



**GV Films Limited**

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CIN : L92490MH1989PLC238780

Corporate Office:

521/5, Anna Salai, Nandanam, Chennai - 600 035.

☎ 044 2431 5541 / 044 2341 5542

✉ cfo.gvfilms@gmail.com

7<sup>th</sup> September, 2021

To,  
The Manager,  
Bombay Stock Exchange Ltd,  
Corporate Relationship Dept,  
25th Floor, Sir P.J.Towers,  
Dalal Street, Mumbai 400001.

**Sub: Notice of AGM along with Annual Report for the financial year 2020-21**

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. We attach herewith the Notice of AGM along with Annual Report of the Company for the financial year 2020-21.

This is for your information and record.

**For G.V. Films Limited**

**Dr.ISHARI GANESH KADHIRVELAN**  
**DIRECTOR**  
**DIN: 00269445**

**Place: Chennai**

# **GV** Films Ltd.

Annual Report

**2020 - 2021**



**Directors**  
**Mr. Ishari Ganesh Kadhivelan**  
Chairman & Director  
**Mrs. Arthi**  
Director  
**Ms. Vithika Balagiri**  
Director (upto 07.07.2021)  
**Mr. Kamala Kannan Ashwin Kumar**  
Independent Director  
**Mr. Nirmal Anraj Gadhiya**  
Independent Director (from 31.07.2020)  
**Mrs. Rohini Vacher**  
Independent Director (from 31.07.2020)  
**Mrs. Nithya Kalyani**  
Independent Director (upto 31.07.2020)  
**Mr. Magesh Kumar Pasupathy**  
Independent Director (upto 31.07.2020)  
**Mr. Balakumar Vethagiri Giri**  
Chief Executive Officer & Director (from 07.07.2021)  
**Mr. V.S. Natarajan**  
Chief Financial Officer  
**Mr. Viswanathan Sridhar**  
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 32<sup>nd</sup> Annual General Meeting of the Company will be conducted through Video Conferencing [“VC”] / Other Audio Visual Means [“OAVM”] on Monday 30th September 2021 at 3.00 P.M.

## NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of G.V. Films Limited will be held on Thursday the 30<sup>th</sup> day of September 2021 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, 2021 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, 2021 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**:

- (i) “RESOLVED THAT the audited standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, laid before the members, be and are hereby considered and adopted.”
- (ii) “RESOLVED THAT the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon, laid before the members, be and are hereby considered and adopted.”

#### 2. Appointment of Mr. Ishari Ganesh Kadhivelan (DIN: 00269445) 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, Mr. Ishari Ganesh Kadhivelan (DIN: 00269445), who retires by rotation at this Meeting, and being eligible, offers himself for reappointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

#### 3. Appointment of Mr. Balakumar Vethagiri Giri (DIN: 01735497) as a Director of the Company

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

“RESOLVED THAT 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. Balakumar Vethagiri Giri (DIN: 01735497), who was appointed as an Additional Director of the Company with effect from July 07, 2021 pursuant to section 161(1) of the Act and as per Articles of Association of the Company and the Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of directors 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. 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 the 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

Place: Chennai  
Date: 06.09.2021

-Sd-

**Viswanathan Sridhar**  
Company Secretary

**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 No. 3 and 4 given above as special business in the forthcoming AGM.
2. In view of the massive outbreak of COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to the Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13<sup>th</sup> April 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May 2020, and clarification circular No. 02/2021 dated 13<sup>th</sup> January 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("Listing Regulations"), physical attendance of the Members is not required at a common venue and AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM 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 2020-21 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 2020-21 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
  - i) [cameo@cameoindia.com](mailto:cameo@cameoindia.com) or
  - ii) [invester@cameoindia.com](mailto:invester@cameoindia.com) or
  - iii) [www.cameoindia.com](http://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.
  - iv) Members holding shares in dematerialized mode are requested to contact to their respective Depository Participant ("DP") to register/update their email address.

- v) Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 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 32nd AGM without any restriction on account of first-come first-served principle.
- vi) 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](mailto: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 2020-21 and the Notice of the AGM electronically.
- vii) 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](http://www.evotingindia.com).
- viii) 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.
- ix) 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, 2020, 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.
- x) 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](mailto:cameo@cameoindia.com); [invester@cameoindia.com](mailto:invester@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.
- xi) 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.
- xii) 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).
- xiii) Since the AGM will be held through VC in accordance with the Circulars, the route map is not annexed to this Notice.
- xiv) **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 23<sup>rd</sup>, 2021 may obtain the login details in the manner as mentioned below.
- xv) Instructions for members for remote e-Voting:**
- i. The remote e-voting period begins on September 27<sup>th</sup>, 2021 from 9.00 A.M. and ends on September 29<sup>th</sup> 2021 at 5.00 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 23<sup>rd</sup>, 2021 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for members holding shares in demat as well as physical mode).</p> <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>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<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.
- xx) 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.
- xvii) 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)



**xviii) 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



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 32nd Annual General Meeting:

**Item No. 3 - Appointment of Mr. Balakumar Vethagiri Giri (DIN 01735497) as a Director of the Company**  
The Board has appointed Mr. Balakumar Vethagiri Giri (DIN 01735497), as an Additional Director in the capacity of Professional and Non-Executive Director of the Company with effect from July 07, 2021 pursuant to section 161 of the Companies Act, 2013 ("Act"). Mr. Balakumar Vethagiri Giri holds the office up to the date of the ensuing Annual General Meeting of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the members for the appointment of Mr. Balakumar Vethagiri Giri as a Director of the Company, being liable to retire by rotation.

Mr. Balakumar Vethagiri Giri is interested in the Ordinary Resolution set out at Item No. 3 with respect to his appointment. Same 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 Ordinary Resolution set out at Item No. 3 of the Notice except to the extent of their shareholdings.

Copy of letter of appointment of Mr. Balakumar Vethagiri Giri as a 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. Balakumar Vethagiri Giri pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 is annexed to this Notice.

**Item No. 4 - 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 in Mumbai, Maharashtra 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 approval of the Shareholders was obtained at Annual General meeting of the Company held on 28th September, 2020 to shift the Registered Office of the Company from Mumbai in the State of Maharashtra to Chennai in the State of Tamil

Nadu. However due to certain unavoidable and exceptional circumstances, the Company couldn't initiate the procedure for shifting of Registered office of the Company. As the validity of Shareholders approval going to expire soon, hence the board seeking approval of shareholders again.

The shifting of Registered Office from the 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 the Mumbai in the State of Maharashtra to Chennai in the State of Tamil Nadu and consequently for altering Clause II of the MOA and AOA.

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.

The Board recommends the resolution under Item No. 4 for approval of the members as a Special Resolution.

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

By the order of the Board of  
Directors  
For G.V. Films Limited  
-Sd-  
**Viwanathan Sridhar**  
Company Secretary

Place: Chennai  
Date: 06.09.2021

## ANNEXURE

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

Name	BALAKUMAR VETHAGIRI GIRI	ISHARI GANESH KADHIRVELAN
Din	01735497	00269445
Date Of Birth	01/08/1955	07/10/1966
Qualification	B.A	M.Com., BL., Ph.D., M.B.A., University of Madras Dept of Politics & Public Administration
Nature Of Expertise	Well known personality in South Indian and Bollywood Film Industry having an experience of more than 40 years. He has produced quite a few successful films in Hindi & Marathi.	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 Ware housing.
Relationship Between Directors	Nil	Spouse of Mrs. Isari Ganesh - Arthi
Directorship in other Public Companies (Excluding Section 8 Companies and other Foreign Companies)	GV NEW MEDIA TECHNOLOGIES LIMITED	1) VELS FILM INTERNATIONAL LIMITED 2) GV STUDIO CITY LIMITED
Membership in Committee of Other Public Companies (Includes only Audit and Shareholders Relationship Committee)	Nil	Nil
Shareholding Of Director (No. of Shares)	182022749	182060000

## DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 32<sup>nd</sup> Annual Report together with Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2021.

### 1. FINANCIAL HIGHLIGHTS :

The highlights of the financial results of the Company for the year ended 31.03.2021 as compared with the previous year are as follows:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	For the year ended 31.03.2021	For the year ended 31.03.2020	For the Year ended 31.03.2021	For the Year ended 31.03.2020
Revenue from operation		1,062.50	23.77	1,201.01
Profit before Interest, Depreciation & Tax	(52.61)	(13.65)	(77.35)	92.31
Less: Finance costs	49.62	48.76	69.77	68.27
Profit/(Loss) before Depreciation & Tax	(102.23)	(62.41)	(147.12)	24.04
Less: Depreciation & Amortization expenses	7.09	6.42	60.99	37.14
Profit(Loss) before Taxation	(109.32)	(68.83)	(208.11)	(13.10)
Tax Expenses	-	-	1.74	(41.73)
<b>Profit for the Year</b>	<b>(109.32)</b>	<b>(68.83)</b>	<b>(209.85)</b>	<b>28.63</b>
Other comprehensive Income for the Year, net of tax	-	-	-	-
Total comprehensive income for the year net of tax	(109.32)	(68.83)	(209.85)	28.63
Add: Balance in Profit & Loss Account	(15,722.27)	(15,653.44)	(16,438.09)	(16,466.72)
Profit Available for Appropriation	(109.32)	(68.83)	(209.85)	28.63
General Reserve				
Dividend	-	-	-	-
<b>Closing Balance</b>	<b>(15,831.59)</b>	<b>(15,722.27)</b>	<b>(16,647.94)</b>	<b>(16,438.09)</b>

### 2. PERFORMANCE REVIEW

During the year under review the company has not generated any operational Revenue. During the year the business is affected due to lockdown and pandemic and the management is looking at and considering various avenues and opportunities in near future to revive and establish the business.

### 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 not raised its share capital and stands as 91,46,27,833 shares of Re.1/- each.

### 5. FINANCIAL STATEMENTS

Your Company prepares its financial statements in compliance with the requirements of Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter as notified under Section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. Further, in the financial statement for the year ending March 31, 2021, the financial statements for the previous year ended March 31, 2020 and the Balance Sheet as at March 31, 2020, have been prepared and presented as per Ind AS. The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which have been measured at fair value. The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lakhs, except when otherwise indicated. The estimates and judgments relating to the financial statements are made on a prudent basis so as to reflect in a true and fair manner, the form and substance of the underlying transactions and to reasonably present the state of affairs as on March 31, 2021.

### 6. CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statements of the Company and its subsidiaries have been prepared in accordance with the provisions of the Companies Act, 2013 ("the Act") read with the Companies (Accounts) Rules, 2014, applicable Accounting Standards and the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("SEBI LODR Regulations") and it forms part of the Annual Report. Pursuant to Section 129 (3) of the Act, a statement containing the salient features of the financial statements of the subsidiary company for the F.Y. 2020-21 is attached to the Financial Statements for the F.Y. 2020-21 in Form AOC-1. The Company will make available the said financial statements and related detailed information of the subsidiary company upon request by any member of the Company.

### 7. COVID-19

The COVID-19 outbreak isn't just a massive pandemic that the world worries about; it presents elevated levels of risk for global economies as well. Financial year 2020-21 was one of the most challenging years for the Indian economy, which faced several headwinds from a slowdown in domestic and global growth, and geopolitical uncertainties. The management has

exercised due care, in concluding significant accounting judgments and estimates, inter alia, recoverability of receivables, impairment assessment of financial and non-financial assets, reliability of inventory and accordingly noted to have significant impact on its financial statements.

#### **8. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

During the year under review, the Company has no material changes or commitments affecting the financial position of the company.

#### **9. SUBSIDIARY COMPANY**

In accordance with the provision to sub section (3) of Section 129 of the Companies Act, 2013 (Act), the salient features of the financial Statement of the subsidiary Company G V 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.

#### **10. 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.

#### **11. DIRECTORS**

##### **a. Induction**

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 Mr. Nirmal Anraj Gadhiya and Mrs. Rohini Vacher were appointed as an Independent Directors of the Company to hold office for a term of upto five (5) consecutive years with effect from July 31, 2020 to July 30, 2025, not 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. Ishari Ganesh Kadhivelan retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment

Further Pursuant to the provisions of the Companies Act, 2013, Mr. Balakumar Vethagiri Giri is appointed as an Additional Director. Now the said Director is seeking to be appointed as Professional and Non-Executive Director of the Company, being liable to retire by rotation.

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.

##### **c. Resignations**

During the year under review, Mr. Pasupathy Mageshkumar (DIN: 03593734) and Mrs. Nithya Kalyani (DIN: 03593732) tendered their resignation as a Non-Executive and Independent director of the Company with effect from the close of business hours on 31st July 2021 due to their various commitments.

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

#### **13. KEY MANAGERIAL PERSONNEL**

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel (KMP) of the Company are Mr. Balakumar Vethagiri Giri, Chief Executive Officer CEO; Mr. Vadakantara Subramaniam Natarajan, Chief Financial Officer (CFO) and Mr. Viswanathan Sridhar, Company Secretary (CS).

#### **14. RELATED PARTY TRANSACTION**

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

#### **15. RISK MANAGEMENT**

The audit committee has robust process in place to identify key risks across the organization and prioritize relevant action plans to mitigate these risks. It 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. The Internal Auditor of the Company prepares quarterly risk analysis reports which are reviewed and discussed in the Audit Committee Meetings

#### **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 where ever applicable.

#### **17. PUBLIC DEPOSITS**

Your Company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 and, as such, no amount of principal or interest on public deposits was outstanding as of the Balance Sheet date.

#### **18. PREVENTION OF SEXUAL HARASSMENT**

Your Company has complied with the provisions relating to the constitution of the Internal Complaints Committee under The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. The said Committee has been set up to redress complaints received regarding sexual harassment at the workplace. During the year under review, the Company has not received any complaints on sexual harassment and no complaints were pending to be resolved as on March 31, 2021.

#### **19. STATUTORY COMPLIANCES**

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

#### **20. MANAGEMENT DISCUSSION AND ANALYSIS**

In terms of the provisions of Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the Management Discussion and Analysis is set out in the Annual Report.

#### **21. CORPORATE GOVERNANCE**

We strive to maintain high standards of Corporate Governance in all our interactions with our stakeholders. The Company has conformed to the Corporate Governance code as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on Corporate Governance along with a certificate from the auditors confirming the level of compliance is attached and forms part of the Board's 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**

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. 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.

The criteria for performance evaluation of the Board included aspects like Board composition and structure; effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like the composition of Committees, effectiveness of committee meetings etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairperson was also evaluated on the key aspects of his role.

#### **25. STATUTORY 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) was appointed as statutory auditors of the Company from the conclusion of Annual General Meeting (i.e 30th) till the conclusion of 35th AGM to be held in the year 2024.

#### **26. AUDITOR'S REPORT**

The Statutory Auditor has provided qualified opinion in audit report and justification for the same is mentioned in independent auditor's report both standalone and consolidated financial statement for the year ended 31.03.2021.

**27. Board's Reply to Auditor's Qualification:** 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.

#### **28. SECRETARIAL AUDIT REPORT**

The Secretarial Auditor has issued the Secretarial Audit Report for the financial year 2020-21 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, however disclosed about the orders passed by SEBI against the Company during the year under review.

#### **29. SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively.

#### **30. INTERNAL CONTROL SYSTEMS**

The Company has laid down certain guidelines, processes and structure, which enables implementation of appropriate internal financial controls across the organization. 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 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.

#### **31. POLICY**

##### **A) WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

The Company has adopted a Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The policy safeguards the whistle blowers to report concerns or grievances and also

provides direct access to the Chairman of the Audit Committee.

##### **B) 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.

##### **C) CORPORATE SOCIAL RESPONSIBILITY (CSR)**

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

#### **32. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in the Annual Report.

#### **33. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY**

During the year under review, The Deputy General Manger (DGM) of the Investigations Department-19 wing of the Securities and Exchange Board of India (SEBI) vide Show Cause Notice (SCN) in SCN No SEBI/HO/IVD/ID19/VA/OW/P/2020/0000013285/2 dated August 17th 2020 alleged, based on the interim order passed by SEBI on the 1st of September 2017 and the findings of the Forensic Audit Report that the Company has violated Provisions of Section 12(A)(a),(b) and (c) and Section 11(2)(i) and 11(2)(ia) of the SEBI Act 1992, Regulations 3(b), (c) and (d) and Regulations 4(1) and 4(2) (f) and (r) of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (PFUTP), Regulations 4(1)(a),(b),(c),(e),(g), 4(2)(f) (ii)(6)&(7), 4(2)(f)(iii) (3),(6) and (12), Regulation 17(8) read with Part B of Schedule II, Regulation 33(2)(a) and Regulation 48 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) Regulations read with Section 21 of SCRA, 1956.

The Company filed a settlement application with SEBI in respect of Show cause notice dated August 17, 2020 and we also filed a compounding application for the same offenses with the ROC Mumbai. However, the settlement application was rejected by SEBI on account of the Company not having paid the penalty in respect of the GDR transaction from 2007 by the Securities Appellate Tribunal. Therefore SEBI initiated recovery proceedings and froze the bank account of the Company. Soon after, the penalty of Rs. 25 Lakhs was paid as imposed by SEBI and the freeze was lifted. Following this, the Company has refilled the settlement application and the same is being processed by the Settlement Division of SEBI.

Further The Company received on 08.02.2021 an order u/s 37 of FEMA from the Enforcement Directorate requesting details and documents with respect to the GDR transaction which took place in 2007. The Company has submitted whatever information was available from the existing records.

#### **34. EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return in Form MGT-9 pursuant to Section 92 (3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed as "Annexure C" to this Report

#### **35. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO**

Since the Company is not a manufacturing company, the disclosure related to conservation of energy and technology absorption is not applicable. 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.

#### **36. DIRECTORS' RESPONSIBILITY STATEMENT**

Based upon the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors, and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively during the financial year 2020-21.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. 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;
- b. 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 31<sup>st</sup> March 2021 and of the profit and loss of the Company for that period;
- c. 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;

- d. the Directors had prepared the annual accounts on a going concern basis; and
- e. 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;

- f. 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.

#### **37. 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.

#### **38. HUMAN RESOURCE & INDUSTRIAL RELATIONS**

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## Annexure A

### 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 G.V. FILMS Limited.

“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 there under (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 person.
  - 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 there under (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.

8.2 Removal of Senior Management Personnel and Other Employees has been delegated to the Managing Director.

#### **9. POLICY RELATING TO THE REMUNERATION FOR THE DIRECTOR AND KMP**

9.1 The remuneration/ compensation/ commission etc. to Directors (including Managing Director/Whole-time Director) and their remuneration will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the approval of the shareholders of the Company and Central Government, wherever required.

9.2 The remuneration and commission to be paid to Directors shall be as per the statutory provisions of the Act, and the rules made there under for the time being in force.

9.3 Increments to the existing remuneration/ compensation structure payable to Directors may be recommended by the Committee to the Board which should be approved by the shareholders, and where the range of remuneration has been approved, the remuneration should be within such range or slabs.

9.4 Where any insurance is taken by the Company on behalf of its Directors and Senior Management Personnel for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

9.5 Remuneration to Directors (other than Independent Directors):

9.5.1 Fixed pay:

9.5.1.1 Directors (excluding Independent Directors) shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Act, and the rules made there under for the time being in force and subject to approval of the Central Government if salary payable is not within limits prescribed.

9.5.1.2 The break-up of the pay scale and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

9.5.1.3 KMPs (other than Directors) Senior Management Personnel and employees shall be eligible to monthly remuneration and quantum of perquisite including employer's contribution to Provident Fund, pension scheme, medical expenses etc. as per internal guidelines of the Company.

9.5.1.4 Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Directors (excluding Independent Directors) in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the prior approval of the Central Government.

**10. Remuneration to Independent Director:**

10.1 Remuneration/ Commission:

The remuneration/ commission shall be in accordance with the statutory provisions of the Act, and the rules made there under for the time being in force.

10.2 Sitting Fees:

The Non-Executive/ Independent Director may receive remuneration by way of fees for attending meetings of Board or its committee. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

10.3 Remuneration to Senior Management Personnel:

The remuneration payable to Senior Management Personnel shall be determined in accordance with internal guidelines of the Company.

**11. DISCLOSURE OF INFORMATION**

Disclosures required under applicable laws and accounting standards regarding the remuneration paid by the Company shall be made in the financial statements of the Company.

**12. AMENDMENT**

Any change in this Policy shall, on recommendation of the Committee, be approved by the Board of the Company. The Board shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,

M/S. G.V.FILMS LIMITED

408, SAGAR AVENUE, 54B,

S.V. ROAD, ANDHERI-WEST

MUMBAI – 400058

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S. G.V. FILMS LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March 2021** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March 2021**, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment,

- Overseas Direct Investment and External Commercial Borrowings;(FEMA);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ( SAST)
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (PIT)
  - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 ('LODR');
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018; **(Not relevant / applicable during the year under review)**
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not relevant / applicable during the year under review)**
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not relevant / applicable during the year under review)** and
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not relevant / applicable during the year under review)**
- vi. and there was no other law that was specifically applicable to the Company, considering the nature of its business. Hence, the requirement to report on compliance with specific laws does not arise. I have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards issued by the Institute of Company Secretaries of India.
  - ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange(s).
  - iii. Codes and Policies adopted by the Company.
- I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for

compliance under other applicable acts, laws and regulations to the Company.

During the financial year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. as mentioned above except to the extent as mentioned below:

The Company has received the Show Cause Notice(SCN) in SCN No SEBI/HO/IVD/ID19/VA/OW/P/2020/0000013285/2 dated August 17th 2020 alleged, based on the interim order passed by SEBI on the 1st of September 2017. The Company filed a settlement application with SEBI which was rejected by SEBI on account of the Company not having paid the penalty of Rs. 25 lakhs + interest that was levied in respect of the GDR transaction from 2007 by the Securities Appellate Tribunal. Afterwards, the Company has paid the penalty of Rs. 25 Lakhs as imposed by the SEBI and the freeze was lifted and the Company has refilled the settlement application and the same is being processed by the Settlement Division of SEBI.

Further note that the Company has received an order u/s 37 of FEMA from the Enforcement Directorate on 08.02.2021 requesting details and documents with respect to the GDR transaction which took place in 2007. The Company has submitted whatever information was available from the existing records.

Further note that SEBI passed the order against the Company vide Adjudication Order No. ORDER/PM/RR/2019-20/6630-6635 dated 29<sup>th</sup> January 2020 and imposed penalty of Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) u/s. 15 HA of the SEBI Act, 1992, and Section 23E of SCRA, 1956 for violation of provisions of Section 12A(a), (b) and (c) of SEBI Act, 1992 read with Regulations 3(a), (b), (c) & (d), 4(1), 4(2) (f), (k) and (r) of SEBI PFUTP Regulations, 2003, Section 21 of SCRA, 1956 read with Clause 36(7) of the Listing Agreement.

Further note that BSE Ltd under Regulation 29(2)/29(3) - Delay in furnishing prior intimation about the meeting of the board of directors, Fine was imposed. And the Company has clarified about non-compliance and requested for waiver of fine imposed. The same was considered by the BSE and subsequently the fine was waived off

Further note that BSE Ltd under Regulation 23 (9) - Non-compliance with disclosure of related party transactions on consolidated basis, Fine was imposed. And the Company has clarified about non-compliance and requested for waiver of fine imposed. The same was considered by the BSE and subsequently the fine was waived off.

I have not examined compliance with applicable Financial Laws, like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company were carried out with requisite majority.
- Based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department duly signed by the department head and Compliance Certificate(s) of the Managing Director/ Company Secretary/CFO taken on record by the Board of Directors of the Company, in my opinion adequate system and process exists in the company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.
- During the financial year under review, no specific events/actions having a major bearing on the affairs of the Company in pursuance of any of the above referred laws, rules, regulations, guidelines standards etc.

This report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this report.

