

TWELVETH
**ANNUAL
REPORT**
2019-20

A YEAR OF ACCOMPLISHMENT



Dub in India



VR FILMS & STUDIOS LIMITED

UPCOMING RELEASES

HE CAN HAPPEN TO ANYONE
RUSSELL CROWE IS UNHINGED

TARGET NUMBER ONE
 UNCOVER THE CORRUPTION
 DISCOVER THE TRUTH

A collage of seven photographs showing various actors and actresses in a recording studio. The actors are wearing headphones and speaking into microphones, likely recording dialogues for the film 'Sardar Udham'. The photos are arranged in two rows: the top row has five photos and the bottom row has two. The actors shown include a woman in a pink top, a man in a white t-shirt, a man in a blue plaid shirt, a man in a white t-shirt with a cartoon, a woman in a floral top, a man in a yellow shirt, and a woman in a grey top.

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Manish Satprakash Dutt	Managing Director
Mr. Krishi Satprakash Dutt	Whole Time Director
Mr. Pawan Kumar Dutt	Non-Executive Director
Mr. Vishnu Vithalbhair Patel	Independent Director
Mrs. Vaneeta Sridhar	Independent Director

CHIEF FINANCIAL OFFICER:

Mr. Prasad Sawant

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Aparna Akadkar

REGISTERED OFFICE:

19, Chhadva Apartments,
Sion-Trombay Road,
Chembur, Mumbai,
Maharashtra – 400 071.

CIN: L92100MH2007PLC177175

WEBSITE: www.vrfilms.in

EMAIL: info@vrfilms.in

STATUTORY AUDITORS:

M/s. B. L. Dasharda & Associates,
Chartered Accountants

INTERNAL AUDITORS:

M/s. Himank Desai & Co.
Chartered Accountants

SECRETARIAL AUDITOR:

M/s. Jaymin Modi & Co.
Company Secretaries

REGISTRAR & TRANSFER AGENTS:

Link Intime India Pvt. Ltd
1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai,
Maharashtra – 400 083

BANKERS:

Standard Chartered Bank
IDBI Bank Limited

BOARD OF DIRECTORS



Mr. Manish Satprakash Dutt
MANAGING DIRECTOR



Mr. Krishi Satprakash Dutt
WHOLETIME DIRECTOR



Mr. Pawan Kumar Dutt
NON-EXECUTIVE DIRECTOR



Mrs. Vaneeta Sridhar
INDEPENDENT DIRECTOR



Mr. Vishnu Vithalbhai Patel
INDEPENDENT DIRECTOR

CONTENTS

Notice	1-7
Director's Message	8-10
Directors' Report	11-33
Corporate Governance Report	34-37
Extract of Annual Return	38-55
CEO/CFO Certificate Under Regulation 17(8) Of The Listing Regulations	56-57
Certificate Of Non-Disqualification Of Directors	58
Secretarial Audit Report	59-62
Management Discussion and Analysis	63-68
FINANCIAL STATEMENTS	
Independent Auditors Report	69-73
Balance Sheet	74-75
Statement of Profit and Loss	76
Statement of Cash Flows	77-79
Notes forming part of the Financial	80-96

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF V R FILMS & STUDIOS LIMITED TO BE HELD THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) ON SATURDAY, 07TH NOVEMBER, 2020 AT 03.00 P.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.

2. ITEM NO. 2 – APPOINTMENT OF MR. MANISH SATPRAKASH DUTT AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Manish Satprakash Dutt (DIN: 01674671), who retires by rotation and being eligible offered himself for re-appointment.

3. ITEM NO. 3 – APPOINTMENT OF MR. KRISHI SATPRAKASH DUTT AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Krishi Satprakash Dutt (DIN: 01674721), who retires by rotation and being eligible offered himself for re-appointment.

4. ITEM NO. 4 – APPOINTMENT OF M/S. B. L. DASHARDA & ASSOCIATES, CHARTERED ACCOUNTANTS, AS A STATUTORY AUDITORS OF THE COMPANY

To Consider and approve the Re-appointment of M/S. B. L. Dasharda & Associates, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of B. L. Dasharda & Associates, Chartered Accountants, bearing Firm Registration No. 112615W/ as the Statutory Auditors of the Company, who shall hold the office for a term of One Year, from the conclusion of the Annual General Meeting to be held on 07th November, 2020.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.

5. ITEM NO. 5 - TO DECLARE FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020.

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

“RESOLVED THAT a dividend at the rate of 10% percent (Viz. Re. 1.00/- per share having face value of Rs. 10/- each) fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2020 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2020.”

“RESOLVED FURTHER THAT a dividend at the rate of Re 1.00 Per equity share capital of the company for the year ended 31st March 2020 be paid subject to the approval of the shareholders to those shareholders whose names appear on the register of members as on the date of Book Closing in proportion to the paid up value of the equity shares.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby jointly/ severally authorised to do such things, actions and deeds as may be incidental or necessary to give effect to the payment of Final Dividend.”

Registered Office:

19, CHHADVA APTS,
SION-TROMBAY ROAD,
CHEMBUR MUMBAI MH 400071.

By order of the Board
For **V R FILMS & STUDIOS LIMITED**

Sd/-
Manish Satprakash Dutt
Managing Director
DIN: 01674671

Sd/-
Krishi Satprakash Dutt
Whole-Time Director
DIN: 01674721

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular No. 14/2020 dated April 08th, 2020 through VC / OAVM, 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.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 100 members on first come first served basis.
4. In the case of Corporate Member, it is requested to send a scanned copy of the Board Resolution/Authorization authorizing the representative to attend the AGM through VC / OAVM and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to info@vrfilms.in
5. The Register of Members and Share Transfer Books of the Company will remain closed from 28th October, 2020 to 07th November, 2020, both days inclusive, for taking record of the Members of the Company for the purpose of AGM.
6. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 02nd November, 2020 through email on info@vrfilms.in. The same will be replied by the Company suitably.

10. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at www.vrfilms.in
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to info@vrfilms.in.

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Link for the same is :

<https://zoom.us/j/93440354454?pwd=SC9uYnFWallkblE3dFRpalZSUi0UT09>

12. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the depositories. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at 20%.
13. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. The aforesaid declarations and documents need to be submitted by the shareholders by the Record Date.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

Registered Office:

19, CHHADVA APTS,
SION-TROMBAY ROAD,
CHEMBUR MUMBAI MH 400071.

By order of the Board
For **V R FILMS & STUDIOS LIMITED**

Sd/-
Manish Satprakash Dutt
Managing Director
DIN: 01674671

Sd/-
Krishi Satprakash Dutt
Whole-Time Director
DIN: 01674721

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM through Zoom application by clicking on the following link: Link:
<https://zoom.us/j/93440354454?pwd=SC9uYnFWallkblE3dFRpalZSUit0UT09>
Meeting ID: 934 4035 4454
Password: 821304
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during the AGM, can contact Mr. Prasad Sawant, CFO at email id prasad.sawant@vrfilms.in.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@vrfilms.in from 04th November, 2020 (9:00 a.m. IST) to 6th November, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. The Voting will be held by 'Show of hands'.

INFORMATION AT A GLANCE

Particulars	Details
Mode	Video conference and other audio-visual means
Time and date of AGM	03:00 P.M. (IST), Saturday, 07 th November, 2020
Link for Participation through videoconferencing	https://zoom.us/j/93440354454?pwd=SC9uYnFWallkblE3dFRpalZSUi0UT09
Helpline number for VC participation	9029097787
Book Closure Date	28 th October, 2020 to 7 th November, 2020
Record Date	09 th October, 2020
Name, address and contact details of Registrar and Transfer Agent	<p>Contact person: Mr. Ganapati Haligouda</p> <p>Link Intime India Pvt. Ltd. C 101, 247 Park, LBS Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 Email id : ganapati.haligouda@linkintime.co.in Contact number: 9004238646 Landline Number: 022-49186200</p>

MESSAGE FROM MANAGING DIRECTOR



I am delighted to communicate with you. The 1st year after listing has been very satisfying. Your Company has successfully achieved in its belief in maintaining a long term relationship and in building a strong client base for the business. This belief has helped it in achieving approx. 65% growth compared to the previous year. Thus, the focus is on maintaining strong relationship with existing and new clients who will help the company in gaining competitive advantage in acquiring more clients and increasing the business volume.

Quite a few milestones were achieved by your company in this financial year 2019 -2020

On 2nd January 2020 Your Company has started an association with Prime Video Direct, an Amazon Prime company to Distribute its content on the Amazon platform.

On 10th January 2020 your company was approved by Netflix as a Post Production Partner for Localization. Only 30 -35 studios across the World have achieved this milestone. MX Player, Epic have also tied up with VR Films and Studios for Localization expertise in January 2020 itself.

Having smelt the coffee much earlier Your Company has proved, it is at the Right Place at the Right Time with its Content Acquisition and Localization activities.

Your Company would have posted a much higher growth of 100% or more had the unfortunate Pandemic not struck in February this year.

The outbreak of corona virus has had a severe negative impact on most of the economies of the World. Many MSME's & SME's are hugely impacted by this disaster pandemic.

However Your Company continues to stay ahead of the curve and ride its upward trajectory in COVID-19 crisis. Your Company has responded splendidly to the deteriorating economic conditions and posted a near approx. 65% growth compared to the previous year. Prudent accounting policy practise of Your Company had to provide for various expenses in this year like IPO expenses etc to the tune of approx. INR 40 lacs. In absence of this Your Company would have posted a much higher profit.

Your Company is proud to claim that it is totally debt free and has no liabilities. In tune with the Company's shareholder friendly policy Your Company has again proposed a Dividend of 10% for the shareholders as well.

The positive outlook can be gauged by the fact that the Management itself had bought shares of the company from the open market.

Your Company will continue to reap in the benefits of its association and tie ups in this coming year. As all expenses have been provided for and your company is debt free, the coming years will envisage a huge growth in turnover as well as profit with substantial Dividend year on year.

Moreover Year 2021 will see the company qualify to migrate to the main board and create much higher liquidity of the share.

We will continue in our efforts in transforming the company to a vibrant energetic company with focus on building strong fundamentals and high growth targeted at creating shareholder wealth.

Manish Dutt
Managing Director

MESSAGE FROM WHOLE TIME DIRECTOR

Trust I find you and your family members in the best of Health.

The year 2020 started for us with a lot of promise but the second month sprang up an unpleasant challenge not only for us but for the whole world as well.

Everything suddenly appeared gloomy and depressing in our personal and professional lives. We had a new normal now and we all adapted to live with this with caution. But like they say every dark cloud has a silver lining...we were fortunate to spot many such linings within our space.



Your company VR Films adapted to “Remote Dubbing”, a new concept where each talent contributed from their respective homes. The initial days were a struggle, took more time, but through R&D, trial and error we achieved. By April end we churned out impressive localized programs for Netflix who had invested their interest and hope in our abilities. Other clients like Discovery, MX player, Sony followed and over a period of time we were almost there doing what we did best...deliver Quality in Time. For clients like Paramount and Epic we started with the Pre-Localization work of Adaptation and Trans-creation.

We were now efficiently “Working from Home” during the Lockdown which brought us a lot of new work from our clients as yours was the only main studio Localizing (from home) during Lockdown in India.

Our Library Titles too were well accepted during this period on OTT platforms like Prime Video, MX Player and on Sri Lankan players like PEO TV and Sri Flix.

Easing of Lockdown helped us further and we followed the State Norms and opened Offices/Studios, keeping in mind the Prime Importance of everyone’s Health. We set up more compliances like “using steamers”, “periodically sipping hot liquids” and these simple processes instilled more faith and confidence in our team and contributed in keeping us safe.

Both our verticals fetched us revenue during these trying, tough times...and they continue to grow. FY 2020-21 will be good for us...better than FY 2019-2020 for sure.

As it was said during Pre-Digital Camera days “Beautiful colourful pictures develop from dark grey Negatives”, we at VR Films are sure our coming Pictures will be a sight to behold.

Till the vaccine arrives...please do take very good care of yourself and your loved ones...and keep the “Faith”.

Best.

Krishi Dutt
Whole Time Director

DIRECTOR'S REPORT

Dear Shareholders,

The Directors have pleasure in presenting their 12th Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2020.

