



GV Films Ltd.

**Annual Report
2018 - 2019**

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| <p>Directors Ganesh Kadhivelan Issari Director Isari Ganesh Arthi Director Vithika Balagiri Director (w.e.f. 26.6.2018) Ashwinkumar Kamala Kannan Independent Director Nithya Kalyani Independent Director Magesh Kumar Pasupathy Independent Director Balakumar Vethagiri Giri Managing Director (upto 22.06.2018) Chief Executive Officer (from 23.06.2018) Pravinder Kaur Company Secretary S.P. Dhanaraj Chief Financial Officer (upto 15.2.2019) V.S. Natarajan Chief Financial Officer (from 15.2.2019)</p> <p>AUDITORS R. Ravindran & Associates (Chartered Accountant)</p> <p>BANKERS Bank of Baroda - R.K. Nagar, Chennai - 600 028. The Cosmos Co. Operative Bank Ltd.</p> <p>REGISTERED 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.com</p> <p>CORPORATE OFFICE 521/ 5, Annasalai, Nandanam, Chennai - 600 035</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 4</p> <p>Management Discussion & Analysis 18</p> <p>Report on Corporate Governance 20</p> <p>Independent Auditor’s Report 26</p> <p>Standalone Balance Sheet 30</p> <p>Statement of Profit & Loss 31</p> <p>Cash Flow Statement 32</p> <p>Notes on Financial Statements 33</p> <p>Consolidated Financial Statements and Independent Auditor’s Report 41</p> <p>Attendance Slip and Proxy Form 53</p> |
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ANNUAL GENERAL MEETING

Date & Time:

Friday, 27th September 2019 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 Thirtieth Annual General Meeting of the members of GV Films Limited will be held on Friday, 27th September, 2019 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:

1. **ORDINARY BUSINESS** : To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements for the year ended 31st March 2019, together with Directors' Report and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Ganesh Kadhivelan Issari (DIN 00269445) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Isari Ganesh Arthi, (DIN 00568101) who retires by rotation and being eligible offers herself for re-appointment.
4. 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) the appointment of M/s. CNGSN & ASSOCIATES LLP, Chartered Accountants (Firm Registration No 004915S / S200036) as Statutory Auditors of the Company to hold such office from the conclusion of this 30th Annual General Meeting (AGM) till the conclusion of the Thirty Fifth (35th) AGM to be held in the year 2024 at such remuneration as may be mutually agreed between the board of directors of the Company and auditors.

Place: Chennai
Date: 14th August, 2019

BY THE ORDER OF THE BOARD
OF DIRECTORS
FOR GV FILMS LIMITED

-Sd-
Parvinder Kaur
Company Secretary

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 23rd September 2019 to 27th September 2019 (both days inclusive) for the purpose of Annual General Meeting.
- d) Members are requested to bring their copies of the Annual Reports to the Annual General Meeting of the Company.
- e) The Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
- f) 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.
- g) 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.
- h) 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 20th September 2019 (i.e. 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 23rd September 2019 and will end at 6.00 p.m. on the 26th September 2019. 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 23rd September 2019, at 9.00 A.M. and ends on 26th September 2019 at 6.00 P.M. During this period shareholders of the Company, holding shares, as on the cut-off date of 20th September 2019, 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:

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 share holders as well as physical share holders):
- 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.com two days of the AGM and also communicated to the stock exchange(s), where the shares of the Company are listed.

- The resolution proposed will be deemed to have been passed on the date of AGM subject to receipt of majority number of votes in favour of the resolutions.
- 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.

Place: Chennai
Date: 14th August 2019

**BY THE ORDER OF THE BOARD
OF DIRECTORS
FOR GV FILMS LIMITED**

**-Sd-
Parvinder Kaur
Company Secretary**

ANNEXURE

| DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY | | |
|--|---|---|
| Name of Directors | Ganesh Kadhivelan Issari | Isari Ganesh Arthi |
| DIN | 00269445 | 00568101 |
| Date of Birth | 07 / 10 / 1966 | 11/11/1973 |
| Qualification | M.Com., BL., Ph.D., M.B.A., University of Madras Dept of Politics & Public Administration | B.Sc., MCA, B.Ed., Ph.D., University of Madras |
| Nature of Expertise | He is Presently the Chancellor of Vels University Chennai. He has a different dimension to his Business Activity which is Multifarious ranging from Investment, Real Estate, Hotel Industry and Warehousing | She is Young and Dynamic Lady interested in Education and Presently she is Vice President (Academic) of Vels University |
| Relationship Between Directors | Spouse of Mrs. Isari Ganesh Arthi | Spouse of Mr. Ganesh Kadhivelan Issari |
| Directorship held in other Public Companies (excluding foreign and Section 25 Companies) | Nil | Nil |
| Membership of committees in other public companies (includes only Audit and stakeholders Relationship Committee) | Nil | Nil |
| Shareholding of Directors | 182060000 | 50000 |

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 30th Annual Report together with Audited Statement of Accounts for the year ended 31st March, 2019.

1. FINANCIAL HIGHLIGHTS

The highlights of the financial results of the Company for the year ended 31.03.2019 as compared with the previous year are as follows:

| | (Rs. In Lacs) | |
|---|----------------------|--------------------|
| | For the year ended | For the year ended |
| | 31.03.2019 | 31.03.2018 |
| Net Turnover | - | - |
| Profit/(Loss) before Interest, Depreciation & Tax | (2 372.73) | (2 355.84) |
| Less: Finance costs | 45.66 | 42.23 |
| Profit/(Loss) before Depreciation & Tax | (2418.39) | (2 398.07) |
| Less: Depreciation & Amortization Expenses | 1.74 | 1.13 |
| Profit/(Loss) before Taxation | (2 420.13) | (2 399.20) |
| Less: Provision for tax | | |
| Current & Deferred tax | NIL | NIL |
| Profit/(Loss) after Tax | (2 420.13) | (2 399.20) |
| Balance brought forward | (132 50.87) | (10 851.66) |
| Provision for Dividend and Dividend tax | NIL | NIL |
| Transfer from General Reserve/ Capital Reduction Adjustment | NIL | NIL |
| Balance carried to next year | (1 57 671.00) | (13 250.87) |

2. PERFORMANCE REVIEW

During the year under review the company did some operational activity through marginally. The management is sincerely trying to revive the business of the company and looking at the various avenues available for them. During the year under review the board is trying to give a new direction to the company by which the company may recover and get back its lost glory.

3. DIVIDEND

In view of the accumulated losses, your Directors regret their inability to declare any dividend.

4. SHARE CAPITAL

During the year under review company has allotted 54,60,00,000 equity shares of Re.1/- each on preferential basis to Mr. Ganesh Kadhivelan Issari, Mr. Mahadevan Ganesh and Mr. Balakumar Vethagiri Giri on 31.03.2018 as a result the paid up Equity Share capital of the Company has changed during the year from 36,86,27,833 shares of Re.1/- each to 91,46,27,833 shares of Re.1/- each.

5. CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements of the Company are prepared in accordance with the provisions of Section 129 of the Act, 2013 read with the Companies (Accounts) Rules, 2014 and Regulation 33 of the Listing Regulations along with a separate statement containing the salient features of the financial performance of subsidiaries / associates in the prescribed form. The audited consolidated financial

statements together with Auditors' Report form part of the Annual Report. The audited financial statements of the subsidiary companies will be made available to the Shareholders, on receipt of a request from any Shareholder and it has also been placed on the website of the Company. This will also be available for inspection by the Shareholders at the Registered Office as mentioned in the Notice of AGM.

6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the year under review company has allotted 54,60,00,000 equity shares of Re.1/- each on preferential basis to Mr. Ganesh Kadhivelan Issari, Mr. Mahadevan Ganesh and Mr. Balakumar Vethagiri Giri.

7. SUBSIDIARY COMPANY

In accordance with the proviso to sub section (3) of Section 129 of the Companies Act, 2013 (Act), the salient features of the financial Statement of the subsidiary Company M/s GV Studio City Limited are set out in the prescribed form AOC -1, which forms part of the Annual Report. The said financial statements shall also be kept for inspection of Members at the Registered Office of the Company. The Company will provide, free of cost, a copy of the financial Statement in respect of its subsidiary to any Member of the Company upon receipt of a request for the same.

8. BUSINESS OUTLOOK OF THE SUBSIDIARY

The Company's wholly owned subsidiary Company GV Studio City Limited is into the business of providing the blends of Miniplex and food court, leisure and entertainment experience at the affordable prices.

9. DIRECTORS

a. Inductions

Pursuant to the provisions of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration committee Ms. Vithika Balagiri was appointed as Director of the company liable to retire by rotation during the year under review.

A declaration of Independence in compliance with Section 149(6) of the Companies Act, 2013, has been taken on record from all the independent directors of the Company

b. Retirement and Re-appointments

Pursuant to the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Ganesh Kadhivelan Issari, Mrs. Isari Ganesh Arthi retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers themselves for reappointment.

The Board recommends the aforesaid appointment/ re appointment of the Directors. Brief profile of the respective Directors is annexed to the Notice convening the ensuing Annual General Meeting.

During the year under review Mr. Bala Kumar Vethagiri Giri, Managing Director resigned from Board.

10. MEETINGS OF THE BOARD

The meetings of the Board are scheduled at regular intervals to decide and discuss on business performance, policies, strategies and other

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matters of significance. The schedule of the meetings are circulated in advance, to ensure proper planning and effective participation in meetings. Detailed information regarding the meetings of the Board are included in the report on Corporate Governance, which forms part of the Board's Report.

11. KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Balakumar Vethagiri Giri was appointed as CEO of the Company on 23rd June 2018. Further Mr. S.P. Dhanaraj CFO of the company resigned on 15.02.2019 and Mr. V.S Natarajan appointed as CFO of the Company with effect from 15.02.2019.

12. FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). These financial statements comply in all material respects with the Accounting Standards notified under section 133 of the Companies Act 2013 ("the Act") read together with paragraph 7 of the Companies (Accounts) Rules, 2014, to reflect the financial position and results of operations of GV Films Ltd together with its subsidiary. The financial statements of Financial Year 2018-2019 together with Auditor's Report forms part of this Annual Report.

13. AUDIT OBSERVATIONS

The observations and comments given in the Auditors' Report read together with notes to accounts are self-explanatory and do not call for any further information and explanation under Section 134(3)(f) of the Companies Act, 2013.

14. RISK MANAGEMENT

The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

15. AUDITORS

Pursuant to the provisions of section 139 of the Companies Act 2013, and rules framed thereafter M/s. CNGSN & Associates LLP, Chartered Accountants, (Firm Registration No 004915S / S200036) are seeking appointment as statutory auditors of the Company from the conclusion of this Annual General Meeting (i.e 30th) till the conclusion of 35th AGM to be held in the year 2024.

16. ENVIRONMENTAL PROTECTION & POLLUTION CONTROL

Your Company regards preservation of the environment as one of its primary social responsibilities. Accordingly, the Company places great emphasis on compliance with pollution control norms.

17. PUBLIC DEPOSITS

Your Company has not accepted any fixed deposits from the public during the financial year ended 31st March, 2019 and there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

18. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company recognizes its responsibility and continues to provide a safe working environment for women free from sexual harassment and discrimination.

Pursuant to Section 22 of the sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14, the internal committee constituted under the said Act has confirmed that no Complaint / case has been filed / pending with the Company during the year.

19. STATUTORY COMPLIANCES

Your Company has complied with all the rules and regulations which are stipulated on the corporate sector from time to time by various Statutory Authorities.

20. MANAGEMENT DISCUSSION AND ANALYSIS

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 form part of the Annual Report.

21. CORPORATE GOVERNANCE

Your Company reaffirms its commitment to Corporate Governance and is fully compliant with the requirements relating to Corporate Governance. A report on Corporate Governance pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 form part of the Annual Report.

22. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, independence and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 is appended in Annexure A to the Board's Report.

23. BOARD COMMITTEES

During the period under review, the Board of Directors have reconstituted all the committees to comply the provisions of the companies act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

The details of Boards Committees – the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee have been disclosed separately in the Corporate Governance Report which is annexed to and forms part of this annual report.

Accordingly the Company has now Audit Committee, Stakeholder Relationship committee and Nomination & Remuneration Committee constituted in accordance with provisions of LODR. The details of members of these Committees are stated in Corporate Governance Report annexed to this Annual Report separately.

24. SECRETARIAL AUDIT REPORT

The Secretarial Auditor has issued the Secretarial Audit Report for the financial year 2018-19 pursuant to Section 204 of the Companies Act, 2013 which is annexed to Directors Report (Refer Annexure B). The Secretarial Audit report for the year under review does not contain any qualification, reservation or adverse remarks.

25. INTERNAL CONTROL SYSTEMS

The Company has laid down certain guidelines, processes and structure, which enables implementation of appropriate internal financial controls across the organisation. Such internal financial controls encompass policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial

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information. Appropriate review and control mechanisms are built in place to ensure that such control systems are adequate and are operating effectively.

The Company has, in all material respects, an adequate internal financial controls system and such internal financial controls were operating effectively based on the internal control criteria established by the Company considering the essential components of internal control, stated in the Guidance Note on Audit of Internal Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India.

The Audit Committee reviews the reports submitted by the Internal Auditors and monitors follow-up and corrective action by Management.

26. BOARD EVALUATION

Your Company believes in striving and excelling through effective and efficient Board monitoring. As required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an evaluation of all the directors, the Board as a whole and its committees was conducted based on the criteria and framework adopted by the Board.

27. RELATED PARTY TRANSACTION

There were no related party transaction during the year under review other than those disclosed in relevant notes and accounts.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

This provision of the Companies Act, 2013 is not applicable for your Company.

29. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has implemented a Whistle Blower Policy/ Vigil Mechanism, whereby employees and other stakeholders can report matters such as generic grievances, corruption, misconduct, illegality and wastage/misappropriation of assets to the Company. The policy safeguards the whistle blowers to report concerns or grievances and also provides direct access to the Chairman of the Audit Committee.

30. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

During the year under review, the Company had not given any loan and guarantee, made any investment or provided any security pursuant to provisions of the Companies Act, 2013.

31. NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration policy on appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel is disclosed in Annexure - A.

32. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 read with applicable Rules made there under, extract of the Annual Return is annexed to this report as Annexure C.

STATUTORY DISCLOSURES

33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO.

The Company does not have any activity relating to Conservation of energy and technology absorption. However Company has taken necessary steps for conservation of energy in its day to day energy consumption.

The Company does not have any foreign exchange inflow and outgo during the year.

34. DIRECTORS' RESPONSIBILITY STATEMENT

- pursuant to Section 134(3)(c) of the Companies Act, 2013 your Directors submit that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any, has been furnished;
 - the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March 2019 and of the profit and loss of the Company for that period;
 - the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - the Directors had prepared the annual accounts on a going concern basis; and
 - the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- Explanation- For the purpose of this clause, the term "internal financial controls" means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information;
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

35. PARTICULARS OF EMPLOYEES

The Company does not have any employee drawing Remuneration as prescribed in terms of sub-section 12 of section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules.

36. HUMAN RESOURCE & INDUSTRIAL RELATIONS

Industrial Relations were harmonious throughout the year. The Board wishes to place on record their sincere appreciation to the co-operation extended by all employees in maintaining cordial relations and their commitment towards the growth of the Company.

37. ACKNOWLEDGEMENT

Your Directors would like to express their sincere gratitude for the continued support and co-operation extended by Shareholders, Banks, Government Departments, and valued customers and employees, who have contributed to the Company.

Place: Chennai

For and on Behalf of the Board of

Date: 14.08.2019

Directors of GV Films Ltd

-sd-

Ganesh Kadhivelan Issari
Director DIN: 00269445

Annexure A

ANNEXURE A TO DIRECTOR'S REPORT NOMINATION AND REMUNERATION POLICY

1. BACKGROUND

The Nomination and Remuneration Policy was formulated by the Nomination and Remuneration Committee and approved by the Board of Directors in accordance with the requirement of Section 178 of the Companies Act, 2013 and LODR.

2. DEFINITIONS AND INTERPRETATIONS

2.1 Unless the context requires otherwise, capitalized terms used in this Policy shall have the following meanings:

"Act" means the Companies Act, 2013 and any modifications thereto or amendments thereof.

"Board" means the collective body of the Directors of the Company.

"Committee" means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board from time to time in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement.

"Company" means GV FILMS Limited.

"Director" means a Director of the Company.

"Independent Director" means Director appointed in accordance with Section 149(6) of the Companies Act, 2013, Regulation 16 (b) of the LODR.

"Key Managerial Personnel" or "KMP" means

- (i) the Chief Executive Officer or the Managing Director or the Manager;
- (ii) the Whole-time director;
- (iii) the Chief Financial Officer;
- (iv) the Company Secretary; and
- (v) such other officer as may be prescribed under the applicable law.

"Listing Agreement" shall mean the Listing Agreement executed between the Company and the relevant stock exchange(s), as amended from time to time;

"Other Employees" means all the employees other than the Directors, KMPs and the Senior Management Personnel.

"Senior Management Personnel" or "Senior Management" means the personnel of the Company who are members of its core management team excluding Board comprising of all members of management one level below the Managing Director, including the functional heads.

2.2. Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act or the Rules made thereunder (as may be amended from time to time) or the Listing Agreement shall have the meaning respectively assigned to them in the Act the Rules made there under, or the Listing Agreement, as the case may be.

2.3 All requirements under all applicable laws (including, but not limited to the Act and the Rules made there under, the LODR and the directions issued by the Securities Exchange

Board of India) with respect to the nomination and remuneration committee are deemed to have been incorporated herein.

3. OBJECTIVE

The key objective of this policy is to provide a framework that allows for competitive and fair rewards for the achievement of key deliverables and also aligns with practice in the industry and shareholders' expectations.

3.1 The objectives of the Policy include the following:

- 3.1.1 To guide the company in identifying and/or evaluating persons who are qualified to become directors, KMP and Senior Management personnel after taking into account the qualifications, positive attributes and independence and recommend to the Board their appointment/removal.
- 3.1.2 To determine that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully and recommend to the Board a policy, relating to the remuneration of the directors, KMP and other employees;
- 3.1.3 That correlation of remuneration to performance is clear and meets appropriate performance benchmarks;
- 3.1.4 That remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

4. MATTERS TO BE DEALT WITH PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

4.1 The Committee shall inter alia:

- 4.1.1 Make recommendations to the Board with respect to remuneration for Managing Director(s) and remuneration to non-executive Director(s)/Independent Directors.
- 4.1.2 Identify persons who are qualified to become Director(s) and KMP.
- 4.1.3 Recommend to the Board, appointment / removal of Director(s) and KMP of the Company and carry out evaluation of every Director's performance.
- 4.1.4 Formulate criteria for determining qualification, positive attributes and independence of Directors.
- 4.1.5 Review the performance of Managing Director at the time of re-appointment.
- 4.1.6 Annually review the duties and performance of the chairman of the Board and recommend the process to the Board for his election.
- 4.1.7 Assist the Board in the establishment and implementation of an appropriate performance

evaluation / self-assessment process for the members of the Board and its committees.

- 4.1.8 Perform review and evaluation, of the performance of the member of the Board and the committee members, at least annually.
- 4.1.9 Periodically review the composition and duties of the Company's permanent committees and recommend any changes in these committees to the Board.
- 4.1.10 Formulate a criteria for evaluation of Independent Director(s) and the Board.
- 4.1.11 Devise a policy on Board diversity.
- 4.1.12 Carry out any other responsibilities and duties delegated to it by the Board from time to time.

5. POLICY AND CRITERIA FOR IDENTIFICATION, APPOINTMENT, TENURE, EVALUATION, RETIREMENT AND REMOVAL OF DIRECTORS AND KMP

5.1 Identification and Appointment criteria and qualifications of Directors/KMPs

- 5.1.1 Directors
- 5.1.2 Any person who in the opinion of the Board is not disqualified to become a Director, under Section 164 of the Companies Act, 2013 and who in the opinion of the Board, possesses the ability, integrity and relevant expertise and experience, can be appointed as Director of the Company.
- 5.1.3 The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director (including Independent Directors), KMP, Senior Management personnel and employees and recommend to the Board his/her appointment.
- 5.1.4 Such 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.
- 5.1.5 The Company may also appoint or continue the employment of any person as a Managing Director or a Whole-time Director who has attained the age of seventy five years. Provided that the term of the person holding this position may be extended beyond the age of seventy five years with the approval of shareholders by passing a special resolution subject to the provisions of Section 196 read with Rule 3 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Schedule (V) of the Companies Act, 2013.

5.2 Independent Directors

For appointing any person as an Independent Director he/she should possess qualifications as mentioned in the Act and the Rules made thereunder (including but not limited to Section 149 of the Act and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014); and Regulation 16(b) of the LODR.

6. TERM / TENURE:

6.1 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.

6.2 Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board 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.

- 6.3 Subject to the provisions of Section 152(2) of the Companies Act, 2013 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.
- 6.4 If a person has already served as an Independent Director for 5 (five) years or more in the Company as on 1st October 2014, he / she shall be eligible for appointment for only one more term of 5 (five) years.

At the time of appointment of Directors (including Independent Directors) the Committee should ensure that the persons proposed to be appointed as Directors (including Independent Directors) do not exceed the maximum number of directorships a person can hold as per applicable laws.

7. Evaluation:

- 7.1 The Committee shall carry out evaluation of performance of every Director or KMP at such intervals as it may determine, but at least once a year.
- 7.2 Evaluation of Directors:
In terms of Section 149 of the Act read with Schedule IV of the said Act and LODR the Independent Directors shall at its separate meeting without the attendance of non-independent directors and members of management and review the performance of non-independent Directors based on the parameters that are considered relevant by the Independent Directors.
- 7.3 The Board as a whole shall evaluate the performance of Independent Directors. During such evaluation the Director being evaluated shall be excluded from the meeting.
- 7.4 Evaluation of KMP and Senior Management Personnel
Criteria for evaluating performance of KMP (other than Directors) has been delegated to the Managing Director. The evaluation performance of Senior Management and Employees shall be delegated to the Personnel Department of the Company.

8. Removal

- 8.1 Subject to the provisions of applicable laws, the Committee may recommend to the Board, with reasons recorded in writing, removal of a Director or KMP.