Place: Chennai  
Date: 27.08.2021

For Sunil Kumar Dixit  
(Company Secretaries)  
-Sd-  
**CS SUNIL KUMAR DIXIT**  
Proprietor  
CP No-23342  
P.R. No. 1448 / 2021  
UDIN: A026388C000848110

**ANNEXURE – I**

To,  
The Members,  
M/S. G.V.FILMS LIMITED  
408, SAGAR AVENUE, 54B,  
S.V. ROAD, ANDHERI-WEST  
MUMBAI - 400058

My report of even date is to be read along with this letter.

1. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the various compliances but the maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. I have obtained necessary management representation about the compliance of various laws, correctness of information shared and happening of events, wherever required.
5. Compliance with respect to the filings of various reports, returns, forms, certificates and documents under the various statutes as mentioned in our report is the responsibility of the management of the Company. My examination was limited to checking the execution and timeliness of filing and I have not verified the contents of such reports, returns, forms, certificates etc.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company

Place: Chennai  
Date: 27.08.2021

For Sunil Kumar Dixit  
(Company Secretaries)  
-Sd-  
**CS SUNIL KUMAR DIXIT**  
Proprietor  
CP No-23342 / P.R. No. 1448 / 2021  
UDIN: A026388C000848110

**ANNEXURE C**

FORM NO MGT-9

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31, 2021

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014

**I. REGISTRATION AND OTHER DETAILS**

CIN : L92490MH1989PLC238780

Name of the Company : GV Films Limited

Category/ Sub- Category of the Company : Company Limited by Shares

**Address of the Registered Office and Contact details:** 408, Sagar Avenue, 54B, S.V. Road, Andheri West, Mumbai, MH - 400 058.  
Mail : cs.gvfilms@gmail.com

Whether Listed Company : Yes

**Name, Address and contact details of Registrar and Transfer Agent, if Any :**

M/s. Cameo Corporate Services Ltd.  
Subramaniam Building, V-Floor, No. 1,  
Club House Road, Chennai – 600 002,  
Tel No. 044-28460390

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Sl. No.	Name and Description of Services	NIC Code of the Service	% Turnover of the Company
1	Media & entertainment	591	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associates	% Shares held	Applicable Section
GV STUDIO CITY LTD No 521/5, 2nd Floor, Anna Salai, Nandanam Chennai-600035	U92490TN2007PLC064155	Subsidiary	100%	2(87)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(i) Category-wise Share Holding**

Name of the Company	: G V FILMS NEW FV RE 1/-
Face Value	: 1 /-
Paidup Shares as on 01-Apr-2020	: 914627833
Paidup Shares as on 31-Mar-2021	: 914627833
For the Period From	: 01-Apr-2020
To	: 31-Mar-2021

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
1.	INDIAN									
a.	INDIVIDUALS/HINDU UNDIVIDED FAMILY	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	FINANCIAL INSTITUTIONS/BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(1)	0	0	0	0.0000	0	0	0	0.0000	0.0000
2.	FOREIGN									
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
B.	PUBLIC SHAREHOLDING									
1.	INSTITUTIONS									
I.	FPI (INDIVIDUAL) CATEGORY II-	0	0	0	0.0000	0	0	0	0.0000	0.0000
a.	MUTUAL FUNDS/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	FINANCIAL INSTITUTIONS/BANKS	702500	100	702600	0.0768	702950	100	703050	0.0768	0.0000
c.	CENTRAL GOVERNMENT/STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	FOREIGN INSTITUTIONAL INVESTORS	0	16492833	16492833	1.8032	0	16492833	16492833	1.8032	0.0000
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	ANY OTHER									
	SUB - TOTAL (B)(1)	702500	16492933	17195433	1.8800	702950	16492933	17195883	1.8800	0.0000
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	5926587	260150	6186737	0.6764	4728028	260150	4988178	0.5453	-0.1310
b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	202320439	1471717	203792156	22.2814	198379979	1471617	199851596	21.8505	-0.4308
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	304075641	0	304075641	33.2458	309358227	0	309358227	33.8233	0.5775
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER									
	CLEARING MEMBERS	89093	0	89093	0.0097	491269	0	491269	0.0537	0.0439
	DIRECTORS AND THEIR RELATIVES	364132749	0	364132749	39.8121	364132749	0	364132749	39.8121	0.0000
	HINDU UNDIVIDED FAMILIES	17092459	0	17092459	1.8687	16572679	0	16572679	1.8119	-0.0568
	NON RESIDENT INDIANS	2058154	100	2058254	0.2250	2031841	100	2031941	0.2221	-0.0028
	OVERSEAS CORPORATE BODIES	0	11	11	0.0000	0	11	11	0.0000	0.0000
	TRUSTS	5300	0	5300	0.0005	5300	0	5300	0.0005	0.0000
		383377755	111	383377866	41.9162	383233838	111	383233949	41.9005	-0.0157
	SUB - TOTAL (B)(2)	895700422	1731978	897432400	98.1199	895700072	1731878	897431950	98.1199	-0.0000
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	896402922	18224911	914627833	100.0000	896403022	18224811	914627833	100.0000	0.0000
	TOTAL (A)+(B)	896402922	18224911	914627833	100.0000	896403022	18224811	914627833	100.0000	0.0000
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	GRAND TOTAL (A)+(B)+(C)	896402922	18224911	914627833	100.0000	896403022	18224811	914627833	100.0000	0.0000

ii. Share holding of Promoters NIL

Name of the Company : GV Films New FV Re. 1/-

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% chaning in share holding during the year	FOLIO / DP -CL-ID	PAN	Pledged of shares at the end of the year
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to to total shares				
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil



iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No	Name of the Share Holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the Company		
	Nil	Nil	Nil	Nil	Nil	Nil	Nil

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Name of the Company : G V FILMS NEW FV RE 1/-							
Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Share holding during the year		FOLIO/ DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	MAHADEVAN GANESH						
	At the beginning of the year 01-Apr-2020	182000000	19.8988	182000000	19.8988	IN30037810156410	AEAPG4537Q
	At the end of the Year 31-Mar-2021	182000000	19.8988	182000000	19.8988		
2	PETER BECK & PARTNER VERMOGENSVERWALTUNG GMBH						
	At the beginning of the year 01-Apr-2020	16492833	1.8032	16492833	1.8032	'00091830	
	At the end of the Year 31-Mar-2021	16492833	1.8032	16492833	1.8032		
3	G.V.SRINIVASANJT1 : S.R.LAKSHMI						
	At the beginning of the year 01-Apr-2020	15470841	1.6914	15470841	1.6914	IN30243720076725	AFPPS5370F
	At the end of the Year 31-Mar-2021	15470841	1.6914	15470841	1.6914		
4	LAKSHMI S RJT1 : SRINIVASAN G V						
	At the beginning of the year 01-Apr-2020	5913974	0.6465	5913974	0.6465	IN30163740347134	AAOPL6375P
	Purchase 13-Nov-2020	94581	0.0103	6008555	0.6569		
	Purchase 20-Nov-2020	93016	0.0101	6101571	0.6671		
	Purchase 27-Nov-2020	356967	0.0390	6458538	0.7061		
	Purchase 04-Dec-2020	120000	0.0131	6578538	0.7192		
	Purchase 08-Jan-2021	100000	0.0109	6678538	0.7301		
	Purchase 15-Jan-2021	535399	0.0585	7213937	0.7887		
	Purchase 22-Jan-2021	301	0.0000	7214238	0.7887		
	Purchase 19-Feb-2021	295424	0.0322	7509662	0.8210		
	Purchase 26-Feb-2021	393508	0.0430	7903170	0.8640		
	Purchase 05-Mar-2021	498804	0.0545	8401974	0.9186		
	Purchase 19-Mar-2021	2500	0.0002	8404474	0.9188		
	At the end of the Year 31-Mar-2021	8404474	0.9188	8404474	0.9188		
5	K MURALI						
	At the beginning of the year 01-Apr-2020	4853939	0.5307	4853939	0.5307	1202230000119677	AMDPM9637N
	Purchase 12-Jun-2020	146061	0.0159	5000000	0.5466		
	At the end of the Year 31-Mar-2021	5000000	0.5466	5000000	0.5466		
	HAVING SAME PAN						
5	K MURALI .						
	At the beginning of the year 01-Apr-2020	4	0.0000	4	0.0000	1203350001188954	AMDPM9637N
	At the end of the Year 31-Mar-2021	4	0.0000	4	0.0000		
6	BETHALAM BAPIRAJU						
	At the beginning of the year 01-Apr-2020	3211656	0.3511	3211656	0.3511	IN30102220435190	ALIPB4711B
	At the end of the Year 31-Mar-2021	3211656	0.3511	3211656	0.3511		
7	U PRADEEP KUMAR						
	At the beginning of the year 01-Apr-2020	2535027	0.2771	2535027	0.2771	IN30108022571883	AHTPP1239J

**GV Films Ltd**

	Purchase 19-Jun-2020	90000	0.0098	2625027	0.2870		
	Sale 19-Mar-2021	-81092	0.0088	2543935	0.2781		
	At the end of the Year 31-Mar-2021	2543935	0.2781	2543935	0.2781		
8	GOPAL DAS SONKIA						
	At the beginning of the year 01-Apr-2020	2532430	0.2768	2532430	0.2768	'1201370000267557	ADRPK5823F
	At the end of the Year 31-Mar-2021	2532430	0.2768	2532430	0.2768		
	HAVING SAME PAN						
8	GOPAL DAS SONKIA						
	At the beginning of the year 01-Apr-2020	55000	0.0060	55000	0.0060	'1203230000064543	BJQPS9676A
	At the end of the Year 31-Mar-2021	55000	0.0060	55000	0.0060		
9	RAKESH K						
	At the beginning of the year 01-Apr-2020	2086783	0.2281	2086783	0.2281	'1208160014202103	ALAPR7508M
	Purchase 24-Apr-2020	5151	0.0005	2091934	0.2287		
	Purchase 01-May-2020	33081	0.0036	2125015	0.2323		
	Sale 08-May-2020	-5015	0.0005	2120000	0.2317		
	Sale 15-May-2020	-312085	0.0341	1807915	0.1976		
	Sale 22-May-2020	-577915	0.0631	1230000	0.1344		
	Sale 29-May-2020	-1230000	0.1344	0	0.0000		
	At the end of the Year 31-Mar-2021	0	0.0000	0	0.0000		
10	KAMAL NORANGLAL PODARJT1 : VANDANA KAMAL PODAR						
	At the beginning of the year 01-Apr-2020	1955023	0.2137	1955023	0.2137	'1202300000231076	AABPP2792F
	At the end of the Year 31-Mar-2021	1955023	0.2137	1955023	0.2137		
	NEW TOP 10 AS ON (31-Mar-2021)						
11	BETHALAM LALITHA						
	At the beginning of the year 01-Apr-2020	1857400	0.2030	1857400	0.2030	'IN30316510010873	ALJPB4596J
	At the end of the Year 31-Mar-2021	1857400	0.2030	1857400	0.2030		
	HAVING SAME PAN						
11	BETHALAM LALITHA						
	At the beginning of the year 01-Apr-2020	352200	0.0385	352200	0.0385	'IN30102220435124	ALJPB4596J
	At the end of the Year 31-Mar-2021	352200	0.0385	352200	0.0385		

**(v) Shareholding of Directors and Key Managerial Personnel :**

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Share holding during the year		FOLIO/ DP_CL_ID	PAN
		shares	No of shares of the company	No. of shares	% of total shares of the company		
1	ISHARI K GANESH						
	At the beginning of the year 01-Apr-2020	182060000	19.9053	182060000	19.9053	'1203840001605256	AAAPI4538D
	At the end of the Year 31-Mar-2021	182060000	19.9053	182060000	19.9053		
2	BALAKUMAR VETHAGIRI GIRI						
	At the beginning of the year 01-Apr-2020	182022749	19.9012	182022749	19.9012	'1206440000012323	AADPG2683A
	At the end of the Year 31-Mar-2021	182022749	19.9012	182022749	19.9012		
3	ARTHI GANESH						
	At the beginning of the year 01-Apr-2020	50000	0.0054	50000	0.0054	'1203840001606908	AANPG0641E
	At the end of the Year 31-Mar-2021	50000	0.0054	50000	0.0054		

**V. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT: NIL**

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

- Remuneration to Managing Director: NIL
- Remuneration to other Directors: NIL
- Remuneration to Key Managerial Personnel

	Name	Designation	Remuneration
1.	Mr. Balakumar Vethagiri Giri	CEO	Nil
2.	Mrs. Parvinder Kaur (Upto October 2021)	CS	Rs. 3,50,000
3.	Mr. Viswanathan Sridhar (From March 2021)	CS	Rs. 70,000
4.	Mr. Vedakantarai Subramanian Natarajan	CFO	Nil

#### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

The Deputy General Manger (DGM) of the Investigations Department-19 wing of the Securities and Exchange Board of India (SEBI) vide Show Cause Notice (SCN) in SCN No SEBI/HO/IVD/ID19/VA/OW/P/2020/0000013285/2 dated August 17th 2020 alleged, based on the interim order passed by SEBI on the 1st of September 2017 and the findings of the Forensic Audit Report that the Company has violated Provisions of Section 12(A)(a),(b) and (c) and Section 11(2)(i) and 11(2)(ia) of the SEBI Act 1992, Regulations 3(b), (c) and (d) and Regulations 4(1) and 4(2) (f) and (r) of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (PFUTP), Regulations 4(1)(a),(b),(c),(e),(g), 4(2)(f)(ii)(6)&(7), 4(2)(f)(iii)(3), (6) and (12), Regulation 17(8) read with Part B of Schedule II, Regulation 33(2)(a) and Regulation 48 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) Regulations read with Section 21 of SCRA, 1956.

The Company filed a settlement application with SEBI in respect of Show cause notice dated August 17, 2020 and we also filed a compounding application for the same offenses with the ROC Mumbai. However, the settlement application was rejected by SEBI on account of the Company not having paid the penalty in respect of the GDR transaction from 2007 by the Securities Appellate Tribunal. Therefore SEBI initiated recovery proceedings and froze the bank account of the Company. Soon after, the penalty of Rs. 25 Lakhs was paid as imposed by SEBI and the freeze was lifted. Following this, the Company has refilled the settlement application and the same is being processed by the Settlement Division of SEBI.

Further The Company received on 08.02.2021 an order u/s 37 of FEMA from the Enforcement Directorate requesting details and documents with respect to the GDR transaction which took place in 2007. The Company has submitted whatever information was available from the existing records.

## MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is as under:

#### INDUSTRY STRUCTURE AND DEVELOPMENTS

Last year was a challenging year for the world economy as well as the Indian economy. While the world was already reeling from the lower output and slow GDP growth, a global health crisis further dampened world economic activity towards the end of the financial year.

The year 2020 was a challenging year. The world economy was hit by a great disruption unleashed by the Covid'19 pandemic. The pandemic spread every corner of the world, infecting more than 90 million and killing more than 2.8 million people worldwide. For several months, uncertainties and panic paralyzed most economic activities in both developed and developing economies. World GDP contracted by approximately 3.5 percent in 2020.

Indian Economy During the financial year 2020-21 Indian economy contracted by 7.3% which was a snowballing result of nationwide lock down imposed by the Central and State Governments to control spread of COVID 19 pandemic, which halted most of the economic activities and caused huge number of job losses with unemployment level rising to almost 14%. Lower disposable income in hands of people meant decline in consumption and lower demand for consumption led products. Much against the expectations the second wave of the pandemic also turned out to be severe, however the economic impact of the second wave is not likely to be very large. The outlook though remains highly uncertain. It is expected that once the second wave wanes there will be a V shaped recovery with prospects for robust growth in consumption and investments on the back of massive vaccination drive undertaken by the government

The Government of India has started lifting the lockdown from the beginning of June 2020 in phases. However, the decision on re-starting of Cinemas will be taken in the third phase after assessing the situation in the initial phases. Production of new content for Cinemas had also stopped on account for the lockdown. Once Cinemas are allowed to re-open, there will be short term challenges and the road to recovery will be slow but it is expected that the Exhibition industry will bounce back to full strength over time.

**MARKET DYNAMICS**

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making significant strides. Proving its resilience to the world, Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenue. According to a FICCI-EY report, the advertising to GDP ratio is expected to reach 0.4% by 2025 from 0.38% in 2019.

Indian Media & Entertainment (M & E) has de grown by almost 24% to INR 1.38 trillion in the year 2020. The M & E sector was one of the worst impacted sector by the global pandemic COVID 19 on account of discretionary nature of spend on this sector. While India’s GDP fell by about 8% in the year 2020 M & E sector fell 3 times the GDP by 24%.

On the positive side the M & E industry is expected to grow by 25% in the year 2021 reaching aggregate revenue of INR 1.73 trillion. The sector is expected to achieve a CAGR of 17% to reach INR 2.23 trillion by the year 2023

**GOVERNMENT INITIATIVES**

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to Fastrack the recommendations on broad casting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai.

The Indian and Canadian Government have signed an audio-visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

In June 2021, the Union Ministry of Information and Broadcasting notified the Cable Television Network (Amendment) Rules, 2021, which aims to establish a three-layer statutory mechanism for citizens to raise grievances with respect to broadcasted content.

As part of the expansion to include all digital platforms and digital (OTT) players under a single roof, in May 2021, the Indian Broadcasting Foundation (IBF) announced the move to be renamed as the Indian Broadcasting and Digital Foundation (IBDF).

FDI in all film-related activities such as film financing, production, distribution, exhibition, marketing etc. is permitted up to 100% for all companies under the automatic route

**OPPORTUNITES, THREATS**

The opportunities observed are based on the trends noticed in the past couple of years, which continues to be relevant: some of the key ones are:

Some of the risks and treats the company exposed to are:

Opportunities	Threats
Digitisation	Piracy risk
Regional Market	Production risk
Overseas Theatricals	Spiralling Cost
Growth in demand for films	Competition in films

Availability of all kinds of entertainment content on smartphone apps, rising data consumption due to cheap data cost, faster networks, more subscriptions for internet, OTT Platforms and digital content platforms have thrown up huge opportunities of growth for the industry.

**SEGMENT-WISE OR PRODUCT WISE PERFORMANCE:**

The Company has a single operating segment, namely, ‘Production, processing and editing of films’, and the information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of performance focuses on this operating segment.

**OUTLOOK, RISKS AND CONCERNS**

During the year under review is going to be a very challenging year for the Company as Cinemas across the country have temporarily shut down due to the COVID-19 pandemic. The Government of India has ordered a phase-wise re-opening of economic activities outside COVID-19 containment zones from the beginning of June 2020. However, the decision to reopen Cinemas will be taken by the Central Government and respective State Governments depending on how the situation develops after reopening in the initial phases. Even when Cinemas are re-opened, it will take time for the viewers to return to cinemas due to fear in mind about pandemic. Availability of new content will be another factor as the production of movies has also been suspended during this lockdown. We hope revival in production of movies and Theatrical business.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company has regular internal audit system covering all key processes and has in place adequate internal control.

**DISCUSSION ON FINANCIAL ANALYSIS**

The company’s financial performance is discussed in detail under the heading “review of operation “in Director’s Report.

**HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATION**

Your Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

**CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis and the annual report describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations in India and other countries. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting the domestic market, in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors and unforeseen circumstances.

References : Media Reports, Press Releases, Press Information Bureau, Department for Promotion of Industry and Internal Trade (DPIIT), KPMG report –India's digital future, IMF, IBEF Press information Bureau, GOI, FICCI – EY Report.

**REPORT ON CORPORATE GOVERNANCE****A. Compliance on Mandatory Requirements****1. Company's Philosophy on Corporate Governance**

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the Organization.

G.V. Films Limited continues to uphold its commitment to adhere to high standards of Corporate Governance. Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness. Your Company strives to ensure transparency in all its operations, make disclosures and comply with various laws and regulations.

**2. Board of Directors**

The Company has Board of Directors ("Board") with varied management expertise. The Board's roles, functions, responsibilities and accountabilities are known to them due to their vast experience. All statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the shareholders.

**2.1 Composition:**

Your Company has a balanced Board, comprising executive and non-executive directors. The non-executive directors include independent professionals. Executive Directors includes the Managing Director.

S. No	Name of the Director	Status i.e. Executive, Non-Executive or Non-Executive Independent	Member in Board of the other Public Companies	No of Membership Chairmanship of committees of other companies
1.	Mr. Ishari Ganesh Kadhivelan	Non – Executive	None	None
2.	Mr. Kamala Kannan Ashwin kumar	Non –Executive Independent	None	None
3.	Mrs. Arthi	Non –Executive	None	None
4.	Ms. Vithika Bala Giri	Non –Executive	None	None
5.	Mr. Nirmal Anraj Gadhiya	Non –Executive Independent	None	None
6.	Mrs. Rohini Vacher	Non –Executive Independent	None	None

**2.2. Board Meetings:**

Sl No.	Date of Board Meeting	Board Strength	No of Directors Present
1.	30.05.2020	6	6
2.	31.07.2020	8	8
3.	31.08.2020	8	6
4.	14.09.2020	6	6
5.	15.09.2020	6	6
6.	13.11.2020	6	6
7.	13.02.2021	6	6
8.	25.03.2021	6	6

**2.3. Attendance at Board Meeting and AGM**

Director	No. of Board Meetings attended	Attendance at last AGM
Mr. Ishari Ganesh Kadhivelan	8	Yes
Mr. Kamala Kannan Ashwin kumar	8	YES
Mrs. Arthi	8	NO
Ms. Vithika Bala Giri	8	Yes
Mr. Nirmal Anraj Gadhiya	7	YES
Mrs. Rohini Vacher	7	YES
Mr. Magesh Kumar Pasupathy (Resigned on 31 <sup>st</sup> July 2020)	2	NO
Ms. Nithya Kalyani (Resigned on 31 <sup>st</sup> July 2020)	2	NO

**2.2 Code of Conduct**

The Company has in place a Code of Business Conduct and Ethics for Members of the Board and Senior Management Personnel (the Code) approved by the Board. The Board of Directors has adopted and laid down the Code of Conduct for all Directors and Senior Management Personnel, which comprises of members of Management one level below the Executive Director.

The Code has also been displayed on the Company's website [www.gvfilms.in](http://www.gvfilms.in).

The members of the Board and Senior Management personnel have affirmed the compliance with the Code during the year ended on 31st March, 2021. The Annual Report of the Company contains a declaration by the Managing Director in terms of Para D of Schedule V of the SEBI Listing Regulations based on the compliance declarations received from the Board Members and Senior Management.

**2.5 Performance of Evaluation**

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.

i. 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.

ii. 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.

iii. Evaluation of KMP and Senior Management Personnel Criteria for evaluating performance of KMP (other than Directors) has been delegated to the Chairman of the Board.

iv. The evaluation performance of Senior Management and Employees shall be delegated to the Personnel Department of the Company.

**2.6 Induction Programme conducted for Independent Directors**

The Independent Directors immediately on appointment are issued a formal letter of appointment and a kit briefing their rights, roles and responsibilities, and the Business overview of the Company, policies etc. The Chairman of the Company, brief the Director individually on the industry and businesses of the Company, prior to their appointment available on the Company's website [www.gvfilms.in](http://www.gvfilms.in).

**3. Board Committee**

The Board has constituted four Committees namely Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration committee, Stakeholders Relationship/Grievance Committee.

**3.1 Audit Committee**

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting

**A. Qualified and Independent Audit Committee**

The Company complies with Section 177 of the Act as well as requirements under SEBI Listing Regulations pertaining to the Audit Committee. The Audit Committee, as on 31st March, 2021, consists of three members and all three members

are Independent Non-Executive Director. All members of the Committee are financially literate and having the requisite financial management expertise.

**B. Terms of Reference**

The broad terms of reference of the Audit Committee are to interact with the internal and Statutory Auditors, overseeing the Company’s financial reporting process and review with the management the annual financial statements before submitting to the Board and includes:

- Oversight of the Company’s financial reporting process and the disclosure of its financial information.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by them.
- Reviewing with the management, the annual financial statements and auditor’s report thereon.
- Matters required being included in the Director’s Responsibility Statement to be included in the Board’s Report.
- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management.
- Compliance with listing and other legal requirements relating to financial statements.
- Approval of the related party transactions as per policy of the Company.
- Review and monitor the auditor’s independence and performance, and effectiveness of audit process.
- Scrutiny of inter-corporate loans and investments.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of statutory and internal auditor(s) and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including frequency of internal audit.
- Discussion with internal auditor(s) of any significant findings and follow up there on.

- Reviewing the findings of any internal observations by the internal auditor(s) into matters where there is irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To review the functioning of the Vigil Mechanism.
- Management discussion and analysis of financial condition and results of operations.

**C. Composition**

The Audit Committee was reconstituted on 31.08.2020 with the following members respectively:

Sl. No.	Name of the Member	Chairman/ member
1.	Mr. Kamala Kannan Ashwin kumar	Chairman
2.	Mr. Nirmal Anraj Gadhiya	Member
3.	Ms. Rohini Vacher	Member

**D. Meeting and Attendance**

During the year, five Audit Committee Meetings were held. The number of meetings held during the year are given below:

Sl. No.	Date	Committee strength	No. of members present
1.	30.05.2020	3	3
2.	31.07.2020	3	3
3.	14.09.2020	3	3
4.	14.11.2020	3	3
5.	13.02.2021	3	3

Attendance of Audit Committee Meeting during the year are given below:

Sl. No.	Name of the Member	No. of Meetings attended
1.	Mr. Kamala Kannan Ashwin kumar	5
2.	Ms. Nirmal Anraj Gadhiya	3
3.	Ms. Rohini Vacher	3
4.	Mr. Magesh Kumar Pasupathy	2
5.	Ms. Vithika Bala Giri	2

The Company Secretary of the Company acted as Secretary to the Committee.

**3.2 Nomination & Remuneration Committee**

**A. Composition & Meeting**

The Nomination & Remuneration Committee was reconstituted on 31.8.2020 with the following members respectively:

Sl. No.	Name of the Member	Chairman/ member
1.	Mr. Kamala Kannan Ashwin kumar	Chairman
2.	Ms. Vithika Bala Giri	Member
3.	Ms. Rohini Vacher	Member

The committee met on 30.05.2020 during the year under review and all the members are present at the said meeting

The Company Secretary of the Company acted as Secretary to the Committee

#### B. Terms of Reference

The Terms of reference of Nomination and Remuneration Committee, inter-alia, includes:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every Directors' performance.
- Formulation of the criteria for determining qualifications, positive attributes and independence of the Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Retaining, motivating and promoting talent amongst the employees and ensuring long term sustainability of talented SMP by creation of competitive advantage through a structured talent review.
- Formulate, amend and administer stock options plans and grant stock options to Managing / Whole Time Director(s) and employees of the Company if any.
- Delegate any of its power/ function as the Committee deems appropriate to Senior Management of the Company as and when required.
- Consider other matters, as from time to time be referred to it by the Board.

#### C. Remuneration Policy:

Non-Executive directors are remunerated by way of sitting fees only. The Company does not pay any remuneration by way of salary, perquisites and allowances to the Managing Director / Executive Director during the year under review.

Details of Remuneration paid to the Directors are as under: None of the Directors had drawn any remuneration during the year in view of

continuing losses incurred by the Company. During the year the Non executive Directors have neither drawn any remuneration nor paid any sitting fee for attending the Board Meetings.

### 3.3 Stakeholders Relationship/Grievance Committee A. Composition & Meeting

The Committee consists of the following members:

Sl. No.	Name of the Member	Chairman/ Member
1.	Mrs. Arthi	Chairman
2.	Ms. Vithika Bala Giri	Member
3.	Mr. Kamala Kannan Ashwin Kumar	Member

The Committee met 30.05.2020 during the year under review.

The Company Secretary of the Company acted as secretary to the Committee.

#### B. Terms of Reference

The Terms of reference of Nomination and Remuneration Committee, inter-alia, includes:

- To consider and resolve the grievances of security holders of the Company.
- To approve applications for transfer, transmission, transposition of shares and mutation of share certificates including issue of duplicate certificates, split, subdivision or consolidation of certificates and to deal with all related matters.
- The Committee will oversee the performance of the Registrars and Share Transfer Agents of the Company.
- Such other matters as may from time to time be required by any statutory or regulatory authority to be attended by the Committee.
- Consider other matters, as from time to time be referred to it by the Board.

#### 4. Disclosures

- During the year, there were no materially significant transactions with related parties that may have potential conflict with the interests of the Company at large.
- During the year, there were no non-compliances, penalties, and strictures by stock exchange/SEBI/Structures Authorities on any matter related to Capital Markets.
- During the year, there were no pecuniary relationships or transaction with Non-Executive Directors.



## 5. General Body Meetings

Details of Annual General Meetings (AGMs):

AGMs	Date of AGMs	Location	Time
2017-18	05.09.2018	Mayors Hall, All India Institute of Local Self Govt. Sthanikraj Bhavan, CD Barfiwala Marg Juhu Lane, Andheri West, Mumbai - 400058.	4.00 pm
2018-19	27.09.2019	Mayors Hall, All India Institute of Local Self Govt. Sthanikraj Bhavan, CD Barfiwala Marg Juhu Lane, Andheri West, Mumbai - 400058.	4.00 pm
2019-20	28.09.2020	No Venue as the meeting is conducted through Video Conferencing ["VC"] / Other Audio Visual Means ["OAVM"]	3.00 pm

Details of Special resolutions passed at previous three AGMs:

- AGM on 05.09.2018, for the year 2018-2019 – None
- AGM on 27.09.2019, for the year 2019-2020 – None
- AGM on 28.09.2020, for the year 2020-2021 – 3Items
  - a) Appointment of Mr. Nirmal Anraj Gadhiya (DIN: 00678742), as an Independent Director of the Company.
  - b) Appointment of Mrs. Rohini Vacher (DIN 08814457), as an Independent Director of the Company.
  - c) Shifting of Registered Office of the Company from Mumbai in the State of Maharashtra to Chennai in the State of Tamil Nadu.

## 6. Postal Ballot

During the year under review, no resolution was put through by Postal Ballot.

## 7. Appointment / Reappointment of Directors

Profiles of the Directors seeking appointment/re-appointment at the AGM, pursuant to LODR have been given in the Notice of 32<sup>nd</sup> AGM.

## 8. Risk Management

The Company has Risk Management Policy to mitigate the risks. The Company manages and monitors the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Internal Auditor of the Company prepares quarterly risk analysis reports which are

reviewed and discussed in the Audit Committee Meetings.

## 9. Means of Communication:

**Quarterly Results:** Quarterly results are approved and taken on record by the Board of Directors of the Company within Forty Five days of the close of the relevant quarter and approved results are forthwith sent to the Stock Exchange where the Company's shares are listed. The results are published in the proforma prescribed, in widely circulated newspapers both English and vernacular.

- Which newspapers normally published in: Free Press Journal – English newspaper, Navashakti – Marathi Newspaper;
- Any Website where displayed: Yes, www.gvfilms.in
- Whether presentation made to Institutional Investors or to analysts: Yes, only on request.

## 10. General Shareholder Information

### I. Annual General Meeting -

Date : 30<sup>th</sup> September 2021, Thursday

Time : 3.00 P.M.

Venue : No Venue as the meeting is going to be get conducted through Video Conferencing ["VC"] / Other Audio Visual Means ["OAVM"]

Financial Year: 1st April, 2020 to 31st March, 2021

### II. Financial Calendar (Tentative) for the year 2021-22 (Compliance of Regulation 33 of LODR)

Period ended	Financial Reporting
30 <sup>th</sup> June, 2021	15 <sup>th</sup> September 2021
30 <sup>th</sup> September, 2021	15 <sup>th</sup> November, 2021
31 <sup>st</sup> December, 2021	15 <sup>th</sup> February, 2022
31 <sup>st</sup> March, 2022	30th May, 2022

Date of Book Closure : 24<sup>th</sup> September 2021 to 30<sup>th</sup> September 2021 (both days inclusive)

### III. Listing on Stock Exchanges:

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400 001  
Scrip Code / Stock symbol 523277

### IV. Corporate Identification Number (CIN) of the Company: L92490MH1989PLC238780

## 11. Stock Code

BSE Limited : 523277  
Phiroze Jeejeebhoy Towers Dalal Street,  
Mumbai-400 001

ISIN of the Company : INE395B01048

**12. Depository Connectivity :**

Category	No. of Holders	Total Positions	% of holdings
PHYSICAL	9241	18224811	01.9926%
NSDL	53862	386199769	42.2248%
CDSL	39527	510203253	55.7826%
TOTAL	102630	914627833	100.00%

Total Holders : 101115 after Merging of First Holder PAN

**13. Stock Market Price Data:**

Month	Bombay Stock Exchange Limited (BSE) in	
	High	Low
April, 2020	0.32	0.23
May, 2020	0.29	0.22
June, 2020	0.40	0.24
July, 2020	0.50	0.38
August, 2020	0.43	0.29
September, 2020	0.35	0.28
October, 2020	0.32	0.25
November, 2020	0.30	0.26
December, 2020	0.44	0.27
January, 2021	0.52	0.36
February, 2021	0.45	0.36
March, 2021	0.43	0.35

**14. Registrar & Transfer Agent (RTA)**

M/s. Cameo Corporate Services Ltd.  
Subramaniam Building, V-Floor, No. 1,  
Club House Road, Chennai – 600 002  
Tel No. 044-28460395  
Email: narasimhan@cameoindia.com

**15. Share Transfer System:**

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2020, except in case of request received for transmission or transposition of securities. All the requests received from shareholders for transmission etc. are processed by the Share Transfer Agent of the Company within the stipulated time as prescribed in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or in any other applicable law.

**16. (a) Distribution of Shareholding Pattern as on 31st March, 2021**

Category	No. of share holders	No. of Shares	% of shares
Individuals	98548	509207823	55.68
FI/Bank	6	703050	00.08
FII	1	16492833	01.80
NRI	241	2031941	00.22

Corporate Body	444	4988178	00.55
Clearing Member	43	491269	00.05
Trusts	2	5300	00.00
Directors & Relatives	3	364132749	39.81
Others	1827	16574690	01.81
Total	101115	914627833	100.00

**(b) Distribution of Shareholding According to Distribution of Equity Shares held as at 31st March, 2021 (as per Cameo report)**

Category	No. of share holders	% of share holders	Total Shares	Total amount	% of Total Amt
1-5000	94714	92.2868	81531443	81531443	8.9141
5001-10000	3917	3.8166	30956688	30956688	3.3846
10001-20000	1941	1.8912	28480473	28480473	3.1138
20001-30000	725	0.7064	18315973	18315973	2.0025
30001-40000	311	0.3030	10951374	10951374	1.1973
40001-50000	270	0.2631	12762464	12762464	1.3953
50001-100000	400	0.3897	29547742	29547742	3.2305
100001- And Above	352	0.3429	702081676	702081676	76.7614
Total :	102630	100.0000	914627833	914627833	100.0000

**17. Dematerialization of shares and liquidity:**

89,64,03,022 shares have been dematerialized as on 31.03.2021 out of 91,46,27,833 constituting 98.00% of the total shares.

**18. Address for Correspondence :**

408, SAGAR AVENUE, 54B, S.V. ROAD,  
ANDHERI-WEST  
MUMBAI, MH – 400 058  
TEL: 022 - 2613 5910  
Mail Id: cs.gvfilms@gmail.com

**19. Shareholders Queries:**

M/s. Cameo Corporate Services Ltd.  
Subramaniam Building, V-Floor,  
No. 1, Club House Road, Chennai – 600 002  
Tel No:-044-28460390

Mail Id : narasimhan@cameoindia.com

The Registrars can be contacted between 10.00 a.m. and 4.00 p.m. on working days (Monday to Friday).

**20. Share Transfer System:**

Shares in physical form, for transfer, should be lodged at the office of the Company's Registrar and share transfer agent, Cameo Corporate Services Ltd, Chennai at the address given above. The transfers are processed if technically found to be in order and complete in all respects. As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialization form.

**21. Compliance of Non Mandatory Requirements**

- **Chairman of the Board:** Mr. Ishari Ganesh Kadhivelan is the chairman of the Board
- **Board Procedure:** Members of the Board are provided with the requisite information mentioned in the LODR well before the meeting and the same are considered and decisions are taken.

All the directors who are on various committees are within the permissible limits of the LODR. These directors have intimated from time to time about their membership in the various committees in other companies, if any.

**CEO & CFO CERTIFICATION**

**AS STIPULATED UNDER REGULATION 17(8) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,2015.**

The Board of Directors,  
**G.V. Films Ltd.,**  
**Mumbai.**

We, Balakumar Vethagiri Giri, Chief Executive Officer and Vadakantarai Subramaniam Natarajan, Chief Financial Officer of G.V. Films Limited to the best of our knowledge and belief certify that:

- A) We have reviewed the financial statements and cash flow statement for the year ended 31<sup>st</sup> March 2021 and that to the best of our knowledge and belief
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C) We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems

pertaining to financial reporting. Deficiency in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

- D) We have indicated
1. Significant change in internal control over financial reporting during the year under reference if any; Nil
  2. Significant changes in accounting policies during the year requiring disclosure in the notes of the financial statements if any; Nil and
  3. Instances of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting if any; Nil

-sd-  
**Balakumar**  
**VethagiriGiri**  
CEO

-sd-  
**Vadakantarai**  
**Subramaniam Natarajan**  
CFO

Place : Chennai  
Date : 06.09.2021

**DECLARATION ON CODE OF CONDUCT**

On the basis of the written declarations received from members of the Board and Senior Management Personnel in terms of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, it is hereby certified that both the Members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company as laid down by the Board for the year ended 31st March 2021.

- Sd-  
**ISHARI GANESH KADHIRVELAN**  
Director (DIN 00269445)

Place : Chennai,  
Date : 06.09.2021

**PRACTICING COMPANY SECRETARY'S CERTIFICATE  
REGARDING COMPLIANCE  
OF CONDITIONS OF CORPORATE GOVERNANCE**

To  
The Members,  
G.V. Films Limited

I have examined the compliance of conditions of Corporate Governance by M/S. **G.V. FILMS LIMITED** ("the Company") having CIN: **L92490MH1989PLC238780** and having registered office at 408, Sagar Avenue, 54b, S.V. Road, Andheri-West Mumbai, Mumbai City, Maharashtra – 400058 for the year ended on **March 31, 2021**, as stipulated in Schedule V and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["the Regulations"] as amended from time to time.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representation made by the directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable provisions of the Regulations.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Sunil Kumar Dixit  
(Company Secretaries)

-Sd-  
**SUNIL KUMAR DIXIT**

Place : Chennai  
Date : 27.08.2021

Proprietor  
CP No-23342  
P.R. No. 1448/2021  
UDIN:A026388C000848165

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS  
(Pursuant to Regulation 34(3) and Schedule V para  
C clause (10) (i) of the SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015)**

To  
The Members,  
**G.V. FILMS LIMITED**  
**408, SAGAR AVENUE, 54B, S.V. ROAD,**  
**ANDHERI-WEST MUMBAI, MUMBAI CITY,**  
**MAHARASHTRA - 400058 IN.**

I hereby certify that, in my opinion, none of the Directors on the Board of M/S. **G.V. Films Limited**, (hereinafter referred to as 'the Company') CIN: **L92490MH1989PLC238780** and having registered office at 408, Sagar Avenue, 54b, S.V. Road, Andheri-West Mumbai, Mumbai City, Maharashtra - 400058 as on 31<sup>st</sup> March 2021, as listed below, have been debarred or disqualified from being appointed or continuing as directors of companies, by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs, Government of India (MCA).

Sr. No.	Name of Director	DIN	Date of appointment in Company	Date of cessation in Company
1	Ishari Ganesh Kadhivelan	00269445	23/06/2017	-
2	Arthi	00568101	23/06/2017	-
3	Kamala Kannan Ashwin Kumar	03447494	21/02/2017	-
4	Nirmal Anraj Gadhya	00678742	31/07/2020	-
5	Rohini Vacher	08814457	31/07/2020	-
6	Vithika Bala Giri	08166422	26/06/2018	07/07/2021

I am issuing this certificate based on the following, which to the best of my knowledge and belief were considered necessary in this regard.

1. My verification of the information relating to the Directors available on the official website of the Ministry of Corporate Affairs: and
2. My verification of the disclosures / declarations / confirmations provided by the said Directors to the Company and other relevant information, explanation and representations provided by the Company, its officers and agents.

I wish to state that the management of the Company is responsible to ensure the eligibility of a person for appointment / continuation as a Director on the Board of the Company. My responsibility is to express an opinion on this based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness of the Corporate Governance processes followed by the management of the Company.

For Sunil Kumar Dixit  
(Company Secretaries)

-Sd-  
**SUNIL KUMAR DIXIT**

Place : Chennai  
Date : 27.08.2021

Proprietor  
C.P. No. 23342  
P.R. No. 1448/2021  
UDIN: A026388C000848143

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

## Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	GV Studio City Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	Rs. 1505.00 Lakhs
5.	Reserves & surplus	Rs. (816.39) Lakhs
6.	Total assets	Rs. 1096.48 Lakhs
7.	Total Liabilities	Rs. 1096.48 Lakhs
8.	Investments	NIL
9.	Turnover	Rs. 23.77 Lakhs
10.	Profit before taxation	Rs. (98.80) Lakhs
11.	Provision for taxation	Rs. 1.74 Lakhs
12.	Profit after taxation	Rs. (100.55) Lakhs
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

## Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures : **NOT APPLICABLE**

Name of associates/Joint Ventures

1. Latest audited Balance Sheet Date : NA
2. Shares of Associate /Joint Ventures held by the company on the year end : NA
3. Amount of Investment in Associates/ Joint Venture Extend of Holding % : NA
4. Description of how there is significant influence : NA
5. Reason why the associate/joint venture is not consolidated : NA
6. Net worth attributable to shareholding as per latest audited Balance Sheet : NA
7. Profit/Loss for the year
  - i. Considered in Consolidation,
  - ii. Not Considered in Consolidation

For and on behalf of the Board

-Sd-

Ishari Ganesh Kadhivelan  
Director (DIN 00269445)

-Sd-

Isari Arthi Ganesh  
Director (DIN 00568101)

Date 06.09.2021  
Place : Chennai

## Independent Auditor's Report

To

The Members

GV Films Limited, Mumbai

### Report on the Audit of the Standalone Financial Statements Qualified Opinion

We have audited the accompanying standalone financial statements of GV Films Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, **except for the effect of matters described in the Basis for Qualified Opinion section of our report**, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs of the Company as at 31<sup>st</sup> March 2021, and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

#### Basis for Qualified Opinion

##### **Indian Accounting Standards (IND AS 19) on Employee Benefit:**

The Company has gratuity liability which are in the form of defined benefits obligations. The Company has not made any contributions to Pension and Gratuity Trusts or any other fund based on the percentage of salary towards Gratuity and Pension Liabilities. The Company has not recognized its defined benefit obligations based on the actuarial valuation as stated under IND AS 19. On account of this, we are unable to comment on the correctness and the impact of the cost of employee benefits charged to the Statement of Profit and Loss (including the Other Comprehensive Income) and the disclosures as required by IND AS 19 in the financial statements.

##### **Balance Confirmations:**

We have not received confirmation of balances in respect of trade payables, trade receivables, loans and advances received by the Company, loans and advances made by the Company, stock-in trade, and capital work in progress. The management represented that these balances are realizable/ settled in the ordinary course of business. In the absence of confirmation of balances, we were unable to determine whether any adjustments by way of provision for doubtful debts etc. were necessary at the year end.

Further attention is drawn to the presence of several inoperative bank accounts held by the Company. In the absence of the confirmation of the balances of these account balances and the other bank account balances, we are unable to form an opinion on the correctness of the balances.

##### **Foreign Currency Convertible Bonds:**

Further, attention is drawn to the non-furnishing of, during our audit, the underlying Agreement to the Foreign Currency Convertible Bonds (FCCBs) issued by the Company. The Management has furnished us USD \$65,250/-, the INR equivalent being Rs.47,96,182/- as the interest payable on the FCCBs during the year under audit. In the absence of the production of the Original documents of the FCCBs, we are unable to form an opinion on the correctness of the outstanding balance of the FCCBs and the interest payable thereon.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the following to be the key audit matters to be communicated in our report.

S.No	Key Audit Matter	How was the matter addressed in our Audit
1.	<p><b>Accuracy of recognition, measurement, Presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 “Revenue from Contracts with Customers” (revenue accounting standard)</b> The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>	<p><b>Principal Audit Procedures</b></p> <p>We assessed the Company’s process to identify the impact of adoption of the revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> <li>➤ Evaluated the design of internal controls relating to implementation of the revenue accounting standard.</li> <li>➤ Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.</li> <li>➤ Tested the relevant information technology systems’ access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the revenue accounting standard.</li> </ul>
2.	<p><b>Impact of Covid-19 pandemic on the Company’s operations.</b></p>	<p>We assessed the Company’s process to identify, assess, and respond to risks of material misstatement considering the uncertainties and the impact of Covid-19 pandemic on the Company’s operations and results for the year under consideration. We have designed, performed procedures and modified previously planned audit procedures as a result of the necessity for carrying out part of the audit procedures remotely, including verification of the source and completeness of data provided for audit. This includes performing alternative audit procedures to obtain audit comfort in respect of significant account balances for recognition, measurement and disclosures. We specifically discussed the impact of COVID-19 with the management and critically challenged the key assumptions and their reasonableness in making such key accounting estimates. We have considered management’s adjustments or disclosures which includes the impact of the changes in the environment on the recognition and measurement of account balances and transactions in the financial statements or other specific disclosures.</p>

**Other Matters**

Reference is drawn to Note No.28 of the Financial Statement detailing the events culminating in the Order of the Adjudicating Officer of SEBI in Order No:ORDERI/PM/RR/2019-20/6630-6635 dated 29th January 2020 and the further events and remedial actions initiated by the company. Further reference is drawn to Note No. 28 detailing the receipt of Order u/s 37 of FEMA dated 08.02.2021 from the Enforcement Directorate and response initiated by the company.

Our opinion is not modified in respect to the above matter.

**Information other than the financial statements and Auditors' Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone financial statements and our Auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Financial Statements**

The Company's board of directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting

records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

**Auditors' Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or



conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- The Balance Sheet, the Statement of Profit and Loss, including other comprehensive income, statement of changes in equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
  - On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act;
  - With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses a modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements.
    - The Company has made provision, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021.
2. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For M/s CNGSN & ASSOCIATES LLP  
 CHARTERED ACCOUNTANTS  
 Firm Registration No: 004915S/S200036

Place : Chennai  
 Date : 07/07/2021

**K.Parthasarathy**  
 Partner  
 Membership No: 018394  
 UDIN : 21018394AAAAFV3826

## Annexure "A"

### To The Independent Auditors' Report on the Standalone Financial Statements of GV Films Limited for the year ended 31 March 2021

#### Report on the internal financial controls over Financial Reporting under section 143(3)(i) of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of GV Films Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's 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, as required under the Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements,

whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Qualified Opinion

According to the information and explanations given to us and based on our audit, the following weakness has been identified as at 31st March 2021. "The Company's internal control system for obtaining confirmation of balances from outside parties for trade receivable, trade payable and loans and advances, stock -in trade and capital work-in progress, bank confirmations, which could potentially result in existence of uncertainty that may cast significant doubt about the recoverability/settlement of these items."

## GV Films Ltd

A material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial control system over financial reporting and such internal financial controls over financial reporting criteria established by the Company

considering the essential components of the internal control stated in the Guidance Note issued by the ICAI.

We have considered the material weaknesses identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the March 31<sup>st</sup>, 2021 financial statements of the Company and the material weaknesses does affect our opinion on the financial statements of the Company.

For M/s CNGSN & ASSOCIATES LLP  
CHARTERED ACCOUNTANTS  
Firm Registration No: 004915S/S200036

K.Parthasarathy  
Partner

Place : Chennai

Date : 07/07/2021

Membership No: 018394  
UDIN: 21018394AAAAFV3826

### Annexure "B "

#### To The Independent Auditors' Report on the Standalone Financial Statements of GV Films Limited for the year ended 31 March 2021

(Referred to in paragraph 2 under 'Report On Other Legal and Regulatory Requirements'  
section of our report to the Members of GV Films Limited of even date)

- i. In respect of the Company's fixed assets:
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b. The Company has a regular program of physical verification of its fixed assets, by which all fixed assets are verified in a phased manner, which in our opinion, is reasonable having regard to the Size of the company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year and no material discrepancies were noticed on such verification. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. The title deeds of immovable properties included in fixed assets are held in the name of the Company. In respect of immovable properties taken on lease and disclosed as property, plant and equipment in the standalone Ind AS financial statements, the lease agreements are in the name of the Company.
- ii. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The Company has maintained proper records of inventory. The discrepancies noticed on verification between the physical stock and the book records were not material.
- iii. According to information and explanation given to us, the company has granted unsecured loans to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013.
- a. In our opinion, the rate of interest and other terms and conditions of such loans are not prima facie prejudicial to the interest of the company.
- b. In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, where applicable.
- c. In respect of the aforesaid loans, in the cases where the overdue amount is more than ninety days, in our opinion, reasonable steps have been taken by the company for the recovery of the principal amounts and interest, where applicable.
- iv. In our opinion and according to information and explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of sections 185 and section 186 of the Companies Act, 2013.
- v. In our opinion and according to information and explanation given to us, the Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable

vii. a) According to the information and explanations given to us, the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate Authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2021 for a period of more than six months from the date they became payable except the following :

Name of the Statute	Nature of dues	Amount(Rs)
Income Tax Act, 1961	TDS	14,10,148
Municipal Corporation	Professional Tax	68,030
Employee Provident Fund	Employee and Employer Contribution	1,90,018
Employee State Insurance Corporation	Employee and Employer Contribution	21,648
Labour Welfare	Labour Welfare Fund	448
Service Tax	Service Tax Act	3,78,630

b) According to the information and explanations given to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or duty of Customs or duty of Excise or Value added tax which have not been deposited by the Company on account of disputes, except for the following:

Name of the Statute	Nature of dues	Amount(Rs)
Service Tax	Service Tax Act	53,52,586

viii. In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.

ix. Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of Clause 3(ix) of the Order is not applicable to the Company.

x. In our opinion and according to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. In our opinion and according to the information and explanations given to us, the company has not paid any Managerial Remuneration during the years and hence reporting under this clause does not arise.

xii. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.

xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.

xvi. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For M/s CNGSN & ASSOCIATES LLP  
 CHARTERED ACCOUNTANTS  
 Firm Registration No: 004915S/S200036

**K.Parthasarathy**  
 Partner

Place : Chennai  
 Date : 07/07/2021

Membership No: 018394  
 UDIN : 21018394AAAAFV3826

**GV FILMS LIMITED**

Corporate Identity Number (CIN) L92490MH1989PLC238780

Registered Office : 408, Sagar Avenue, 54B, S.V. Road, Andheri West, Mumbai - 400 058

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**BALANCE SHEET AS AT 31st March, 2021**

Particulars	Note No. (Rs.)	As at 31 March, 2021 (Rs.)	As at 31 March 2020
<b>(I) ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, plant and equipments	3(a)	3.27	5.37
(b) Capital Work-in-progress		926.97	926.97
(c) Other intangible assets			
(d) Right-of-use assets	3(b)	10.81	15.80
(e) Financial assets			
(i) Investments	4(a)	1,520.37	1,510.49
(ii) Other financial assets	4(b)	6.82	6.49
(f) Deferred tax assets (net)		11.65	11.65
(g) Other non-current assets	5	1,289.77	1,235.46
<b>Total non-current assets</b>		<b>3,769.65</b>	<b>3,712.22</b>
<b>(2) Current assets</b>			
(a) Inventories	6	3,497.76	3,497.76
(b) Financial assets			
(i) Trade receivables	4(c)	5.00	5.00
(ii) Cash and cash equivalents	4(d)	12.96	12.78
(c) Other current assets	7	85.19	80.18
<b>Total current assets</b>		<b>3,600.91</b>	<b>3,595.72</b>
<b>TOTAL ASSETS</b>		<b>7,370.56</b>	<b>7,307.94</b>
<b>(II) EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	8	9,146.28	9,146.28
(b) Other Equity	9	(6.001.71)	(5.892.38)
<b>Total equity</b>		<b>3,144.56</b>	<b>3,253.90</b>
<b>(2) Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Lease Liabilities		5.77	10.48
(b) Deferred tax liabilities (Net)		-	-
(c) Other non-current liabilities	11	25.02	25.02
<b>Total Non-current liabilities</b>		<b>30.79</b>	<b>35.50</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	10(a)	1,491.14	1,339.45
(ii) Trade payables	12	114.45	127.74
(iii) Other Financial Liabilities	10(b)	2,556.42	2,508.90
(iv) Lease Liabilities		6.00	6.00
(b) Provisions		-	-
(c) Other Current Liabilities	13	27.19	36.45
<b>Total Current Liabilities</b>		<b>4,195.20</b>	<b>4,018.54</b>
<b>Total Liabilities</b>		<b>4,226.00</b>	<b>4,054.04</b>
<b>Total Equity and Liabilities</b>		<b>7,370.56</b>	<b>7,307.94</b>

M/s CNGSN &amp; ASSOCIATES LLP

Chartered Accountants

Firm Registration No. 004915S/S200036

-Sd-

K.Parthasarathy

Partner

M.No. 018394

-Sd-

Balakumar Vethagiri Giri

Chief Executive Officer

PAN. AADPG2683A

-Sd-

Ishari Ganesh Kadirvelan

DIN. 00269445

Director

-Sd-

Ashwinkumar Kamala Kannan

DIN. 03447494

Director

-Sd-

Viswanathan Sridhar

ACS 7218

Company Secretary

Place : Chennai

Date : 7th July 2021

For and on behalf of the Board

**GV FILMS LIMITED**

Corporate Identity Number (CIN) L92490MH1989PLC238780

Registered Office : 408, Sagar Avenue, 54B, S.V. Road, Andheri West, Mumbai - 400 058

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st March, 2021**

Particulars	Note No.	For the Year ended 31 March, 2021 (Rs.)	For the Year ended 31 March 2020 (Rs.)
I Revenue from operations	14	-	1,062.50
II Other Income	15	21.88	(12.23)
III Total Revenue (I + II)		21.88	1,050.27
IV EXPENSES			
Cost of Services	16	-	-
Changes in inventories of finished goods and work-in-progress	17	-	1,000.00
Employee benefit expense	18	10.67	12.83
Finance costs	19	49.62	48.76
Depreciation and amortisation expense	20	7.09	6.42
Other expenses	21	63.83	51.08
Total Expenses (IV)		131.20	1,119.10
V Profit before exception items and tax (III - IV)		(109.32)	(68.83)
VI Exceptional Items		-	-
VII Profit after exception items and before tax (V - VI)		(109.32)	(68.83)
VIII Tax Expense			
(a) Current tax		-	-
(b) Adjustment of Current tax relating of prior periods		-	-
(c) Deferred tax		-	-
Total tax expense		-	-
IX Profit for the period (V - VI)		(109.32)	(68.83)
X Other comprehensive income			
(i) Items that will not be reclassified to profit or loss - Remeasurements of defined benefit plans		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total Other comprehensive income		-	-
XI Total comprehensive income for the period (VII + VIII)		(109.32)	(68.83)
XII Earnings per equity share (face value of Rs. 10 each)	27		
(1) Basic		(0.01)	(0.01)
(2) Diluted		(0.01)	(0.01)

In terms of our report attached

M/s CNGSN &amp; ASSOCIATES LLP

Chartered Accountants

Firm Registration No. 004915S/S200036

For and on behalf of the Board

-Sd-	-Sd-	-Sd-	-Sd-	-Sd-
K.Parthasarathy	Balakumar Vethagiri Giri	Ishari Ganesh Kadirvelan	Ashwinkumar Kamala Kannan	Viswanathan Sridhar
Partner	Chief Executive Officer	DIN. 00269445	DIN. 03447494	ACS 7218
M.No. 018394	PAN. AADPG2683A	Director	Director	Company Secretary

Place : Chennai

Date : 7th July 2021

**GV FILMS LIMITED**

Corporate Identity Number (CIN) L92490MH1989PLC238780

Registered Office : 408, Sagar Avenue, 54B, S.V. Road, Andheri West, Mumbai - 400 058

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021**

Particulars	For the Year ended	
	As at 31 March, 2021 (Rs.)	As at 31 March 2020 (Rs.)
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before income tax	(109.32)	(68.83)
<b>Adjustments for:</b>		
Depreciation of property plant and equipments and right-of-use of assets / Amortisation	7.09	6.42
Finance Cost	49.62	48.76
Unrealised Foreign Exchange Fluctuation Loss (Gain) --		
Interest Income classified as investing cash flows	(0.33)	(0.31)
Loss/ (Profit) on financial assets carried at fair value through profit and loss	(9.87)	12.54
Write Off of long term loans and advances -		
Reversal of excess provision of Income Tax in previous years -		
Amortisation of expense -	46.50	67.43
<b>Operating Loss before Working capital changes</b>	(62.82)	(1.41)
<b>Changes in Operating assets and liabilities</b>		
(Increase)/ Decrease in Trade receivables	-	115.00
(Increase) in Inventories -		1,000.00
Increase / (Decrease) in trade payables	(13.28)	(1,183.71)
(Increase) / Decrease in Other financial assets	(0.33)	(0.31)
(Increase) / Decrease in Other non-current assets other than capital advances	(54.34)	53.93
(Increase) / Decrease in Other current assets	(5.00)	(12.73)
Increase / (Decrease) in Lease obligations	-	-
Increase / (Decrease) in other non-current liabilities	-	-
Increase / (Decrease) in other financial liabilities	(0.44)	0.29
Increase / (Decrease) in other current liabilities	(9.26)	8.10
<b>Cash (Used in)/Flow from Operating Activities</b>	(82.67)	(19.44)
Income taxes (paid)/ refund received net	(145.49)	(20.85)
<b>NET CASH (USED IN) / FLOW FROM OPERATING ACTIVITIES</b>	(145.49)	(20.85)
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payments for property, plant and equipment --		
Interest from unwinding of Security deposits	0.33	0.31
<b>NET CASH (USED IN) INVESTING ACTIVITIES</b>	0.33	0.31
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Settlement from borrowings (net)	151.70	27.30
Payment of principal portion of lease liabilities	(4.71)	(4.30)
Finance cost	(1.66)	(2.43)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	145.33	20.55
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A + B + C)</b>	0.18	0.00
Cash and Cash Equivalents as at the beginning of the year	12.78	12.78
Cash and Cash Equivalents as at the end of the year	12.96	12.78
<b>Reconciliation of Cash and Cash Equivalents with Balance Sheet</b>		
<b>As at 31st March 2021</b>		<b>As at 31st March 2020</b>
Cash and Bank Balances as per Balance sheet (Refer Note 4d)	12.96	12.78
<b>Total Cash and Cash Equivalents as at the end of the year</b>	12.96	12.78

See accompanying notes forming part of the financial statements

M/s CNGSN &amp; ASSOCIATES LLP

Chartered Accountants

Firm Registration No. 004915S/S200036

For and on behalf of the Board

-Sd-	-Sd-	-Sd-	-Sd-	-Sd-
K.Parthasarathy	Balakumar Vethagiri Giri	Ishari Ganesh Kadirvelan	Ashwinkumar Kamala Kannan	Viswanathan Sridhar
Partner	Chief Executive Officer	DIN. 00269445	DIN. 03447494	ACS 7218
M.No. 018394	PAN. AADPG2683A	Director	Director	Company Secretary

Place : Chennai

Date : 7th July 2021

Annual Report 2020 - 2021

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**GV FILMS LIMITED****Statement of Changes in Equity for the year ended 31<sup>st</sup> March 2021**

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**A. Equity Share Capital**

Particulars	As at 31 March, 2021 Rs.	As at 31 March, 2020 Rs.
Balance as at beginning of the Year	9,146.28	9,146.28
Changes in equity share capital during the year:	-	-
<b>Closing Balance</b>	<b>9,146.28</b>	<b>9,146.28</b>

**B. Other Equity**

Particulars	Other Reserve	Retained earnings	Securities Premium	Total
Balance as at 1 April 2020	1,216.01	(15,722.27)	8,613.89	(5,892.38)
Profit for the year	-	(109.32)	-	(109.32)
Other Comprehensive Income	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>1,216.01</b>	<b>(15,831.59)</b>	<b>8,613.89</b>	<b>(6,001.71)</b>
Dividends paid	-	-	-	-
Dividend distribution tax	-	-	-	-
<b>Balance as at 31 March 2021</b>	<b>1,216.01</b>	<b>(15,831.59)</b>	<b>8,613.89</b>	<b>(6,001.71)</b>
Particulars	Other Reserve	Retained earnings	Securities Premium	Total
Balance as at 1 April 2019	1,216.01	(15,653.44)	8,613.89	(5,823.55)
Profit for the year	-	(68.83)	-	(68.83)
Other Comprehensive Income	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>1,216.01</b>	<b>(15,722.27)</b>	<b>8,613.89</b>	<b>(5,892.38)</b>
Dividends paid	-	-	-	-
Dividend distribution tax	-	-	-	-
<b>Balance as at 31 March 2020</b>	<b>1,216.01</b>	<b>(15,722.27)</b>	<b>8,613.89</b>	<b>(5,892.38)</b>

As per our Report of even date

M/s CNGSN &amp; ASSOCIATES LLP

Chartered Accountants

Firm Registration No. 004915S/S200036

For and on behalf of the Board

-Sd-	-Sd-	-Sd-	-Sd-	-Sd-
K.Parthasarathy	Balakumar Vethagiri Giri	Ishari Ganesh Kadirvelan	Ashwinkumar Kamala Kannan	Viswanathan Sridhar
Partner	Chief Executive Officer	DIN. 00269445	DIN. 03447494	ACS 7218
M.No. 018394	PAN. AADPG2683A	Director	Director	Company Secretary

Place : Chennai

Date : 7th July 2021



## **GV FILMS LIMITED**

### **Notes forming part of the standalone financial statements for the year ended 31 March 2021**

(All amounts are in Rs. In lakhs unless otherwise stated)

#### **Note 1: Significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently adopted to all years presented, unless otherwise stated.

##### **(a) Basis of preparation**

###### **(i) Compliance with Ind AS**

The financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS), notified under section 133 of the Companies Act, 2013 ('the Act') [Companies (Indian Accounting Standards Rules, 2015)] and other relevant provisions of the Act.

###### **(ii) Historical cost convention**

These financial statements have been prepared on the historical cost basis, except for defined benefit plans, where the plan assets are measured at fair value and Investments in equity instruments which also measured on a fair value basis.

###### **(iii) Amended standards adopted by the Company**

The Company has adopted the following standards and amendments for the annual reporting period commencing 1 April 2020

- Ind AS 116, Leases (as amended)
- Amendment to Ind AS 20, Accounting for Government grants and disclosure of Government assistance
- Uncertainty over Income-tax treatments - Appendix C to Ind AS 12, Income taxes
- Plan amendment, curtailment or settlement - Amendments to Ind AS 19, Employee benefits
- Amendment to Ind AS 103, Business Combinations and Ind AS 111, Joint Arrangements
- Amendment to Ind AS 12, Income-taxes
- Amendment to Ind AS 23, Borrowing costs

The Company had to change its accounting policies after the adoption of Ind AS 116 in the financial year 2019-20. The other amendments listed above did not have any impact on the amounts recognised in the prior period and are not expected to significantly affect the current or future periods

**(b) Segment reporting :** Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Refer Note 26 for segment information presented.

##### **(c) Foreign currency translation**

###### **(i) Functional and presentation currency**

The functional and presentation currency of the Company is Indian Rupee.

###### **(ii) Transactions and balance**

Foreign currency transactions are translated to functional currency using the exchange prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and translation of monetary assets and liabilities denominated at foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign gains and losses are presented in the statement of profit and loss on a net basis with other gains/ (losses).

Non-monetary items that are measured at fair value in foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary asset such as equity instruments classified as at FVOCI are recognised in other comprehensive income.

##### **(d) Revenue recognition**

###### **(i) Sale of Goods**

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

The Company has adopted Ind AS 115 using the Full Retrospective Method. The impact of adoption of the standard on the financial statements of the Company is insignificant.

- Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.

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## **GV FILMS LIMITED**

### **Notes forming part of the standalone financial statements for the year ended 31 March 2021**

(All amounts are in Rs. In lakhs unless otherwise stated)

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- Revenue from services is recognized in accordance with the terms of contract when the services are rendered and the related costs are incurred.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from Customers.

Revenues are recognised when collectability of resulting receivables is reasonably assured.

(ii) Other Operating revenue - Export benefits

'Export benefits are accounted for in the year of export based on eligibility/expected eligibility and when there is no uncertainty in receiving the same.

#### **Financing components**

The Company does not expect any contracts where the period between the transfer of promised goods or services to the customer and the payment by the customer exceeds one year. As a consequence, the Company does not adjust the transaction prices for the time value of money.

#### **(e) Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the profit and loss on a straight line basis over the expected lives of the related assets and presented within other income.

#### **(f) Income tax**

Income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate and adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax expense for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

#### **(g) Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. For arrangements entered into prior to 1 April 2016, the Company has determined whether the arrangements contain lease on the basis of facts and circumstances existing on the date of transition.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other

**GV FILMS LIMITED****Notes forming part of the standalone financial statements for the year ended 31 March 2021****(All amounts are in Rs. In lakhs unless otherwise stated)**

financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Operating Lease: Rental expense from operating leases is generally recognised on a straight-line basis over the term of relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the periods in which they are incurred. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

**(i) Impairment of assets**

Goodwill and intangible assets that have indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they may be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of impairment at the end of each reporting period.

**(j) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly-liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within current liabilities in the balance sheet.

**(k) Trade receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components in which case they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest rate method, less loss allowance.

**(l) Inventories**

Inventories represent films under production and other film rights.

Films under production represent the cumulative cost incurred till the year end.

Films rights represent value of unexploited technology rights of old Hollywood films. Films acquired during the year are fully charged to revenue.

**(m) Investments and other financial assets****Classification of financial assets**

On initial recognition, a financial asset is classified to be measured at amortised cost, fair value through other comprehensive income (FVTOCI) or Fair value through Profit & Loss ('FVTPL'). The classification depends upon the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit and loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The group reclassifies debt investments when and only when the business model for managing those assets changes.

**(i) Recognition** : Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sale the financial asset.

**(ii) Measurement** : At initial recognition, the Company measures a financial asset at its fair value plus, in case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

## **GV FILMS LIMITED**

### **Notes forming part of the standalone financial statements for the year ended 31 March 2021**

(All amounts are in Rs. In lakhs unless otherwise stated)

**Debt instruments :** Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses in other expenses.

**Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**Equity instruments:**The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iii) **Impairment of financial assets**The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 25 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach required by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) **Derecognition of financial asset**

A financial asset is derecognised only when:

- i) The Company has transferred the rights to receive cash flows from the financial asset or
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(v) **Income recognition :**

**Interest income :** Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

## **GV FILMS LIMITED**

### **Notes forming part of the standalone financial statements for the year ended 31 March 2021**

(All amounts are in Rs. In lakhs unless otherwise stated)

**Dividends :** Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

#### **(n) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

#### **(o) Property, plant and equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

#### **Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

#### **Depreciation methods, estimated useful lives and residual value**

Property, plant and equipment are depreciated on a straight-line basis over the useful life of the assets as prescribed under the Schedule II of the Companies Act, 2013.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

#### **(p) Intangible assets**

Intangible assets are recognised at acquisition cost net of accumulated amortisation and impairment losses.

#### **Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at 1 April 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

#### **(q) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

#### **(r) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable] that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of a mandatorily convertible bonds is determined using a market interest rate for an equivalent non-convertible bonds. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently remeasured. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

## **GV FILMS LIMITED**

### **Notes forming part of the standalone financial statements for the year ended 31 March 2021**

(All amounts are in Rs. In lakhs unless otherwise stated)

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

#### **(s) Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

**(t) Provisions, contingent liabilities and contingent assets :** Provisions for legal claims, service warranties, volume discounts and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

**(u) Employee Benefits : (i) Short-term obligations:** Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**(ii) Other long-term employee benefit obligations :** The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

#### **(iii) Post-employment obligations**

**Company has not determined the gratuity liability and leave encashment in accordance with Indian Accounting Standard (Ind AS 19) "Employee Benefits"**

**(v) Contributed equity :** Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**(w) Dividends :** Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**(x) Earnings per share :** Basic earnings per share is calculated by dividing:

i) the profit attributable to owners of the group

ii) by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares (note 27).

