



V R FILMS & STUDIOS LIMITED
(FORMERLY KNOWN AS V R FILMS & STUDIOS PVT LTD)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF V R FILMS & STUDIOS LIMITED FOR THE FINANCIAL YEAR 2022-2023 WILL BE HELD ON WEDNESDAY, THE 1ST DAY OF JUNE 2022 AT 12:00 P.M. THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. To consider re-appointment of Mr. Manish Satprakash Dutt (DIN: 01674671) as the Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provision of Section 160, 161, 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions of the Act including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the approval of the Members be and hereby accorded to appoint Mr. Manish Dutt (DIN: 01674671), as Managing Director, for a further period of five (5) years w.e.f. 11th March, 2022 to 10th March, 2027 (both days inclusive) at an remuneration not exceeding Rs. One Crore Twenty Lakhs (Rs. 1,20,00,000/-) per annum (inclusive of salary, perquisites, benefits, incentives and allowances) with liberty to the Board of Directors (hereinafter referred as the Board which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and condition of the said appointment and /or remuneration as may deem fit and on such other terms and conditions as specified in the Explanatory Statement annexed to the Notice.”

“RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director the Company has no profits or profits are inadequate, the overall remuneration or remuneration as may be approved by the Board of Directors (hereinafter referred as the Board which term shall include the Nomination and Remuneration Committee of the Board) of the Company from time to time shall be paid as minimum remuneration.”

“RESOLVED FURTHER That Mr. Manish Dutt shall be liable to retire by rotation at the Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 and such retirement shall not result in any break in his office as the Managing Director of the Company, if he is re-appointed at the same meeting at which he retires by rotation.”

JURISDICTION MUMBAI HIGH COURT

19. Chhadva Apartments, Near Diamond Garden. Sion-Trombay Road, Chembur. Mumbai - 400071. INDIA
Tel No: 91-22-25273841, Tel Fax No: 91-22-25228467, Email Id: info@vrfilms.in, Website: www.vrfilms.in
CIN : L92100MH2007PLC177175



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“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

2. To consider re-appointment of Mr Krishi Dutt (DIN: 01674721) as the Whole Time Director (WTD) of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provision of Section 160, 161, 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions of the Act including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the approval of the Members be and hereby accorded to appoint Mr Krishi Dutt (DIN: 01674721), as Whole Time Director, for a further period of five (5) years w.e.f. 11th March, 2022 to 10th March, 2027 (both days inclusive) at an remuneration not exceeding Rs. One Crore Twenty Lakhs (Rs. 1,20,00,000/-) per annum (inclusive of salary, perquisites, benefits, incentives and allowances) with liberty to the Board of Directors (hereinafter referred as the Board which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and condition of the said appointment and /or remuneration as may deem fit and on such other terms and conditions as specified in the Explanatory Statement annexed to the Notice.”

“RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole Time Director the Company has no profits or profits are inadequate, the overall remuneration or remuneration as may be approved by the Board of Directors (hereinafter referred as the Board which term shall include the Nomination and Remuneration Committee of the Board) of the Company from time to time shall be paid as minimum remuneration.”

“RESOLVED FURTHER THAT Mr Krishi Dutt shall be liable to retire by rotation at the Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 and such retirement shall not result in any break in his office as the Managing Director of the Company, if he is re-appointed at the same meeting at which he retires by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

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

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

Ms. Aparna Akadkar
Company Secretary & Compliance Officer



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Date: 07.05.2022

Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as 'the Act') in respect of each item of Special Business to be transacted at the Extra-Ordinary General Meeting (hereinafter referred to as 'the Meeting') is annexed hereto
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.vrfilms.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and



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MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

9. The company has appointed Ms. Jaymin Modi & Co, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.
10. Since the EGM will be held through VC/OAVM Facility, Proxy form, Attendance Slip and the Route Map is not annexed in this Notice.
11. Notice of the EGM is being sent only through electronic mode to those members whose email address is registered with the Company / Depositories as on May 06, 2022. The cut-off-date for the purpose of determining the eligibility to vote by electronic means and at the EGM is Wednesday, May 25th, 2022 (the "Cut-off-Date").
12. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Sunday, 29th May 2022 at 09:30 A.M. and ends on Tuesday, 31st May 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 25th May, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25th May, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be



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	provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



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7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csjayminmodi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:



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1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@rajnishwellness.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@rajnishwellness.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@rajnishwellness.com. The same will be replied by the company suitably.



