

# **GV** Films Ltd.

Annual Report

**2019 - 2020**



**Directors****Ishari Ganesh Kadhivelan**

Director

**Ishari Ganesh Arthi**

Director

**Vithika Balagiri**

Director

**Ashwinkumar Kamala Kannan**

Independent Director

**Nirmal Anraj Gadhiya**

Independent Director (from 31.07.2020)

**Rohini Vacher**

Independent Director (from 31.07.2020)

**Nithya Kalyani**

Independent Director (upto 31.07.2020)

**Magesh Kumar Pasupathy**

Independent Director (upto 31.07.2020)

**Balakumar Vethagiri Giri**

Chief Executive Officer

**V.S. Natarajan**

Chief Financial Officer

**Pravinder Kaur**

Company Secretary

**AUDITORS****M/s CNGSN & ASSOCIATES LLP**

(Chartered Accountants)

**BANKERS**

Bank of Baroda - R.K. Nagar, Chennai - 600 028.

The Cosmos Co. Operative Bank Ltd.

**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

**CORPORATE OFFICE**

521/ 5, Annasalai, Nandanam, Chennai - 600 035

**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

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**ANNUAL GENERAL MEETING**

The 31st Annual General Meeting of the Company will be conducted through  
Video Conferencing [“VC”] / Other Audio Visual Means [“OAVM”]  
on Monday 28th September 2020 at 3.00 P.M.

## NOTICE

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of G.V. Films Limited will be held on Monday the 28<sup>th</sup> day of September 2020 at 3.00 p.m. [Indian Standard Time (IST)] through Video Conferencing ["VC"] / Other Audio Visual Means ["OAVM"] to transact the following businesses:

### ORDINARY BUSINESS :

1. **Adoption of Financial Statements :** To receive, consider and adopt (a) the audited standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and in this regard;

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

- (a) **"RESOLVED THAT** the audited standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, laid before the 31<sup>st</sup> Annual General Meeting, be and are hereby considered and adopted."
- (b) **"RESOLVED THAT** the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon, laid before the 31<sup>st</sup> Annual General Meeting, be and are hereby considered and adopted."

2. **Appointment of Mrs. Vithika Bala Giri (DIN: 08166422) as a Director, liable to retire by rotation**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Vithika Bala Giri (DIN: 08166422), who retires by rotation at this Meeting, and being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS

3. **Appointment of Mr. Nirmal Anraj Gadhiya (DIN 00678742), as an Independent Director of the Company**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made there under, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nirmal Anraj Gadhiya (DIN 00678742), who was appointed as an Additional Director of the Company with effect from July 31, 2020 pursuant to section 161(1) of the Act and as per Articles of Association of the Company and who has submitted the declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto five (5) consecutive years with effect July 31, 2020 to July 30, 2025, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things, matters and to execute all such documents as may be necessary in this regard."

4. **Appointment of Mrs. Rohini Vacher (DIN 08814457), as an Independent Director of the Company**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made there under, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Rohini Vacher (DIN 08814457), who was appointed as an Additional Director of the Company with effect from July 31, 2020 pursuant to section 161(1) of the Act and as per the Articles of Association of the Company and who has submitted the declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto five (5) consecutive years with effect July 31, 2020 to July 30, 2025, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things, matters and to execute all such documents as may be necessary in this regard.”

**5. Shifting of Registered Office of the Company from Mumbai in the State of Maharashtra to Chennai in the State of Tamil Nadu**

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company and is hereby accorded for shifting the Registered Office of the Company from Mumbai in the State of Maharashtra to Chennai in the State of Tamil Nadu and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

**II. The Registered Office of the Company will be situated in the State of Tamil Nadu under the jurisdiction of Registrar of Companies, Chennai**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall deem to include any of its duly constituted Committee) or any officer/ executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file application/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds,

things, matters and to execute all such documents as may be necessary in this regard.”