1. FINANCIAL RESULTS

The Financial results are briefly indicated below:

Particulars	(In Rupees)	
	2019-20	2018-19
Revenue from Operations	9,10,28,446	5,53,13,172
Other Income	15,09,894	11,33,433
Total Revenue	9,25,38,340	5,64,46,605
Profit before tax	2,50,88,077	1,76,83,546
Tax Expense	76,77,736	52,36,936
Profit after tax	1,74,10,341	1,24,46,610
Equity share Capital	1,37,20,000	1,00,00,000
Earnings per share		
Basic	12.69	12.45
Diluted	12.91	107.50

The Standalone Revenue from the operations (net) for the Financial Year 2019-20 was Rs. 9,10,28,446 (Previous Year Rs. 5,53,13,172). The company earned Net Profit of Rs. 1,74,10,341 (Previous Year Rs. 1,24,46,610).

There was no change in the nature of business of the company during the year.

The previous year figures have been restated, rearranged, regrouped and consolidated, to enable comparability of the current year figures of accounts with the relative previous year's figures.

2. COVID-19 PANDEMIC

Covid-19 Pandemic In the last month of F.Y. 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers globally.

3. INDUSTRIAL SCENARIO

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. The industry has largely been driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

Media is consumed by audience across demographics and various avenues such as television, films, out-of-home (OOH), radio, animation, and visual effect (VFX), music, gaming, digital advertising, and print.

4. SHARE CAPITAL

During the year under review, there was no change in the Share Capital of the company. As at March 31, 2020, the total paid-up share capital of the company stood at ₹ 1,37,20,000 divided into 13,72,000 equity shares of ₹ 10/- each.

5. DIVIDEND

Considering the financial results of the Company, the Board recommends payment of dividend of Rs. 1.00 /- i.e 10% of fully paid up equity share of Rs.10 /- each for the year ended 31st March, 2020 on all equity shares.

6. TRANSFER TO RESERVE

During the financial year, there was no amount proposed to be transferred to the Reserves.

7. AUDITORS & AUDITORS' REPORT

M/s. B. L. Dasharda & Associates., Chartered Accountants, Mumbai were appointed as statutory auditors of the company for a period of one year in the 12th AGM i.e. till the conclusion of the next Annual General Meeting to be held for the FY 2020-21.

The Auditors' Report for the fiscal 2020 does not contain any qualification, reservation or adverse remark. Further, in terms of section 143 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, as amended, no fraud has been reported by the Auditors of the Company where they have reasons to believe that an offence involving fraud is being or has been committed against the company by officers or employees of the company.

8. DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. . Hence company need not to give details related to deposits. There is no non-compliance of the provisions of Chapter V of the Companies Act 2013.

9. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board has, on the recommendation of the Nomination & Remuneration Committee, adopted a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.

- The Nomination & Remuneration Committee identifies and ascertains the integrity, qualification, expertise and experience of the person for appointment as Director and ensures that the candidate identified possesses adequate qualification, expertise and experience for the appointment as a Director.

- The Nomination & Remuneration Committee ensures that the candidate proposed for appointment as Director is compliant with the provisions of the Companies Act, 2013.

- The candidate's appointment as recommended by the Nomination and Remuneration Committee requires the approval of the Board.

- In case of appointment of Independent Directors, the Nomination and Remuneration Committee satisfies itself with regard to the independent nature of the Directors vis- à-vis the Company so as to enable the Board to discharge its function and duties effectively.

- The Nomination and Remuneration Committee ensures that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

10. CORPORATE GOVERNANCE

The Company being listed on the Small and Medium Enterprise Platform is exempted from provisions of corporate governance as per Regulation 15 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. Hence no corporate governance report is disclosed in this Annual Report. It is Pertinent to mention that the Company follows Majority of the provisions of the corporate governance voluntarily.

11. SUBSIDIARIES

At the end of the financial year under review none of the Company have become or ceased to be subsidiaries, joint ventures or associate companies.

12. STATEMENTS OF PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

Information in accordance with the provisions of Section 134 (3)(m) of the Act read with the Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo during the reporting period is given herein below:

A.	CONSERVATION OF ENERGY	Not Applicable
i.	Steps taken or impact on conservation of energy.	NIL
ii.	Steps taken by the company for utilizing alternate sources of energy.	NIL
iii.	Capital investment on energy conservation equipment.	NIL

B.	TECHNOLOGY ABSORPTION	Not Applicable
i.	Efforts made towards technology absorption.	NIL
ii.	Benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
iii.	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)-	NIL

	a) Details of technology imported. b) Year of import. c) Whether the technology has been fully absorbed. d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and e) Expenditure incurred on research & development.	
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C.	FOREIGN EXCHANGE EARNINGS & OUTGO	AMOUNT	
		2019-20	2018-19
i.	Foreign Exchange Earnings in terms of actual inflows	4,02,32,983	2,64,26,666
ii.	Foreign Exchange Outgo in terms of actual outflows	1,02,07,597	76,11,830
iii.	Foreign Travelling	5,78,693	3,84,858

13. RELATED PARTY TRANSACTIONS

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and forms part of this report as Annexure- A.

14. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure B.

15. SECRETARIAL AUDIT REPORT

The Company got listed on BSE SME Platform on 30th April, 2019 and as required under section 204 (1)

of the Companies Act, 2013 and Rules made there under, the Company has appointed Mr. Jaymin Modi, Prop. M/s. Jaymin Modi & Co., Company Secretary as Secretarial Auditor of the Company for the financial year ended 31st March, 2020. The Secretarial Audit Report forms part of the Annual Report.

The Copy of Secretarial Audit Report for the for the financial year ended 31st March, 2020 issued by Mr. Jaymin Modi, Company Secretary in Practice has been attached and marked as **Annexure – C**. The Secretarial Auditors' Report for the financial year ended 31st March, 2020 does not contain any qualification, reservation or adverse remark.

16. MANAGEMENT DISCUSSION ANALYSIS REPORT

The details forming part of Management Discussion and Analysis Report is annexed herewith to the Board Report as **Annexure D**.

17. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, there is no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 during the Financial Year 2019-20.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In view of the Regulation 15(1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015, the provisions related to Corporate Governance as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company and hence the same is not given in the Report.

20. BOARD OF DIRECTORS

The Company is managed by well-qualified professionals. All directors are suitably qualified, experienced and competent. The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors. The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large.

- **APPOINTMENT AND RESIGNATION OF DIRECTORS**

During the period under review no Directors have appointed and resigned from the Company.

SR NO	CATEGORY/ DESIGNATION	NAME OF THE DIRECTOR
i.	Chairman and Managing Director	Mr. Manish Satprakash Dutt
ii.	Whole Time Director	Mr. Krishi Satprakash Dutt
iii.	Non-Executive Director	Mr. Pawan Kumar Dutt
iv.	Independent Director	Mr. Vishnu Vithalbhai Patel
v.	Independent Director	Mrs. Vaneeta Sridhar

- **RETIREMENT BY ROTATION**

Mr. Manish Satprakash Dutt (DIN: 01674671), Managing Director of the Company, is liable to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment. Your Directors recommends him for re-appointment.

Mr. Krishi Satprakash Dutt (DIN: 01674721), Whole-Time Director of the Company, is liable to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment. Your Directors recommends him for re-appointment.

- **INDEPENDENT DIRECTORS**

Independent Directors on your Company's Board have submitted declarations of independence to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

- **KEY MANAGERIAL PERSONS**

The Present Composition of Key Managerial Personnel is as below:

SR NO	NAME	DESIGNATION	DATE OF APPOINTMENT	DATE OF CESSATION
1.	Mr. Manish Satprakash Dutt	Managing Director	31-12-2007	NA
2.	Mr. Krishi Satprakash Dutt	Whole-Time Director	31-12-2007	NA
3.	Mr. Prasad Jagannath Sawant	Chief Financial Officer	06-03-2019	NA
4.	*Ms. Aparna Ramesh Akadkar	Company Secretary & Compliance Officer	14-01-2020	NA

*Ms. Swati Talgaonkar Company Secretary & Compliance Officer of the Company has resigned with effect from January 06, 2020.

- **DETAILS OF SHAREHOLDING OF THE BOARD OF DIRECTORS**

NAME OF THE DIRECTOR	DESIGNATION	NUMBER OF EQUITY SHARES HELD
Mr. Manish Satprakash Dutt	Managing Director	7,99,996

Mr. Krishi Satprakash Dutt	Whole-Time Director	1,00,000
Mr. Pawan Kumar Dutt	Non-Executive Director	1,00,000

21. RESPONSIBILITIES & FUNCTIONS OF BOARD OF DIRECTORS

The Board of Directors of the listed entity shall have the following responsibilities:

(i) Disclosure of information:

- a. Members of Board of Directors and key managerial personnel shall disclose to the Board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- b. The Board of Directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

(ii) Key functions of the Board of Directors

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- b. Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
- c. Selecting, compensating, monitoring and, when necessary, replacing key managerial Personnel and overseeing succession planning.
- d. Aligning key managerial personnel and remuneration of board of directors with the longer-term interests of the listed entity and its shareholders.
- e. Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of Directors.
- f. Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g. Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance

with the law and relevant standards.

- h. Overseeing the process of disclosure and communications.
- i. Monitoring and reviewing Board of Director's evaluation framework.

(iii) Other responsibilities:

- a. The Board of Directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
- b. The Board of Directors shall set a corporate culture and the values by which executives throughout a group shall behave.
- c. Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
- d. The Board of Directors shall encourage continuing directors training to ensure that the members of Board of Directors are kept up to date.
- e. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
- f. The Board of Directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
- g. The Board of Directors shall exercise objective independent judgment on corporate affairs.
- h. The Board of Directors shall consider assigning a sufficient number of non- executive members of the Board of Directors capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
- i. The Board of Directors shall have ability to 'step back' to assist executive management by 44 challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
- j. When committees of the Board of Directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the Board of Directors.
- k. Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.
- l. In order to fulfill their responsibilities, members of the Board of Directors shall have access to accurate, relevant and timely information.
- m. The Board of Directors and senior management shall facilitate the independent Directors to perform their role effectively as a member of the Board of Directors and also a member of a committee of Board of Directors.

22. MEETINGS OF BOARD OF DIRECTORS

The Board met eleven times during the year. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.

The details of Board Meeting are given herein below:

SR.NO	DATES OF BOARD MEETINGS
1.	03 rd April, 2019
2.	24 th April, 2019
3.	29 th May, 2019
4.	10 th June, 2019
5.	22 nd June, 2019
6.	29 th July, 2019
7.	05 th August, 2019
8.	14 th November, 2019
9.	06 th January, 2020
10.	14 th January, 2020
11.	14 th March, 2020

SR.NO	NAME OF THE DIRECTOR	DIN	CATEGORY	BOARD MEETINGS	
				HELD	ATTENDED
1.	Manish Satprakash Dutt	01674671	Managing Director	11	11
2.	Krishi Satprakash Dutt	01674721	Whole-Time Director	11	11
3.	Pawan Kumar Dutt	01674642	Non-Executive Director	11	1
4.	Vishnu Vithalbhai Patel	01029694	Independent Director	11	3
5.	Vaneeta Sridhar	08387830	Independent Director	11	2

23. DETAILS OF ANNUAL GENERAL MEETING:

Financial Year	Date	Venue	Resolutions passed
2018-19	30 th August, 2019	CITIZEN HOTEL, JUHU TARA ROAD, JUHU MUMBAI- 400 049.	<ol style="list-style-type: none"> 1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon. 2. To appoint a Director in place of Mr. Manish Satprakash Dutt, who retires by rotation and being eligible offered himself for re-appointment. 3. To appoint a Director in place of Mr. Krishi Satprakash Dutt, who retires by rotation and being eligible offered himself for re-appointment. 4. To Declare Final Dividend For The Financial Year Ended 31st March 2019.

