

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Hitesh Shah Chairman and Whole-time Director

2. Mr. Margen Gada Independent Director

3. Mr. Navin Nandu Independent Director

Mrs. Lata Mehta **Independent Director**

CHIEF FINANCIAL OFFICER

Mr. Uday Thoria

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Abhishek Manchekar (w.e.f. 13th June, 2019)

COMPLIANCE OFFICER

Mr. Sunil Nemani (Upto 12th June, 2019)

STATUTORY AUDITORS

M/s. Rasesh Shah & Associates Chartered Accountants, Mumbai

INTERNAL AUDITORS

M/s. Parita Nandu & Associates. Chartered Accountants, Mumbai

SECRETARIAL AUDITORS

M/s. Shivlal Maurya & Co. Company Secretaries, Mumbai

BANKERS

State Bank of India The Cosmos Co-op. Bank Ltd.

REGISTERED OFFICE

F12, Ground Floor, Sangam Arcade, Vallabhbhai Road, Vile Parle (West), Mumbai - 400 056 Tel: 022-40364036 Fax: 022-40364037 Email- info@euromultivision.com

Website: www.euromultivision.com

PLANT LOCATION

Optical Disc Unit

Survey No. 508, 509, Village Shikara, Bhachau Dudhai Road. Bhachau (Kutch), Gujarat - 370140

Solar Photovoltic Cell Unit

Survey No. 492, 504, 505(1), 505(2), 506, Village Shikara, Bhachau Dudhai Road, Bhachau (Kutch), Gujarat - 370140

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Private Limited C-101,247 Park, L.B.S. Marg, Vikhroli (West), Mumbai,400083

Tel: 022 - 49186270 Fax: 022 - 49186060

Email- rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

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EURO MULTIVISION LIMITED

CIN: L32300MH2004PLC145995

Registered Office: F/12, Ground Floor, Sangam Arcade, Vallabhbhai Road,

Vile Parle (West), Mumbai 400 056

Phone: +91-22-4036 4036; Fax: +91-22-4036 4037;

E-mail: info@euromultivision.com; Website: www.euromultivision.com;

NOTICE

NOTICE is hereby given that the 15th (Fifteen) Annual General Meeting of the members of Euro Multivision Limited will be held on Monday, the 16th day of September 2019 at 10.00 a.m. at Gomantak Seva Sangh, 72/A Mahant Road Extension, Vile Parle (East), Mumbai 400 057 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2019 together with the Boards' Report and Auditors Report thereon.
- 2. To appoint a Director in place of Mr. Hitesh Shah (DIN: 00043059), Whole-time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors of Euro Multivision Limited

Hitesh Shah

Chairman & Whole Time Director

DIN: 00043059

Place: Mumbai

Date: 14th August, 2019

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 2. Members / Proxies are requested to bring their duly filled in Attendance slip along with the Annual Report at the Annual General Meeting (AGM). Corporate members are requested to send their duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 ("the Act") authorizing their representative to attend and vote at the AGM (including through e-voting) or any adjournment thereof.
- 3. Brief resume of Directors proposed to be re-appointed at the ensuing AGM in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice. The Company is in receipt of relevant disclosures from the Director pertaining to his re-appointment.
- 4. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and the Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be open for inspection for the members during the AGM.
- 5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday 10th September, 2019, to Monday, 16th September, 2019 (both days inclusive).
- 6. In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 read with SEBI press release PR No.: 51/2018 dated 3rd December, 2018, effective from 1st April, 2019, Company's shares can be transferred in dematerialized form only. Hence members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if so desire.
- 7. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agent (RTA) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in electronic form may update such details with their respective Depository Participants (DP).
- 8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
- Members are requested to forward all share transfers and other communications, correspondence to the RTA of the Company i.e. M/s. Link Intime India Private Limited, at 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 and members are further requested to always quote their Folio Number in all correspondences with the Company.
- 10. Members desirous of getting any information on the financials and operations of the Company are requested to address their queries to the Company Secretary & Compliance Officer at the registered office of the Company at least ten days in advance of the AGM to enable the Company to provide the required information.
- 11. Members having multiple folios in identical names or in joint names in the same order are requested to write to RTA of the Company viz. M/s. Link Intime India Private Limited, enclosing their share certificate(s) to enable the Company for consolidation of all such shareholding into one folio to facilitate better services.
- 12. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the AGM.
- 13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company M/s. Link Intime India Private Limited.

- 14. Non Resident Indian members are requested to inform the RTA of the Company immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
- 15. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

Members are thus requested to kindly submit their respective e-mail ID's and other details vide the e-mail updation form attached in this Annual Report. The same could also be done by filling up and signing at the appropriate place in the said form and by returning this form by post to the company.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per records available with the RTA of the Company.

- 16. The Notice of the 15th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail ID's are registered with the Company/Depository Participant(s) unless member have requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode.
- 17. Route Map of the venue of the 15th AGM of the Company is annexed at the end of this Annual Report and is also uploaded on the website of the Company, i.e. www.euromultivision.com.

18. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on all the resolutions as set forth in the Notice convening the 15th AGM of the Company. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility of voting, through polling papers shall also be made available at the venue of the 15th AGM. The members who have already cast their votes through e-voting can attend the meeting but shall not be entitled to cast their vote again at the AGM. The E-voting is optional.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the process of e-voting and voting through poll papers at the AGM in a fair and transparent manner.

The Company has fixed Monday, 9th September, 2019 as the 'Cut-off Date' for e-voting. The e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e.Monday, 16th September, 2019 only.

The e-voting period will commence on Friday, 13th September, 2019 (09:00 am) and ends on Sunday, 15th September, 2019 (05:00 pm). During e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 9th September, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL after 05.00 pm on Sunday, 15th September, 2019. Once the vote on a resolutions is cast by the shareholder, he shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

(A) Procedure/Instructions for e-voting are as under:

- i. The members should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" to cast votes.
- iii. Now Enter User ID
 - For CDSL: 16 digits beneficiary ID.
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If members are holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then their existing password is to be used.
- vi. If any member is a first time user follow the steps mentioned below:

	For Members holding shares in Demat Form and Physical Form		
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company / Depository Participant, are requested to use the sequence number.		
Dividend Bank Details OR Date of Birth (DOB)			

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions for any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Members can also update their mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- xi. Click on the EVSN for 'Euro Multivision Limited' on which the members choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that the member assents to the Resolution and option NO implies that member dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire AGM Notice.
- xiv. After selecting the resolution, members who have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once members "CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.
- xvi. Members can also take out print of the voting done by them by clicking on "Click here to print" option on the Voting page.
- xvii. If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Members can also cast their vote using CDSL's Mobile App m-Voting available for android based mobile users. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on resolution from your mobile.

xix. Note for Non - Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(B) General:

- i. In case of any queries regarding e-voting you may refer to the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com under 'HELP' or write an email to helpdesk.evoting@cdslindia.com.
- ii. The voting rights of the members shall be in proportion to their shares held of the paid-up equity share capital of the Company as on the cut-off date on Monday, 9th September, 2019.
- iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, 9th September, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- iv. However, if members are already registered with CDSL for e-voting then they can use their existing user ID and password for casting vote. If they forgot their password, they can reset it by using "Forgot User Details/Password" option available on www.evotingindia.com.
- v. A member may participate in the AGM even after exercising his/her right to vote through e-voting but shall not be allowed to vote again at the AGM.
- vi. The facility of voting through polling papers shall also be made available at the venue of the 15th AGM for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- vii. 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 e-voting as well as voting at the AGM through poll paper.
- viii. In case, members cast their vote through both e-voting and voting through polling paper, then vote casted through e-voting shall be considered and vote cast through polling paper shall be treated as invalid.
- ix. 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 the scrutinizer, by use of "Poll Paper" to all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- x. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than 48 hours from 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.
- xi. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.euromultivision.com and on the website of CDSL www.evotingindia.com immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The result shall immediately be forwarded to BSE Limited and National Stock Exchange of India Limited and the same will be available on the website www.bseindia.com and www.nseindia.com.

In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) details of Director seeking re-appointment at the 15th Annual General Meeting are as follows:

Name	Mr. Hitesh Shah
Designation	Chairman & Whole-time Director
DIN	00043059
Date of Birth/ Age	10 th April, 1978 (41 years)
Nationality	Indian
Date of appointment on the Board	18 th July, 2016
Qualifications	HSC
Expertise and Experience in functional area	He has vast experience in Finance and Budgeting
Number of shares held in the Company	296634
List of Directorships held in various other Companies	Nil
List of Chairman/Membership of various Committees held in public Companies	Chairman: NIL Membership: Euro Multivision Limited. 1. Audit Committee; 2. Stakeholder's Relationship Committee.
Relationship with existing Directors and Key Managerial Personnel of the company	Not Related
Number of Board Meetings attended during the financial year 2018-19	05 (Five)
Terms and Conditions of appointment or reappointment and remuneration sought to be paid or last drawn	There is no change in terms & conditions for appointment including remuneration.

By Order of the Board of Directors of **Euro Multivision Limited**

Hitesh Shah Chairman & Whole Time Director

DIN: 00043059

Place: Mumbai Date: 14th August, 2019

BOARD'S REPORT

To The Members, Euro Multivision Limited

Your Directors are hereby to present the Fifteen (15th) Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS:

(Rs. In Lakhs)

Sr No.	Particulars	For the Year ended 31 st March, 2019	For the Year ended 31 st March, 2018
1	Total Revenue (Net)	869.77	1,246.00
2	Profit before Depreciation & Amortization Expenses,		
	Finance Cost and Tax	(166.36)	(319.13)
3	Less: Depreciation and Amortization Expenses	1,393.75	1,396.30
	Finance Cost	3.53	3.45
4	Profit before Tax	(1,563.64)	(1,718.88)
5	Less: Current Tax / Earlier Years Tax	138.84	-
6	Profit after Tax	(1,702.48)	(1,718.88)
7	Other Comprehensive Income	4.33	(7.19)
8	Balance of Profit as per last Balance Sheet	(37,898.83)	(36,172.26)
9	Balance Available for Appropriation	(39,596.98)	(37,898.83)
10	Bonus Shares issued	-	-
11	Rate of Paid Dividend	-	-
12	Dividend paid	-	-
13	Tax on Dividend	-	-
14	Transfer to General Reserve	-	-
15	Balance of Profit carried to Balance Sheet	(39,597.30)	(37,898.83)

