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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Kamalnayan Harkchand

Ms. Ganapathi Lalitha

Ms. Homasamanvitha

Mr. K.Ketheeswaran

Mr. R.Chandrasegaran

CHIEF FINANCIAL OFFICER – Mr. Pandian

COMPANY SECRETARY- Mr. G.Raghavan

AUDITOR – Mr. R. Lakshminarayanan

REGISTERED OFFICE – 9th Floor, GG Emerald, 312,VKH Road, Nugambakkam Chennai 600034

REGISTRAR AND TRANSFER AGENT – Cameo Corporate Services Limited

Subramanian Building

No.1, Club House Road,

Chennai 600002

Phone No. 044-28460390

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of the Company will be held on Tuesday, 25th day of September, 2018 at 11.00 AM at Asha Niwas, No.9, Rutland Gate, 5th street, Chennai 600006 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the company for the financial year ended 31st march 2018, the balance sheet as at that date and the reports of the auditors and directors thereon and in this regard pass the following resolution as an ordinary resolution:

SPECIAL BUSINESS

2. To consider and of thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT Ms.Homasamanvitha, who was appointed on 12th day of February 2018, as an Additional Director of the Company and holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director and who has submitted, be and is hereby appointed as a Director of the Company”

By Order of the Board of Director

G.Raghavan

Place: Chennai

Company Secretary

Date: 10.08.2018

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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
- b)** Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letter head of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
- c)** The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 29th Annual General Meeting of the company.
- d)** During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than 3 days written notice is given to the company in advance.
- e) The Members / Proxies / Authorised Representatives are requested to bring the duly filled Attendance Slips and their copy of Annual Report enclosed herewith to attend the Meeting.**
- f) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 19th September 2018 to Tuesday, 25th September 2018 (both days inclusive) for the purpose of Annual General Meeting.**

- g)** The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.
- h)** We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through mail. You can do this by updating your email addresses with your depository participants.
- i)** Members may also note that the notice to the 29th Annual General Meeting and the Annual Report of the Company will be available at the Company's website www.mvel.co.in.
- j)** In accordance with the provisions of Section 191 of the Companies Act, 2013 and Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, this Notice and the Annual Report of the Company for the financial year 2017 – 18 are being sent by e-mail to those Members whose e-mail address are available with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the company by the Depositories.
- k)** Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of savings bank account details, if any, to their respective Depository Participant(s) and to the Registrar and Share Transfer Agents, M/s Cameo Corporate Services Ltd, "Subramanian Building", 1, Club House Road, Chennai 600002, quoting their Folio Number(s).
- l)** Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
- m)** Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be readily made available at the Meeting.
- n)** All documents referred to in the accompanying Notice requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection at the Registered Office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of Annual General Meeting.
- o)** With effect from 1st April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.
- p)** The route map showing directions to reach the venue of the 29TH Annual General Meeting is annexed.
- q)** Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 29th Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited (CDSL). E-Voting is optional. The procedure and instructions for the same are as follows:

The Company will provide the e-voting facility through CDSL. The e-voting procedures are set out below:

The instructions for members for voting electronically are as under:-

(i) The voting period begins on Saturday 22.09.2018 at 9.00 a.m. and ends on Monday 24.09.2018 at 5.00 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 (record date) 18.09.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The Shareholders should log on the e-voting website www.evotingindia.com

(iii) Click on “ Shareholders ” tab

(iv) Now, select the “ MIDVALLEY ENTERTAINMENT LIMITED “ from the drop down menu and click on “ SUBMIT”

(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 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 last 8 digits of the demat account/folio number in the PAN field.

- In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.

DOB# Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details# Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- Please enter the DOB or Dividend Bank Details in order to login. If 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 (v)
- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly 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 EVEN for MIDVALLEY ENTERTAINMENT LIMITED
- (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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed 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) Note for Non-Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- 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) which they wish to vote on.
- The list of accounts 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

10-Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable:

- (i) The manner of voting for the members being present in the General Meeting will be on "proportion principle" ie one share – one vote unlike one person one vote principle, further, as per the provision of the Companies Act, 2013, demand for poll will not be relevant.
- (ii) The option of voting by show of hands will not be available for members presenting the General Meeting in view of clear provision of section 107 of the Companies Act, 2013, ie voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.
- (iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.
- (iv) The facility for voting through ballot form shall be made available to all the shareholders who could not exercise their vote through e-voting. The ballot paper in Form MGT-12 is being sent to all the members, along with this report. The voting rights of Members shall be in proportion their shares of the paid up equity share capital of the Company as on 18.09.2018.