24. EXTRA-ORDINARY GENERAL MEETING

Details of the Extra- Ordinary General Meetings of the Company held during preceding previous year with a list of the special resolutions passed there at is given hereunder:

Financial Year	Date	Venue	Resolutions passed
2018-19	NA	NA	NA

25. INDEPENDENT DIRECTORS MEETING

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of SEBI Listing Regulations, 2015, the independent directors held their separate meeting on 14th March, 2020, without the attendance of non-independent directors and members of Management, to inter alia discuss the following:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non - executive directors;
- assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- Review the responsibility of independent directors with regard to internal financial controls.
- All independent directors were present at the meeting.

The independent director's present elected Vaneeta Shridhar as Chairman for the meeting, deliberated on the above and expressed their satisfaction on each of the matters

26. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate till the date of this report.

27. COMPOSITION OF COMMITTEES

The Company has complied with the SEBI (LODR) Regulations along with the Companies Act, 2013 with respect to the Composition of the Committees as required therein and the details of which is given herein below:

A. AUDIT COMMITTEE

•COMPOSITION OF AUDIT COMMITTEE

The Audit Committee comprises:

NAME OF DIRECTOR	NATURE OF DIRECTORSHIP	STATUS IN COMMITTEE
Mr. Vishnu Vithalbhai Patel	Chairman	Non- Executive and Independent Director

Mr. Vaneeta Sridhar	Member	Non- Executive and Independent Director
Mr. Pawan Kumar Dutt	Member	Non-Executive and Non-Independent Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

•POWERS OF AUDIT COMMITTEE

The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

•Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation or appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - 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;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;

- modified opinion(s) in the draft audit report;
- e. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- g. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h. approval or any subsequent modification of transactions of the listed entity with related parties;
- i. scrutiny of inter-corporate loans and investments;
- j. valuation of undertakings or assets of the listed entity, wherever it is necessary;
- k. evaluation of internal financial controls and risk management systems;
- l. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n. discussion with internal auditors of any significant findings and follow up thereon;
- o. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting them to the board;
- p. 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;
- q. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r. to review the functioning of the whistle blower mechanism;
- s. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- t. carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;

- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32 (7).

B. NOMINATION AND REMUNERATION COMMITTEE

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

NAME OF DIRECTOR	NATURE OF DIRECTORSHIP	STATUS IN COMMITTEE
Mr. Vishnu Vithalbhai Patel	Chairman	Non- Executive and Independent Director
Mr. Vaneeta Sridhar	Member	Non- Executive and Independent Director
Mrs. Pawan Kumar Dutt	Member	Non-Executive and Non-Independent Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Set forth below are the terms of reference of our Nomination and Remuneration Committee.

- a. formulation of the criteria for determining qualifications, positive attributes and independence of

- a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b. formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - c. devising a policy on diversity of board of directors;
 - d. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 - e. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprises:

NAME OF DIRECTOR	NATURE OF DIRECTORSHIP	STATUS IN COMMITTEE
Mr. Pawan Kumar Dutt	Chairman	Non- Executive and Non-Independent Director
Mr. Vishnu Vithalbhai Patel	Member	Non- Executive and Independent Director
Ms. Vaneeta Sridhar	Member	Non- Executive and Independent Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee. Set forth below are the terms of reference of our Stakeholders' Relationship Committee.

- To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To investigate complaints relating to allotment of shares, approval of transferor transmission of shares;
- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time."

28. BOARD EVALUATION

The Board of Directors have carried out an annual evaluation of its own performance, its various committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed under Regulation 17(10), 25(4) and other applicable provisions of the SEBI (LODR) Regulations.

Independent Directors:

The performance of each independent director was evaluated by the entire Board of Directors (in the absence of the director getting evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance, interest of stakeholders, etc. The Board was of the unanimous view that every Independent Director was a reputed professional and brought his rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all Independent Directors in guiding the management to achieving higher growth and continuance of each independent director on the Board will be in the interest of the Company.

Non-Independent Directors:

The performance of all the non-independent directors was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance, stakeholders etc. The Board was of the unanimous view that all the non-independent directors were providing good business and people leadership

29. COMPANY'S POLICY RELATING TO PAYMENT OF REMUNERATION TO DIRECTORS

The Board determines the remuneration payable to the Executive Directors taking into account their qualification, expertise and contribution and based on recommendations of the Nomination and Remuneration Committee. Non- Executive Directors are eligible to receive sitting fees for attending Board / Committee Meetings as decided by the Board within the limits prescribed under the Companies Act, 2013.

The Remuneration policy of the Company is as under:

➤ Remuneration to Non-Executive Directors:

A Non-Executive Director is eligible to receive sitting fees for each meeting of the Board or Committee of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies [Appointment and Remuneration of

Managerial Personnel] Rules, 2014.

➤ **Remuneration to Executive Directors:**

The Board in consultation with the Nomination & Remuneration Committee decides the structure for 49 Executive Directors. On the recommendation of the Nomination & Remuneration Committee the Remuneration paid/payable is approved by the Board of Directors and by the members in the General Meeting in terms of provisions applicable from time to time.

30. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed that:

- a. In the preparation of the annual accounts for the financial year ended 31st March, 2020 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 and of the profit or loss of the Company for the year under review.
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors had prepared the accounts for the financial year ended 31st March, 2020 on a going concern basis.
- 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.
- 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.

31. RESPONSIBILITIES OF COMPLIANCE OFFICER

The compliance officer of the listed entity shall be responsible for:

- a. Ensuring conformity with the regulatory provisions applicable to the listed entity in letter and spirit.
- b. Co-ordination with and reporting to the Board, recognized stock Exchange and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.
- c. Ensuring that the correct procedures have been followed that would result in the correctness, Authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.
- d. Monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors.

32. LISTING FEES:

The Annual Listing Fees for the Financial Year 2020-2021 have been paid to the aforesaid Stock Exchange.

33. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE06LG01010 has been allotted for the Company. 100% of the Company's Paid-up Share Capital is in dematerialized form as on 31st March, 2020

Further the Company does not have any Equity shares lying in the Suspense Account.

34. SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web-based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status. The Company is registered with SEBI under the SCORES system and as on date of the preparation of Annual Report the same is NIL.

35. CORPORATE IDENTIFICATION NUMBER

The Company's CIN as allotted by the Ministry of Corporate Affairs ("MCA") is L92100MH2007PLC177175.

36. INTERNAL AUDITORS

The Company has appointed M/s. Himank Desai & Co. Chartered Accountants, as Internal Auditors of the Company for financial year 2020-21.

37. INTERNAL FINANCIAL CONTROLS & RISK MANAGEMENT

Pursuant to the provisions of Section 177(4) & Section 134(3)(n) of the Companies Act, 2013, the Board has developed Internal Finance Control Policy to identify and mitigate risks. The provisions of Regulation 21 of SEBI Listing Regulations 2015 pertaining to Risk Management Committee are not applicable to the company.

38. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behavior in all its operations, the Company has formulated Vigil Mechanism Policy. This policy aspires to encourage all employees to report suspected or actual occurrence of illegal, unethical or inappropriate events (behaviors or practices) that affect Company's interest/image.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redress the complaints. All employees (permanent, contractual, temporary, trainees etc.) are covered under this policy. Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules 16 thereunder, the Company has not received any complaint of sexual harassment during the year under review.

Number of cases pending as on the beginning of the financial year	Nil
Number of complaints filed during the financial year	Nil
Number of cases pending for more than 90 days	Nil
Number of cases pending at the end of end of the financial year	Nil
Nature of action taken by the employer or District Officer	NA

40. COMPLIANCES REGARDING INSIDER TRADING

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prohibition of insider trading, as approved and adopted by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information during the period of Trading Window Closure. The Board is responsible for implementation of the Code. All Board of Directors and designated employees have confirmed compliance with the Code.

41. COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards issued by Institute of Company Secretaries of India on Meeting of Board of Directors and General Meetings.

42. CODE OF CONDUCT

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website (<https://www.vrfilms.in/index.php/announcements/10>).

43. ACKNOWLEDGEMENTS

Your Directors wish to express their sincere appreciation to all the Employees for their contribution and thanks to our valued clients, Bankers and shareholders for their continued support.

For and on behalf of the Board of Directors

Sd/-
MANISH SATPRAKASH DUTT
CHAIRMAN & MANAGING DIRECTOR

Date: 15th October, 2020

Place: Mumbai

ANNEXURE –A

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section(1) of section 188 of the Companies Act, 2013 including transactions entered into ordinary course of business and at an arms length basis under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: NONE

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts / arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) date(s) of approval by the Board
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis :

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Manish Satprakash Dutt (Managing Director)
2.	Amount	Rs. 6790770.00
3.	Nature of contracts/arrangements/transaction	Remuneration
4.	Duration of the contracts/arrangements/transaction	01-04-2019 to

		31-03-2020
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Krishi Satprakash Dutt (Whole-Time Director)
2.	Amount	Rs. 6224000.00
3.	Nature of contracts/arrangements/transaction	Remuneration
4.	Duration of the contracts/arrangements/transaction	01-04-2019 to 31-03-2020
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Pawan Kumar Dutt (Non-Executive Director)
2.	Amount	Rs. 525000.00
3.	Nature of contracts/arrangements/transaction	Professional Fees Rs. 500000/- Seating Fees Rs. 25000/-
4.	Duration of the contracts/arrangements/transaction	01-04-2019 to 31-03-2020

5.	Salient terms of the contracts or arrangements or transaction including the value, if any	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Vanita Sridhar (Independent Director)
2.	Amount	Rs. 50000.00
3.	Nature of contracts/arrangements/transaction	Seating Fees Rs. 50000/-
4.	Duration of the contracts/arrangements/transaction	01-04-2019 to 31-03-2020
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Vishnu Patel (Independent Director)
2.	Amount	Rs. 50000.00
3.	Nature of contracts/arrangements/transaction	Seating Fees Rs. 50000/-
4.	Duration of the contracts/arrangements/transaction	01-04-2019 to 31-03-2020
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	

6.	Date of approval by the Board	
7.	Amount paid as advances, if any	

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Prasad Jagannath Sawant (Chief Financial Officer)
2.	Amount	Rs. 12,27,590.00
3.	Nature of contracts/arrangements/transaction	Remuneration
4.	Duration of the contracts/arrangements/transaction	01-04-2019 to 31-03-2020
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	Rs. 100,000.00

For and on behalf of the Board of Directors

Sd/-

MANISH SATPRAKASH DUTT
CHAIRMAN & MANAGING DIRECTOR

Date: 15th October, 2020

Place: Mumbai

ANNEXURE - B

EXTRACT OF ANNUAL RETURN		
FORM NO. MGT 9		
EXTRACT OF ANNUAL RETURN		
as on financial year ended on 31.03.2020		
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.		
1. <u>REGISTRATION & OTHER DETAIL:</u>		
i	CIN	L92100MH2007PLC177175
ii	Registration Date	31-12-2007
iii	Name of the Company	V R FILMS & STUDIOS LIMITED
iv	Category/Sub-category of the Company	Company Limited By Shares/Indian Non-Government Company
v	Address of the Registered office & contact details	19, Chhadva Apts, Sion-Trombay Road, Chembur Mumbai Mh 400071 Email ID: info@vrfilms.in Website: www.vrfilms.in Phone No. 022-25273841
vi	Whether listed company	Yes, Listed at BSE LTD
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd C – 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 Ph Nos: 022 - 49186200
2. <u>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</u>		
	All the business activities contributing 10% or more of the total turnover of the company shall be stated	

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Information and communication: Motion picture, video and television programme production, sound recording and music publishing activities	J3	100

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
01	NA	NA	NA	NA	NA

4. SHARE HOLDING PATTERN

(i) CATEGORY -WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-4-2019]				No. of Shares held at the end of the year[As on 31-03-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	9,99,998	0	9,99,998	99.99	9,99,998	0	9,99,998	72.89	27.1

b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)(1)	9,99,998	0	9,99,998	99.99	9,99,998	0	9,99,998	72.89	27.1
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c)Bodies Corp	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0

Total shareholding of Promoter (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)(1) + (A)(2)	9,99,998	0	9,99,998	99.99	9,99,998	0	9,99,998	72.89	27.1
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0

f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others: Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions	0	0	0	0	0	0	0	0	0.00
a) Bodies Corp.									
i) Indian	0	0	0	0	39000	0	39000	2.84	2.84
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2	0	2	Negligible	264002	0	264002	19.24	19.24
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0	56000	0	56000	4.08	4.08
c) Others-									
Non Resident Indians	0	0	0	0	8000	0	8000	0.58	0.58
FCCB	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
SHRENI SHARES PRIVATE LIMITED	0	0	0	0	26000	0	26000	1.90	1.90
Trusts	0	0	0	0	0	0	0	0	0
Hindu Undivided Family	0	0	0	0	5000	0	5000	0.36	0.36

Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+(B)(2)	2	0	2	Negligible	372002	0	3,72,002	27.11	27.11
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	10,00,000	0	10,00,000	100	13,72,000	0	13,72,000	100	72.87

(ii) SHAREHOLDING OF PROMOTERS

Shareholder's Name	Shareholding at the beginning of the year - 2019			Shareholding at the End of the year - 2020			
	No of Shares Held	% of the Total of the Company	% of Shares Pledged /encumbered to total shares	No of Shares Held	% of the Total of the Company	% of Shares Pledged /encumbered to total shares	
MANISH SATPRAKASH DUTT	0	0	0	799996	58.3087	0	58.3087
KRISHI SATPRAKASH DUTT	0	0	0	100000	7.2886	0	7.2886
PAWAN DUTT	0	0	0	100000	7.2886	0	7.2886

NIRMAL PRAKASH DUTT	0	0	0	1	0.0001	0	0.0001
SAT PRAKASH DUTT	0	0	0	1	0.0001	0	0.0001
Total	0		0	999998	72.8862	0	

(iii) CHANGE IN PROMOTERS' SHAREHOLDING: NO CHANGE

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	MANISH SATPRAKASH DUTT	0	0.0000			0	0.0000
	Transfer			03 May 2019	799996	799996	58.3087
	AT THE END OF THE YEAR					799996	58.3087
2	KRISHI SATPRAKASH DUTT	0	0.0000			0	0.0000
	Transfer			03 May 2019	100000	100000	7.2886
	AT THE END OF THE YEAR					100000	7.2886
3	PAWAN DUTT	0	0.0000			0	0.0000
	Transfer			03 May 2019	100000	100000	7.2886
	AT THE END OF THE YEAR					100000	7.2886
4	NIRMAL PRAKASH DUTT	0	0.0000			0	0.0000
	Transfer			03 May	1	1	0.0001

				2019			
	AT THE END OF THE YEAR					1	0.0001
5	SAT PRAKASH DUTT	0	0.0000			0	0.0000
	Transfer			03 May 2019	1	1	0.0001
	AT THE END OF THE YEAR					1	0.0001

Notes :

1. Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 1372000 Shares.
2. The details of holding has been clubbed based on PAN.
- 3.% of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

SR NO	SHAREHOLDER NAME	DPID/Folio	PAN	SHARES	BENPOS DATE
1	SAT PRAKASH DUTT	1201770101207877	AAAPD3926E	1	31/03/2020
2	MANISH SATPRAKASH DUTT	1201770101207858	AABPD8907G	799996	31/03/2020
3	KRISHI SATPRAKASH DUTT	1201770101207862	ABDPD8388C	100000	31/03/2020
4	PAWAN DUTT	1201770101207902	AGGPD4857J	100000	31/03/2020
5	NIRMAL PRAKASH DUTT	1201770101207896	BAHPD8189B	1	31/03/2020

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS /AND HOLDERS OF GDR AND ADRS)

Sr No		Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY

1	GRISELDA CAROLINA VAZ	0	0.0000			0	0.0000
	Transfer			26 Apr 2019	26000	26000	1.8950
	Transfer			10 May 2019	4000	30000	2.1866
	AT THE END OF THE YEAR					30000	2.1866
2	SCHUBERT JOSEPH VAZ	0	0.0000			0	0.0000
	Transfer			26 Apr 2019	22000	22000	1.6035
	Transfer			31 May 2019	4000	26000	1.8950
	AT THE END OF THE YEAR					26000	1.8950
3	SHRENI SHARES PRIVATE LIMITED	0	0.0000			0	0.0000
	Transfer			17 May 2019	2000	2000	0.1458
	Transfer			24 May 2019	8000	10000	0.7289
	Transfer			07 Jun 2019	(8319)	1681	0.1225
	Transfer			14 Jun 2019	(1679)	2	0.0001
	Transfer			16 Aug 2019	1998	2000	0.1458
	Transfer			23 Aug 2019	8000	10000	0.7289
	Transfer			27 Sep 2019	8000	18000	1.3120
	Transfer			04 Oct 2019	(2000)	16000	1.1662
	Transfer			18 Oct 2019	2000	18000	1.3120
	Transfer			01 Nov 2019	(2000)	16000	1.1662
	Transfer			08 Nov 2019	(2000)	14000	1.0204
	Transfer			15 Nov 2019	3000	17000	1.2391
	Transfer			29 Nov 2019	1000	18000	1.3120
	Transfer			20 Dec 2019	1000	19000	1.3848
	Transfer			17 Jan 2020	(2000)	17000	1.2391
	Transfer			24 Jan 2020	(2000)	15000	1.0933
	Transfer			31 Jan 2020	1000	16000	1.1662
	Transfer			07 Feb 2020	(1000)	15000	1.0933
	Transfer			14 Feb 2020	2000	17000	1.2391

	Transfer			21 Feb 2020	1000	18000	1.3120
	Transfer			06 Mar 2020	1000	19000	1.3848
	Transfer			13 Mar 2020	4000	23000	1.6764
	Transfer			27 Mar 2020	3000	26000	1.8950
	AT THE END OF THE YEAR					26000	1.8950
4	AKSHATA ANIL KAMATH	0	0.0000			0	0.0000
	Transfer			26 Apr 2019	4000	4000	0.2915
	Transfer			24 May 2019	2000	6000	0.4373
	Transfer			07 Jun 2019	2000	8000	0.5831
	Transfer			21 Jun 2019	2000	10000	0.7289
	Transfer			05 Jul 2019	4000	14000	1.0204
	Transfer			06 Sep 2019	2000	16000	1.1662
	Transfer			24 Jan 2020	1000	17000	1.2391
	AT THE END OF THE YEAR					17000	1.2391
5	PARTH PARTH SHAH	0	0.0000			0	0.0000
	Transfer			03 May 2019	2000	2000	0.1458
	Transfer			10 May 2019	2000	4000	0.2915
	Transfer			17 May 2019	2000	6000	0.4373
	Transfer			07 Jun 2019	4000	10000	0.7289
	Transfer			14 Jun 2019	2000	12000	0.8746
	Transfer			21 Jun 2019	(4000)	8000	0.5831
	Transfer			29 Jun 2019	2000	10000	0.7289
	Transfer			05 Jul 2019	2000	12000	0.8746
	Transfer			12 Jul 2019	2000	14000	1.0204
	Transfer			19 Jul 2019	(2000)	12000	0.8746
	Transfer			26 Jul 2019	6000	18000	1.3120
	Transfer			09 Aug 2019	2000	20000	1.4577
	Transfer			16 Aug 2019	2000	22000	1.6035
	Transfer			23 Aug 2019	(2000)	20000	1.4577
	Transfer			27 Sep 2019	(2000)	18000	1.3120

	Transfer			15 Nov 2019	(1000)	17000	1.2391
	Transfer			29 Nov 2019	(1000)	16000	1.1662
	Transfer			24 Jan 2020	(3000)	13000	0.9475
	Transfer			31 Jan 2020	(1000)	12000	0.8746
	AT THE END OF THE YEAR					12000	0.8746
6	RAJEEV KUMAR SRIVASTAVA	0	0.0000			0	0.0000
	Transfer			19 Jul 2019	6000	6000	0.4373
	Transfer			26 Jul 2019	4000	10000	0.7289
	Transfer			30 Aug 2019	2000	12000	0.8746
	AT THE END OF THE YEAR					12000	0.8746
7	GORETTI IVY D'SILVA	0	0.0000			0	0.0000
	Transfer			26 Apr 2019	12000	12000	0.8746
	AT THE END OF THE YEAR					12000	0.8746
8	JULIAN CHRISTOPHE R COLACO	0	0.0000			0	0.0000
	Transfer			26 Apr 2019	10000	10000	0.7289
	AT THE END OF THE YEAR					10000	0.7289
9	ALTINA FINANCE PVT. LTD.	0	0.0000			0	0.0000
	Transfer			03 May 2019	6000	6000	0.4373
	Transfer			31 May 2019	2000	8000	0.5831
	Transfer			07 Jun 2019	321	8321	0.6065
	Transfer			14 Jun 2019	1679	10000	0.7289
	AT THE END OF THE YEAR					10000	0.7289
10	ALFRED CAREY DSOUZA	0	0.0000			0	0.0000
	Transfer			07 Jun 2019	6000	6000	0.4373

	Transfer			24 Jan 2020	1000	7000	0.5102
	AT THE END OF THE YEAR					7000	0.5102

Notes :

- Paid up Share Capital of the Company (Face Value Rs. 10.00) at the end of the year is 1372000 Shares.
- The details of holding has been clubbed based on PAN.
- % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

SR NO	SHAREHOLDER NAME	DPID/Folio	PAN	SHARES	BENPOS DATE
1	ALTINA FINANCE PVT. LTD.	IN30012610000797	AAACM5825C	10000	31/03/2020
2	GRISELDA CAROLINA VAZ	1201200000011051	AACPV8897L	30000	31/03/2020
3	SCHUBERT JOSEPH VAZ	1201200000011104	AAFPV9883K	26000	31/03/2020
4	SHRENI SHARES PRIVATE LIMITED	1207490000001924	AANCS4073K	26000	31/03/2020
5	GORETTI IVY D'SILVA	IN30007910010673	ACCPD7943D	12000	31/03/2020
6	JULIAN CHRISTOPHER COLACO	IN30267932398510	ADHPC3772B	10000	31/03/2020
7	ALFRED CAREY DSOUZA	1207490000011571	AJKPD3260C	1000	31/03/2020
8	ALFRED CAREY DSOUZA	IN30015910892473	AJKPD3260C	6000	31/03/2020
9	RAJEEV KUMAR SRIVASTAVA	IN30021421590858	ALLPS1813K	12000	31/03/2020
10	AKSHATA ANIL KAMATH	IN30082911313394	ARFPK2898E	17000	31/03/2020
11	PARTH PARTH SHAH	1208160001697822	CEGPS5228N	12000	31/03/2020

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

SR.NO	Name of the Directors or Key Managerial Personnel	No. of Equity Shares held	% of total shares of the company
1.	Manish Satprakash Dutt	7,99,996	58.31
2.	Krishi Satprakash Dutt	1,00,000	7.29

5. INDEBTEDNESS

(In Lacs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	19805344	NIL	NIL	19805344
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	19805344	NIL	NIL	19805344
Change in Indebtedness during the financial year				
Additions	NIL	NIL	NIL	NIL
Reduction	7742900	NIL	NIL	7742900

Net Change	-7742900	NIL	NIL	-7742900
Indebtedness at the end of the financial year				
i) Principal Amount	12062444	NIL	NIL	12062444
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	12062444	NIL	NIL	12062444

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND/OR MANAGER:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
1	Gross salary	MANISH DUTT (Managing Director)	KRISHI DUTT (Whole-Time Director)	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	67,90,770	62,24,000	1,30,14,770
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-

4	Commission	-	-	-
	as % of profit	-	-	-
	others (specify)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	67,90,770	62,24,000	1,30,14,770
	Ceiling as per the Act		As per Schedule V of the Companies Act, 2013, ceiling for the company, for remuneration to one Managerial personnel is Rs. 84.00 lacs per year, the remuneration in excess of said limit may be paid by passing Special Resolution by shareholders.	