By the order of the Board of Directors  
For G.V. Films Limited  
-Sd-

**Ishari Ganesh Kadhivelan**  
Director (DIN 00269445)

Place: Chennai

Date: 31<sup>st</sup> August 2020

**NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) with respect to the special business set out in the Notice is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 3, 4 & 5 given above as special business in the forthcoming AGM, as they are unavoidable in nature.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its general circular numbers 20/2020, 14/2020, 17/2020 and Securities and Exchange Board of India (“SEBI”) vide its circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 (hereinafter collectively referred to as “Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circulars, the AGM of the Company is being held through VC / OAVM.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
4. Since this AGM is being held through VC / OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website at [www.gvfilms.in](http://www.gvfilms.in), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the e-voting website of Central Depository Services (India) Limited (“CDSL”) at [www.evotingindia.com](http://www.evotingindia.com).

6. Members holding shares in physical mode and who have not registered their email address with the Company/Registrar & Share Transfer Agent ("RTA"), can register their email address by sending scanned copy of the following documents to RTA of the Company, Cameo Corporate Services Ltd at
  1. cameo@cameoindia.com or
  2. investor@cameoindia.com or
  3. www.cameoindia.com
  - a) a signed request letter mentioning name, folio number and complete address of the member;
  - b) self attested scanned copy of the PAN Card; and
  - c) self attested scanned copy of any document (such as Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the member as registered with the Company.
7. Members holding shares in dematerialized mode are requested to contact to their respective Depository Participant ("DP") to register/update their email address.
8. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of atleast 1,000 members on a first-come first-served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 31st AGM without any restriction on account of first-come first-served principle.
9. Members may note that pursuant to the Circulars, the Company has enabled for the members, a temporary facility to update their email address by sending an email to cs.gvfilms@gmail.com containing details such as name, address, folio/demat account no., PAN, number of shares etc., for the limited purpose of receiving the Annual Report 2019-20 and the Notice of the AGM electronically.
10. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload the same on the e-voting portal of CDSL at www.evotingindia.com.
11. Members are informed that in case of joint holders attending the AGM through VC, only such joint holder who is first in the order of names will be entitled to vote.
12. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
13. Members are requested to send all communications relating to shares, change of address, bank details, email address, telephone/ mobile numbers, Permanent Account Number (PAN) etc. to the Company's RTA at the address: Cameo Corporate Services Ltd, Subramaniam Building, No. 1, Club House Road, Chennai, Tamil Nadu - 600002, Ph: 044 - 28460390, email: cameo@cameoindia.com; investor@cameoindia.com. If the shares are held in dematerialized mode, then change of address, bank details, email address, telephone/mobile number, Permanent Account Number (PAN) etc. should be furnished to their respective DPs.
14. Pursuant to Section 72 of Act, members of the Company may nominate a person in whom the shares held by him/her/them shall vest in the event of his/her/their unfortunate death. Members holding shares in physical form may file nomination in the prescribed Form SH-13 with RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
15. SEBI has mandated the submission of PAN and Bank account details by every participant in securities market. Member(s) holding shares of the Company, either in electronic form or physical form are, therefore, requested to submit the PAN and provide Bank account details to their DPs with whom they are maintaining their demat accounts (in case of shares in electronic form) and to the Company's RTA (in case of shares are in physical form).
16. Since the AGM will be held through VC in accordance with the Circulars, the route map is not annexed to this Notice.
17. **VOTING THROUGH ELECTRONIC MEANS**
  - [a] Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations

and Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by CDSL.

[b] The members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

[c] Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

[d] Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the **cut-off date i.e. September 21<sup>st</sup>, 2020** may obtain the login details in the manner as mentioned below.

#### 18. Instructions for members for remote e-Voting:

- i. The remote e-voting period begins on **September 25<sup>th</sup>, 2020 from 9.00 A.M.** and ends **on September 27<sup>th</sup> 2020 at 6.00 P.M.** During this period members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date of September 21<sup>st</sup>, 2020** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Members who have already voted prior to the AGM date would not be entitled to vote at the AGM through VC.
- iii. The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on "Shareholders/Members" module.
- 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](http://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 members holding shares in demat as well as physical mode).
	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/RTA</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the demat / folio number in the Dividend Bank details field as mentioned in instruction v.</li> </ul>