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EXPLANATORY STATEMENT

(Pursuant to Sections 102(1) of the Companies Act, 2013)

Item No.1:

Mr. Manish Dutt (DIN: 01674671) was appointed as Managing Director of the Company for a period from March 12, 2019 to March 11, 2022, as per resolution passed by Members at the General Meeting of the Company held on March 13, 2019. His current term of appointment as the Managing Director of the Company expired on March 11, 2022.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on March 04, 2022 has approved the re-appointment of Mr. Manish Dutt as the Managing Director of the Company for a further period of five (5) years from March 11, 2022 to March 10, 2027 (categorized as Managing Director) subject to the approval of the Members of the Company.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Manish Dutt should be available to the Company for a further period of five (5) years. The re-appointment of Mr. Manish Dutt is appropriate and is in the best interests of the Company.

The approval of the Members is being sought for the re-appointment and for the terms, conditions, and stipulations for the re-appointment of Mr. Manish Dutt as the Managing Director and the remuneration payable to him. The terms and conditions fixed by the Board of Directors at its Meeting held on March 4, 2022 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important positions as that of the Managing Director.

The main terms of appointment and remuneration as contained in the agreement are given below:

Period of Appointment: For a period of five (5) years from March 11, 2022 to March 10, 2027.

Salary including allowances and Incentives and perquisites: Not exceeding Rs.1.25 crore per year.

Perquisites: Subject to a ceiling of 20% of Annual Salary per annum.

Club Fees: Fee of club subject to a maximum of two club, provided that no life membership or admission fees is payable.

Provident Fund: Contribution to Provident Fund in accordance with the Rules of the Company as applicable to the senior management, to the extent such contributions, either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity: In accordance with the Rules of the Company as applicable to the senior management.

Medical benefit: For self and family reimbursement of expenses actually incurred the total cost of which to the Company shall not exceed one month's salary in a block of five years.



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Conveyance: Free use of Company's car with driver. The monetary value of the perquisite will be evaluated as per Income tax Rules, 1962.

Personal Accident: Personal Accident Insurance of an amount the premium of which does not exceed Rs.10,000/- per annum.

Other perquisites: He will be entitled to all other perquisites in accordance with the rules of the Company as applicable to the senior management. The perquisites stated shall be valued as per Income Tax Act, 1961, wherever applicable, and in the absence of any provisions in the said Act, the perquisites shall be valued at actuals.

Minimum Remuneration: Notwithstanding anything herein above stated, where in any financial year during the currency of the tenure of Mr. Manish Dutt, the Company incurs a loss or its profits are inadequate, the Company shall pay the same remuneration as stated above but subject to being within the overall limits on Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act.

A brief profile of Mr. Manish Dutt is given below:

Mr. Manish Satprakash Dutt, aged 54 years, is the Managing Director and Promoter of our Company. He has been associated with the Company since Incorporation. He holds a Bachelors Degree in Science from St. Xavier's College, Mumbai. He has passed LLB examination (first year) from Government Law College, Mumbai. He has more than 30 years of vast and varied experience in media and entertainment sector. He is instrumental in formulating and implementing strategy and plays pivotal role in business development, sales, administration and finance functions of our Company.

Mr. Manish Dutt is interested in the above resolution as it concerns his appointment and remuneration. None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in these resolutions.

The resolutions as set out in item no. 1 of this Notice is accordingly recommended for your approval by passing of Special Resolution(s).

Information Pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of the Director	Mr. Manish Dutt
Director Identification Number (DIN)	01674671
Qualifications	Bachelor's Degree in Science, <i>LLB</i>
Expertise in Specific functional Area	He is instrumental in formulating and implementing strategy and plays pivotal role in business development, sales, administration and finance functions of our Company.
Disclosure of relationships between Directors/KMP inter-se	Mr. Krishi Dutt – WTD - Brother



V R FILMS & STUDIOS LIMITED

(FORMERLY KNOWN AS V R FILMS & STUDIOS PVT LTD)

Directorships held in other Public Limited Companies and the membership of committees	NIL
Resignation from the directorship of the listed companies in the past three years	NIL
Number of Shares held in the Equity Capital of the Company	8,05,996 Equity Shares
Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19	Mr. Manish Dutt is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No.2:

Mr. Krishi Dutt (DIN: 01674721) was appointed as Whole Time Director of the Company for a period from March 12, 2019 to March 11, 2022, as per resolution passed by Members at the General Meeting of the Company held on March 13, 2019. His current term of appointment as the Managing Director of the Company expired on March 11, 2022.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on March 04, 2022 has approved the re-appointment of Mr. Krishi Dutt as the Whole Time Director of the Company for a further period of five (5) years from March 11, 2022 to March 10, 2027 (categorized as WTD) subject to the approval of the Members of the Company.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Krishi Dutt should be available to the Company for a further period of five (5) years. The re-appointment of Mr. Krishi Dutt is appropriate and is in the best interests of the Company.