**Diluted earnings per share :**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

**GV FILMS LIMITED****Notes forming part of the standalone financial statements for the year ended 31 March 2021**

(All amounts are in Rs. In lakhs unless otherwise stated)

i) the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and  
 ii) the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(y) **Rounding off amounts** : All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(z) **Regrouping of previous year's figures** : Previous Year's figures have been re-grouped wherever necessary to conform to the Current Year's classification / disclosure

**Note 2: Critical estimates and judgments**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

i) Estimation of current tax expense and payable – Note 22

ii) Estimated useful life of tangible asset – Note 3

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

**Note 3 (a) Property Plant and Equipments and Intangible Assets - current year ended 31 March 2021**

Particulars	Gross block			Rate		Accumulated Depreciation/Amortisation				Net block	
	As at April 1, 2020	Additions	Disposals	As at March 31, 2021	As per Companies Act	As at April 1, 2020	For the year	Eliminated on disposal assets	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
	(Rs.)	(Rs.)	(Rs.)	(Rs.)		(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>A. Property Plant and Equipments</b>											
Furniture and fixtures	7.04	-	-	7.04	25.90 %	2.06	1.82	-	3.88	3.16	4.98
Motor Vehicles	-	-	-	-	-	-	-	-	-	-	-
Office Equipments	0.12	-	-	0.12	45.10 %	0.02	0.05	-	0.08	0.04	0.10
Computers	1.39	-	-	1.39	63.20 %	1.10	0.22	-	1.32	0.07	0.29
<b>Sub Total (A)</b>	<b>8.55</b>	<b>-</b>	<b>-</b>	<b>8.55</b>		<b>3.18</b>	<b>2.10</b>	<b>-</b>	<b>5.28</b>	<b>3.27</b>	<b>5.37</b>
<b>B. Intangible Assets</b>											
MDEPA Logo	-	-	-	-	-	-	-	-	-	-	-
Computer Software	-	-	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+B)</b>	<b>8.55</b>	<b>-</b>	<b>-</b>	<b>8.55</b>		<b>3.18</b>	<b>2.10</b>	<b>-</b>	<b>5.28</b>	<b>3.27</b>	<b>5.37</b>

**Note 3(a) Property Plant and Equipments and Intangible Assets - previous year ended 31 March 2020**

Particulars	Gross block			Accumulated Depreciation/Amortisation					Net block	
	As at April 1, 2019	Additions	Disposal	As at March 31, 2020	As at March 31, 2019	For the Year	Eliminated on disposal assets	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>A. Property Plant and Equipments</b>										
Furniture and fixtures	7.04	-	-	7.04	1.12	0.94	-	2.06	4.98	6.00
Motor vehicles	-	-	-	-	-	-	-	-	-	-
Office Equipments	0.12	-	-	0.12	0.01	0.01	-	0.02	0.10	0.11
Computers	1.39	-	-	1.39	0.61	0.49	-	1.10	0.29	0.78
<b>Sub Total (A)</b>	<b>8.55</b>	<b>-</b>	<b>-</b>	<b>8.55</b>	<b>1.74</b>	<b>1.45</b>	<b>-</b>	<b>3.18</b>	<b>5.38</b>	<b>6.80</b>
<b>Total (A+B)</b>	<b>8.55</b>	<b>-</b>	<b>-</b>	<b>8.55</b>	<b>1.74</b>	<b>1.45</b>	<b>-</b>	<b>3.18</b>	<b>5.38</b>	<b>6.80</b>

**GV FILMS LIMITED****Notes forming part of the standalone financial statements for the year ended 31 March 2021**

(All amounts are in Rs. In lakhs unless otherwise stated)

**Note 3(b) : Leases**

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Particulars	As at 31 March 2021 (Amount in Rs.)	As at 31 March 2020 (Amount in Rs.)
Right-of-use Asset created for building taken on lease		
As at 1st April 2020	15.80	20.78
Add: Increase on adoption of Ind AS 116		
Add: Additions		
Less: Depreciation expense	(4.99)	(4.99)
As at March 31, 2021	<b>10.81</b>	<b>15.80</b>

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the period:

Particulars	As at 31 March 2021 (Amount in Rs.)	As at 31 March 2020 (Amount in Rs.)
Right-of-use Asset created for building taken on lease		
As at 1st April 2020		
Add: Increase on adoption of Ind AS 116	16.48	20.78
Accretion of interest	1.29	1.70
(Less): Cash Outflow	(6.00)	(6.00)
As at March 31, 2021	<b>11.77</b>	<b>16.48</b>
Current	6.00	6.00
Non-Current	5.77	10.48
Total	<b>11.77</b>	<b>16.48</b>

(ii) Maturity analysis of the lease liabilities is as follows:

Lease Liabilities	Amount
Within 1 Year	6.00
Between 1 and 5 years	5.77
Total	<b>11.77</b>

(iii) The amounts recognised in the statement of profit and loss during the current financial year is as follows:

Particulars	Amount
Depreciation charge on right-of-use asset	4.99
Depreciation charge on right-of use asset - Sub Total	<b>4.99</b>
Interest expenses included in Finance Costs	1.29
Expense relating to short-term & low value lease payments (included in other expenses)	-
Total	<b>6.28</b>

**Note 4****4 (a) Non-current investments**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
<b>Investment in equity instruments (fully paid-up)</b>		
Equity Instruments at FVTPL		
Quoted		
18,800 (Previous year - 18,800) equity shares of Rs. 100 each fully paid up in GSFC	15.28	5.41
792 (Previous Year- 792) units of Debentures in Unit Trust of India	0.08	0.08
Total	<b>15.37</b>	<b>5.49</b>
Un Quoted		
Investment in Subsidiary -GV Studio City Limited (100% holding)	1,505.00	1,505.00
Total	<b>1,505.00</b>	<b>1,505.00</b>
<b>Grand Total</b>	<b>1,520.37</b>	<b>1,510.49</b>
Aggregate amount of quoted investments	15.37	5.49
Aggregate market value of quoted investments	15.37	5.49
Aggregate amount of unquoted investments	1,505.00	1,505.00



**GV FILMS LIMITED**

Notes forming part of the standalone financial statements for the year ended 31 March 2021

(All amounts are in Rs. In lakhs unless otherwise stated)

**4 (b) - Other Financial Assests**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
<b>Non-Current</b>		
Security deposits	6.82	6.49
Deposits towards leased premises	-	-
<b>Total Non-current</b>	<b>6.82</b>	<b>6.49</b>
<b>Total</b>	<b>6.82</b>	<b>6.49</b>

**4 (c) - Trade receivables (unsecured, considered good)**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Other trade receivables	5.00	5.00
<b>Total receivables</b>	<b>5.00</b>	<b>5.00</b>
Current portion	5.00	5.00
Non-current portion	-	-

**4 (d) - Cash and cash equivalents**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Balances with banks		
- in current accounts	10.56	10.28
Cash on hand	2.41	2.50
<b>Total</b>	<b>12.96</b>	<b>12.78</b>

**Note 5 - Other Non-current assets**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Capital advances - to related parties	1,168.09	1,168.09
Capital advances - to others		
Less: Provision for doubtful advances	-	-
	<b>1,168.09</b>	<b>1,168.09</b>
Advances other than capital advances		
- To Subsidiaries	84.26	29.92
- Staff advances	12.01	12.01
- Others	25.41	25.44
Loans Receivables - credit impaired	-	-
	<b>121.68</b>	<b>67.37</b>
<b>Total</b>	<b>1,289.77</b>	<b>1,235.46</b>

**Note 6 - Inventories**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Work-in-progress	-	-
Stock-in-trade ( Film Rights)	3,497.76	3,497.76
<b>Total</b>	<b>3,497.76</b>	<b>3,497.76</b>

**GV FILMS LIMITED**

Notes forming part of the standalone financial statements for the year ended 31 March 2021

(All amounts are in Rs. In lakhs unless otherwise stated)

**Note 7 - Other Current assets**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Balances with government authorities	84.31	78.96
Less: Provision for doubtful receivables	-	-
	<b>84.31</b>	<b>78.96</b>
Prepaid Rent - Security deposit	0.88	1.23
<b>Total</b>	<b>85.19</b>	<b>80.18</b>

**Note 8 - Equity Share capital**

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	No. of Shares	Rs.	No. of Shares	Rs.
(a) Authorised Equity shares of Rs.1 each with voting rights	2,000,000,000	20,000.00	2,000,000,000	20,000.00
	<b>2,000,000,000</b>	<b>20,000.00</b>	<b>2,000,000,000</b>	<b>20,000.00</b>
(b) Issued, subscribed and fully paid up Equity shares of Rs.1 each with voting rights	914,627,833	9,146.28	914,627,833	9,146.28
<b>Total</b>	<b>914,627,833</b>	<b>9,146.28</b>	<b>914,627,833</b>	<b>9,146.28</b>

Refer Notes (i) to (iv) below

**Notes:**

(i) Reconciliation of the number of shares issued and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	No. of Shares	Rs.	No. of Shares	Rs.
Equity shares with voting rights				
Opening Balance	914,627,833	9,146.28	914,627,833	9,146.28
Add: Issued During the Year	-	-	-	-
Less: Buy back of equity shares	-	-	-	-
Closing Balance	<b>914,627,833</b>	<b>9,146.28</b>	<b>914,627,833</b>	<b>9,146.28</b>

(ii) Number of shares held by holding company and subsidiary of ultimate holding company

Particulars	As at 31 March, 2021 Number of Shares	As at 31 March, 2020 Number of Shares
	Nil	Nil

(iii) Details of shareholders holding more than 5% shares in the Company

Class of Shares / Name of Shareholder	As at 31 March, 2021		As at 31st March, 2020	
	No. of Shares held	% holding in that class of shares	No. of Shares held	% holding in that class of shares
Balakumar Vethagiri Giri	182,022,749	19.90%	182,022,749	19.90%
Ishari K Ganesh	182,060,000	19.91%	182,060,000	19.91%
Mahadevan Ganesh	182,000,000	19.90%	182,000,000	19.90%

(iv) Terms and rights attached to equity shares

The Company presently has two classes of equity shares of Rs. 1 each. Each shareholder of equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are entitled to receive payments out of the remaining net assets of the Company after payment of claims of preference shareholders, secured creditors if any and other preferential claims, in proportion to their shareholding.

**GV FILMS LIMITED**

Notes forming part of the standalone financial statements for the year ended 31 March 2021

(All amounts are in Rs. In lakhs unless otherwise stated)

**Note 9 : Other Equity**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Reserves and Surplus		
Securities Premium Account	8,613.89	8,613.89
Other reserves	1,216.01	1,216.01
Retained Earnings	(15,831.61)	(15,722.27)
<b>Total</b>	<b>(6,001.71)</b>	<b>(5,892.38)</b>

**Other reserve**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Opening balance	1,216.01	1,216.01
Movement during the year	-	-
<b>Closing balance</b>	<b>1,216.01</b>	<b>1,216.01</b>

**Retained earnings**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Opening balance	(15,722.27)	(15,653.44)
Net profit for the period	(109.32)	(68.83)
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post- employment benefit	-	-
Dividend declared during the year	-	-
Dividend distribution tax	-	-
<b>Closing balance</b>	<b>(15,831.61)</b>	<b>(15,722.27)</b>

**Note 10 - Financial Liabilities****10 (a) Current borrowings**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Loans repayable on demand		
Unsecured - at amortised cost		
From related parties (refer Note 29)	803.84	652.14
From others	687.31	687.31
<b>Total</b>	<b>1,491.14</b>	<b>1,339.45</b>

**10 (b). Other financial liabilities Current**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
<b>Current</b>		
Unpaid matured debentures / Bonds	2,012.01	2,012.01
Interest accrued on borrowings	503.85	455.89
Other payables	40.56	41.00
<b>Total</b>	<b>2,556.42</b>	<b>2,508.90</b>

**11. Other non current liabilities**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Provision for leave encashment	0.45	0.45
Gratuity Payable	24.57	24.57
<b>Total</b>	<b>25.02</b>	<b>25.02</b>

**GV FILMS LIMITED**

Notes forming part of the standalone financial statements for the year ended 31 March 2021

(All amounts are in Rs. In lakhs unless otherwise stated)

**Note 12 : Trade Payables**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Dues to Micro Enterprises & Small Enterprises (Refer Note 23)	-	-
Dues to related parties (Refer Note 29)	-	-
Others	114.45	127.74
<b>Total</b>	<b>114.45</b>	<b>127.74</b>

**Note 13 : Other Current Liabilities**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Statutory dues including provident fund, taxes deducted at source, etc.	27.19	36.45
Advance from customers	-	-
<b>Total</b>	<b>27.19</b>	<b>36.45</b>

**Note 14 : Revenue from operations**

**GV FILMS LIMITED**

Notes forming part of the standalone financial statements for the year ended 31 March 2021

(All amounts are in Rs. In lakhs unless otherwise stated)

**Note 18 - Employee Benefit Expense**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
Salaries and Wages	10.67	12,83
Contribution to Provident and other funds	-	-
Staff Welfare Expenses	-	-
<b>Total</b>	<b>10.67</b>	<b>12.83</b>

**Note 19 : Finance costs**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
Interest	48.31	47.03
Bank charges	0.02	0.03
Interest on lease liabilities	1.29	1.70
<b>Total</b>	<b>49.62</b>	<b>48.76</b>

**Note 20 : Depreciation**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
Depreciation on tangible assets	2.10	1.44
Depreciation on Right-of-use assets	4.99	4.99
<b>Total</b>	<b>7.09</b>	<b>6.42</b>

**Note 24 : Other expenses**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
Advertisement & Publicity	1.30	0.86
Power and fuel	0.53	0.82
Rent	-	0.18
Computer Maintenance	0.02	-
Petty Cash expenses	0.02	-
Retainer Fee- Professional Services	5.15	-
Legal Expenses	0.13	-
Taxes and other duties paid	0.65	0.50
Annual Report Printing Charges	0.55	0.00
Legal & Professional Charges	8.89	16.50
Membership and Subscription	0.01	-
Office Expenses	-	0.53
Auditors' remuneration:		
For audit services:		
- Statutory Audit for other audit services:	5.00	5.00
- Certification services	-	-
- Tax audit	1.00	1.00
- In other capacity - taxation fee	-	-
Travelling and conveyance	0.05	0.62
Postage & Courier Expenses	0.01	3.28
Filing Expenses	-	0.92
Net loss on foreign currency transactions and translations	-	-
Software updates and Web Maintenance	0.11	0.11
Lisitng & Depository Fee	6.31	13.96
Printing & Stationery	0.10	6.80
Miscellaneous expenses	-	-
Service Charges	2.84	-
Reimbursement of expenses	0.03	-
Income tax demand paid	20.10	-
Boarding and Lodging	0.06	-
E-Voting Charges	1.17	-
Annual Listing Fee	7.39	-
Bad Debts	2.43	-
Repairs and Maintenance	0.01	-
Round Off	0.00	-
<b>Total</b>	<b>63.83</b>	<b>51.08</b>

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Notes forming part of the standalone financial statements for the year ended 31 March 2021

(All amounts are in Rs. In lakhs unless otherwise stated)

**Note 22 - Income tax expense**

Particulars	For the year ended 31 March 2021 (Amount in Rs.)	For the year ended 31 March 2020 (Amount in Rs.)
(a) Income tax expense		
Adjustment of current tax for prior years	-	-
<b>Total current tax expense</b>	-	-
<b>Deferred tax</b>		
Decrease (increase) in deferred tax assets -	-	-
(Decrease) increase in deferred tax liabilities	-	-
<b>Total deferred tax expense/ (benefit)</b>	-	-
<b>Income tax expense</b>		
<b>Income tax expense is attributable to:</b>		
Profit from continuing operations	-	-
Profit from discontinued operations	-	-
<b>Reconciliation of tax expense and accounting profit multiplied by India's tax rate:</b>		
Particulars	For the year ended 31 March 2021 (Amount in Rs.)	For the year ended 31 March 2020 (Amount in Rs.)
Profit from continuing operations before income tax expense	(109.32)	(68.83)
Profit from discontinuing operations before income tax expense	-	-
<b>Tax at the Indian tax rate of 27.82%/27.55%</b>		
Tax effect of amounts which are not deductible (taxable) in computing taxable income	-	-
Corporate Social responsibility expenditure	-	-
Adjustment of current tax for prior years	-	-
Changes in the effective tax rate	-	-
Other items	-	-
<b>Income tax expense</b>	-	-

**23. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED')**

Particulars	For the year ended 31 March 2021 (Amount in Rs.)	For the year ended 31 March 2020 (Amount in Rs.)
a. Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
b. Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end*	Nil	Nil
c. Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
d. Interest paid other than under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
e. Interest paid under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
f. Interest due and payable towards suppliers registered under the MSMED Act, for payments already made*	Nil	Nil
g. Further interest remaining due and payable for earlier years	Nil	Nil

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

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Notes forming part of the standalone financial statements for the year ended 31 March 2021

(All amounts are in Rs. In lakhs unless otherwise stated)

## Note 24 - Fair Value Measurement

## Financial Instruments by category

Particulars	31-Mar-21			31-Mar-20		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
<b>Financial assets</b>						
Trade receivables	-	-	5.00	-	-	5.00
Investments	1,520.37	-	-	1,510.49	-	-
Cash and cash equivalents	-	-	12.96	-	-	12.78
Other financial assets	-	-	6.82	-	-	6.49
<b>Total financial assets</b>	<b>1,520.37</b>	<b>-</b>	<b>24.78</b>	<b>1,510.49</b>	<b>-</b>	<b>24.27</b>
<b>Financial liabilities</b>						
Borrowings	-	-	1,491.14	-	-	1,339.45
Trade payable	-	-	114.45	-	-	132.98
Current maturities of long term debts	-	-	-	-	-	-
Other Financial Liabilities	-	-	2,556.42	-	-	2,508.89
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>4,162.00</b>	<b>-</b>	<b>-</b>	<b>3,981.32</b>

## Fair value hierarchy

This section explains judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised at measured at fair value and (b) measured at amortised cost for which the fair values are disclosed in the financial statements. To provide an indication about the reliability of inputs used in determining the fair value, the group has classified its financial instrument into three levels as prescribed under the accounting standard.

Financial assets or liabilities that are measured at amortised cost for which fair value are disclosed as at 31 March 2021

Particulars	Level 1	Level 2	Level 3	Total
Trade receivables			5.00	5.00
Cash and cash equivalents			12.96	12.96
Other financial assets			6.82	6.82
<b>Total financial assets</b>			<b>24.78</b>	<b>24.78</b>
<b>Financial liabilities</b>				
Borrowings			1,491.14	1,491.14
Trade payable			114.45	114.45
Current maturities of long term debts			-	-
Other financial liabilities			2,556.42	2,556.42
<b>Total financial liabilities</b>			<b>4,162.00</b>	<b>4,162.00</b>

## Fair value of assets and liabilities measured at amortised cost

Particulars	31-Mar-21		31-Mar-20	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets</b>				
Trade receivables	5.00	5.00	5.00	5.00
Cash and cash equivalents	12.96	12.96	12.78	12.78
Other financial assets	6.82	6.82	6.49	6.49
<b>Total financial assets</b>	<b>24.78</b>	<b>24.78</b>	<b>24.28</b>	<b>24.28</b>
<b>Financial liabilities</b>				
Borrowings	1,491.14	1,491.14	1,339.45	1,339.45
Trade payable	114.45	114.45	132.98	132.98
Current maturities of long term debts	-	-	-	-
Other financial liabilities	2,556.42	2,556.42	2,508.89	2,508.89
<b>Total financial liabilities</b>	<b>4,162.00</b>	<b>4,162.00</b>	<b>3,981.33</b>	<b>3,981.33</b>

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes equity instruments, traded bonds and mutual funds that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, trade bonds, Over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more significant inputs is not based on observable market data, the instrument is included in Level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in Level 3.

#### Note 25 (a) : Financial Risk Management

##### Financial Risk Management Framework

The Company's corporate treasury function provides services to the business, co-ordinates access to domestic financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risks (including currency risk), credit risk and liquidity risk. The Company does not use any derivative instruments to hedge these risks exposures. The Board of directors reviews and agrees policies for managing each of these risks, which are summarized below:

##### A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the Company result in material concentration of credit risk. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

The carrying amount of the financial assets recorded in these financial statements, represents the maximum exposures to credit risk.

**Impairment of financial assets:** Trade receivables are subject to the expected credit loss model. Though, Other Financial assets including security deposits, cash and cash equivalents, other bank balances are also subject to impairment requirement of Ind AS 109, the impairment loss was immaterial. Further, trade receivables from other than related parties are only subject to the expected credit loss model for the Company. Based on past trends, impairment loss on related party trade receivables was immaterial.

##### B) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and by matching maturing profiles of financial assets and financial liabilities in accordance with the approved risk management policy of the Company.

##### C) Market risk

##### (i) Foreign currency risk

The Company undertakes transactions denominated in foreign currencies and consequently, exposures to exchange rate fluctuation arises. The Company does not enter into trade financial instruments including derivative financial instruments for hedging its foreign currency risk. The appropriateness of the risk policy is reviewed periodically with reference to the approved foreign currency risk management policy followed by the Company.

Foreign currency risk exposure

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows

Particulars	31-Mar-21	31-Mar-20
	USD	USD
<b>Financial assets</b>		
Trade receivables	84.26	29.92
<b>Net exposure to foreign currency risks (assets)</b>	<b>84.26</b>	<b>29.92</b>

##### Sensitivity

The following table details the Company's sensitivity to a 5% increase and decrease in INR against the relevant foreign currencies. 5% is the rate used in order to determine the sensitivity analysis considering the past trends and expectation of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates a increase in profit / decrease in loss and increase in equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or loss and equity and balance below would be negative.



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Particulars	Impact on Profit after tax	
	31-Mar-21	31-Mar-20
<b>USD Sensitivity</b>		
INR/EUR - increase by 5 percent*	(100.60)	(1.50)
INR/EUR - decrease by 5 percent*	100.60	1.50

\*Holding all other variables constant

ii) Cash flow and fair value Interest rate risk

(a) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are negligible.

Note 28 (b) : Capital management

(i) Risk management

The Company manages its capital to ensure maximizing the return to the stakeholders through the optimization of the debt and equity balance. The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as aggregate of borrowings, less cash and cash equivalents.

(ii) Dividends

Particulars	31-Mar-21	31-Mar-20
<b>Equity shares</b>		
Special dividend declared during the year	-	-
DDT on interim dividend	-	-

Note 26 : Segment Information

The Company has a single operating segment, namely, 'Production, processing and editing of films', and the information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of performance focusses on this operating segment. Accordingly, the amounts appearing in these financial statements relate to this operating segment.

26.1 Geographical Information:

The Company operates in the following principal geographical areas - India (country of domicile), Outside India. The Company's revenue from operation from external customers by location of operations and information about its non-current assets by locations of asset are detailed below:

Particulars	Revenue from external customers		Non- Current Assets *	
	For the Year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2021	For the year ended 31st March 2020
Out side India				
India	-	1,062.50	2,237.64	2,190.09
<b>Total</b>	-	<b>1,062.50</b>	<b>2,237.64</b>	<b>2,190.09</b>

\* Non current assets excludes income tax assets

Note 27 : Earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

Particulars	For the Year ended 31st March 2021 (Rs.)	For the Year ended 31st March 2020 (Rs.)
Profit for the year attributable to equity shareholders of the Company	(109.32)	(68.83)
Weighted average number of equity shares for the purpose of calculating Basic & Diluted EPS	914,627,833	914,627,833
Earnings per share from operations - Basic and Diluted	(0.01)	(0.01)

Note 28: Commitments and Contingencies

Particulars	As at 31st March 2021 (Amount in Rs.)	As at 31st March 2020 (Amount in Rs.)
<b>A. Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances	-	-
<b>B. Contingencies</b>		
Claims against the Company not acknowledged as debts:		
- Matters against which Company has filed appeal	500.00	500.00
-Service Tax	53.53	53.53

B1. Contingencies not provided for

### 1 SEBI Investigations:

The Securities and Exchange Board of India (SEBI) commenced an investigation into the matters of the Company vide an Order dated June 23rd, 2017 in respect of the Global Depository Receipt (GDRs) Issue transaction during the period 1st of March 2007 and 30th of April 2007 (hereinafter referred to as "investigation period"). The Adjudicating Officer (AO) was appointed vide the Order dated 23rd June, 2017 to inquire into and adjudge under Section 15HA of the SEBI Act and Section 23E of Securities Contract Regulation Act (SCRA), 1956, the alleged violation of the provisions of Section 12A(a), (b) and (c) of SEBI Act, 1992 read with Regulations 3(a), (b), (c) & (d), 4(1), 4(2) (f), (k) and (r) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to FUTP) Regulations, 2003 (hereinafter referred to as "SEBI PFUTP Regulations, 2003"), Section 21 of SCRA, 1956 read with Clause 36(7) of the listing agreement by the Company. Further, inquiry was conducted under Section 15HA of the SEBI Act for the alleged violation of the provisions of Section 12A(a), (b) and (c) of SEBI Act, 1992 read with Regulations 3(a), (b), (c) & (d), 4(1) of SEBI PFUTP Regulations by certain Directors and employee(s) of the Company during the investigation period (hereinafter referred to as "Other Parties").

A common Show Cause Notice (SCN) was issued to the Company and Other Parties during the investigation period under the provisions of Rule 4 (1) of the Adjudication Rules and Rule 4 of SCR Adjudication Rules, to show cause as to why an inquiry should not be held against them and the Company and why penalty should not be imposed on Company under the provisions of Sections 15HA of the SEBI Act and Section 23E of SCRA, 1956 and on the Other Parties under the provisions of Section 15HA of SEBI Act, for the aforesaid alleged violations.

The Company, vide letter dated July 17th, 2018, made its submissions through its legal representatives, and refuted all the allegations levelled against it and the Other Parties in the SCN.

On consideration of the Issues, evidences and findings, the AO passed an Adjudication Order against the Company in Order No: ORDER/PM/RR/2019-20/6630-6635 dated January 29th, 2020 issuing a Direction and imposing a penalty as under:

**Direction** - In exercise of powers conferred under Sections 11, 11B read with Section 19 of the Securities and Exchange Board of India Act, 1992, the Company is restrained from accessing the Securities Market including by issuing prospectus, offer document or advertisement soliciting money from the public and is further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly in any manner, for a period of five years from the date of the order.

