

GV Films Ltd.

**Annual Report
2016 - 2017**



<p>Directors Balakumar Vethagiri Giri - Managing Director Ganesh Mahadevan - Director Dr. Ishari Kadhivelan Ganesh - Director (upto the date of Last AGM) Suhan Sudhakar Shetty - Director (upto the date of Last AGM) Sushil Srinivas Shetty - Director (upto the date of Last AGM) Sudhakar Mallappa Shetty - Additional Director (From 04.01.2017)</p> <p>Ashwinkumar Kamala Kannan Independent Director w.e.f. 21.2.2017</p> <p>Shanmuga Kumar Natarajan Independent Director w.e.f. 27.4.2017</p> <p>Mrs. Akilandeswari Venkatasubramanian Independent Director w.e.f. 27.4.2017</p> <p>AUDITORS R. Ravindran & Associates (Chartered Accountant)</p> <p>BANKERS Bank of Baroda The Cosmos Co. Operative Bank Ltd.</p> <p>REGD. OFFICE 408, Sagar Avenue, 54B, S.V. Road, Andheri West, Mumbai Mumbai City MH – 400 058 Tel No:- 022 - 2613 5910 Mail Id: cs.gvfilms@gmail.in</p> <p>REGISTRAR & SHARE TRANSFER AGENT M/s Cameo Corporate Services Ltd "Subramanian Building", 1 Club House Road, Chennai – 600 002, Phone: 044 - 28460390 E mail : narasimhan@cameoindia.com</p>	<p>CONTENTS</p> <p>Notice of the Annual General Meeting 1</p> <p>Directors Report 12</p> <p>Management Discussion & Analysis 28</p> <p>Report on Corporate Governance 30</p> <p>Independent Auditor's Report 36</p> <p>Balance Sheet 40</p> <p>Statement of Profit & Loss 41</p> <p>Cash Flow Statement 42</p> <p>Notes on Financial Statements 43</p> <p>Consolidated Financial Statements and Auditors Report 55</p> <p>Attendance Slip and Proxy Form 65</p>
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ANNUAL GENERAL MEETING

Date & Time:

Friday, 23rd June 2017 at 4.00 p.m.

Venue:

Mayors Hall, All India Institute of Local Self Government
 Sthanikraj Bhavan, CD Barfiwala Marg, Juhu Lane, Andheri West, Mumbai 400058

NOTICE

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of the members of GV Films Limited will be held on Friday, 23rd June, 2017 at 4.00 p.m at Mayors Hall, All India Institute Of Local Self Government, Sthanikraj Bhavan, CD Barfiwala Marg, Juhu Lane, Andheri West, Mumbai 400058 to transact the following business:

ORDINARY BUSINESS:

ITEM NO : 1 To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements for the year ended 31st March 2017, together with Directors' Report and Auditor's Report thereon.

ITEM NO : 2 To appoint a Director in place of Mr. Mahadevan Ganesh, (DIN 01007684) who retires by rotation and being eligible offers himself for re-appointment.

ITEM NO : 3 To appoint Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT" pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and allied rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. R. Ravindran & Associates, Chartered Accountants (Firm Registration No.003222S) be and hereby appointed as Auditors of the Company to hold such office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirtieth (30th) AGM to be held in the year 2019 (subject to ratification of their appointment at every AGM)."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to fix the remuneration and other terms and conditions of re-appointment of the Auditors."

SPECIAL BUSINESS:

ITEM NO : 4 APPOINTMENT OF MR. ASHWIN KUMAR KAMALA KANNAN ((DIN 03447494)) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Ashwin Kumar

Kamala Kannan (DIN 03447494) who was appointed as Additional Director (Independent) of the Company with effect from 21.02.2017 and who holds Office upto the conclusion of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Non - Executive Director for a period of 5 years and not liable to retire by rotation"

ITEM NO :5 APPOINTMENT OF MR. SHANMUGA KUMAR NATARAJAN (DIN.03233240) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Shanmuga Kumar Natarajan (DIN 03233240) who was appointed as Additional Director of the Company with effect from 27.04.2017 and who holds Office upto the conclusion of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director, be and is hereby appointed for a period of 5 years as an Independent Non -Executive Director and not liable to retire by rotation "

ITEMNO:6 APPOINTMENT OF MRS. AKILANDESWARI VENKATASUBRAMANIAN (DIN 03004150) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mrs. Akilandeswari Venkatasubramanian (DIN 03004150) who was appointed as Additional Director of the Company with effect from 27.04.2017 and who holds Office upto the conclusion of this Annual General Meeting and in respect of whom the Company has received a

Notice in writing under Section 160 of the Act from a Member proposing her candidature for the Office of Director, be and is hereby appointed for a period of 5 years as an Independent Non – Executive Director and not liable to retire by rotation “

ITEM NO : 7 APPOINTMENT OF MR. ISHARI KADHIR VELAN GANESH (DIN 00563409) AS A DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ishari Kadhivelan Ganesh (DIN 00563409), of the Act and in respect of whom the Company has received a notice under Section 160 in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, and whose office shall be liable to determination by retirement of Directors by rotation.”