- 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 "G.V. FILMS LIMITED" 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. Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- 19. Instructions for members for e-Voting during the AGM:**
- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  - ii. Only those members, who are present in the AGM through VC facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
  - iii. If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-Voting during the meeting is available only to the members attending the meeting.
  - iv. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Notes for Non-Individual members and Custodians**
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
  - Alternatively Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address at [cs.gvfilms@gmail.com](mailto:cs.gvfilms@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 20. Process for those members whose email addresses are not registered with the Company/depositories for obtaining login credentials for e-Voting for the resolutions proposed in this Notice:**
- i. **For members holding shares in Physical mode:**  
Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy), Aadhar (self attested scanned copy) by email to [cameo@cameoindia.com](mailto:cameo@cameoindia.com) or [investor@cameoindia.com](mailto:investor@cameoindia.com).
  - ii. **For members holding shares in Demat mode:**  
Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy), Aadhar (self attested scanned copy) to [cameo@cameoindia.com](mailto:cameo@cameoindia.com) or [investor@cameoindia.com](mailto:investor@cameoindia.com)

**21. Instructions for members attending the AGM through VC/OAVM**

- i. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at [www.evotingindia.com](http://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first-come first-served basis.
- iii. Members are encouraged to join the Meeting through Laptops /I-Pads for better experience.
- iv. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request by Friday, September 25<sup>th</sup>, 2020, mentioning their name, demat account number/folio number, email id, mobile number at [cs.gvfilms@gmail.com](mailto:cs.gvfilms@gmail.com).
- vii. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs.gvfilms@gmail.com](mailto:cs.gvfilms@gmail.com). Questions / queries received by the Company till 5.00 p.m. on Friday, 25<sup>th</sup> September, 2020 shall only be considered and responded during the AGM.
- viii. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves

the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

22. Members who need assistance before or during the AGM, can contact CDSL by sending an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). All grievances connected with the facility for voting by electronic means and participation in the AGM through VC may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).
23. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date i.e. Monday, September 21<sup>st</sup>, 2020.**
24. **M/s. Abid & Co, Company Secretaries** (Membership No. FCS 6579, CP No. 6625) have been appointed as the Scrutinizer to scrutinize the electronic voting at AGM including remote e-voting process in a fair and transparent manner.
25. The Scrutinizer shall after the conclusion of electronic voting at the AGM, will unblock the votes casted through remote e-voting and through electronic voting at the AGM in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman of the Meeting or in his absence to the Managing Director or Executive Director of the Company, within a period of not exceeding 48 hours from the conclusion of the Meeting, who shall countersign the same and declare the results of the voting forthwith.
26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.gvfilms.in](http://www.gvfilms.in)) and on CDSL e-voting website immediately after the declaration of results by the Chairman of the Meeting or a person authorized by him and the same shall be communicated to BSE Limited (BSE).

**Explanatory Statement**

The following Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is annexed to and forms part of the Notice convening the 31st Annual General Meeting:



**Item No. 3 - Appointment of Mr. Nirmal Anraj Gadhiya (DIN 00678742) as an Independent Director of the Company**

The Board, based on recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Nirmal Anraj Gadhiya, as an Additional Director in the capacity of Independent Director of the Company with effect from July 31, 2020 pursuant to section 161 of the Companies Act, 2013 ("Act"). Mr. Nirmal Anraj Gadhiya shall hold office as an additional Director up to the date of 31st AGM and is eligible to be appointed as an Independent Director for a term up to five (5) consecutive years.

The Company has received necessary candidature notice under Section 160 of Act with respect to Mr. Nirmal Anraj Gadhiya, for appointment as Director of the Company. Mr. Nirmal Anraj Gadhiya is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. Mr. Nirmal Anraj Gadhiya is not debarred from holding the position of a Director pursuant to any order of SEBI or any other authority. The Company has also received declaration from Mr. Nirmal Anraj Gadhiya that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Rules and regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval of the members for the appointment of Mr. Nirmal Anraj Gadhiya as an Independent Director of the Company from July 31, 2020 upto July 30, 2025, not liable to retire by rotation.

Mr. Nirmal Anraj Gadhiya is interested in the Special Resolution set out at Item No. 3 with respect to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

Copy of letter of appointment of Mr. Nirmal Anraj Gadhiya as an Independent Director of the Company would be available for electronic inspection without any fee by the members on the basis of the request being sent on cs.gvfilms@gmail.com.

Additional information in respect of Mr. Nirmal Anraj Gadhiya pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 is annexed to this Notice.

**Item No. 4 - Appointment of Mrs. Rohini Vacher (DIN 08814457) as an Independent Director of the Company**

The Board, based on recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mrs. Rohini Vacher, as an Additional Director in the capacity of Independent Director of the Company with effect from July 31, 2020 pursuant to section 161 of the Companies Act, 2013 ("Act"). Mrs. Rohini Vacher shall hold office as an additional Director up to the date of 31st AGM and is eligible to be appointed as an Independent Director for a term upto five (5) consecutive years.

The Company has received necessary candidature notice under Section 160 of Act with respect to Mrs. Rohini Vacher, for appointment as Director of the Company. Mrs. Rohini Vacher is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company. Mrs. Rohini Vacher is not debarred from holding the position of a Director pursuant to any order of SEBI or any other authority. The Company has also received declaration from Mrs. Rohini Vacher that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Rules and regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval of the members for the appointment of Mrs. Rohini Vacher as an Independent Director of the Company from July 31, 2020 upto July 30, 2025, not liable to retire by rotation.

Mrs. Rohini Vacher is interested in the Special Resolution set out at Item No. 4 with respect to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

Copy of letter of appointment of Mrs. Rohini Vacher as an Independent Director of the Company would be available for electronic inspection without any fee by the members on the basis of the request being sent on cs.gvfilms@gmail.com.

Additional information in respect of Mrs. Rohini Vacher pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 is annexed to this Notice.

**Item No. 5 - Shifting of Registered Office of the Company from Mumbai in the State of Maharashtra to Chennai in the State of Tamil Nadu**

Presently the Registered Office of the Company is situated at Mumbai in the State of Maharashtra

## GV Films Ltd

and the Corporate Office overseeing the day to day operations of the Company is situated at Chennai in the State of Tamil Nadu. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on August 31<sup>st</sup>, 2020 has recommended to shift the Registered Office of the Company from Mumbai in the State of Maharashtra to Chennai in the State of Tamil Nadu.

The shifting of Registered Office from Mumbai in the State of Maharashtra to Chennai in the State of Tamil Nadu is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any of the Act read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution through e-voting and approval

of the Central Government (power delegated to Regional Director).

In light of the above facts, the approval of the members is sought through e-voting for shifting of the Registered Office of the Company from Mumbai in the State of Maharashtra to Chennai in the State of Tamil Nadu and consequently for altering Clause II of the MOA.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through e-voting.

None of the Director and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 5 for approval of the members as a Special Resolution

By the order of the Board of  
Directors  
For G.V. Films Limited  
-Sd-  
Ishari Ganesh Kadhivelan  
Director (DIN 00269445)

Place: Chennai  
Date: 31<sup>st</sup> August 2020

## ANNEXURE

### DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY

Name	Vithika Balagiri	Nirmal Anraj Gadhiya	Rohini Vacher
Din	08166422	00678742	08814457
Date Of Birth	17.02.1998	31.12.1970	02.10.1969
Qualification	B.B.A	B.Com	B.Ed
Nature of Expertise	She Is Having Good Experience In The Field Of Media And Event Management Activities.	A Businessman Having More Than 25 Years of Experience In Construction, Property Development, NBFC's And Hotel Industry.	She Is Educationist Having More than 20 Years of Experience In Teaching, Training And Personality Development Field.
Relationship Between Directors	Daughter Of Mr. Balakumar Vedhagiri Giri (CEO)	Nil	Nil
Directorship In other Public Companies (excluding Section 8 Companies And Other Foreign Companies)	Nil	Nil	Nil
Membership In Committee of other Public Companies (includes Only Audit And Shareholders Relationship Committee)	Nil	Nil	Nil
Shareholding Of Director	Nil	Nil	Nil