A Member desiring to exercise vote by ballot paper should complete the Ballot Form attached with this report and sent it to : MIDVALLEY ENTERTAINMENT INTERNATIONAL 9th FLOOR, GG EMERALD, 312, VKH ROAD, NUNGAMBAKKAM, CHENNAI - 600034

Please return the form duly completed through post or courier, so as to reach the company on or before 5.00 p.m on 18.09.2018

The facility of voting through ballot form shall also be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through ballot form

(v) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares on the cut-off date i.e. 20.09.2018 may obtain the login ID and password by sending an email to info@mvel.co.in, investor@cameoindia.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote

(vi) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days after the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in

favour or against, if any, to the Chairman or a person authorized by him in writing , who shall countersign the same and declare the result of the voting forthwith.

(vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mvel.co.in and website of CDSL <http://www.evotingindia.com> and also forward the same to the Bombay Stock Exchange Limited simultaneously, where the Company's shares are listed.

11. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
12. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
13. **Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.**
14. **Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.**
15. All the documents referred to in the Notice will be available for inspection by the Members at the Registered/Corporate Office of the Company during the business hours on all working days from the date hereof up to the time of the Meeting.
16. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members who have not registered their email id with their Depository Participants are requested to do so and support the green initiative. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned above quoting their folio number(s).

ROUTE MAP OF THE AGM:



ANNEXURE TO THE NOTICE OF THE 29TH ANNUAL GENERAL MEETING

Annexure 1 to the Notice

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under Item No.2 of the Notice dated 10.08.2018

Item No.2:

Ms. Homasamanvitha (Din: 07961900) was appointed as Additional Director w.e.f 12th February 2018, in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of Companies Act, 2013 the above Director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request from a member of the Company proposing Ms. Homasamanvitha, candidature for appointment as a Director of the Company in accordance with Section 160 of the Act and other applicable provisions. The Board feels that the presence of Ms. Homasamanvitha on the Board is desirable and beneficial.

a) Details of Director being Regularized:

Name of the Director	Homasamanvitha
DIN	07961900
Age	20
Date of Appointment as Additional Director	12/02/2018
Directorship in other Companies	RSSP Pharma Private Limited NRS Royal Television Network Private Limited Midvalley Contents & Distribution Private Limited
Chairman/Membership in other Committees	Nil
Relationship with other Directors	Nil

Except Ms.Homasamanvitha, none of the Directors or Key Managerial Personnel are interested in the resolution.

The Board recommends resolution under Item No.2 to be passed as an ordinary resolution.

By Order of the Board of Director

G.Raghavan

Place: Chennai

Company Secretary

Date: 10.08.2018

DIRECTOR'S REPORT

To

The Members

Mid Valley Entertainment Limited

Your Directors present their Twenty Ninth Report of the Company together with the Audited Statement for the year ended 31st March, 2018:

FINANCIAL RESULTS

(Figs. In Rupees)

PARTICULARS	AS ON 31.3.2018	AS ON 31.3.2017
Total Income	0	0
Profit/(Loss) Before Taxation	(7,99,46,459)	(5,48,63,395)
Less: Provision for Taxation	0	0
Add/(Less) :Provision For Deferred Taxation	0	0
Less: Income Tax of earlier Year	0	0
Net profit/(Loss) after Tax	(7,99,46,459)	(5,48,63,395)

BUSINESS & PERFORMANCE:

During the year there was no operations, resulting net loss before tax (PBT) of Rs. 7,99,46,459 for the year.

FUTURE PROSPECTS:

Our Business:

- Content; Content and Content
- We have started aggregating content
- We will place content in any medium or platform
- We will expand internationally, as we have no language or geography limitation

Project - **World TV**

- Any where i.e any place
- Any time (on demand and non liener)
- Any medium (TV/mobile/cinema screens/OOH)
- Any delivery (Catv/ip/Cellular)

We would like to let you know that we will first in the world to implement this project.

Consumers through

- Cable TV
- Internet providers (set top box/dongle)
- Mobile (as app – OTT)

The Company has entered into in-principle Memorandum of Understanding with Delinet Broadband Private Limited, for creating content delivery infrastructure for implementing IPTV and other convergent services using CATV infrastructure on 06.06.2018 on certain terms and conditions.

SHARE CAPITAL: