Name of the member (s): _____
Registered address: _____
E-mail Id: _____ Folio No/ Client Id: _____
DP ID: _____

I/We, being the member (s) of..... shares of the above-named company, hereby appoint

1. Name : _____

Address: _____

E-mail Id: _____ Signature _____ or failing him/her

Sr. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.		
2	To recommend to members for re-appointment of Mr. Sachin Bhimrao Puri (DIN: 05269529) Director, who is retiring by rotation and being eligible offered himself for re-appointment.		
3	To approval for granting loan and investment and giving guarantee by company u/s. 186 of the companies act, 2013		
4	To approval for borrowing power u/s. 180(1) (c) of the companies act, 2013		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual general meeting of the company, to be held on Friday the 30th day of September, 2021 At 2.00 p.m. at 513 Stanford Building Link Road, Andheri West Mumbai MH - 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

As Witness my / our hand(s) this _____ day of _____ 2021

Signature of shareholder _____

Signature of Proxy holder(s) _____

**Affix
Revenue
Stamp**

Note: 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.



JCL
JANUS CORPORATION LIMITED

JANUS CORPORATION LIMITED
(CIN: U74999MH1998PLC117279)

**Regd. Off.: D-203, CRYSTAL PLAZA, NEW LINK ROAD, ANDHERI WEST, MUMBAI- 400053 MUMBAI City
MH400053 IN**

Attendance Slip

A Slip

DPID _____

CLIENT ID _____

Regd. Folio No. _____

Mr./Ms. _____

Father's/Husband's Name _____

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I hereby record my presence at the 24th Annual General Meeting of the Company at 513 Stanford Building Link Road, Andheri West Mumbai MH - 400053 at 2:00p.m. On Friday, 30th day of September, 2022.

Member's/Proxy's Name in _____ Member's / Proxy's

Signature _____

Note:

- 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- 2) Member's Signature should be in accordance with the specimen signature registered with the Company.
- 3) Please bring your copy of the Annual Report for reference at the Meeting.



POLLING PAPER

(Form No. MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : JANUS CORPORATION LIMITED

CIN : U74999MH1998PLC117279

Regd. Office : 513 Stanford Building Link Road, Andheri West Mumbai MH - 400053

BALLOT PAPER

24th Annual General Meeting on 30th September, 2022

Sr. No.	Particulars	Details
1	Name of the First Named Shareholders (in Block letters)	
2	Postal Address	
3	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

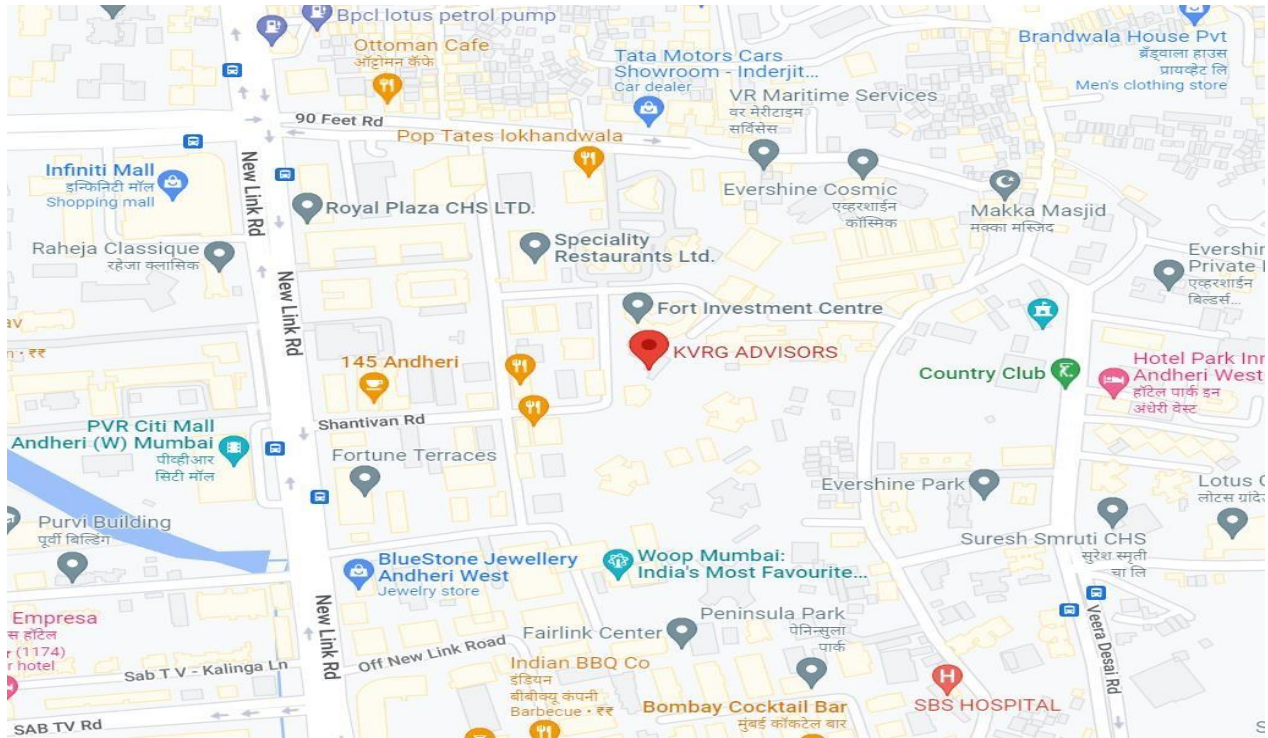
S. No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.				
2.	To recommend to members for re-appointment of Mr. Sachin Bhimrao Puri (DIN: 05269529) Director, who is retiring by rotation and being eligible offered himself for re-appointment.				
3.	To approval for granting loan and investment and giving guarantee by company u/s. 186 of the companies act, 2013				
4.	To approval for borrowing power u/s. 180(1) (c) of the companies act, 2013				

Place:

Date:

(Signature of the shareholder)

ROAD MAP FOR VENUE OF THE AGM



513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053