FINANCIAL REVIEW:

The total revenue (net) of the Company for the year ended 31st March, 2019, decreased by 30.20% and stood at Rs. 869.77 Lakhs as against Rs. 1,246.00 Lakhs in the previous year. The year under review was adversely affected due to stressed working capital and liquidity crunch thereby affecting the earning capacity of the Company. During the year, the Company has incurred loss of Rs. 1,698.15 lakhs as against loss of Rs.1,726.07 Lakhs in the previous year. The Company has not provided for interest on financing facilities from secured lenders-banks which is yet subject to confirmation and / or settlement, amounting to Rs. 6,684.83 lakhs, for the year ended 31st March 2019. Had the same been accounted for; the net loss (after tax), would have been increased by Rs. 6,684.83 lakhs for the year ended 31st March 2019. Hence, the resultant turnover and income for the year under review was lower than that expected by the management.

TRANSFER TO RESERVE:

During the year under review, no amount was transferred to Reserve.

STATE OF THE COMPANY'S AFFAIRS:

Make in India's campaign, has formed an ideal base for India's manufacturing segment, but for sustainable growth India needs to accommodate best prevailing practices followed by established manufacturing countries across world.

PERFORMANCE REVIEW:

The performance during the year was not satisfactory due to various reasons beyond the control of the Management. The products in which the Company is dealing, is facing cut throat competition. The supply pressure in the market is leading to the buyers' market and price erosion. At the same time, the costs have increased due to inflation in the

economy and devaluation of Rupee against the foreign currencies. Due to this, the Company is currently facing liquidity mismatch wherein it is not generating enough cash flows to meet its debt obligations on time. Further there is huge dumping of the products from China and other countries which has resulted in the stiff competition and price reduction which has resulted in lower capacity utilisation.

Reductions in the subsidies and withdrawal of Government incentive programmes in major European markets have generated a negative sentiment for Photovoltaic (PV) installations. At the same time huge dumping of Chinese Solar Products manufacturers resulted in the fall in prices. The severe fall in the prices of Solar Photovoltaic cells globally on account of reduced demand resulted in the Company position in very tragic condition wherein the Company is unable to stand in the Competitive and Price sensitive market. As a result, the Company has been unable to utilize its capacity and the cost of production of solar cells continues to be higher than the prevailing market prices.

With the continued pledge and commitment across developed and developing countries by the governments, towards renewable sources of energy, demand for solar energy is expected to improve.

PERFORMANCE OF SUBSIDIARY, ASSOCIATE OR JOINT VENTURE COMPANIES:

As on 31st March, 2019, the Company does not have any Subsidiary, Associate or Joint Venture company.

FUTURE PROSPECTS:

India today stands among the top five countries in the world in terms of renewable energy capacity, thus your Company projects potential in the future. To catch up with the growing opportunities in the Solar PV Sector the challenge before your Company is to reduce the per unit cost. Hence, there is a continuous need to innovate to increase efficiencies and bring down costs. As the industry being such that the technology and product efficiency upgradation is at the faster pace, your Company needs to be at par with international standards for product quality in order to remain competitive in the Market.

SHARE CAPITAL:

There was no change in the Share Capital of the Company during the year 2018-19. The paid up equity share capital of your Company as on 31st March, 2019 is Rs. 23,80,00,490/- (Rupees Twenty-Three Crore Eighty Lakh Four Hundred Ninety only) divided into 2,38,00,049 Equity shares of face value of Rs.10/- (Rupee Ten) each.

LISTING OF SHARES:

The Equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Company has paid the requisite listing fees to the respective Stock Exchanges for the financial year 2018-19.

DIVIDEND:

In view of accumulated losses, your Directors do not recommend any dividend for the financial year 2018-2019.

CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of business during the year under review.

PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013 ('the Act') read with Companies (Acceptance of Deposits) Rules, 2014.

HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

As on 31st March, 2019, the Company does not have any Subsidiary, Associate or Joint Venture company. Hence, preparation of consolidated financial statements and statement containing salient features of the Subsidiary/Associate or Joint Ventures companies in Form AOC-1 as per the provisions of Section 129 of the Companies Act, 2013 is not applicable to the Company.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 in Form MGT 9 is appended to this Report as "Annexure I".

Further, pursuant to the provisions of Section 134(3)(a), the annual return of the Company for the year under review shall be made available on the website of the Company viz. www.euromultivision.com.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Articles of Association of the Company, Mr. Hitesh Shah, Chairman & Whole time