**Penalty** - A penalty of Rs.25,00,000/- (Rupees Twenty-Five Lakhs only) levied on the Company under Section 15HA of the SEBI Act, 1992 and Section 23E of the SCRA, 1956.

Similarly, Directions and Penalties were given/levied on the Other Parties by the AO vide the Order in Order No: ORDER/PM/RR/2019-20/6630-6635.

The Company is in the course of filing an appeal against the above Order of the AO before the Honourable Securities Appellate Tribunal (SAT) under Section 15T of the SEBI Act. The Company is extremely confident of winning the Appeal. In respect of the queries raised by the Securities and Exchange Board of India (SEBI) in relation to the preferential allotment of 54,60,00,000 equity shares of Rs.1/- each equally to Mr. Ishari Kadhrivelan Ganesh, Mr. Mahadevan Ganesh and Mr. Balakumar Vethagiri Giri respectively during the Financial Year 2017-18, the Company is giving its submissions from time to time and hopes to resolve the issues within a short span of time.

The Deputy General Manager (DGM) of the Investigations Department-19 wing of the Securities and Exchange Board of India (SEBI) vide Show Cause Notice (SCN) in SCN No SEBI/HO/IVD/ID19/VA/OW/P/2020/0000013285/2 dated August 17<sup>th</sup> 2020 alleged, based on the interim order passed by SEBI on the 1<sup>st</sup> of September 2017 and the findings of the Forensic Audit Report that the Company has violated Provisions of Section 12(A)(a), (b) and (c) and Section 11(2)(i) and 11(2)(ia) of the SEBI Act 1992, Regulations 3(b), (c) and (d) and Regulations 4(1) and 4(2) (f) and (r) of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (PFUTP), Regulations 4(1)(a), (b), (c), (e), (g), 4(2)(f)(ii)(6)&(7), 4(2)(f)(iii)(3), (6) and (12), Regulation 17(8) read with Part B of Schedule II, Regulation 33(2)(a) and Regulation 48 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) Regulations read with Section 21 of SCRA, 1956.

Similar allegations were directed at the Directors and employees (collectively called as 'Noticees' other than Noticee 1 which is the Company).

On the basis of the allegations, the SCN called upon the Company and other Noticees to show cause as to why suitable directions as deemed fit under Section 11(1), 11(4), 11(4A), 11A and 11B(1) and 11B(2) read with Section 15(a), 15HA and 15HB of the SEBI Act 1992, Section 12A(1) and 12A(2) of the SCRA, 1956 read with Section 23E and Section 23H of SCRA 1956 should not be issued against them for the alleged violations listed in the aforementioned SCN based on the interim order passed by SEBI on the 1<sup>st</sup> of September 2017 and the findings of the Forensic Audit for the period April 1<sup>st</sup> 2015 – March 31<sup>st</sup> 2017.

The Company filed a settlement application with SEBI in respect of the violations of accounting standards which formed part of the Show cause notice dated August 17, 2020 and we also filed a compounding application for the same offenses with the ROC Mumbai. However, the settlement application was rejected by SEBI on account of the Company not having paid the penalty of 25 lakhs + interest that was levied in respect of the GDR transaction from 2007 by the Securities Appellate Tribunal. Therefore SEBI initiated recovery proceedings and froze the bank account of the Company. Soon after, the penalty was paid and the freeze was lifted. Following this, the Company has refiled the settlement application and the same is being processed by the Settlement Division of SEBI.

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The Company received on 08.02.2021 an order u/s 37 of FEMA from the Enforcement Directorate requesting details and documents with respect to the GDR transaction which took place in 2007. The Company has submitted whatever information was available from the existing records.

### Note 29: Related Party Transactions

- (a) **List of related parties where control exists**  
GV Studio City Limited (100% holding)
- (b) **Key management personnel**  
Isari Arthi Ganesh  
Ishari Ganesh Kadhivelan  
Balakumar Vethagiri Giri  
Mahadevan Ganesh
- (c) **Entities where Directors are partners / directors**  
Sidhesh Enterprises

### Note 29: Related Party Transactions

#### (d) Particulars of transactions or balances with related parties

Particulars	Subsidiary		KMP		Others		Total	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
<b>Transactions</b>								
Advances given repaid	(54.34)	53.85	-	-	-	-	(54.34)	53.85
Rent Paid			6.00	6.00	-	-	6.00	6.00
Loans received			151.70	27.30	-	-	151.70	27.30
Loans received repaid			-	-	-	-	-	-
<b>Total</b>	<b>(54.34)</b>	<b>53.85</b>	<b>157.70</b>	<b>33.30</b>	<b>-</b>	<b>-</b>	<b>103.36</b>	<b>87.15</b>

Particulars	Subsidiary		KMP		Others		Total	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
<b>Balances at the year end</b>								
Advances to subsidiaries	84.26	29.92	-	-	-	-	84.26	29.92
Rent Paid			803.84	652.14	-	-	803.84	652.14
Loans received					1,168.09	1,168.09	1,168.09	1,168.09
Loans received repaid			-	-	-	-	-	-
<b>Total</b>	<b>84.26</b>	<b>29.92</b>	<b>803.94</b>	<b>652.14</b>	<b>1,168.09</b>	<b>1,168.09</b>	<b>2,056.19</b>	<b>1,850.15</b>

### Note 30 : Impact of Covid 19 Pandemic

After COVID-19 was declared as a pandemic in March 2020, and a nationwide lockdown was announced, the film exhibition industry was the first to be impacted as all cinemas across India were temporarily shut down. Cinemas were allowed to re-open only post 15th October 2020 to operate with up to 50% of their seating capacity, in areas outside the containment zones. Further, despite the restrictions being eased, many cinemas opted to remain shut for lack of new content. However, the second wave of COVID-19 towards the end of FY21, and the reimposition of lockdown restrictions, has once again led to widespread cinema closures. Since the Company is primarily in the business of Film Production and Distribution, the operations of the Company continue to remain impacted severely. The management believes that COVID-19 will impact the Company's business in the medium-term, but it does not anticipate material risk to its business prospects over the long term. The management of the Company has carried out an assessment of the appropriateness of the going concern assumption, impairment of assets and other related aspects and as on the date of approval of these financial statements, it believes that there is no significant impact. Further, despite various uncertainties, the management and the Board of Directors believe that the Company would be able to meet its obligations in the foreseeable future based on the continued support from various stakeholders. Accordingly, the management and the Board of Directors believe that the operations of the Company can be sustained on a going concern basis.

#### M/s CNGSN & ASSOCIATES LLP

Chartered Accountants

Firm Registration No. 004915S/S200036

-Sd-

K.Parthasarathy  
Partner  
M.No. 018394

-Sd-

Balakumar Vethagiri Giri  
Chief Executive Officer  
PAN. AADPG2683A

-Sd-

Ishari Ganesh Kadirvelan  
DIN. 00269445  
Director

For and on behalf of the Board

-Sd-

Ashwinkumar Kamala Kannan  
DIN. 03447494  
Director

-Sd-

Viswanathan Sridhar  
ACS 7218  
Company Secretary

Place : Chennai

Date : 7th July 2021

## Independent Auditor's Report

To the Members  
GV Films Limited, Mumbai

Report on the Audit of the Consolidated Financial Results  
Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of GV Films Limited (the 'Company') and its subsidiary listed below (the "Company" and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at 31 March 2021, the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, **except for the effect of matters described in the Basis for Qualified Opinion section of our report**, and on the consideration of the reports of the other auditors on separate financial statements/ financial information of the subsidiary referred to in the Other Matters Section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2021, its consolidated loss including other comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

### Basis for Qualified Opinion

#### **Indian Accounting Standards (IND AS 19) on Employee Benefits:**

The Group has gratuity liability which are in the form of defined benefits obligations. The Group has not made any contributions to Pension and Gratuity Trusts or any other fund based on the percentage of salary towards Gratuity and Pension Liabilities. The Group has not recognized its defined benefit obligations based on the actuarial valuation as stated under IND AS 19. On account of this, we are unable to comment on the correctness and the impact of the cost of employee benefits charged to the Statement of Profit and Loss (including the Other Comprehensive Income) and the disclosures as required by IND AS 19 in the financial statements.

#### **Balance Confirmations:**

We have not received confirmation of balances in respect of trade payables, trade receivables, loans and advances received by the Company, loans and advances made by the Company, stock-in trade and capital work-in progress. The management represented that these balances are realizable/ settled in the ordinary course of business. In the absence of confirmation of balances, we were unable to determine whether any adjustments by way of provision for doubtful debts etc. were necessary at the year end.

Further attention is drawn to the presence of several inoperative bank accounts held by the Company. In the absence of the confirmation of the balances of these

account balances and the other bank account balances, we are unable to form an opinion on the correctness of the balances.

#### **Foreign Currency Convertible Bonds:**

Further, attention is drawn to the non-furnishing of the underlying Agreement to the Foreign Currency Convertible Bonds (FCCBs) issued by the Company during the course of our audit. The Management has furnished us \$ 65,250/-, the Indian Rupee equivalent being Rs.47,96,182/- as the interest payable on the FCCBs. In the absence of production of the Original documents of the FCCBs, we are unable to form an opinion on the correctness of the outstanding balance of the FCCBs and the interest payable thereon.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the 'Act'). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's responsibilities for the audit of the consolidated financial statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements. The results of audit procedures performed by us and by the other auditor of the component not audited by us, as reported by them in their audit report furnished to us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

We have determined the following to be the key audit matters to be communicated in our report.

S.No	Key Audit Matter	How was the matter addressed in our Audit
1.	<p><b><i>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 “Revenue from Contracts with Customers “(revenue accounting standard)</i></b></p> <p>The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>	<p><b><i>Principal Audit Procedures</i></b></p> <p>We assessed the Group’s process to identify the impact of adoption of the revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> <li>➤ Evaluated the design of internal controls relating to implementation of the revenue accounting standard.</li> <li>➤ Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.</li> <li>➤ Tested the relevant information technology systems’ access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the revenue accounting standard.</li> </ul>
2.	<p><b><i>Impact of Covid-19 pandemic on the operations of the Group</i></b></p>	<p>We assessed the Group’s process to identify, assess, and respond to risks of material misstatement considering the uncertainties and the impact of Covid-19 pandemic on the Group’s operations and results for the year under consideration. We have designed, performed procedures and modified previously planned audit procedures as a result of the necessity for carrying out part of the audit procedures remotely, including verification of the source and completeness of data provided for audit. This includes performing alternative audit procedures to obtain audit comfort in respect of significant account balances for recognition, measurement and disclosures. We specifically discussed the impact of COVID-19 with the management and critically challenged the key assumptions and their reasonableness in making such key accounting estimates. We have considered management’s adjustments or disclosures which includes the impact of the changes in the environment on the recognition and measurement of account balances and transactions in the financial statements or other specific disclosures.</p>

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements, Standalone financial statements and our Auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs, consolidated profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The respective Board of Directors / management of the companies included in the Group, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless

management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Group's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's

report. However, future events or conditions may cause the Group to cease to continue as a going concern; and

- Evaluate the overall presentation, structure, and content of the Consolidated financial results, including the disclosures, and whether the Consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

Reference is drawn to Note No.28 of the Consolidated Financial Statement detailing the events culminating in the Order of the Adjudicating Officer of SEBI in Order No:ORDERI/PM/RR/2019-20/6630-6635 dated 29th January 2020 and the further events and remedial actions initiated by the company. Further reference is drawn to Note No. 28 detailing the receipt of Order u/s 37 of FEMA dated 08.02.2021 from the Enforcement Directorate and response initiated by the company.

Our audit opinion is not modified in respect of the above.

Further, The consolidated annual financial results include the audited financial results of a subsidiary whose financial statements reflect total assets (before consolidation adjustments) of Rs.1,096.48 lakhs as at 31 March 2021, total

revenue (before consolidation adjustments) of Rs.26.93 lakhs and total net loss after tax (before consolidation adjustments) of Rs.100.55 lakhs, as considered in the consolidated annual financial results, which has been audited by its respective independent auditor. The independent auditors' report on financial statements of the entity has been furnished to us by the management and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the consolidated annual financial results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor and the financial results certified by the Board of Directors.

Our audit opinion is not modified in respect of the above.

#### **Report on other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of other auditors on separate financial statements of subsidiary and associate companies incorporated in India, referred in the Other Matters paragraph above we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act;
- e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year, if any, is in accordance with the provisions of section 197 of the Act;
- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2021 on the consolidated financial position of the Group.
- ii. The Group has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021.

For M/s CNGSN & ASSOCIATES LLP  
CHARTERED ACCOUNTANTS  
Firm Registration No: 004915S/S200036

K.Parthasarathy  
Partner

Place : Chennai  
Date : 07/07/2021

Membership No: 018394  
UDIN : 21018394AAAFU2651

## Annexure "A"

### To The Independent Auditors' Report of even date To The Members of GV Films Limited, on the consolidated Ind AS financial statements as of and for the year ended 31<sup>st</sup> March 2021

#### Report on the internal financial Control with reference to financial statements under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the Consolidated financial statements of GV Films Limited (hereinafter referred to as "the Company") as of and for the year ended 31 March 2021, we have audited the internal financial controls with reference to consolidated financial statements of the Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies as of that date.

#### Management's Responsibility for Internal financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's 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, as required under the Companies Act, 2013 (hereinafter referred to as "Act").

#### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.



**Meaning of Internal financial Controls over Financial Reporting**

A Company's internal financial controls with reference to the consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal financial Controls with reference to consolidated financial statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Qualified Opinion**

According to the information and explanations given to us and based on our audit, the following weakness has been identified as at 31<sup>st</sup> March 2021. " The Company's internal control system for obtaining confirmation of balances from outside parties for trade receivable, trade payable and loans and advances, stock -in trade and capital work-in progress, bank confirmations, which could potentially result in existence of uncertainty that may cast significant doubt

about the recoverability/settlement of these items."

A material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria of the Company, the Company and its subsidiary which is incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal controls with reference to the consolidated financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

We have considered the material weaknesses identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the 31<sup>st</sup> March 2021 financial statements of the Group and the material weaknesses does affect our opinion on the financial statements of the Company.

**Other matters:**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to of its subsidiary companies is based on the corresponding reports of the auditors of such companies incorporated in India.

For M/s CNGSN & ASSOCIATES LLP  
CHARTERED ACCOUNTANTS  
Firm Registration No: 004915S/S200036

Place : Chennai  
Date : 07/07/2021

**K.Parthasarathy**  
Partner  
Membership No: 018394  
UDIN: 21018394AAAAFU2651

**GV FILMS LIMITED**

Corporate Identity Number (CIN) L92490MH1989PLC238780

Registered Office : 408, Sagar Avenue, 54B, S.V. Road, Andheri West, Mumbai - 400 058

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**CONSOLIDATED BALANCE SHEET AS AT 31st March, 2021**

Particulars	Note No.	As at 31 March, 2021 (Rs.)	As at 31 March 2020 (Rs.)
<b>(I) ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, plant and equipments	3(a)	822.50	860.95
(b) Capital Work-in-progress		926.97	926.97
(c) Other intangible assets			
(d) Right-of-use assets	3(b)	31.66	46.66
(e) Financial assets			
(i) Investments	4(a)	15.37	5.50
(ii) Loans	4(b)	11.83	11.09
(f) Deferred tax assets (net)	4(e)	41.87	43.61
(g) Other non-current assets	5	1,237.35	1,237.18
<b>Total non-current assets</b>		<b>3,087.56</b>	<b>3,131.96</b>
<b>(2) Current assets</b>			
(a) Inventories	6	3,497.76	3,497.76
(b) Financial assets			
(i) Trade receivables	4(c)	5.00	5.00
(ii) Cash and cash equivalents	4(d)	18.29	20.24
(c) Other current assets	7	269.20	426.16
<b>Total Current assets</b>		<b>3,790.25</b>	<b>3,949.16</b>
<b>Total Assets</b>		<b>6,877.81</b>	<b>7,081.12</b>
<b>Equity and liabilities</b>			
<b>1. Equity</b>			
(a) Equity Share Capital	8	9,146.28	9,146.28
(b) Other Equity	9	(6,818.05)	(6,608.19)
<b>Total Equity</b>		<b>2,328.23</b>	<b>2,538.09</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Financial Liabilities	10(b)	213.58	195.94
(ii) Lease Liabilities		18.11	33.20
(b) Deferred tax liabilities (Net)		-	-
(c) Other non-current liabilities	11	25.02	25.02
<b>Total Non-current liabilities</b>		<b>256.71</b>	<b>254.15</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	10(a)	1,499.50	1,514.57
(ii) Trade payables	12	146.80	152.09
(iii) Other financial liabilities	10(b)	2,560.52	2,515.82
(iv) Lease Liabilities		16.38	15.49
(b) Provisions		-	-
(c) Other current liabilities	13	69.67	90.90
<b>Total current liabilities</b>		<b>4,292.87</b>	<b>4,288.87</b>
<b>Total liabilities</b>		<b>4,549.59</b>	<b>4,543.03</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,877.81</b>	<b>7,081.12</b>

See accompanying notes forming part of the financial statements

M/s CNGSN &amp; ASSOCIATES LLP

Chartered Accountants

Firm Registration No. 004915S/S200036

-Sd-

K.Parthasarathy

Partner

M.No. 018394

-Sd-

Balakumar Vethagiri Giri

Chief Executive Officer

PAN. AADPG2683A

-Sd-

Ishari Ganesh Kadirvelan

DIN. 00269445

Director

-Sd-

Ashwinkumar Kamala Kannan

DIN. 03447494

Director

-Sd-

Viswanathan Sridhar

ACS 7218

Company Secretary

Place : Chennai

Date : 7th July 2021

**GV FILMS LIMITED**

Corporate Identity Number (CIN) L92490MH1989PLC238780

Registered Office : 408, Sagar Avenue, 54B, S.V. Road, Andheri West, Mumbai - 400 058

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st March, 2021**

Particulars	NoteNo.	For the year ended 31 March, 2021 (Rs.)	For the year ended 31 March 2020 (Rs.)
<b>I Revenue from operations</b>	<b>14</b>	23.77	1,201.01
<b>II Other Income</b>	<b>15</b>	25.04	0.69
<b>III Total Revenue (I + II)</b>		<b>48.81</b>	<b>1,201.70</b>
<b>IV EXPENSES</b>			
Cost of Services	<b>16</b>	-	-
Changes in inventories of finished goods and work-in-progress	<b>17</b>	-	1,000.00
Employee benefit expense	<b>18</b>	12.47	16.47
Finance costs	<b>19</b>	69.77	68.27
Depreciation and amortisation expense	<b>20</b>	60.99	37.14
Other expenses	<b>21</b>	113.69	92.92
<b>Total Expenses (IV)</b>		<b>256.92</b>	<b>1,214.80</b>
<b>V Profit before exception items and tax (III - IV)</b>		<b>(208.11)</b>	<b>(13.10)</b>
<b>VI Exceptional Items</b>		-	-
<b>VII Profit after exception items and before tax (V - VI)</b>		<b>(208.11)</b>	<b>(13.10)</b>
<b>VIII Tax Expense</b>			
(a) Current tax		-	8.85
(b) Adjustment of Current tax relating of prior periods		-	9.00
(c) MAT Credit Entitlement		-	(17.85)
(c) Deferred tax		1.74	(41.73)
<b>Total tax expense</b>		<b>1.74</b>	<b>(41.73)</b>
<b>IX Profit for the period (V - VI)</b>		<b>(209.85)</b>	<b>28.63</b>
<b>X Other comprehensive income</b>			
(i) Items that will not be reclassified to profit or loss - Remeasurements of defined benefit plans		- -	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Total Other comprehensive income</b>			
<b>XI Total comprehensive income for the period (VII + VIII)</b>		<b>(209.85)</b>	<b>28.63</b>
<b>XII Earnings per equity share (face value of Rs. 10 each)</b>	<b>27</b>		
(1) Basic		(0.02)	0.00
(2) Diluted		(0.02)	0.00

In terms of our report attached.

M/s CNGSN &amp; ASSOCIATES LLP

Chartered Accountants

Firm Registration No. 004915S/S200036

-Sd-

K.Parthasarathy  
Partner  
M.No. 018394

-Sd-

Balakumar Vethagiri Giri  
Chief Executive Officer  
PAN. AADPG2683A

-Sd-

Ishari Ganesh Kadirvelan  
DIN. 00269445  
Director

-Sd-

Ashwinkumar Kamala Kannan  
DIN. 03447494  
Director

-Sd-

Viswanathan Sridhar  
ACS 7218  
Company Secretary

For and on behalf of the Board

Place : Chennai  
Date : 7th July 2021

**GV FILMS LIMITED**

Corporate Identity Number (CIN) L92490MH1989PLC238780

Registered Office : 408, Sagar Avenue, 54B, S.V. Road, Andheri West, Mumbai - 400 058

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2021**

Particulars	For the year ended		For the year ended	
	31 March 2021 (Rs.in Lakhs)		31 March 2020 (Rs.in Lakhs)	
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit / (Loss) before income tax and after exceptional items		(208.11)		(13.10)
<b>Adjustments for:</b>				
Depreciation of Property Plant and equipments and right of use Amortisation	60.99		37.14	
Finance Cost	69.77		63.21	
unrealised Foreign Exchange Fluctuation Loss (Gain)	-		-	
Interest Cost on Lease Liabilities	(0.75)		5.03	
Loss / (Profit) on financial assets carried at fair value through Profit and Loss	(9.87)		12.54	
Write off long term loans and advances	(14.43)		-	
Reversal of excess provision of Income Tax of Previous years Amortisation of expense				
		105.72		117.92
<b>Operating Loss before Working capital changes</b>		102.39		104.82
<b>Changes in Operating assets and liabilities</b>				
(Increase) / Decrease in Trade receivables	-		115.00	
(Increase) in Inventories	-		1,000.00	
(Increase) / (Decrease) in trade payables	(5.29)		(1,178.41)	
(Increase) / Decrease in Loans	-		(0.69)	
(Increase) / Decrease in Other non-current assets other than capital advances	(0.02)		0.06	
(Increase) / Decrease in Other current assets	171.02		12.73	
Increase / (Decrease) in Lease obligations	-		-	
Increase / (Decrease) in other non-current liabilities	-		-	
Increase / (Decrease) in other financial liabilities	(3.27)		44.21	
Increase / (Decrease) in other current liabilities	(21.22)		(11.58)	
		141.22		(44.14)
<b>Cash (Used in)/Flow from Operating Activities</b>		38.83		60.68
Income taxes (paid)/ refund received net		(0.15)		(21.83)
<b>NET CASH (USED IN) / FLOW FROM OPERATING ACTIVITIES</b>		38.67		(38.85)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Payments for property, plant and equipment	(7.55)		(2.00)	
Proceeds from sale of property, plant and equipment	-		-	
Payment of Principle portion of lease liabilities	(18.00)		(12.97)	
Increase in deposits	-		-	
Interest costs of Lease Liabilities	-		(5.03)	
<b>NET CASH (USED IN) INVESTING ACTIVITIES</b>		(25.55)		(20.00)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Settlement from borrowings (net)		(15.06)		49.15
Payment of Principle Portion of Lease Liabilities		-		-
Finance cost		(0.02)		(63.21)
<b>NET CASH FROM FINANCING ACTIVITIES</b>		(15.08)		(14.06)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A + B + C)</b>		(1.95)		4.79
Cash and Cash Equivalents as at the beginning of the year		20.24		15.45
<b>Cash and Cash Equivalents as at the end of the year</b>		18.29		20.24
<b>Reconciliation of Cash and Cash Equivalents with Balance Sheet</b>		<b>As at 31 March 2021</b>		<b>As at 31 March 2020</b>
Cash and Bank Balances as per Balance sheet (Refer Note 4d)		18.29		20.24
<b>Total Cash and Cash Equivalents as at the end of the year</b>		18.29		20.24

See accompanying notes forming part of the financial statements

In terms of our report attached.