B. REMUNERATION TO OTHER DIRECTORS

Sl.No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Vanneta Shridhar	Vishu Patel	
	(a) Fee for attending board and committee meetings	50000	50000	100000
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	Total (1)	50000	50000	100000
2	Other Non Executive Directors	Pawan Kumar Dutt	-	
	(a) Fee for attending board committee meetings	25000	-	25000
	(b) Commission	-	-	-
	(c) Others, please specify:	500000	-	500000
	Total (2)	-	-	525000
	Total (B)=(1+2)			625000
	Total Managerial Remuneration			
	Overall Ceiling as per the Act	As per provisions of section 197 of the Companies Act, 2013 the total managerial remuneration payable by a public company shall not exceed 11% of the Net Profit. But in case of		

appointments made under the provisions of Schedule V of the Act, the said limit may exceed with the approval of members of the company by Special Resolution.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel				TOTAL
1	Gross Salary	Company Secretary			CFO	
		* Nidhi Natani	**Swati Talgaonkar	Aparna Akadkar	Prasad Jagannath Sawant	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	35100	89460	36445	1227590	1388595
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	as % of profit	-	-	-	-	-
	others, specify	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total	35100	89460	36445	1227590	1388595

*Ceased w.e.f. 06.06.2019; ** Ceased w.e.f. 06.01.2020

7. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–
B. DIRECTORS					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–
C. OTHER OFFICERS IN DEFAULT					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–

For and on behalf of the Board of Directors

Sd/-
MANISH SATPRAKASH DUTT
 CHAIRMAN & MANAGING DIRECTOR

Date: 15th October, 2020
 Place: Mumbai

CEO/CFO CERTIFICATE UNDER REGULATION 17(8) OF THE LISTING REGULATIONS:

The Board of Directors
V R FILMS & STUDIOS LIMITED
19, CHHADVA APTS, SION-TROMBAY ROAD,
CHEMBUR MUMBAI – 400 071.

Dear Sir(s),

We, Manish Satprakash Dutt, Managing Director and Prasad Jagannath Sawant, CFO certify that

- a) We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2020 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. 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) There are, to the best of our knowledge and belief, 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 accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee, the following:
 - i. significant changes in internal control over financial reporting during the year, if any;

- ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For V R FILMS & STUDIOS LIMITED

Sd/-
MANISH SATPRKASH DUTT
Managing Director
DIN: 01674671

Sd/-
PRASAD SAWANT
Chief Financial Officer

Date: 15th October, 2020

Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To

The Members,

V R FILMS & STUDIOS LIMITED

19, CHHADVA APTS, SION-TROMBAY ROAD,
CHEMBUR MUMBAI – 400 071.

As required by Clause 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 inserted vide SEBI notification dated 9th May 2018, I certify that none of the Directors on the Board of V R Films & Studios Limited, as stated below, has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority for the year ended 31st March, 2020.

Sr. No.	Name of Director	DIN
1	Mr. Manish Satprakash Dutt	01674671
2	Mr. Krishi Satprakash Dutt	01674721
3	Mr. Pawan Kumar Dutt	01674642
4	Mr. Vishnu Patel	01029694
5	Mrs. Vaneeta Sridhar	08387830

For JAYMIN MODI & CO.
Company Secretaries

Sd/-
Jaymin Modi
Company Secretary
FCS: 44248
COP: 16948
UDIN: A044248B000949891

Date : 14th October, 2020

Place: Mumbai

ANNEXURE - C

SECRETARIAL AUDIT REPORT FORM NO. MR-3

For The Financial Year Ended March 31, 2020

[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]

To,

The Members,

V R FILMS & STUDIOS LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **V R Films & Studios 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 **V R Films & Studios Limited's** 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 31st March, 2020, 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 31st March, 2020 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 2018 and the Regulations and bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) 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;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) 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;

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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned hereinabove, subject to the below observation:

- Company during the audit period couldn't comply with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 but the same was rectified/complied as soon as it came to the managements notice

I further report that

The Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in the Audit since the same has been subject to review by the Statutory Auditors 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. There is no change in the composition of the Board of Directors during the period under review.

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 and for meaningful participation at the meeting.

Decisions at the Board meetings, as represented by management, were taken unanimously.

I further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential Issue of Shares /Sweat Equity.
- (ii) Redemption / Buy-Back of Securities.

- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / Amalgamation / Reconstruction etc.
- (v) Foreign Technical Collaborations.

For JAYMIN MODI & CO.
Company Secretaries

Sd/-
Jaymin Modi
Company Secretary
FCS: 44248
COP: 16948
UDIN: A044248B000949801

DATE: 14TH OCTOBER, 2020
Place: Mumbai

To,
The Members
V R FILMS & STUDIOS LIMITED

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide 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. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For JAYMIN MODI & CO.
Company Secretaries

Sd/-
Jaymin Modi
Company Secretary
FCS: 44248
COP: 16948
UDIN: A044248B000949801

DATE: 14TH OCTOBER, 2020
Place: Mumbai

ANNEXURE – D

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY OVERVIEW:

The **dubbing and sub titling** industry in India has its origins in the television sector. Indian viewers first experienced dubbed contents via the Discovery Channel. In the early nineties dubbing was predominantly restricted to kid's animation content by Disney. This was then duplicated by private broadcasters as a fixed slot for kids that later evolved into dedicated kids channels available in multiple languages.

The first Hollywood dubbed theatrical hit was Jurassic Park. The success of this theatrical hit opened new vistas for the dubbing industry and the success prompted many south Indian films to use the dubbing medium. Roja the highly successful film was an early entrant dubbed film.

According to the Ficci-EY media and entertainment industry report 2019, net box office collections of Hollywood films (including all dubbed versions) in India was `921 crores in the year 2018. About 7 to 8 years ago, the contribution from dubbing for Hollywood films was 20-25 %, which has now increased to about 40%. With increased multiplex penetration, Hollywood films, especially dubbed versions are garnering audiences in tier two cities as well. India as a market has been moving up the charts on the global box office collection list and is a contender for the top contributor in the Asia-Pacific region (apart from China) in the case of many films.

Today, dubbing and subtitling is a flourishing business in India with Hollywood films, animation films, and regional content ruling the roost. A few years ago, only international content was dubbed for the Indian market. In India dubbing is mainly confined to three languages – Hindi, Tamil, Telugu. Spider –Man 3 was dubbed in Bhojpuri in addition to Hindi, Tamil and Telugu.

The Surge and infusion on international content entering India and demand to watch it in native language has witnessed a steady rise. Serials and small format shows from Tamil and Bengali are now being dubbed and subtitled in many Indian and foreign languages.

Amazon, Netflix and MX Player are spending huge amounts on content localization. They are also producing original Indian content that is being dubbed for international markets. Among the global OTT players, a major growth driver is Netflix which launched its global video on demand (SVOD) service in January 2016, Reports reveal that it has 104 million subscribers in 190 countries and the service supports 24 languages.

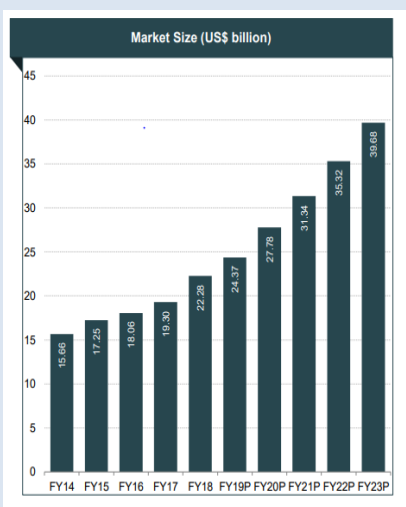
With constant increase in popularity of entertainment industry and the subsequent advancement in the technology, content dubbing has developed into a massive and vital sector in the entertainment

segment. In the post production process dubbing is a vital contributor.

Content Acquisition and Licensing is the service of making content available for viewing by an audience. In the past the film distributor took upon the task of distribution and the risks associated with this model were high as theatres were the only avenue available for monetization. However today the scenario has undergone a sea change with the monetization avenues increasing manifold from theatrical to non-theatrical media in the form of avenues like Pay TV, OTT, DTH, which have to a large extent not only minimized risk but also ensured a healthy return on capital.

MARKET SIZE:

In FY18, television market generated revenue of Rs. 651.90 billion. The Indian film industry is expected to grow at a rate of 11.9% by 2020. Digitalization has played the major role in the growth of the industry. Animation and VFX industry in India reached Rs.73.90 billion in FY18 from Rs. 62.30 billion in FY17, growing at a CAGR of 18.60%. During 2018-2023, the segment is expected to grow at a higher CAGR of 15.50%, largely led by the continued growth in outsourced services and the swelling use of animation and VFX services in the domestic television and film space, respectively.



Indian media and entertainment (M&E) industry grew at a CAGR of 10.90 percent during FY17-18; and is expected to grow at a CAGR of 13.10 per cent during 2018-23 and is projected to touch Rs2,660.20 billion (US\$ 39.68 billion) by FY23 from Rs 1,436.00 billion (US\$22.28 billion) in FY18.

The next five years will see digital technologies increase their influence across the industry leading to a sea change in consumer behavior across all segments. India's media consumption has grown at a CAGR of 9 per cent between 2012-18, almost nine times that of US and two times that of China.

BUSINESS OVERVIEW:

Our Company was incorporated in 2007 as —V R Films & Studios Private Limited under the provisions of Companies Act, 1956 in Mumbai. Our Company has taken over the running business of M/s Visual Reality, a proprietorship concern of one of our Promoter, vide Business Takeover Agreement dated December 31, 2007.

The name of our Company was subsequently changed to —V R Films & Studios Limited pursuant to special resolution passed by the Shareholders and a fresh certificate of incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, Mumbai dated March 11, 2019.

We are engaged in the business of providing complete localization services for television, film and digital industry, which consists of dubbing, mixing, subtitling, content editing and content localization services for movies, documentaries, audio books, games and TV programmes in regional and international languages. We also acquire foreign language films mainly from Hollywood and Chinese film industry and dub them in Indian Local language (Hindi, Tamil, Telugu etc.) and then distribute them theatrically or sub license to sub distributors across all licensed territories in all licensed languages including English.

Dubbing is a post-production process used in filmmaking, video production and animation in which additional or supplementary recordings are mixed with original production sound to create the finished soundtrack for Original and localized content. Our Company believes in timely delivering of the quality dubbing services which is considered as an influential aspect in post film-making process.

We operate our activities from our registered office and studios located in Mumbai. Our Company has 3 dubbing studios obtained on rent in Mumbai. Our list of clients includes some of the renowned names in Films and Television Industry such as Viacom 18 Media Private Limited, Sony Pictures Networks India Private Limited, Zee Entertainment Enterprises Limited, Discovery Communications India, Paramount Pictures Corporation, Paramount Pictures International Limited, Netflix, MX Media & Entertainment PTE etc.

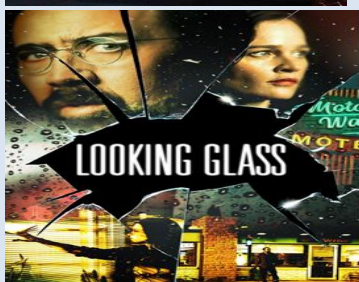
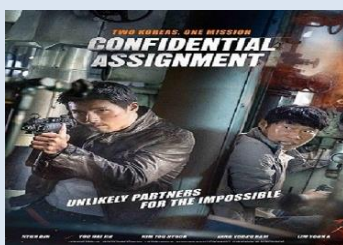
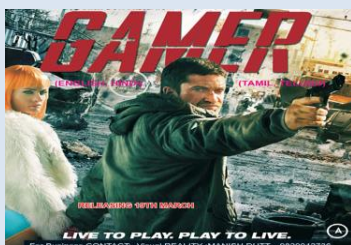
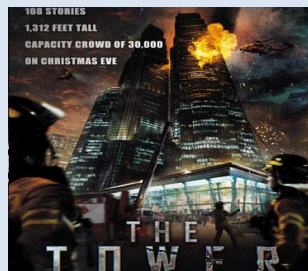
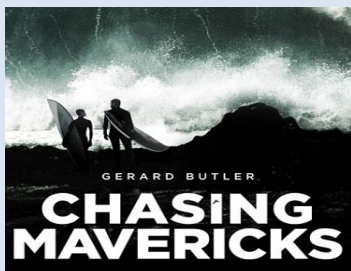
We have recently tied up with OTT platforms like Amazon Prime, MX player, Srflix and PEOTV for broadcasting our movies on their OTT platforms.

CLIENTELE:

Our Clientele range includes following:



➤ **LIBRARY OF FILMS:**



INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate system of internal control. It has documented procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with global best practices in these areas as well.

