



30TH ANNUAL REPORT
2018-2019

MIDVALLEY ENTERTAINMENT LIMITED
THIRTIETH (30) ANNUAL REPORT - FY2018 - 2019

CORPORATE INFORMATION

Board of Directors

Mr. Homa samanthvika - - Independent Director
(Resigned as on 18.10.2019)

Mr. Kamalnayan Executive Director

Mr. Bramanandan Non-Executive Independent Director
(appointed as on 18.10.2019)

Mr. Vijay Kochar Non-Executive Independent Director
(appointed as on 14.11.2019)

Mr. Gopalaswamy Raghavan

Ms. Ganapati Lalita

Chief Financial Officer Mr.Pandian

Company Secretary Mr.G.Raghava:

Statutory Auditors:

Lakshmi Narayanan

Vivekanandan Associates

Murugesan Naicker Complex,
No.81, Greams Road, Chennai-600006
Chennai – 600 002

Registrars & Share Transfer Agents**M/s.Cameo Corporate Services Limited**

Subramanian Building, No.1, Club House Road

Phone: 28460390 (5 Lines), 40020700,

E-mail: investor@cameoindia.com **Website:** www.cameoindia.com

Stock Exchanges

BSE Limited

Registered Office

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

Phone: +91 44-28211119 **Fax:** +91 -44-28212829

Website: info@mvel.co.in

Investor Relations Email ID: contact@midvalley.in

Corporate Identity Number

L85110TN1989PLC062297

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting of the members of the Company will be held on Thursday, 12th, December 2019 at 11.00 AM at ASHA NIVAS No. 9, Rutland Gate 5th Street, Chennai-600 006.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the company for the financial year ended 31st March 2019, the balance sheet as at that date and the reports of the auditors and directors thereon.
2. – **Appointment of Mr. Kamalnayan as a Director liable to retire by rotation**

To re-appoint Mr. Kamalnayan (DIN [01972938](#)) who retires by rotation, and being eligible, offers himself for reappointment”

SPECIAL BUSINESS:-

3. **Appointment of Mr. Bramamnandan as Independent Director and Additional Director.**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bramanandan, (DIN: 07949849), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Regulations, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a term (First) of five consecutive years, with effect from 18.10.2019 and whose office shall not be liable to retire by rotation.”

"FURTHER RESOLVED THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution.”

4. **Appointment of Mr. Vijay Kochar as Independent Director**

5.

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vijay Kochar, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Regulations, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a term (First) of five consecutive years, with effect from 12.11.2019 and whose office shall not be liable to retire by rotation.”

"FURTHER RESOLVED THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

By order of the Board of Director

Kamalnayan

Director

Place: Chennai

Date: 12/11/2019

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 30th 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 Monday, 02nd December 2019 to Wednesday, 11th December 2019 (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 Act, 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) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts in respect of the special business under Item No.3 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.2 of the Notice, are also annexed.
- i) 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 2018 – 19 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.
- j) 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, Cameo Corporate Services Limited, Subramanian Building, No.1 Club House Road, Chennai 600002, Ph No.28460390, quoting their Folio Number (s).
- k) 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.
- l) 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.
- m) All documents referred to in the accompanying Notice and the explanatory statement 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.
- n) 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.
- o) Profile of directors seeking re-appointment is provided in the report on corporate governance, which forms an integral part of this annual report.
- p) Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund.

The Company does not have any unpaid dividends which are due for transfer to the Investor Education and Protection Fund as on 31st March 2019.

Voting through electronic means:

1) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (LODR) Regulations 2015, the Company could not provide the e-voting facility to the members since the demat data could not be got activated from the depositories through RTA. Hence voting by ballot paper at the AGM venue is only arranged.

Voting through Postal Ballot at the venue:

2) Members can attend the meeting either in person or proxy and can vote either in person or through proxy.

3) Those who have casted vote through postal ballot cannot vote at the meeting but can attend and participate in the meeting.

4) The manner of voting for Members being present in the AGM will be on “proportion principle” i.e. one share one vote unlike one person one vote principle as on record date of 19th September 2019.

5) Mr. Vijayragavan, advocate has been appointed as the Scrutinizer to scrutinize the Ballot voting process (non-e-voting) at the AGM in a fair and transparent manner.

6) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the AGM.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and shall make, not later than 48hrs of the conclusion

1) of the AGM, a scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

2) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

3) Route Map showing directions to reach the venue of the 30th AGM is as under:

Director

Particulars of Directors	Mr.Kamalnayan
Date of Birth	14/06/1971
Date of Appointment	01/07/2011
Qualifications	Graduate
Expertise in specific functional areas	Business
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	1.Meenu Hometec Limited. 2.V2K Build Tech Private limited. 3.Dolariel Financial Service Limited 4.Saimira Aditum Technologies Limited

Particulars of Directors	Mr.Bramanandan
Date of Birth	17//03/1967
Date of Appointment	30/09/2019
Qualifications	Graduate
Expertise in specific functional areas	Business
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	1.Essar Teleholdings Limited – Director. 2.Hemalite Products Private Limited – Director. 3. Imperiao Procurement Services Limited – Director. 4.Thirumulai Marketing Private Limited – Director. 5. Damini Jewels Private Limited – Director. 6.Imperial Consultants and Securities Limited – Additional Director. 7.Aaradhana Realities Limited – Director. 8.Vajresh Consultants Limited – Director.

Particulars of Directors	Mr.Vijay Kochar
Date of Birth	13/11/1981
Date of Appointment	12/11/2019
Qualifications	Graduate
Expertise in specific functional areas	Business
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	NIL

Place: Chennai
Date: 12/11/2019
Kamalnayan

By Order of the Board

Director

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3&4:-

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 20.03.2019 has appointed Mr.Bramanandam and Mr.Vijay Kochar as Additional Directors (Independent) subject to approval of shareholders for a period of five years w.e.f.as contained in the resolution (First term).

The proposed appointees are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as a Directors. The Company has also received declaration from Mr.Bramanandam and Mr.Vijay Kochar that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) In the opinion of the Board the above Directors fulfil the conditions for appointment as an Independent Director as specified in the act and the listing regulations.