M/s CNGSN &amp; ASSOCIATES LLP

Chartered Accountants

Firm Registration No. 004915S/S200036

-Sd-  
K.Parthasarathy  
Partner  
M.No. 018394-Sd-  
Balakumar Vethagiri  
Chief Executive Officer  
PAN. AADPG2683A-Sd-  
Ishari Ganesh Kadirvelan  
DIN. 00269445  
Director

For and on behalf of the Board

-Sd-  
Ashwinkumar Kamala Kannan  
DIN. 03447494  
Director-Sd-  
Viswanathan Sridhar  
ACS 7218  
Company SecretaryPlace : Chennai  
Date : 7th July 2021

**GV FILMS LIMITED****Statement of Changes in Equity for the year ended 31<sup>st</sup> March 2021**

(All Amounts are in Rs. in Lakhs unless otherwise stated)

Note	Particulars	31st March 2021 Rs.	31st March 2020 Rs.
<b>A. EQUITY SHARE CAPITAL</b>			
	Balance as at beginning of the Year	9,146.28	9,146.28
	Changes in equity share capital during the year:	-	-
	<b>Closing Balance</b>	<b>9,146.28</b>	<b>9,146.28</b>

**B. OTHER EQUITY**

Particulars	Other Reserve	Retained earnings	Securities Premium	Total
Balance as at 1 April 2019	1,216.01	(16,466.72)	8,613.89	(6,636.83)
Profit for the year	-	28.63		28.63
Other Comprehensive Income	-	-		-
<b>Total Comprehensive Income for the year</b>	<b>1,216.01</b>	<b>(16,438.09)</b>	<b>8,613.89</b>	<b>(6,608.19)</b>
Dividends paid	-	-		-
Dividend distribution tax	-	-		-
<b>Balance as at 31 March 2020</b>	<b>1,216.01</b>	<b>(16,438.09)</b>	<b>8,613.89</b>	<b>(6,608.19)</b>
Particulars	Other Reserve	Retained earnings	Securities Premium	Total
Balance as at 1 April 2020	1,216.01	(16,438.09)	8,613.89	(6,608.20)
Profit for the year	-	(209.85)		(209.85)
Other Comprehensive Income	-	-		-
<b>Total Comprehensive Income for the year</b>	<b>1,216.01</b>	<b>(16,647.94)</b>	<b>8,613.89</b>	<b>(6,818.05)</b>
Dividends paid	-	-		-
Dividend distribution tax	-	-		-
<b>Balance as at 31 March 2021</b>	<b>1,216.01</b>	<b>(16,647.94)</b>	<b>8,613.89</b>	<b>(6,818.05)</b>

In terms of our report attached.

**M/s CNGSN & ASSOCIATES LLP**

Chartered Accountants

Firm Registration No. 004915S/S200036

For and on behalf of the Board

-Sd-

K.Parthasarathy

Partner

M.No. 018394

-Sd-

Balakumar Vethagiri Giri

Chief Executive Officer

PAN. AADPG2683A

-Sd-

Ishari Ganesh Kadirvelan

DIN. 00269445

Director

-Sd-

Ashwinkumar Kamala Kannan

DIN. 03447494

Director

-Sd-

Viswanathan Sridhar

ACS 7218

Company Secretary

Place : Chennai

Date : 7th July 2021

## **GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

### **Note 1: Significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently adopted to all years presented, unless otherwise stated.

#### **(a) Basis of preparation**

##### **(i) Compliance with Ind AS**

The financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS), notified under section 133 of the Companies Act, 2013 ('the Act') [Companies (Indian Accounting Standards Rules, 2015)] and other relevant provisions of the Act.

##### **(ii) Historical cost convention**

These financial statements have been prepared on the historical cost basis, except for defined benefit plans, where the plan assets are measured at fair value and Investments in equity instruments which also measured on a fair value basis.

##### **(iii) Amended standards adopted by the Company**

The Company has adopted the following standards and amendments for the annual reporting period commencing 1 April 2020

- Ind AS 116, Leases (as amended)
- Amendment to Ind AS 20, Accounting for Government grants and disclosure of Government assistance
- Uncertainty over Income-tax treatments - Appendix C to Ind AS 12, Income taxes
- Plan amendment, curtailment or settlement
- Amendments to Ind AS 19, Employee benefits
- Amendment to Ind AS 103, Business Combinations and Ind AS 111, Joint Arrangements
- Amendment to Ind AS 12, Income-taxes
- Amendment to Ind AS 23, Borrowing costs

The Company had to change its accounting policies after the adoption of Ind AS 116 in the financial year 2019-20. The other amendments listed above did not have any impact on the amounts recognised in the prior period and are not expected to significantly affect the current or future periods.

##### **(b) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Refer Note 26 for segment information presented.

##### **(c) Foreign currency translation**

###### **(i) Functional and presentation currency**

The functional and presentation currency of the Company is Indian Rupee.

###### **(ii) Transactions and balance**

Foreign currency transactions are translated to functional currency using the exchange prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and translation of monetary assets and liabilities denominated at foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign gains and losses are presented in the statement of profit and loss on a net basis with other gains/ (losses).

Non-monetary items that are measured at fair value in foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary asset such as equity instruments classified as at FVOCI are recognised in other comprehensive income.

###### **(d) Revenue recognition**

###### **(i) Sale of Goods**

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

The Company has adopted Ind AS 115 using the Full Retrospective Method. The impact of adoption of the standard on the financial statements of the Company is insignificant.

- Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

## **GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

- Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.

- Revenue from services is recognized in accordance with the terms of contract when the services are rendered and the related costs are incurred. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenues are recognised when collectability of resulting receivables is reasonably assured.

### **(e) Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the profit and loss on a straight line basis over the expected lives of the related assets and presented within other income.

### **(f) Income tax**

Income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate and adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax expense for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally

recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### **(g) Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. For arrangements entered into prior to 1 April 2016, the Company has determined whether the arrangements contain lease on the basis of facts and circumstances existing on the date of transition.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

**Operating Lease:** Rental expense from operating leases is generally recognised on a straight-line basis over the term of relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the periods in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

**(i) Impairment of assets**

Goodwill and intangible assets that have indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they may be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of impairment at the end of each reporting period.

**(j) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial

institutions, other short-term, highly-liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within current liabilities in the balance sheet.

**(k) Trade receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components in which case they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest rate method, less loss allowance.

**(l) Inventories**

Inventories represent films under production and other film rights. Films under production represent the cumulative cost incurred till the year end. Films rights represent value of unexploited technology rights of old Hollywood films. Films acquired during the year are fully charged to revenue.

**(m) Investments and other financial assets**

**Classification of financial assets :** On initial recognition, a financial asset is classified to be measured at amortised cost, fair value through other comprehensive income (FVTOCI) or Fair value through Profit & Loss ('FVTPL'). The classification depends upon the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit and loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The group reclassifies debt investments when and only when the business model for managing those assets changes.

**(i) Recognition :** Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sale the financial asset.



## **GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

(ii) **Measurement** : At initial recognition, the Company measures a financial asset at its fair value plus, in case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transactions cost of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Debt instruments:** Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses in other expenses.

**Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are

measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**Equity instruments:** The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iii) **Impairment of financial assets** : The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 25 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach required by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) **Derecognition of financial asset**

A financial asset is derecognised only when:

- i) The Company has transferred the rights to receive cash flows from the financial asset or
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. Where the Company has transferred an asset, the Company evaluates

## **GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### **(v) Income recognition :**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

### **Dividends**

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

**(n) Offsetting financial instruments :** Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### **(o) Property, plant and equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to

the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### **Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

### **Depreciation methods, estimated useful lives and residual value**

Property, plant and equipment are depreciated on a straight-line basis over the useful life of the assets as prescribed under the Schedule II of the Companies Act, 2013.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

### **(p) Intangible assets**

Intangible assets are recognised at acquisition cost net of accumulated amortisation and impairment losses.

### **Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at 1 April 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

### **(q) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**(r) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable] that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of a mandatorily convertible bonds is determined using a market interest rate for an equivalent non-convertible bonds. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently remeasured. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the

approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**(s) Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

**(t) Provisions, contingent liabilities and contingent assets**

Provisions for legal claims, service warranties, volume discounts and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

**(u) Employee Benefits (i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are

## **GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

presented as current employee benefit obligations in the balance sheet.

### **(ii) Other long-term employee benefit obligations :**

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

### **(iii) Post-employment obligations**

**Company has not determined the gratuity liability and leave encashment in accordance with Indian Accounting Standard (Ind AS 19) "Employee Benefits"**

### **(v) Contributed equity**

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### **(w) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

### **(x) Earnings per share**

#### **Basic earnings per share**

Basic earnings per share is calculated by dividing:

- i) the profit attributable to owners of the group
- ii) by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares (note 27).

**Diluted earnings per share:** Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

i) the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

ii) the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(y) Rounding off amounts** All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**(z) Regrouping of previous year's figures :** Previous Year's figures have been re-grouped wherever necessary to conform to the Current Year's classification / disclosure

### **Note 2: Critical estimates and judgments**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

i) Estimation of current tax expense and payable – **Note 22**

ii) Estimated useful life of tangible asset – **Note 3**  
Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**Note 3 (a) Property Plant and Equipments and Intangible Assets - current year ended 31 March 2021**

Particulars	Gross block - at cost				Rate As per Companies Act	Accumulated Depreciation / Amortisation				Net block	
	As at 1 <sup>st</sup> Apr 20	Additions	Disposals	As at March 31, 2021		As at 1 <sup>st</sup> April 2020	For the Year	Eliminated on disposals of assets	As at 31 <sup>st</sup> , March 2021	As at 31 <sup>st</sup> March 2021	As at 31 <sup>st</sup> , March 2020
	Rs.	Rs.	Rs.	Rs.		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>A. Property Plant and Equipments</b>											
Land - Freehold	511.58	-	-	511.58		-	-	-	-	511.58	511.58
Land - Leasehold	-	-	-	-		-	-	-	-	-	-
Buildings	181.72	-	-	181.72		3.79	17.79	-	21.58	160.15	177.94
Plant & Machinery	202.45	7.55	-	210.00		62.28	20.76	-	83.04	126.96	140.17
Furniture and fixtures	14.89	-	-	14.89	25.90%	3.39	2.48	-	5.86	9.03	11.50
Motor vehicles	0.32	-	-	0.32		0.07	-	-	0.07	0.25	0.25
Office Equipments	13.36	-	-	13.36	45.10%	0.75	2.56	-	3.31	10.05	12.61
Computers	9.13	-	-	9.13	63.20%	2.23	2.42	-	4.65	4.48	6.90
<b>Sub Total (A)</b>	<b>933.46</b>	<b>7.55</b>	<b>-</b>	<b>941.01</b>		<b>72.51</b>	<b>45.99</b>	<b>-</b>	<b>118.52</b>	<b>822.50</b>	<b>860.95</b>
<b>B. Intangible Assets</b>											
Computer Software	-	-	-	-		-	-	-	-	-	-
<b>Sub Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+B)</b>	<b>933.46</b>	<b>7.55</b>	<b>-</b>	<b>941.01</b>		<b>72.51</b>	<b>45.99</b>	<b>-</b>	<b>118.52</b>	<b>822.50</b>	<b>860.95</b>

**Note 3 (a) Property Plant and Equipments and Intangible Assets - previous year ended 31 March 2020**

Particulars	Gross block - at cost				As at 1 <sup>st</sup> April 2019	Accumulated Depreciation / Amortisation			Net block		
	As at 1 <sup>st</sup> April 2019	Additions	Disposals	As at March 31, 2020		As at 1 <sup>st</sup> April 2019	For the Year	Eliminated on disposals of assets	As at 31 <sup>st</sup> , March 2020	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> , March 2019
	Rs.	Rs.	Rs.	Rs.		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>A. Property Plant and Equipments</b>											
Land - Freehold	511.58	-	-	511.58	-	-	-	-	-	511.58	511.58
Buildings	181.72	-	-	181.72	3.79	-	-	3.79	177.94	177.94	
Plant & Machinery	200.45	2.00	-	202.45	41.57	20.71	-	62.28	140.17	158.88	
Furniture and fixtures	14.89	-	-	14.89	2.45	0.94	-	3.39	11.50	12.44	
Motor vehicles	0.32	-	-	0.32	0.07	-	-	0.07	0.25	0.25	
Office Equipments	13.36	-	-	13.36	0.74	0.01	-	0.75	12.61	12.62	
Computers	9.13	-	-	9.13	1.74	0.49	-	2.23	6.90	7.39	
<b>Total (A+B)</b>	<b>931.46</b>	<b>2.00</b>	<b>-</b>	<b>933.46</b>	<b>50.36</b>	<b>22.15</b>	<b>-</b>	<b>72.51</b>	<b>860.95</b>	<b>881.09</b>	
<b>B. Intangible Assets</b>											
Computer Software	-	-	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+B)</b>	<b>931.46</b>	<b>2.00</b>	<b>-</b>	<b>933.46</b>	<b>50.36</b>	<b>22.15</b>	<b>-</b>	<b>72.51</b>	<b>860.95</b>	<b>881.09</b>	

**Note 3 (b) : Leases**

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Particulars	As at 31 March 2021 (Amount in Rs.)	As at 31 March 2020 (Amount in Rs.)
Right-of-use Asset created for building taken on lease		
As at 1st April 2020	46.66	61.66
Add: Increase on adoption of Ind AS 116		
Add: Additions		
Less: Depreciation expense	(15.00)	(15.00)
<b>As at March 31, 2021</b>	<b>31.66</b>	<b>46.66</b>

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the period:

Particulars	As at 31 March 2021 (Amount in Rs.)	As at 31 March 2020 (Amount in Rs.)
Right-of-use Asset created for building taken on lease		
As at 1st April 2020	48.69	61.66
Add: Increase on adoption of Ind AS 116	-	-
Accretion of interest	3.81	5.03
(Less : ) Cash Flow	(18.00)	(18.00)
As at March 31, 2021	<b>34.49</b>	<b>48.69</b>
Current	16.38	15.49
Non-Current	18.11	33.20
<b>Total</b>	<b>34.49</b>	<b>48.69</b>

(ii) Maturity analysis of the lease liabilities is as follows:

Lease Liabilities Amount	Amount
Within 1 Year	16.38
Between 1 and 5 years	18.11
<b>Total</b>	<b>34.49</b>

(iii) The amounts recognised in the statement of profit and loss during the current financial year is as follows:

Particulars	Amount
Depreciation charge on right-of-use asset	15.00
<b>Depreciation charge on right-of use asset - Sub Total</b>	<b>15.00</b>
Interest expenses included in Finance Costs	3.81
Expense relating to short-term & low value lease payments (included in other expenses)	-
<b>Total</b>	<b>18.81</b>

**Note 4****4 (a) Non-current investments**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
<b>Investment in equity instruments (fully paid-up)</b>		
Equity Instruments at FVTPL		
Quoted		
18,800 (Previous year - 18,800) equity shares of Rs. 100 each fully paid up in GSFC	15.28	5.41
792 (Previous Year- 792) units of Debentures in Unit Trust of India	0.08	0.08
<b>Total</b>	<b>15.37</b>	<b>5.50</b>
Unquoted		
Investment in Subsidiary -GV Studio City Limited (100% Holding)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Grand Total</b>	<b>15.37</b>	<b>5.50</b>
Aggregate amount of quoted investments	15.37	5.50
Aggregate market value of quoted investments	15.37	5.50
Aggregate amount of unquoted investments	-	-

**4 (b) - Loans**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
<b>Non-Current</b>		
Security deposits	11.83	11.09
Deposits towards leased premises	-	-
<b>Total Non-current</b>	<b>11.83</b>	<b>11.09</b>
<b>Total</b>	<b>11.83</b>	<b>11.09</b>

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**4 (c) - Trade receivables (unsecured, considered good)**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Other trade receivables	5.00	5.00
<b>Total receivables</b>	<b>5.00</b>	<b>5.00</b>
Current portion	5.00	5.00
Non-current portion	-	-

**4 (d) - Cash and cash equivalents**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Balances with banks		
- in current accounts	15.16	17.02
Cash on hand	3.13	3.22
<b>Total</b>	<b>18.29</b>	<b>20.24</b>

**Note 4(e) - Deferred tax assets (Net)**

The balance comprises temporary differences attributable to:

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
<b>Deferred tax liabilities</b>		
Property, plant and equipment and intangible assets	(14.25)	(15.68)
Right of Use Assets and Lease Liabilities	0.48	(0.35)
<b>Deferred tax assets</b>		
Fair Valuation of Security Deposits	(2.05)	1.96
Unabsorbed tax depreciation	46.04	46.04
Others	11.65	11.65
<b>Total</b>	<b>41.87</b>	<b>43.61</b>

**Movement in deferred tax balances**

Particulars	For the year ended 31 March, 2021 Charge/ (credit) recognised in				
	As at 1 April, 2020	Statement of Profit/ Loss	Other Comprehensive Income	Directly in Other Equity	As at 31 March 2021
Property, plant and equipment and intangible assets	(15.68)	1.43	-	-	(14.25)
Fair Valuation of Security deposits	1.95	(4.00)	-	-	(2.05)
Right of Use Assets and Lease Liabilities	(0.35)	0.83	-	-	0.48
Unabsorbed tax depreciation	46.04	-	-	-	46.04
Others	11.65	-	-	-	11.65
<b>Total</b>	<b>43.61</b>	<b>(1.74)</b>	<b>-</b>	<b>-</b>	<b>41.87</b>

**Note 5 - Other Non-current assets**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Capital advances - to related parties	1,168.09	1,168.09
Capital advances - to others		
Less: Provision for doubtful advances	-	-
	<b>1,168.09</b>	<b>1,168.09</b>
Advances other than capital advances		
- To Subsidiaries	-	-
- Staff advances	12.01	12.01
- Others	25.45	25.43
Loans Receivables - credit impaired	-	-
Non-Current Tax assets	10.95	10.80
Sales Tax Deposits	0.90	0.90
Prepaid Rent - Security deposit	2.10	2.10
MAT Credit entitlement	17.85	17.85
	<b>69.26</b>	<b>69.09</b>
<b>Total</b>	<b>1,237.35</b>	<b>1,237.18</b>

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**Note 6 - Inventories**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Work-in-progress	-	-
Stock-in-trade ( Film Rights)	3,497.76	3,497.76
<b>Total</b>	<b>3,497.76</b>	<b>3,497.76</b>

**Note 7 - Other Current assets**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Prepayments	181.05	337.34
Advances to suppliers and contractors	-	-
Less: Provision for doubtful receivables	-	-
Balances with government authorities	87.28	78.96
Less: Provision for doubtful receivables	-	-
	<b>87.28</b>	<b>78.96</b>
Prepaid Rent - Security deposit	0.88	1.23
Other advances	-	8.64
<b>Total</b>	<b>269.20</b>	<b>426.16</b>

**Note 8 - Equity Share capital**

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	No. of Shares	(Rs)	No. of Shares	(Rs.)
(a) Authorised				
Equity shares of Rs.1 each with voting rights	2,000,000,000	20,000.00	2,000,000,000	20,000.00
	2,000,000,000	20,000.00	2,000,000,000	20,000.00
(b) Issued, subscribed and fully paid up				
Equity shares of Rs.1 each with voting rights	914,627,833	9,146.28	914,627,833	9,146.28
<b>Total</b>	<b>914,627,833</b>	<b>9,146.28</b>	<b>914,627,833</b>	<b>9,146.28</b>

Refer Notes (i) to (iv) below

**Notes:**

(i) Reconciliation of the number of shares issued and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	No. of Shares	Rs.	No. of Shares	Rs.
Equity shares with voting rights				
Opening Balance	914,627,833	9,146.28	914,627,833	9,146.28
Add: Issued During the Year	-	-	-	-
Less: Buy back of equity shares	-	-	-	-
<b>Closing Balance</b>	<b>914,627,833</b>	<b>9,146.28</b>	<b>914,627,833</b>	<b>9,146.28</b>

(ii) Number of shares held by holding company and subsidiary of ultimate holding company

Particulars	As at 31 March, 2021 Number of Shares	As at 31 March, 2020 Number of Shares
	Nil	Nil



**GV FILMS LIMITED**

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(All Amounts are in Rs. in Lakhs unless otherwise stated)

(iii) Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	No. of Shares held	% holding in that class of shares	No. of Shares held	% holding in that class of shares
Balakumar Vethagiri	182,022,749	19.90%	182,022,749	19.90%
Ishari K Ganesh	182,060,000	19.91%	182,060,000	19.91%
Mahadevan Ganesh	182,000,000	19.90%	182,000,000	19.90%

(iv) Terms and rights attached to equity shares

The Company presently has two classes of equity shares of Rs. 1 each. Each shareholder of equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are entitled to receive payments out of the remaining net assets of the Company after payment of claims of preference shareholders, secured creditors if any and other preferential claims, in proportion to their shareholding.

**Note 9 : Other Equity**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Reserves and Surplus		
Securities Premium Account	8,613.89	8,613.89
Other reserves	1,216.01	1,216.01
Retained Earnings	(16,647.94)	(16,438.09)
<b>Total</b>	<b>(6,818.05)</b>	<b>(6,608.19)</b>

**Other reserve**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Opening balance	1,216.01	1,216.01
Movement during the year	-	-
<b>Closing balance</b>	<b>1,216.01</b>	<b>1,216.01</b>

**Retained earnings**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Opening balance	(16,438.09)	(16,466.72)
Net profit for the period	(209.85)	28.63
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit	-	-
Dividend declared during the year	-	-
Dividend distribution tax	-	-
<b>Closing balance</b>	<b>(16,647.94)</b>	<b>(16,438.09)</b>

**Note 10 - Financial Liabilities****10 (a) Current borrowings**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Loans repayable on demand		
Unsecured - at amortised cost		
From related parties (refer Note 29)	803.84	652.14
From others	695.68	862.43
<b>Total</b>	<b>1,499.50</b>	<b>1,514.57</b>

**10 (b). Other financial liabilities**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
<b>Non - Current</b>		
Security Deposits	213.58	195.94
<b>Total</b>	<b>213.58</b>	<b>195.94</b>

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

Current		
Unpaid matured debentures / Bonds	2,012.01	2,012.01
Interest accrued on borrowings	503.85	455.89
Employee Benefit Payable	0.15	0.30
Other payables	44.51	47.62
<b>Total</b>	<b>2,560.52</b>	<b>2,515.82</b>

**11. Other non current liabilities**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Provision for leave encashment	0.45	0.45
Gratuity Payable	24.57	24.57
<b>Total</b>	<b>25.02</b>	<b>25.02</b>

**Note 12 : Trade Payables**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Dues to Micro Enterprises & Small Enterprises (Refer Note 23)	-	-
Dues to related parties (Refer Note 29)	-	-
Others	146.80	152.09
<b>Total</b>	<b>146.80</b>	<b>152.09</b>

**Note 13 : Other Current Liabilities**

Particulars	As at 31 March, 2021 (Rs.)	As at 31 March, 2020 (Rs.)
Statutory dues including provident fund, taxes deducted at source, etc.	40.02	45.06
Rent Received in Advance	29.66	45.84
<b>Total</b>	<b>69.67</b>	<b>90.90</b>

**Note 14 : Revenue from operations**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
<b>Sale of Services</b>		
Right sale for movies	-	1,062.50
Rent and Maintenance	23.77	138.51
<b>Other Operating Revenue</b>		
<b>Total</b>	<b>23.77</b>	<b>1,201.01</b>
<b>(i) Details of Services</b>		
<b>Domestic sales</b>		
Right sale of Movies	-	1,062.50
Rent and Maintenance	23.77	138.51
<b>Total</b>	<b>23.77</b>	<b>1,201.01</b>

**Note 15 : Other Income**

Interest from unwinding of security deposit	0.74	0.69
Gain on financial assets mandatorily measured at fair value through profit and loss	9.87	-
Written Off Long Term Loans and Advances	14.43	-
<b>Total</b>	<b>25.04</b>	<b>0.69</b>

**Note 16 - Cost of services**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
Films under Production	-	-
Purchase of Rights	-	-
<b>Cost of Services</b>	<b>-</b>	<b>-</b>

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**Note 17 : Changes in inventory of work-in-progress, stock-in-trade and finished goods**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
<b>Opening Balance</b>		
Work-in progress	-	4,497.76
Finished goods	3,497.76	-
<b>Total opening balance</b>	<b>3,497.76</b>	<b>4,497.76</b>
<b>Closing Balance</b>		
Work-in progress	-	-
Finished goods	3,497.76	3,497.76
<b>Total closing balance</b>	<b>3,497.76</b>	<b>3,497.76</b>
<b>Total Changes in inventory of work-in-progress, stock-in-trade and finished goods</b>		<b>1,000.00</b>

**Note 18 - Employee Benefit Expense**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
Salaries and Wages	12.47	16.47
Contribution to Provident and other funds	-	-
Staff Welfare Expenses	-	-
<b>Total</b>	<b>12.47</b>	<b>16.47</b>

**Note 19 : Finance costs**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
Interest	65.95	63.21
Bank charges	0.02	0.03
Interest on lease liabilities	3.80	5.03
<b>Total</b>	<b>69.77</b>	<b>68.27</b>

**Note 20 : Depreciation**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
Depreciation on tangible assets	45.99	22.14
Depreciation on Right-of-use assets	15.00	15.00
<b>Total</b>	<b>60.99</b>	<b>37.14</b>

**Note 21 : Other expenses**

Particulars	For the year ended, 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
Advertisement & Publicity	1.30	0.86
Power and fuel	0.53	0.82
Rent	-	0.18
Rates and Taxes	18.87	16.96
Freight Charges	0.20	-
Computer Maintenance	0.02	-
Petty Cash expenses	0.02	-
Retainer Fee- Professional Services	5.15	-
Legal Expenses	0.13	-
Taxes and other duties paid	0.65	-
Annual Report Printing Charges	0.55	0.00
Telephone Expenses	-	0.02

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

Legal & Professional Charges	13.02	20.73
Penalty	-	-
Membership and Subscription	0.01	
Office Expenses	-	0.53
Auditors' remuneration:		
For audit services:		
- Statutory Audit	6.00	6.00
- for other audit services:		
- Certification services	-	-
- Tax audit	1.00	1.00
- In other capacity - taxation fee		
Travelling and conveyance	0.05	1.47
Postage & Courier Expenses	0.01	3.28
Filing Expenses	-	0.92
Net loss on foreign currency transactions and translations	-	12.54
Software updates and Web Maintenance	0.11	0.11
Lisitng & Depository Fee	6.31	13.96
Printing & Stationery	0.10	6.80
Miscellaneous expenses	0.02	0.28
Service Charges	2.84	-
Reimbursement of expenses	0.03	-
Income tax demand paid	20.10	-
Boarding and Lodging	0.06	-
E-Voting Charges	1.17	-
Annual Listing Fee	7.39	-
Bad Debts	2.43	-
Repairs and Maintenance	0.01	-
Repairs and Maintenance-Theatre	25.65	1.86
License Renewal		4.60
Round Off	0.00	-
<b>Total</b>	<b>113.69</b>	<b>92.92</b>

**Note 22 - Income tax expense**

Particulars	For the year ended 31 March 2021 (Amount in Rs.)	For the year ended 31 March 2020 (Amount in Rs.)
(a) Income tax expense		
<b>Current tax</b>		
Current tax	-	8.85
Adjustment of current tax for prior years	-	9.00
MAT Credit Entitlement	-	(17.85)
<b>Total current tax expense</b>	<b>-</b>	<b>-</b>
<b>Deferred tax</b>		
Decrease (increase) in deferred tax assets -	1.74	(45.94)
(Decrease) increase in deferred tax liabilities	-	4.21
<b>Total deferred tax expense/ (benefit)</b>	<b>1.74</b>	<b>(41.73)</b>
<b>Income tax expense</b>	<b>1.74</b>	<b>(41.73)</b>
<b>Income tax expense is attributable to:</b>		
Profit from continuing operations	1.74	(41.73)
Profit from discontinued operations	-	-
	<b>1.74</b>	<b>(41.73)</b>

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

Reconciliation of tax expense and accounting profit multiplied by India's tax rate:

Particulars	For the year ended 31 March 2021 (Amount in Rs.)	For the year ended 31 March 2020 (Amount in Rs.)
Profit from continuing operations before income tax expense	(208.11)	(13.10)
Profit from discontinuing operations before income tax expense	-	
<b>Tax at the Indian tax rate of 27.82%/ 27.55%</b>		<b>(3.41)</b>
Tax effect of amounts which are not deductible (taxable) in computing taxable income		
Corporate Social responsibility expenditure	-	-
Adjustment of current tax for prior years	-	9.00
Deferred Tax Assets recognised on Unabsorbed Tax Losses	1.74	46.04
Other items	-	(93.36)
<b>Income tax expense</b>	<b>1.74</b>	<b>(41.73)</b>

**23. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED')**

Particulars	For the year ended 31 March 2021 (Amount in Rs.)	For the year ended 31 March 2020 (Amount in Rs.)
a. Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	
b. Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end*	Nil	Nil
c. Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
d. Interest paid other than under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
e. Interest paid under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
f. Interest due and payable towards suppliers registered under the MSMED Act, for payments already made*	Nil	Nil
g. Further interest remaining due and payable for earlier years	Nil	Nil

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

**Note 24 - Fair Value Measurement  
Financial Instruments by category**

Particulars	31-Mar-21			31-Mar-20		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
<b>Financial assets</b>						
Trade receivables	-	-	5.00	-	-	5.00
Investments	15.37	-	-	5.50	-	-
Loans	-	-	11.83	-	-	11.09
Cash and cash equivalents	-	-	18.29	-	-	20.24
<b>Total financial assets</b>	<b>15.37</b>	<b>-</b>	<b>35.12</b>	<b>5.50</b>	<b>-</b>	<b>36.33</b>
<b>Financial liabilities</b>						
Borrowings	-	-	1,713.08	-	-	1,710.51
Trade payable	-	-	146.80	-	-	152.09
Lease Liabilities	-	-	34.49	-	-	48.69
Other Financial Liabilities	-	-	2,560.52	-	-	2,515.82
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>4,454.88</b>	<b>-</b>	<b>-</b>	<b>4,427.12</b>

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**Fair value hierarchy**

This section explains judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised at measured at fair value and (b) measured at amortised cost for which the fair values are disclosed in the financial statements. To provide an indication about the reliability of inputs used in determining the fair value, the group has classified its financial instrument into three levels as prescribed under the accounting standard.

**Financial assets or liabilities that are measured at amortised cost for which fair value are disclosed as at 31 March 2021**

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Trade receivables			5.00	5.00
Cash and cash equivalents			18.29	18.29
Loans			11.83	11.83
<b>Total financial assets</b>			<b>35.12</b>	<b>35.12</b>
<b>Financial liabilities</b>				
Borrowings			1,713.08	1,713.08
Trade payable			146.80	146.80
Lease Liabilities			34.49	34.49
Other financial liabilities			2,560.52	2,560.52
<b>Total financial liabilities</b>			<b>4,454.88</b>	<b>4,454.88</b>

**Financial assets or liabilities that are measured at amortised cost for which fair value are disclosed as at 31 March 2020**

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Trade receivables			5.00	5.00
Cash and cash equivalents	-	-	20.24	20.24
Loans	-	-	11.09	11.09
<b>Total financial assets</b>			<b>36.33</b>	<b>36.33</b>
<b>Financial liabilities</b>				
Borrowings			1,710.51	1,710.51
Trade payable			152.09	152.09
Lease Liabilities	-	-	48.69	48.69
Other Financial Liabilities	-	-	2,515.82	2,515.82
<b>Total financial liabilities</b>			<b>4,427.12</b>	<b>4,427.12</b>

**Fair value of assets and liabilities measured at amortised cost**

Particulars	31-Mar-21		31-Mar-20	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets</b>				
Trade receivables	5.00	5.00	5.00	5.00
Cash and cash equivalents	18.29	18.29	20.24	20.24
Loans	11.83	11.83	11.09	11.09
<b>Total financial assets</b>	<b>35.12</b>	<b>35.12</b>	<b>36.33</b>	<b>36.33</b>
<b>Financial liabilities</b>				
Borrowings	1,713.08	1,713.08	1,710.51	1,710.51
Trade payable	146.80	146.80	152.09	152.09
Lease Liabilities	34.49	34.49	48.69	48.69
Other Financial Liabilities	2,560.52	2,560.52	2,515.82	2,515.82
<b>Total financial liabilities</b>	<b>4,454.88</b>	<b>4,454.88</b>	<b>4,427.12</b>	<b>4,427.12</b>

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes equity instruments, traded bonds and mutual funds that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, trade bonds, Over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more significant inputs is not based on observable market data, the instrument is included in Level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in Level 3.

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

**Note 25 (a) : Financial Risk Management****Financial Risk Management Framework**

The Company's corporate treasury function provides services to the business, co-ordinates access to domestic financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risks (including currency risk), credit risk and liquidity risk. The Company does not use any derivative instruments to hedge these risks exposures.

The Board of directors reviews and agrees policies for managing each of these risks, which are summarized below:

**A) Credit risk :** Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the Company result in material concentration of credit risk. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

The carrying amount of the financial assets recorded in these financial statements, represents the maximum exposures to credit risk.

**Impairment of financial assets:** Trade receivables are subject to the expected credit loss model. Though, Other Financial assets including security deposits, cash and cash equivalents, other bank balances are also subject to impairment requirement of Ind AS 109, the impairment loss was immaterial. Further, trade receivables from other than related parties are only subject to the expected credit loss model for the Company. Based on past trends, impairment loss on related party trade receivables was immaterial.

**B) Liquidity risk :** Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and by matching maturing profiles of financial assets and financial liabilities in accordance with the approved risk management policy of the Company

**C) Market risk**

**(i) Foreign currency risk :** The Company undertakes transactions denominated in foreign currencies and consequently, exposures to exchange rate fluctuation arises. The Company does not enter into trade financial instruments including derivative financial instruments for hedging its foreign currency risk. The appropriateness of the risk policy is reviewed periodically with reference to the approved foreign currency risk management policy followed by the Company.

**Foreign currency risk exposure**

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows

Particulars	31-Mar-21	31-Mar-20
	USD	USD
Financial assets		
Trade receivables	-	-
Net exposure to foreign currency risks	-	-

**Sensitivity**

The following table details the Company's sensitivity to a 5% increase and decrease in INR against the relevant foreign currencies. 5% is the rate used in order to determine the sensitivity analysis considering the past trends and expectation of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates a increase in profit / decrease in loss and increase in equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or loss and equity and balance below would be negative.

**GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

Particulars	Impact on Profit after tax	
	31-Mar-21	31-Mar-20
<b>USD Sensitivity</b>		
INR/EUR - increase by 5 percent*	-	-
INR/EUR - decrease by 5 percent*	-	-

\*Holding all other variables constant

**ii) Cash flow and fair value Interest rate risk**(a) **Interest rate risk exposure** : The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are negligible.**Note 25 (b) : Capital management****(i) Risk management**

The Company manages its capital to ensure maximizing the return to the stakeholders through the optimization of the debt and equity balance. The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as aggregate of borrowings, less cash and cash equivalents.

**(ii) Dividends**

Particulars	31-Mar-21	31-Mar-20
<b>Equity shares</b>		
Special dividend declared during the year	-	-
DDT on interim dividend	-	-

**Note 26 : Segment Information**

The Company has a single operating segment, namely, 'Production, processing and editing of films', and the information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of performance focusses on this operating segment. Accordingly, the amounts appearing in these financial statements relate to this operating segment.

**26.1 Geographical Information:**

The Company operates in the following principal geographical areas - India (country of domicile), Outside India. The Company's revenue from operation from external customers by location of operations and information about its non-current assets by locations of asset are detailed below:

Particulars	Revenue from external customers		Non- Current Assets *	
	For the Year ended 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)	For the year ended 31st March 2021 (Rs.)	For the year ended 31st March 2020 (Rs.)
Out side India	-	-	-	-
India	48.81	1,201.70	3,030.32	3,082.85
<b>Total</b>	<b>48.81</b>	<b>1,201.70</b>	<b>3,030.32</b>	<b>3,082.85</b>

\* Non current assets excludes income tax assets

**Note 27 : Earnings per share**

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

Particulars	For the Year ended 31st March 2021 (Rs.)	For the Year ended 31st March 2020 (Rs.)
Profit for the year attributable to equity shareholders of the Company	(209.85)	28.63
Weighted average number of equity shares for the purpose of calculating Basic & Diluted EPS*	914,627,833	914,627,833
Earnings per share from operations - Basic and Diluted	(0.02)	(0.00)

**Note 28: Commitments and Contingencies**

Particulars	As at 31st March 2021 (Amount in Rs.)	As at 31st March 2020 (Amount in Rs.)
<b>A. Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances	-	-
<b>B. Contingencies</b>		
Claims against the Company not acknowledged as debts:		
- Matters against which Company has filed appeal	500.00	500.00
-Service Tax	53.53	53.53
<b>B1. Contingencies not provided for</b>		



## GV FILMS LIMITED

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

### SEBI Investigations:

The Securities and Exchange Board of India (SEBI) commenced an investigation into the matters of the Company vide an Order dated June 23rd, 2017 in respect of the Global Depository Receipt (GDRs) Issue transaction during the period 1st of March 2007 and 30th of April 2007 (hereinafter referred to as "investigation period"). The Adjudicating Officer (AO) was appointed vide the Order dated 23rd June, 2017 to inquire into and adjudicate under Section 15HA of the SEBI Act and Section 23E of Securities Contract Regulation Act (SCRA), 1956, the alleged violation of the provisions of Section 12A(a), (b) and (c) of SEBI Act, 1992 read with Regulations 3(a), (b), (c) & (d), 4(1), 4(2) (f), (k) and (r) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to FUTP) Regulations, 2003 (hereinafter referred to as "SEBI PFUTP Regulations, 2003"), Section 21 of SCRA, 1956 read with Clause 36(7) of the listing agreement by the Company. Further, inquiry was conducted under Section 15HA of the SEBI Act for the alleged violation of the provisions of Section 12A(a), (b) and (c) of SEBI Act, 1992 read with Regulations 3(a), (b), (c) & (d), 4(1) of SEBI PFUTP Regulations by certain Directors and employee(s) of the Company during the investigation period (hereinafter referred to as "Other Parties").

A common Show Cause Notice (SCN) was issued to the Company and Other Parties during the investigation period under the provisions of Rule 4 (1) of the Adjudication Rules and Rule 4 of SCR Adjudication Rules, to show cause as to why an inquiry should not be held against them and the Company and why penalty should not be imposed on Company under the provisions of Sections 15HA of the SEBI Act and Section 23E of SCRA, 1956 and on the Other Parties under the provisions of Section 15HA of SEBI Act, for the aforesaid alleged violations.

The Company, vide letter dated July 17th, 2018, made its submissions through its legal representatives, and refuted all the allegations levelled against it and the Other Parties in the SCN.

On consideration of the Issues, evidences and findings, the AO passed an Adjudication Order against the Company in Order No: ORDER/PM/RR/2019-20/6630-6635 dated January 29th, 2020 issuing a Direction and imposing a penalty as under:

**Direction** - In exercise of powers conferred under Sections 11, 11B read with Section 19 of the Securities and Exchange Board of India Act, 1992, the Company is restrained from accessing the Securities Market including by issuing prospectus, offer document or advertisement soliciting money from the public and is further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly in any manner, for a period of five years from the date of the order.

**Penalty** - A penalty of Rs.25,00,000/- (Rupees Twenty-Five Lakhs only) levied on the Company under Section 15HA of the SEBI Act, 1992 and Section 23E of the SCRA, 1956.

Similarly, Directions and Penalties were given/levied on the Other Parties by the AO vide the Order in Order No: ORDER/PM/RR/2019-20/6630-6635.

The Company is in the course of filing an appeal against the above Order of the AO before the Honourable Securities Appellate Tribunal (SAT) under Section 15T of the SEBI Act. The Company is extremely confident of winning the Appeal.

In respect of the queries raised by the Securities and Exchange Board of India (SEBI) in relation to the preferential allotment of 54,60,00,000 equity shares of Rs.1/- each equally to Mr. Ishari Kadhrivelan Ganesh, Mr. Mahadevan Ganesh and Mr. Balakumar Vethagiri Giri respectively during the Financial Year 2017-18, the Company is giving its submissions from time to time and hopes to resolve the issues within a short span of time.

The Deputy General Manager (DGM) of the Investigations Department-19 wing of the Securities and Exchange Board of India (SEBI) vide Show Cause Notice (SCN) in SCN No SEBI/HO/IVD/ID19/VA/OW/P/2020/0000013285/2 dated August 17<sup>th</sup> 2020 alleged, based on the interim order passed by SEBI on the 1<sup>st</sup> of September 2017 and the findings of the Forensic Audit Report that the Company has violated Provisions of Section 12(A)(a), (b) and (c) and Section 11(2)(i) and 11(2)(ia) of the SEBI Act 1992, Regulations 3(b), (c) and (d) and Regulations 4(1) and 4(2) (f) and (r) of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (PFUTP), Regulations 4(1)(a), (b), (c), (e), (g), 4(2) (f) (ii) (6) & (7), 4(2) (f) (iii) (3), (6) and (12), Regulation 17(8) read with Part B of Schedule II, Regulation 33(2)(a) and Regulation 48 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) Regulations read with Section 21 of SCRA, 1956.

Similar allegations were directed at the Directors and employees (collectively called as 'Noticees' other than Noticee 1 which is the Company).

On the basis of the allegations, the SCN called upon the Company and other Noticees to show cause as to why suitable directions as deemed fit under Section 11(1), 11(4), 11(4A), 11A and 11B(1) and 11B(2) read with Section 15(a), 15HA and 15HB of the SEBI Act 1992, Section 12A(1) and 12A(2) of the SCRA, 1956 read with Section 23E and Section 23H of SCRA 1956 should not be issued against them for the alleged violations listed in the aforementioned SCN based on the

**GV FILMS LIMITED****Notes forming part of the consolidated financial statements for the year ended 31 March 2021**

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interim order passed by SEBI on the 1<sup>st</sup> of September 2017 and the findings of the Forensic Audit for the period April 1<sup>st</sup> 2015 – March 31<sup>st</sup> 2017.

The Company filed a settlement application with SEBI in respect of the violations of accounting standards which formed part of the Show cause notice dated August 17, 2020 and we also filed a compounding application for the same offenses with the ROC Mumbai. However, the settlement application was rejected by SEBI on account of the Company not having paid the penalty of 25 lakhs + interest that was levied in respect of the GDR transaction from 2007 by the Securities Appellate Tribunal. Therefore SEBI initiated recovery proceedings and froze the bank account of the Company. Soon after, the penalty was paid and the freeze was lifted. Following this, the Company has refiled the settlement application and the same is being processed by the Settlement Division of SEBI.

2. The Company received on 08.02.2021 an order u/s 37 of FEMA from the Enforcement Directorate requesting details and documents with respect to the GDR transaction which took place in 2007. The Company has submitted whatever information was available from the existing records.

**Note 29: Related Party Transactions**

- (a) **List of related parties where control exists**  
GV Studio City Limited (100% holding)
- (b) **Key management personnel**  
Isari Arthi Ganesh  
Ishari Ganesh Kadhivelan  
Balakumar Vethagiri Giri  
Mahadevan Ganesh
- (c) **Entities where Directors are partners / directors**  
Sidhesh Enterprises

**Note 29: Related Party Transactions****(d) Particulars of transactions or balances with related parties**

Particulars	Subsidiary		KMP		Others		Total	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
<b>Transactions</b>								
Advances given repaid		-	-	-	-	-	-	-
Rent Paid			6.00	6.00	-	-	6.00	6.00
Loans received			151.70	27.30	-	-	151.70	27.30
Loans received repaid			-	-	-	-	-	-
<b>Ishari K Ganesh</b>								
Rental deposit paid			-	-	-	-	-	-
Interest Income on Deposit			0.21	0.19	-	-	0.21	0.19
Prepaid Rent			-	-	-	-	-	-
<b>Arthi Ganesh</b>								
Rental deposit paid			-	-	-	-	-	-
Interest Income on Deposit			0.21	0.19	-	-	0.21	0.19
Prepaid Rent			-	-	-	-	-	-
<b>Total</b>			<b>158.11</b>	<b>33.68</b>	<b>-</b>	<b>-</b>	<b>158.11</b>	<b>33.68</b>

Particulars	Subsidiary		KMP		Others		Total	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
<b>Balances as at year end</b>								
Advances to Subsidiaries		-	-	-	-	-	-	-
Loans from Directors			803.84	652.14	-	-	803.84	652.14
Capital Advances					1,168.09	1,168.09	1,168.09	1,168.09
Advance received (Cr.)		-	-	-	-	-	-	-
<b>Security Deposit (Dr.)</b>								
Ishari K Ganesh			2.51	2.30	-	-	2.51	2.30
Arthi Ganesh			2.51	2.30	-	-	2.51	2.30
<b>Prepaid Rent (Dr.)</b>								
Ishari K Ganesh			1.05	1.05	-	-	1.05	1.05
Arthi Ganesh			1.05	1.05	-	-	1.05	1.05
<b>Total</b>			<b>810.96</b>	<b>658.84</b>	<b>1,168.09</b>	<b>1,168.09</b>	<b>1,979.06</b>	<b>1,826.93</b>

## **GV FILMS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31 March 2021

(All Amounts are in Rs. in Lakhs unless otherwise stated)

### **Note 30 : Impact of Covid 19 Pandemic**

After COVID-19 was declared as a pandemic in March 2020, and a nationwide lockdown was announced, the film exhibition industry was the first to be impacted as all cinemas across India were temporarily shut down. Cinemas were allowed to re-open only post 15th October 2020 to operate with up to 50% of their seating capacity, in areas outside the containment zones. Further, despite the restrictions being eased, many cinemas opted to remain shut for lack of new content. However, the second wave of COVID-19 towards the end of FY21, and the reimposition of lockdown restrictions, has once again led to widespread cinema closures. Since the Company is primarily in the business of Film Production and Distribution, the operations of the Company continue to remain impacted severely. The management believes that COVID-19 will impact the Company's business in the medium-term, but it does not anticipate material risk to its business prospects over the long term. The management of the Company has carried out an assessment of the appropriateness of the going concern assumption, impairment of assets and other related aspects and as on the date of approval of these financial statements, it believes that there is no significant impact. Further, despite various uncertainties, the management and the Board of Directors believe that the Company would be able to meet its obligations in the foreseeable future based on the continued support from various stakeholders. Accordingly, the management and the Board of Directors believe that the operations of the Company can be sustained on a going concern basis.

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

Chartered Accountants

Firm Registration No. 004915S/S200036

-Sd-

**K.Parthasarathy**  
Partner  
M.No. 018394

-Sd-

**Balakumar Vethagiri Giri**  
Chief Executive Officer  
PAN. AADPG2683A

-Sd-

**Ishari Ganesh Kadirvelan**  
DIN. 00269445  
Director

For and on behalf of the Board

-Sd-

**Ashwinkumar Kamala Kannan**  
DIN. 03447494  
Director

-Sd-

**Viswanathan Sridhar**  
ACS 7218  
Company Secretary

Place : Chennai

Date : 7th July 2021

**NOTES**

*If undelivered Please Return to :*

**M/s Cameo Corporate Services Ltd**

“Subramanian Building”, 1 Club House Road,  
Chennai – 600 002

E mail : [narasimhan@cameoindia.com](mailto:narasimhan@cameoindia.com)

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