ITEM NO : 8 APPOINTMENT OF MRS. ISARI GANESH ARTHI (DIN 00568101) AS A DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Isari Ganesh Arthi (DIN 00568101), of the Act and in respect of whom the Company has received a notice under Section 160 in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, and whose office shall be liable to determination by retirement of Directors by rotation.”

ITEM NO: 9 –CONVERSION OF UNSECURED LOANS INTO EQUITY ON PREFERENTIAL BASIS

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

“**RESOLVED** that in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made thereunder

(including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Company’s shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, and SEBI (Listing Obligation and Disclosure Requirements), 2015 as may be applicable to the preferential issue of Equity shares and other applicable regulations/ guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been / will be delegated) and subject to such, consents and approvals of SEBI, Stock Exchange(s), Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot upto Rs. 61,25,37,370/- (Rupees Sixtyone Crores Twenty Five Lakhs Thirty Seven Thousand Three Hundred and Seventy only) Equity shares of Re.1/- each at par to Mr. Ishari Kadhivelan Ganesh, Mr. Mahadevan Ganesh and to Mr. Balakumar Vethagiri Giri (whose name shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) by issuing Rs. 61,25,37,370/- (Rupees Sixtyone Crores Twenty Five Lakhs Thirty Seven Thousand Three Hundred and Seventy only) Equity Shares of Re.1/- each at Par and the price of Equity Shares of the issuer Company for such conversion of loans into equity as determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended provided that the price of the equity shares so issued shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 (ICDR) as amended.”

“**RESOLVED FURTHER THAT** the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the “Relevant Date”. The ‘Relevant Date’ for the purpose of calculating the price of Equity Shares

to be issued in terms hereof shall be May 23, 2017, being the date 30 days prior to the date of this Annual General Meeting scheduled to be held on June 23, 2017."

"RESOLVED FURTHER THAT the new equity shares issued shall rank pari-passu with the existing Equity Shares of the Company. in all respects and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and execute all documents as may be necessary in this regard and to delegate all or any of the powers herein conferred, to any one or more Directors or the Secretary of the Company."

ITEM NO 10: FURTHER ISSUE OF SHARES

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

"RESOLVED THAT in supersession of all previous resolution(s) in this regard and in accordance with the provisions of Section 41, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'), Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (SEBI), Government of India (GOI), Reserve Bank of India (RBI) and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ('Board') (which term shall be deemed to include any Committee which the Board may have

constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, Individuals or otherwise, whether shareholders of the Company or not, through an issue of convertible bonds and/or equity shares through depository receipts and including by way of Qualified Institutional Placement ('QIP'), to Qualified Institutional Buyers ('QIB') in terms of Chapter VIII of the SEBI Regulations, through one or more placements of Equity Shares (hereinafter collectively referred to as "Securities"), whether by way of private placement or otherwise so that the total amount raised through issue of the Securities shall not exceed INR 100 Crores, if higher as the Board may determine, where necessary in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/ or Legal Advisors, Rating Agencies/ Advisors, Depositories, Custodians, Principal Paying/Transfer/conversion agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/ Advisors."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/conversion/exercise/redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/ or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s)."

"RESOLVED FURTHER THAT in case of QIP issue it shall be completed within 12 months from the date of passing of this resolution."

"RESOLVED FURTHER THAT in case of QIP issue the relevant date for determination of the floor price of the Equity Shares to be issued shall be - i) in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the proposed issue. ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become

entitled to apply for the equity shares, as may be determined by the Board.”

“RESOLVED FURTHER THAT the Equity Shares so issued shall rank paripassu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT the Equity Shares to be offered and allotted shall be in dematerialized form.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and to seek the listing of such securities.

“RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares as may be issued with the Bombay Stock Exchange Limited or any other Stock Exchange(s).”

“RESOLVED FURTHER THAT the Company do apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the Securities.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers in such manner as they may deem fit.”