HUMAN RESOURCES & INDUSTRIAL RELATIONS:

The Company's Human Resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company has taken pragmatic steps for strengthening organizational competency through involvement and development of employees as well as installing effective systems for improving the productivity, equality and accountability at functional levels. With the changing and turbulent business scenario, the Company's basic focus is to upgrade the skill and knowledge level of the existing human assets to the required level by providing appropriate leadership at all levels motivating them to face the hard facts of business, inculcating the attitude for speed of action and taking responsibilities. In order to keep the employees skill, knowledge and business facilities updated, ongoing in house and external training is provided to the employees at all levels. The effort to rationalize and streamline the workforce is a continuous process. The industrial relations scenario remained harmonious throughout the year.

RISKS AND CONCERNS:

It is essential to correctly assess the risk in each segment so that the risk is mitigated before it becomes a possible threat. General risk segments are statutory compliances, economy, financials, Government policies, market related, operational, products and technology etc., The management has a rapid review of likely risk areas with the objective to define a framework for identification, evaluation and mitigating the risk in the decision making process and to encourage proactive management and not reactive management.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
V R Films & Studios Limited

Report on the Audit of Financial Statements

1. We have audited the accompanying financial statements of **V R Films & Studios Limited** ("the Company") which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Opinion

2. In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Companies Act 2013 ("the 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 state of affairs of the Company as at March 31, 2020 and its profits and its cash flows for the year ended on that date.

Basis of Opinion

3. We conducted our audit of the financial statements 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 *Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the 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 on the financial statements.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion there on, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<u>Revenue Recognition</u>	<u>Principal Audit Procedures</u>

	<p>The Company's Profit /(Loss) is dependent on proper accounting of Revenue and is therefore susceptible to misstatements. Delivery of services and Releases of films on OTT platforms, is the key assertion in so far as revenue recognition is concerned.</p>	<p>Examined the various Agreements entered with OTT players and other customers.</p> <p>Testing of controls and analytical review procedures for verifying the completion of services and delivery of the same.</p> <p>Evaluating the procedures adopted by the management for recognizing Revenue.</p> <p>Assessing the recoverability of the Trade Receivable Balances.</p>
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Other Information

- The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon. Our opinion on the standalone 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 standalone 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 in the 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 and cash flows of the Company in accordance with the 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 the assets of the Company and for preventing and detecting fraud 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the financial statements 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 SAs 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 financial statements.

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 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 financial controls 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 auditor's report to the related disclosures in the 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 auditor's 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 financial statements of

the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 & Regulatory Requirements

8. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
9. As required by Section 143(3) of the Act, we report 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 purposes of our audit;
 - 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;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of written representations received from the Directors as on 31st March, 2020, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2020 from being appointed as a Director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financials control over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in "Annexure II".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements.
 - ii. The Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For and on behalf of
B. L. Dasharda & Associates
Chartered Accountants
F.R. No.: 112615W

Sd/-
Sushant Mehta
Partner
M.No. : 112489

Place : Mumbai
Dated : 29th June 2020

BALANCE SHEET

BALANCE SHEET AS ON 31st MARCH, 2020

V R Films & Studios Limited					
Balance Sheet as at 31st March, 2020					
Particulars			Note No.	As at 31st Mar 2020	As at 31st Mar 2019
				INR	INR
A	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a) Share capital		3	137,20,000	100,00,000
	(b) Surplus		4	707,71,336	360,43,013
				844,91,336	460,43,013
2	Non-Current Liabilities				
	(a) Long-term Borrowings		5	-	-
	(b) Long-term Provisions		6	2,44,560	4,81,148
				2,44,560	4,81,148
3	Current Liabilities				
	(a) Short-term borrowings		7	120,62,444	198,05,344
	(b) Trade payables				
	(i) Total outstanding dues of micro enterprises and small enterprises;		8	-	-
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises			58,77,232	64,57,937
	(c) Other current liabilities		9	30,56,302	22,96,250
	(d) Short-term provisions		10	27,49,413	26,92,689
				237,45,391	312,52,220
		TOTAL		1084,81,287	777,76,381
B	ASSETS				

1	Non- Current assets				
	(a) Property, Plant and Equipment		11		
	(i) Tangible assets			104,61,361	108,04,280
	(ii) Intangible assets			-	-
				104,61,361	108,04,280
	(c) Deferred tax assets (net)		12	90,318	3,87,023
	(d) Long-term loans and advances		13	11,00,000	11,00,000
	(e) Other Non-Current Assets		14	26,16,620	26,06,990
				142,68,299	148,98,293
2	Current Assets				
	(a) Inventories		22	432,21,690	238,77,511
	(b) Trade receivables		15	257,24,069	74,52,702
	(c) Cash and cash equivalents		16	144,71,617	132,42,106
	(d) Short-term loans and advances		17	103,39,138	174,89,828
	(e) Other current assets		18	4,56,474	8,15,941
				942,12,988	628,78,088
		TOTAL		1084,81,287	777,76,381
	See accompanying notes forming part of the financial statements				

In terms of our report attached.

For and on behalf of the Board

For B.L.Dasharda & Associates
Chartered Accountants
FRN No. 112615W

Sd/-
Sushant Mehta
Partner

M.No. 112489

Place : Mumbai

Date : 29th June, 2020

UDIN NO: 20112489AAAAEL2565

Sd/-
Manish Dutt
Managing Director
(DIN : 01674671)

Sd/-
Krishi Dutt
Whole-Time Director
(DIN : 01674721)

Sd/-
Aparna Akadkar
Company Secretary

Sd/-
Prasad Sawant
Chief Financial Officer

V R Films & Studios Limited
Statement of Profit and Loss for the year ended 31st March,2020

Particulars	Note No.	Year Ended 31st March, 2020	Year Ended 31st March, 2019
		INR	INR
1 Revenue from operations	19	910,28,446	553,13,172
2 Other income	20	15,09,894	11,33,433
3 Total revenue (1 + 2)		925,38,340	564,46,605
4 Expenses			
(a) Operating expenses	21	390,98,350	260,42,025
(b) Changes in Inventory	22	(193,44,179)	(238,77,511)
(c) Employee benefits expense	23	263,48,864	215,01,187
(d) Finance costs	24	24,65,453	22,46,274
(e) Depreciation and amortization	11	27,66,034	11,82,952
(f) Other expenses	25	161,15,741	116,68,132
Total expenses		674,50,263	387,63,059
5 Profit before tax (3 - 4)		250,88,077	176,83,546
6 Tax Expense:			
(a) Current tax		70,76,000	48,00,000
(b) Deferred tax	12	2,96,705	(2,38,036)
(e) Excess/Short Provision of Taxes for earlier year		3,05,031	6,74,972
7 Profit for the year (5 - 6)		174,10,341	124,46,610
8 Earnings per Equity Share (Face value of Rs.10 each)			
Basic EPS	26	12.69	12.45
Diluted EPS		12.91	107.50
See accompanying notes forming part of the financial statements			

In terms of our report attached.

For and on behalf of the Board

For B.L.Dasharda & Associates
Chartered Accountants
FRN No. 112615W/

Sd/-

Sushant Mehta

Partner

M.No. 112489

Place : Mumbai

Date : 29th June, 2020

UDIN NO: 20112489AAAAEL2565

Sd/-

Manish Dutt

Managing Director
(DIN : 01674671)

Sd/-

Krishi Dutt

Whole-Time Director
(DIN : 01674721)

Sd/-

Aparna Akadkar
Company Secretary

Sd/-

Prasad Sawant
Chief Financial Officer

V R Films & Studios Limited
Cash Flow Statement for the year ended 31st March, 2020

Particulars	For the year ended 31st Mar 2020		For the year ended 31st Mar 2019	
	INR	INR	INR	INR
Cash flow from operating activities				
Net profit before tax		250,88,077		176,83,546
Adjustments for:				
<i>Add :</i>				
Depreciation and amortisation	27,66,034		11,82,952	
Finance costs	24,65,453		22,46,274	
Profit on sale of Property, Plant and Equipment	(1,292)		-	
<i>Less :</i>				
Interest income	8,84,999		7,92,603	
Provision no longer required, written back	-		-	
		43,45,196		26,36,622
Operating profit before working capital changes		294,33,273		203,20,169
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Trade receivables	(182,71,367)		60,03,679	
Short-term loans and advances	71,50,690		7,61,580	
Long-term loans and advances	-		50,000	
Inventory	(193,44,179)		(238,77,511)	
Other Non current assets	-		25,000	
Other current assets	3,59,467		(7,13,343)	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Short -term provision	7,11,715		-	
Long -term provision	(2,36,588)		4,81,148	
Trade payables	(5,80,705)		(49,85,840)	
Other current liabilities	7,60,052		(47,04,727)	
		(294,50,915)		(269,60,014)

Cash generated from operations		(17,642)		(66,39,845)
Income tax refund / (paid)		80,45,652		41,651
Net cash generated / (used in) from operating activities		(80,63,294)		(66,81,496)
Cash flow from investing activities				
Purchase of Property, plant and equipment	(24,59,974)		(12,07,073)	
Proceeds from sale of Property, plant and equipment	38,150		-	
Increase in Fixed Deposits	(11,55,967)		-	
Net cash (used in) / generated from investing activities		(35,77,791)		(12,07,073)
Cash flow from financing activities				
Interest Income	8,84,999		7,92,603	
Proceeds from issue of shares	37,20,000		-	
Proceeds of Security Premium	189,72,000		-	
Short term Borrowings	(77,42,900)		71,15,663	
Finance Cost	(24,65,453)		(22,46,274)	
Dividend on equity shares (including dividend distribution tax)	(16,54,018)		(12,056)	
Repayment of Loans	-		(40,122)	
Net cash used in financing activities		117,14,629		56,09,814
Net increase in cash and cash equivalents during the period		73,544		(22,78,755)
Cash and cash equivalents at the beginning of year		14,15,013		36,93,768
Cash and cash equivalents at end of period (refer Note 16)		14,88,557		14,15,013
Reconciliation of cash and cash equivalents with Balance sheet				
Cash and cash equivalents at end of year (refer Note 16)		144,71,617		132,42,106
Less: Balances not considered as cash and cash equivalents in other deposit accounts with original maturity more than 3 months		129,83,060		118,27,093
Net cash and cash equivalents at the end of period		14,88,557		14,15,013
Note: Components of cash and cash equivalents include cash and bank balances in current accounts (Refer note 16).		-		-

See accompanying notes forming part
of the financial statements

In terms of our report attached.
For B.L.Dasharda & Associates
Chartered Accountants
FRN No. 112615W
Sd/-
Sushant Mehta
Partner
M.No. 112489
Place : Mumbai
Date : 29th June, 2020
UDIN NO: 20112489AAAAEL2565

For and on behalf of the Board

Sd/-
Manish Dutt
Managing Director
(DIN : 01674671)

Sd/-
Krishi Dutt
Whole-Time Director
(DIN : 01674721)

Sd/-
Aparna Akadkar
Company Secretary

Sd/-
Prasad Sawant
Chief Financial Officer

V R Films & Studios Limited	
Notes forming part of the financial statements	
1. COMPANY INFORMATION:	
<p>V R Films & Studios Limited is a limited company registered in India, incorporated under the provisions of the Companies Act, 1956.</p> <p>The Company undertakes activities relating to Dubbing, Film Imports and Distribution</p>	
2. SIGNIFICANT ACCOUNTING POLICIES:	
a) Basis of Accounting	
<p>The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India, on an accrual basis and under the historical cost convention, to comply in all material aspects, with the applicable accounting principles in India, mandatory Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.</p> <p>All the Assets & Liabilities have been classified as current or non-current as per the companies normal operating cycle and other criteria as set out in the schedule III to the said Act.</p>	
b) Use of Estimates	
<p>The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made, that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting year. Differences between actual results and estimates are recognized in the year in which the results are known /materialize.</p>	
c) Revenue Recognition	

Revenue is recognized on accrual basis to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized .

Revenue from Dubbing Services and Sale of Distribution rights are recognized upon handing over the delivery of the distribution rights / Films to the customer. Revenue from contracts priced on a time material basis are recognized when services are rendered and related costs are incurred. Revenue is reported net of discounts & GST & other applicable taxes.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the Statement of profit and loss.

d) Fixed Assets

Tangible Assets

All tangible fixed assets are stated at their original cost of acquisition including all expenses attributable to bring the assets to their intended use.

Intangible Assets

Intangible assets comprise of Computer Software and is stated at cost of acquisition and is amortised over a period of three to five years on straight line basis over their estimated useful lives.

e) Depreciation / Amortisation

Depreciable amount for assets is the cost of an assets, or other amount substituted for cost, less its estimated residual value. Depreciation on fixed assets has been provided on the written down value method as per the useful life prescribed in Schedule II of the Companies Act, 2013.

f) Foreign Currency Transactions

i)	Foreign currency transactions are recorded at the exchange rate prevailing at the time of transactions & exchange difference, if any, on settlement of transaction is recognised in the Statement of Profit & Loss.
ii)	Amount of Foreign currency transactions remaining pending at year-end are recorded at the exchange rate prevailing at that time.

g) Inventories

The Inventories constitutes Distribution Rights of Films in multiple languages to be telecasted across various platforms such as Theatres, Television , Social media etc . The rights are purchased usually for

a period of 7 to 10 years.

The Inventory is valued at 100% of the cost before first Release of the Film. Subsequently on return of the Distribution rights post 1st Release the company adopts the following policy: After 1st Release at 50% of cost, after 2nd Release at 30% of the cost and after 3rd release at 10% of cost.

If the Distribution Rights period expires before either of the Release the Closing Stock is valued at NIL cost. Further if the Distribution Rights is not sold even once for a period of 5 years from the date of purchase the same is valued at 30% of the cost.

h) Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961. Deferred income tax reflects the impact of current year timing differences between taxable income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realised against future taxable profits. Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

i) Employee Benefits

Employee benefits are provided in the books in the following manner:

	i	The liability for encashment of Gratuity and earned leave has been provided as per actual entitlements.	
	ii	Liability in respect of unavailed leave is not carried forward and encashed at the end of the year.	

j) Impairment of Assets

		The carrying amounts of assets are reviewed at each Balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss if any is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. A reversal of impairment losses recognized for the assets no longer exists or has decreased.	
--	--	--	--

k) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statement.

l) Earning per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders and share split. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Note 3 : Share Capital

Particulars	As at 31st Mar 2020		As at 31st Mar 2019	
	Number of shares	INR	Number of shares	INR
Authorised				
20,00,00 Equity Shares of Rs. 10/- each	20,00,000	200,00,000	1,00,000	10,00,000
(P.Y.1,00,000 Equity Shares of Rs 10/- each)				
Issued, Subscribed and fully paid-up				
Equity Shares of Rs. 10/- each, fully paid-up	13,72,000	137,20,000	10,00,000	100,00,000
Total	13,72,000	137,20,000	10,00,000	100,00,000
Notes:				
a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year				
Equity Shares outstanding at the beginning of the year	10,00,000	100,00,000	10,000	1,00,000
Shares Issued during the Period	3,72,000	37,20,000	9,90,000	99,00,000
Outstanding at the end of the Period	13,72,000	137,20,000	10,00,000	100,00,000
b) Details of shareholders holding more than 5% shares in the company				
	Nos.	% holding	Nos.	% holding
Manish Dutt	7,99,996	58%	7,99,996	80%
Krishi Dutt		7%		10%

	1,00,000		1,00,000	
Pawan Dutt	1,00,000	7%	1,00,000	10%
Note 4 : Surplus				
Particulars			As at 31st Mar 2020	As at 31st Mar 2019
			INR	INR
General Reserve (As at beginning of the year)			9,95,184	9,95,184
General Reserve (As at end of the year)			9,95,184	9,95,184
Securities premium account (As at beginning of the year)			-	48,00,000
Securities premium			189,72,000	-
Less: Utilised for issue of Bonus Shares			-	48,00,000
Securities premium account (As at end of the year)			189,72,000	-
Surplus in Statement of Profit and loss				
Opening balance			350,47,829	242,85,205
Add: Profit for the year			174,10,341	124,46,610
Add: Impact of correction in revision of useful life of Fixed Assets (Note no 11)			-	34,28,070
Less: Utilised for issue of Bonus Shares			-	51,00,000
Less: Dividend				
Final Dividends paid to equity shareholders (INR 10 per share)			13,72,000	10,000
Dividend Distribution Tax thereon			2,82,018	2,056
Closing balance			508,04,152	350,47,829
Total			707,71,336	360,43,013

Note 5 : Long-term Provision

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Loan from Directors (Unsecured):	-	-
Total	-	-

Note 6 : Long Term Provision

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Provision for Gratuity	2,44,560	4,81,148
	2,44,560	4,81,148

Note 7 : Short Term Borrowings

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
<u>Loan from banks (Secured):</u>		
Standard Chartered Bank	120,62,444	198,05,344
(Secured against Mortgage of Residential premises of Directors)		
	120,62,444	198,05,344

Note 8 : Trade Payables

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Trade payables		
Other than acceptances	58,77,232	64,57,937
	58,77,232	64,57,937

Note: Based on the information available with the company, there are no amounts due to any micro, small and medium enterprises as defined under section 7(1)(a)/7(1)(b)/7(1) of Micro, Small and Medium Enterprises Development Act, 2006 as on 31st March 2020. Further, there is no interest paid/payable to any micro, small and medium Company.

Note 9 : Other Current Liabilities

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR

Other Payables		
Employee Related	20,70,101	16,44,515
Other Payables	40,086	33,693
Statutory Remittances		
Tax deducted at source	9,40,715	6,12,442
Profession Tax	5,400	5,600
Total	30,56,302	22,96,250

Note 10 : Short-term Provisions

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Provision For Income Tax	20,37,698	26,92,689
Provision for Gratuity	7,11,715	-
Total	27,49,413	26,92,689

Note 11: Property, Plant and Equipment

(INR)											
	GROSS BLOCK				DEPRECIATION/AMORTISATION					NET BLOCK	
	AS AT	ADDITIO NS	DEDU CTIO N	AS AT	AS ON	Trans fer to	FOR THE	DEDU CTIO N	UP TO	AS AT	AS AT
	1st Apr 2019			31st Mar 2020	1st Apr 2019	Reser ve	Year		31st Mar 2020	31st Mar 2020	31st Mar 2019
TANGIBLE ASSETS:											
Computers & Printers	17,25,989	8,55,075	-	25,81,064	11,23,461		4,01,484	-	15,24,945	10,56,119	6,02,528
Furniture & Fixtures	16,63,616	5,88,912	-	22,52,528	6,55,392		2,40,791	-	8,96,183	13,56,345	10,08,224
Air Conditioner	6,93,395	-	-	6,93,395	4,57,810		77,671	-	5,35,481	1,57,914	2,35,585
Office Equipment	25,000	11,605	-	36,605	23,750		1,771	-	25,521	11,084	1,250

Dubbing Studios & Equipment	100,9 1,416	10,04 ,382		110,9 5,79 8	39,9 3,45 0		13,3 6,45 9	-	53,2 9,90 9	57,65,889	60,9 7,96 6
DVD Player	10,00 0	-	-	10,00 0	9,50 0		-	-	9,50 0	500	500
Television	1,14, 856	-	40,62 5	74,2 31	48,14 0		14,3 75	3,767	58,7 48	15,483	66,71 6
Vacuum Cleaner	3,00 0	-	-	3,00 0	1,352		1,42 3	-	2,77 5	225	1,648
Mobile Phones	1,13,1 21		-	1,13,1 21	68,6 78		10,5 41	-	79,21 9	33,902	44,4 43
Motor Car	46,2 2,189	-	-	46,2 2,189	18,76 ,769		6,81, 519	-	25,5 8,28 8	20,63,901	27,4 5,42 0
Total	190,6 2,58 2	24,59 ,974	40,62 5	214,8 1,931	82,5 8,30 2	-	27,6 6,03 4	3,767	110,2 0,56 9	104,61,36 1	108,0 4,28 0
<i>Previous year</i>	<i>178,5 5,510</i>	<i>12,27, 996</i>	<i>20,92 5</i>	<i>190,6 2,58 2</i>	<i>105, 03,4 21</i>	<i>- 34,2 8,07 0</i>	<i>11,82 ,952</i>	<i>-</i>	<i>82,5 8,30 2</i>	<i>108,04,28 0</i>	<i>-</i>
Notes:											

1. There were differences observed in calculation of depreciation during FY 2018-19 pertaining to earlier years which were rectified and routed through Reserves.

2. Previous period figures have been given in italics and have been regrouped and rearranged wherever necessary.

Note 12 : Deferred Tax Assets (net)

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Deferred Tax Assets		
Depreciation and Amortisation	90,318	3,87,023
Total	90,318	3,87,023

Note 13 : Long-term Loans and Advances

(Unsecured, considered good)		
Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Rent Deposits	11,00,000	11,00,000
Total	11,00,000	11,00,000

Note 14 : Other Non Current Assets

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Income Tax Receivable	26,16,620	26,06,990
Total	26,16,620	26,06,990

Note 15 : Trade Receivables

(Unsecured)		
Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Outstanding for a period exceeding six months from the date they were due for payment		
Considered good	-	-
Considered doubtful	-	-
	-	-
Less: Provision	-	-
	-	-
Other trade receivables, considered good	257,24,069	74,52,702
Trade Receivable which have significant increase in credit risk	-	-
Trade Receivable -credit impaired	-	-
Total	257,24,069	74,52,702

Note 16 : Cash and Cash Equivalents

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Cash on hand	67,048	2,53,626
Balances with banks		
In current accounts	14,21,509	11,61,387
In other deposit accounts		

- Original maturity less than 3 months	-	-
Other bank balances		
(i) Earmarked Fixed deposits Accounts	129,83,060	118,27,093
- Balances held as Margin Money for Short Term Working Capital		
Total	144,71,617	132,42,106
Of the above, the balances that meet the definition of Cash and cash equivalents as per 'AS3 Cash Flow Statements'	14,88,557	14,15,013

Note 17: Short-term loans and advances

(Unsecured and considered good)		
Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Deposits	20,00,000	2,79,000
Advance to Employees	3,14,000	-
Advance for Movies Rights	48,04,700	136,17,563
Balance with Revenue Authorities		
GST	1,62,452	13,94,301
TDS	11,82,500	-
Prepaid expenses	18,36,927	19,44,827
Creditors with Debit balance	38,559	2,54,137
Total	103,39,138	174,89,828

Note 18 : Other Current Assets

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
	INR	INR
Interest Accrued on Fixed Deposits	4,56,474	8,15,941
Accrued Income	-	-
Total	4,56,474	8,15,941

Note 19: Revenue from operations

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
	INR	INR
Sales Account:		
Dubbing Services	828,63,068	502,67,876
Censor Certification & Other Revenue	15,14,841	18,45,296
Distribution of Movie Rights	66,50,537	32,00,000

Total	910,28,446	553,13,172
Note 20 : Other Income		
Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
	INR	INR
Interest income :		
Interest income from Banks	8,84,999	7,92,603
Interest on income-tax refund	-	3,40,830
Foreign Exchange Gain	6,23,603	-
Profit on Sale of Assets	1,292	-
Total	15,09,894	11,33,433

Note 21 : Operating Expenses		
Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
	INR	INR
Film Distribution Expenses	105,57,506	108,50,168
Dubbing Expenses	285,40,844	151,91,857
Total	390,98,350	260,42,025

Note 22 : Changes in Inventories of Finished Goods / Work in Process		
Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
	INR	INR
Opening Stock	238,77,511	-
Less : Closing Stock of Films and Distribution Rights of Films	432,21,690	238,77,511
Total	-193,44,179	-238,77,511

Note 23 : Employee Benefits Expense		
Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
	INR	INR
Salaries, allowances and bonus	261,55,344	213,34,119
Staff welfare expenses	1,93,520	1,67,068
Total	263,48,864	215,01,187

Note 24 : Finance Costs		
Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019

	INR	INR
Interest expense:		
On Bank overdraft	20,28,267	18,04,659
On Unsecured Loan	-	1,92,966
Bank charges	51,845	39,399
Loan Processing Charges	62,500	2,07,900
Interest on delayed payment of Income tax and Service tax	3,22,841	1,350
Total	24,65,453	22,46,274

Note 25 : Other Expenses

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
	INR	INR
Auditor Remuneration	2,14,000	75,000
Business Promotion	9,51,854	1,05,969
Bad Debts / Sundry Balance Written off	11,358	3,21,060
Conveyance	1,89,361	2,25,359
Foreign Exchange Gain/(Loss)	-	4,11,441
Service Tax / GST / Sales Tax	1,877	25,000
Electricity Charges	3,93,891	2,93,025
Entertainment Expenses	32,320	59,603
Insurance Expenses	1,24,102	19,256
Internet & Cable Charges	2,60,915	1,19,723
Membership Fees & Subscriptions	70,000	1,04,167
Motor Car Expenses	2,03,898	4,49,777
Office Expenses	1,80,907	1,19,671
Postage, Telegram & Courier	21,310	18,278
Sitting Fees to Directors	1,25,000	-
Printing & Stationery	1,76,243	1,19,979
Professional & Technical Fees	22,28,950	6,65,700
Professional Tax	10,000	10,000
Rent , Rates & Taxes	37,95,200	37,17,600
Repairs & Maintenance	4,14,075	2,33,877
Miscellaneous Expenses	96,096	81,958
Telephone Expenses	1,00,089	74,826
Travelling Expenses	35,19,256	34,23,238
Loss /discard of Assets	-	20,925
ROC Fees	16,200	86,300
IPO Fees & Expenses	27,77,711	8,86,400
Board Meeting & AGM Expenses	42,220	-
Shares Depository Expenses	1,58,908	-
Total	161,15,741	116,68,132

26	The company is engaged primarily in the business related to Film Imports and Distribution. Accordingly there are no separate reportable segments as per Accounting Standard-17 dealing with Segment reporting.					
27	EPS is calculated as per the Accounting Standard-20 issued by The Institute of Chartered Accountants of India.					
	Particulars		Current Year	Previous Year		
	Profit / (Loss) After Tax (A) (in `)		₹. 174,10,341	₹. 124,46,610		
	Weighted Avg. No. of Equity Shares (B)		Nos.115781	Nos.10,000		
	Face Value per Share		`.10	`.10		
	Basic EPS (A/B)		12.69	12.45		
	Diluted EPS (A/B)		12.91	107.50		
28	Contingent Liabilities & Capital Commitments : NIL					
29	Auditor's Remuneration					
	Sr. No.	Particulars	Current Year	Previous Year		
	1	Audit Fees	₹. 35,000	₹. 75,000		
	2	Tax Audit Fees	₹. 20,000	-		
	3	Taxation Matters	₹. 30,000	-		
	4	Review Audit Fees and Certification	₹. 1,29,000	-		
		Total	₹. 2,14,000	₹. 75,000		
30	Details of foreign Exchange Earnings and Outgo.					
	Sr. No.	Particulars	Current Year in `	Current Year in foreign Currency	Previous Year in `	Previous year in foreign Currency
	1	Earning in Foreign Exchange:				
		Dubbing Receipts	₹. 402,32,983	USD 538657	₹. 264,26,666	USD 383495
		Royalty receipts	-	-	-	-
	2	Expenditure in Foreign Currency:				
	(a)	Material Payments	₹. 4,21,105	USD 5900	₹. 5,80,360	USD 8400
			-	-	-	-
	(b)	Royalty Payments	₹. 97,86,492	USD 146303	₹. 70,31,470	USD 97986
	(c)	Travelling expenses	₹. 5,78,693	-	₹. 3,84,858	-
31	Related Party Transactions:					

As per Accounting Standard 18 issued by the Institute of Chartered Accountants of India the Company's related parties and transaction are disclosed below:

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Particulars	Relationship
1	Manish Sat Prakash Dutt	Managing Director
2	Krishi Sat Prakash Dutt	Joint Managing Director
3	Pawan Sat Prakash Dutt	Director
4	Vishnu Vithalbhai Patel	
5	Vaneeta Sridhar	
6	Prasad Sawant	Chief Financial Officer
7	Nirmal Sat Prakash Dutt	Mother of Manish, Krishi & Pawan Dutt
8	Sat Prakash Dutt	Father of Manish, Krishi & Pawan Dutt
9	Mikimedia Entertainment LLP	Enterprise over which Key Managerial Personnel are able to exercise significant Control

(ii) Transactions during the year with related parties:

Sr. No.	Nature of Transactions (Excluding Reimbursements)	Key managerial Personnel		Relative of Key Managerial Personnel		Enterprise over which Key Managerial Personnel	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
a)	<u>Remuneration</u>						
	Manish Sat Prakash Dutt	₹. 67,90,770	₹. 50,22,320	Nil	Nil	Nil	Nil
	Krishi Sat Prakash Dutt	₹. 62,24,000	₹. 47,22,320	Nil	Nil	Nil	Nil
	Sat Prakash Dutt	Nil	Nil	₹. 12,30,678	₹. 11,01,600	Nil	Nil
	Prasad Sawant	₹. 12,27,590	₹. 9,72,408	Nil	Nil	Nil	Nil
b)	<u>Rent Paid</u>						
	Nirmal Sat Prakash Dutt	Nil	Nil	₹. 8,40,000	₹. 8,40,000	Nil	Nil
c)	<u>Professional Fees</u>						
	Pawan Sat	Nil	Nil	₹. 5,00,000	₹. 6,00,000	Nil	Nil

		Prakash Dutt						
	d)	<u>Sitting Fees to Directors</u>						
		Pawan Sat Prakash Dutt	Nil	Nil	₹. 25,000	Nil	Nil	Nil
		Vishnu Vithalbhai Patel	₹. 50,000	Nil	Nil	Nil	Nil	Nil
		Vaneeta Sridhar	₹. 50,000	Nil	Nil	Nil	Nil	Nil
	e)	<u>Studio Hire charges Received</u>						
		Mikimedia Entertainm ent LLP	Nil	Nil	Nil	Nil	Nil	₹. 3,62,8 50
	f)	<u>Advances Taken</u>						
		Prasad Sawant	₹. 1,00,000	Nil	Nil	Nil	Nil	Nil
	-	<u>Balance as on end</u>						
	g)	<u>Amount Receivable</u>						
		Mikimedia Entertainm ent LLP	Nil	Nil	Nil	Nil	Nil	₹. 1,85,85 0
		Prasad Sawant	₹. 1,00,000	Nil	Nil	Nil	Nil	Nil
	h)	<u>Amount Payable</u>						
		Manish Sat Prakash Dutt	₹. 6,20,118	₹. 4,25,000	Nil	Nil	Nil	Nil
		Krishi Sat Prakash Dutt	₹. 5,40,168	₹. 3,13,656	Nil	Nil	Nil	Nil
		Sat Prakash Dutt	Nil	Nil	₹. 1,00,855	₹. 91,204	Nil	Nil
		Prasad Sawant	₹. 94,844	₹. 80,050	Nil	Nil	Nil	Nil
		Nirmal Sat Prakash Dutt	Nil	Nil	Nil	Nil	Nil	Nil
32	Employee benefits:							

The Company has classified the various benefits provided to employees as under:

Defined Benefit Plans

In accordance with Accounting Standard 15 (R), actuarial valuation was done as on 31st March 2020 in respect of Contribution to Gratuity Fund using "Projected Unit Method". The charge on account of provision for gratuity has been included in Salaries and Wages.

(a) Gratuity (Funded Plan)

Particulars	Current year (Amount in `)	Previous year (Amount in `)
Present Value of Obligation as at March 31, 2020	33,66,689	25,04,510
Fair Value of Plan Assets	24,10,414	20,23,362
Net Liability in the balance sheet	9,56,275	4,81,148

(b) Expenses recognized in the Statement Profit and Loss

Particulars	Current Year (Amount in `)	Previous Year (Amount in `)
Net Cost	4,75,127	4,81,148

(c) Actuarial Assumptions:

Particulars	Current Year (Amount in `)	Previous Year (Amount in `)
Retirement Age	58 years	58 years
Withdrawal Rates	5.00%	5.00%
Future Salary Rise	10.00%	10.00%
Rate of Discounting	6.83%	7.69%
Return on Plan Assets	7.51%	7.51%
Mortality Table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

Notes:

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

33 The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

34 During the year, the Company decided to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 from the current financial year. Accordingly, the provision for income tax and deferred tax balances have been recorded/ remeasured using the new tax rate.

35 The company was originally incorporated as a private limited company and was converted to a Limited company vide fresh certificate of Incorporation dated 11th March, 2019 consequent to conversion from private company to public company.

In terms of our report attached.

For and on behalf of the Board

For B.L.Dasharda & Associates
Chartered Accountants

FRN No. 112615W

Sd/-

Sushant Mehta

Partner

M.No. 112489

Place : Mumbai

Date : 29th June, 2020

UDIN NO: 20112489AAAAEL2565

Sd/-

Manish Dutt

Managing Director

(DIN : 01674671)

Sd/-

Krishi Dutt

Whole-Time Director

(DIN : 01674721)

Sd/-

Aparna Akadkar

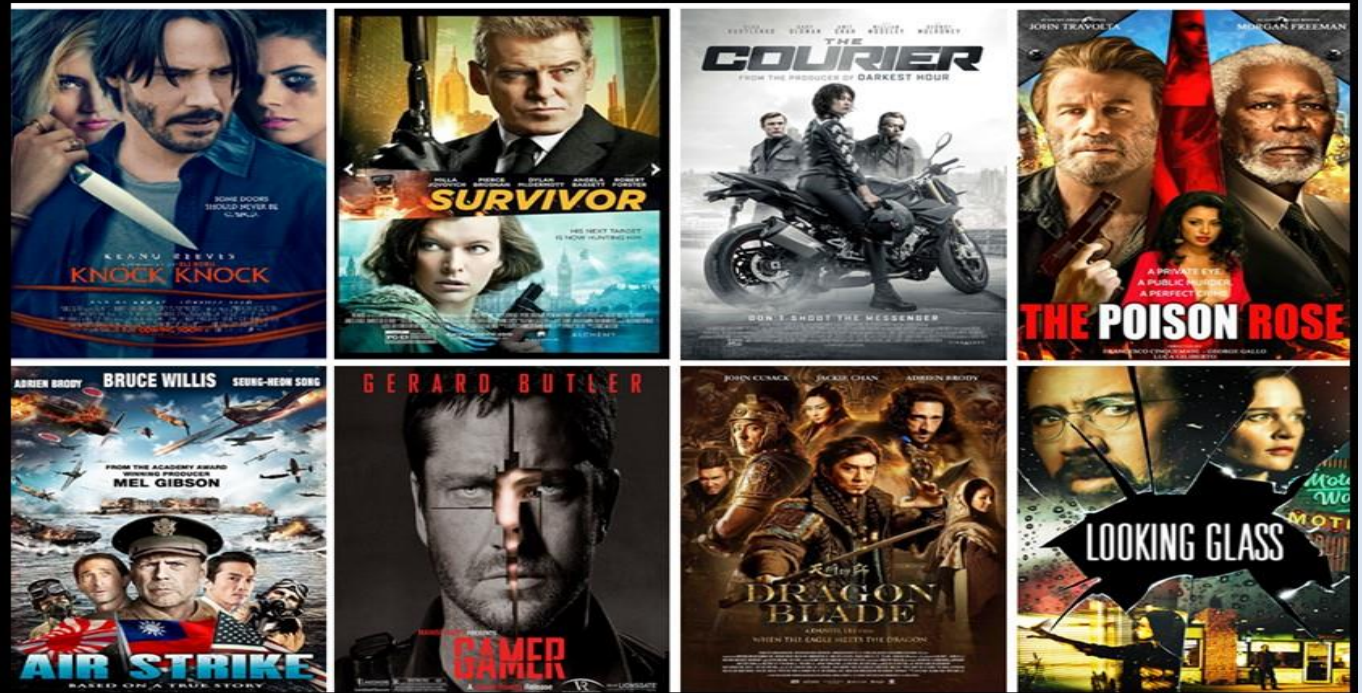
Company Secretary

Sd/-

Prasad Sawant

Chief Financial Officer

On **Prime Video** - Hindi,Tamil,Telugu,English



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