The approval of the Members is being sought for the re-appointment and for the terms, conditions, and stipulations for the re-appointment of Mr. Krishi Dutt as the WTD and the remuneration payable to him. The terms and conditions fixed by the Board of Directors at its Meeting held on March 4, 2022 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important positions as that of the Managing Director.

The main terms of appointment and remuneration as contained in the agreement are given below:

Period of Appointment: For a period of five (5) years from March 11, 2022 to March 10, 2027.

Salary including allowances and Incentives and perquisites: Not exceeding Rs.1.25 crore per year.

Perquisites: Subject to a ceiling of 20% of Annual Salary per annum.

Club Fees: Fee of club subject to a maximum of two club, provided that no life membership or admission fees is payable.

Provident Fund: Contribution to Provident Fund in accordance with the Rules of the Company as applicable to the senior management, to the extent such contributions, either singly or put together are not taxable under the Income Tax Act, 1961.



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Gratuity: In accordance with the Rules of the Company as applicable to the senior management.

Medical benefit: For self and family reimbursement of expenses actually incurred the total cost of which to the Company shall not exceed one month's salary in a block of five years.

Conveyance: Free use of Company's car with driver. The monetary value of the perquisite will be evaluated as per Income tax Rules, 1962.

Personal Accident: Personal Accident Insurance of an amount the premium of which does not exceed Rs.10,000/- per annum.

Other perquisites: He will be entitled to all other perquisites in accordance with the rules of the Company as applicable to the senior management. The perquisites stated shall be valued as per Income Tax Act, 1961, wherever applicable, and in the absence of any provisions in the said Act, the perquisites shall be valued at actuals.

Minimum Remuneration: Notwithstanding anything herein above stated, where in any financial year during the currency of the tenure of Mr. Krishi Dutt, the Company incurs a loss or its profits are inadequate, the Company shall pay the same remuneration as stated above but subject to being within the overall limits on Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act.

A brief profile of Mr. Krishi Dutt is given below:

Mr. Krishi Satprakash Dutt, aged 55 years, is the Whole-Time Director and Promoter of our Company. He has been associated with the Company since Incorporation. He holds a Bachelor's Degree in Science from St. Xavier's College, Mumbai. He also holds a Diploma in business management from Xavier Institute of Management, Mumbai. He has completed diploma in fashion designing from JD Institute of fashion technology. He has also completed Management Development Programme in finance for Non - Finance Executives from Indian Institute of Management, Lucknow. He has rich experience of 27 years in the textile, apparel & fashion industry and CSR domain impacting lives and ecosystem 6 years of experience in Entertainment and Media Industry

Mr. Krishi Dutt is interested in the above resolution as it concerns his appointment and remuneration. None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in these resolutions.

The resolutions as set out in item no. 2 of this Notice is accordingly recommended for your approval by passing of Special Resolution(s).

Information Pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of the Director	Mr. Krishi Dutt
Director Identification Number (DIN)	01674721
Qualifications	Bachelor's Degree in Science, Diploma in Business Management, Diploma in Fashion



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	Designing, Management Development Programme from IIM, Lucknow
Expertise in Specific functional Area	He has rich experience of 27 years in the textile, apparel & fashion industry and CSR domain impacting lives and ecosystem and 6 years of experience in Entertainment and Media Industry.
Disclosure of relationships between Directors/KMP inter-se	Mr. Manish Dutt – MD - Brother
Directorships held in other Public Limited Companies and the membership of committees	NIL
Resignation from the directorship of the listed companies in the past three years	NIL
Number of Shares held in the Equity Capital of the Company	1,00,000 Equity Shares
Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19	Mr. Krishi Dutt is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Registered Office:

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

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

Ms. Aparna Akadkar
Company Secretary & Compliance Officer

Date: 07.05.2022

Place: Mumbai