**BY THE ORDER OF THE BOARD
OF DIRECTORS**

FOR GV FILMS LIMITED

Sd/-

BALAKUMAR VETHAGIRI GIRI

Managing Director

Place : Mumbai

Date : 22.5.2017

NOTES

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETE, STAMPED AND SIGNED AND MUST BE RECEIVED AT THE COMPANY’S REGISTERED OFFICE, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH OTHER PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- b) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- c) Register of Members & Share Transfer Books of the Company will remain closed from 16th June, 2017 to 23rd June, 2017 (both days inclusive) for the purpose of Annual General Meeting.
- d) Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business set out above is annexed hereto.
- e) Members are requested to bring their copies of the Annual Reports to the Annual General Meeting of the Company.
- f) The Members/Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
- g) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by coordinating with the RTA of the Company i.e. M/s Cameo Corporate Services Ltd. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

- h) All documents relevant to the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on any working day prior to the date of the Annual General Meeting, except Saturdays, Sundays and Public Holidays between 11.00 a.m and 1.00 p.m.
- i) Pursuant to Section 108 of the Companies Act, 2013 and Rule 20, of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The members, whose names appear in the Register of Members/List of beneficial owners as on 15th June, 2017 (Cut-off date) may cast their vote electronically. The members, who have acquired shares after the dispatch of the AGM Notice, may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means. The voting period will commence at 9.00 a.m. on the 20th June, 2017 and will end at 6.00 p.m. on the 22nd June, 2017. The Company has appointed M/s. Aabid & Co., (C.P. No. 6625 M.No. FCS 6579) Practicing Company Secretary, to act as the scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Procedure for E-voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20th June, 2017, at 9.00 A.M. and ends on 22nd June, 2017 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th June, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:
- (i) If you are a first time user follow the steps given 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 first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.

- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) 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 enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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 emailed 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) for 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- Since the Company is required to provide members, the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut – off date and not casting their votes electronically, may cast their vote at the AGM venue, facility will be available at the venue. The results of e-voting will be placed by the Company on the website: www.gvfilms.in two days of the AGM and also communicated to the stock exchange(s), where the shares of the Company are listed.
- a The resolution proposed will be deemed to have been passed on the date of AGM subject to receipt of number of votes in favour of the resolutions.
 - b. Voting will be provided to the members through e-voting and / or at the AGM venue. A member can opt for only one mode of voting i.e. either through e-voting or ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
 - c. Members/Proxies are requested to bring their attendance slip duly filled in.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all the material facts relating to the special business mentioned in the accompanying Notice dated 22nd May, 2017 and shall be taken as forming part of the notice.

Item No:4

The Company has received necessary consent and declaration in writing from Mr. Ashwin Kumar Kamala Kannan (DIN 03447494) who was appointed as Additional Director of the Company with effect from 21.02.2017, in accordance with the provisions of the Companies Act 2013, and the rules prescribed there under.

Mr. Ashwin Kumar Kamala Kannan (DIN 03447494) in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director be appointed as an Independent Director for a period of 5 years and not liable to retire by rotation. The management considering his vast experience in management field, recommends his presence on the Board will be of immense value to the Company.

Item No:5

Mr. Shanmuga Kumar Natarajan (DIN 03233240) who was appointed as Additional Director of the Company with effect from 27.04.2017 and who holds Office upto the conclusion of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director be appointed as an Independent Director

The Board considers that with his rich experience in the field of Financial Management and project consultancy, the association of Mr. Shanmuga Kumar Natarajan, would be beneficial to the Company and as such recommends his appointment as Independent Director for a period of 5 years and not liable to retire by rotation.

Notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director be appointed as an Independent Director.

Item No: 6

Mrs. Akilandeswari Venkatasubramanian (DIN 03004150) who was appointed as Additional Director of the Company with effect from 27.04.2017 and who holds Office upto the conclusion of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing her candidature for the Office of Director be appointed as an Independent Director

The Board considers that with her rich experience, association of Mrs. Akilandeswari Venkata subramanian, would be beneficial to the Company and as such recommends her appointment as Independent Director for a period of 5 years and not liable to retire by rotation.

Notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director be appointed as an Independent Director.

Item No: 7

The Company has received necessary consent and declaration in writing from Mr. Ishari Kadrivelan Ganesh (DIN 00563409) , in accordance with the provisions of the Companies Act 2013, and the rules prescribed there under.

Mr. Ishari Kadhivelan Ganesh (DIN 00563409) in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director be appointed as a Director liable to retire by rotation.

The management considering his vast experience, recommends his presence on the Board will be of immense value to the Company.

Item No: 8

The Company has received necessary consent and declaration in writing from Isari Ganesh Arthi (DIN 00568101) , in accordance with the provisions of the Companies Act 2013, and the rules prescribed there under.

Mrs. Isari Ganesh Arthi (DIN 00568101), in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing her candidature for the Office of Director be appointed as a Director liable to retire by rotation.

The management considering her vast experience, recommends her presence on the Board will be of immense value to the Company.

Item No: 9– Issue and Allotment of Equity Shares.

The special resolution as mentioned under item no.9 proposes to authorize the Board of Directors to issue and allot up to Rs. 61,25,37,370/- (Rupees Sixtyone Crores Twenty Five Lakhs Thirty Seven Thousand Three Hundred and Seventy only) Equity Shares of Re.1/- each at par to Mr. Ishari Kadhivelan Ganesh, Mr. Mahadevan Ganesh and Mr. Balakumar Vethagiri Giri in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations 2009 and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution on a preferential basis. In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 (“Regulations”) as amended, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the Annual General Meeting:

GV Films Ltd

i. The Objects of the issue through preferential offer:

Since the Company is not in a position to repay the outstanding loan amount, the Management of the Company has made arrangement whereby the outstanding amount payable to Mr. Ishari Kadhivelan Ganesh, Mr. Mahadevan Ganesh & Mr. Balakumar Vethagiri Giri of the Company would be settled through converting the outstanding loan amount into Equity shares of the Company on preferential basis.

The Board of Directors of the Company at its meeting held on 27.04.2017, have received the consent and confirmation from the above mentioned Mr. Ishari Kadhivelan Ganesh, Mr. Mahadevan Ganesh & Mr. Balakumar Vethagiri Giri for converting the outstanding loan amount to Equity Shares of the Company.

ii. The Total Number of shares to be issued:

The Board intends to offer, issue and allot upto 61,25,37,370/- (Sixty One Crores Twenty Five Lakhs Thirty Seven Thousand Three Hundred and Seventy only) equity shares of Re.1/- each fully paid-up at Par to the proposed allottees on preferential basis and the price of equity shares of issuer Company for such conversion of loans into equity is determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended provided that the price of the equity shares so issued shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended."

iii. Intention of the Directors/Key Managerial personnel to subscribe to the offer:

None of the Directors and Key Managerial Persons are subscribing to the offer, except Mr. Ishari Kadhivelan Ganesh, Mr. Mahadevan Ganesh & Mr. Balakumar Vethagiri Giri

iv. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. (vi) below.

v. The details of the shareholding of the proposed allottees Mr. Ishari Kadhivelan Ganesh, Mr. Mahadevan Ganesh & Mr. Balakumar Vethagiri Giri as on date, as mentioned at point no. (vi) below.

vi. Identity of the proposed allottee and percentage of post preferential issued capital:

Proposed Allottee	Pre-preferential issue holding	No. of Equity proposed to be allotted	Post. preferential issue holding
Mr. Ishari Kadhivelan Ganesh Address: Old No.30, New No.9, Dr. Ranga Road, Mylapore, Chennai 600004 PAN: AAAP14538D	60,000	20,41,78,614	20,42,38,614 (20.815 %)
Mr. Mahadevan Ganesh The Manor No.1, Cenotaph Road, Ind Lane, Chennai - 600 018 PAN : AEAPG4537Q	Nil	20,41,79,143	20,41,79,143 (20.809 %)
Mr. Balakumar Vethagiri Giri 13/70, Savitha Building, Pestom Sagar Road, No.2, Chembur, Mumbai 400089 MH, India PAN : AADPG2683A	Nil	20,41,79,613	20,41,79,613 (20.809 %)

vii. Control:

There will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

viii. Relevant Date:

The Relevant Date as per the Regulations for the determination of issue price of the Equity Shares, pursuant to the aforesaid preferential allotment is fixed as May 23, 2017 i.e. the date falling 30 days prior to the date of this Annual General Meeting to be held on June 23, 2017 to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

ix. Pricing of Preferential Issue:

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76(1) of the SEBI ICDR Regulations. The equity shares shall be allotted at a price not less than higher of the following:

(a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or

(b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date. As per the calculations, the issue price has been fixed as Re1/- per share which is more than the minimum price determined per share, in terms of Regulation 76(1) of the SEBI Regulations

x. The justification for the allotment proposed to be made for conversion of loan into equity: