

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 13TH 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 THURSDAY, 30TH SEPTEMBER, 2021 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, 2021 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. PAWAN KUMAR DUTT AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. PAWAN KUMAR DUTT (DIN: 01674642), 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 30th September, 2021.

“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 2021.

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, 2021 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, 2021.”

“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 2021 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

Date: **07.09.2021**

Place: Mumbai

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 13thAGM 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 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 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 **Friday, 24th September 2021 to Thursday, 30th September 2021**, 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 **24th September, 2021** 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 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at www.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://us06web.zoom.us/j/82547459397?pwd=RnRkdXB5cWRYS3JzcFB1SURRMG1KQT09>
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.

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

- 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://us06web.zoom.us/j/82547459397?pwd=RnRkdXB5cWRYS3JzcFB1SURRMG1KQT09>
- Meeting ID: 825 4745 9397**
Password: 655412
- 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.
 - Members who need assistance before or during the AGM, can contact Mr. Prasad Sawant, CFO at email id prasad.sawant@vrfilms.in.
 - 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 **27th September, 2021 (9:00 a.m. IST) to 29th September, 2021 (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.
 - The Voting will be held by 'Show of hands'.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Manish Dutt	Mr. Pawan Dutt
Date of Birth	November 25, 1967	February 28, 1975
Date of appointment	31/12/2007	31/12/2007
Expertise in specific functional area	More than 26 years of vast and varied experience in media and entertainment sector.	He has an overall experience of 21 years in the field of Legal Advisory. He provides corporate legal advisory and consultancy services to our Company.
Qualifications	Bachelors Degree in Science from St. Xavier's College, Mumbai	He holds a Bachelor's Degree in Science with the Subject Chemistry (Major) from St. Xavier's



		College. He has done LL.B from Government Law College, Mumbai and is a member of Bar Council of Maharashtra and Goa. He holds a degree of Masters of Arts in Law from Tallinn University of Technology
Other Companies in which Directorship is held as on March 31, 2021	Nil	Nil
Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2021	Nil	Nil
Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2021	Nil	Nil
Shareholding in the Company as on March 31, 2021	8,05,996	1,00,000

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

Sd/-

**Mr. Manish Satprakash Dutt
Managing Director
DIN: 01674671**

**Date: 07th September 2021
Place: Mumbai**

INFORMATION AT A GLANCE

Particulars	Details
Mode	Video conference and other audio-visual means
Time and date of AGM	03:00 P.M. (IST), Thursday, 30 th September, 2021
Link for Participation through videoconferencing	https://us06web.zoom.us/j/82547459397?pwd=RnRkdXB5cWRYS3JzcFB1SURRMGIKQT09
Helpline number for VC participation	9029097787
Book Closure Date	24th September 2021 to 30th September 2021
Record Date	3rd September, 2021
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>