

To,

December 26, 2022

**The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001**

Subject: Annual Report for the Financial Year 2017-18 along with Notice of 24th Annual General Meeting (“AGM”) of the Company

Dear Sir/Madam,

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose the electronic copy of the Annual Report of the Company for the Financial Year 2017-18 along with the Notice of 24th Annual General Meeting (AGM) of the Company which is scheduled to be held on **Thursday, January 19, 2023 at 11:30 a.m. (IST)** through Physical mode which is sent to all the members whose email IDs were registered with the Company / Depository Participant(s)/ Registrar and Transfer Agents (RTAs).

The Annual Report of the Company for the Financial year 2017-18 along with the Notice of 24th AGM of the Company is also uploaded on the website of the Company at www.filmcitym.com and the web-link to the same are given below:

https://ejs6d5.n3cdn1.secureserver.net/wp-content/uploads/2022/12/123150_FML_ANNUAL-REPORT_2018.pdf

Also, for the convenience of shareholders, Notice of 24th AGM is uploaded separately on the website of the Company at www.filmcitym.com and the web link for the same is as under:

https://ejs6d5.n3cdn1.secureserver.net/wp-content/uploads/2022/12/123150_FML-NOTICE_2018.pdf

You are requested to kindly take the same on your records.

For Filmcity Media Limited

SURENDRA Digitally signed by
SURENDRA
RAMKISHO RAMKISHORE GUPTA
RE GUPTA Date: 2022.12.26
17:39:03 +05'30'



**Surendra Ramkishore Gupta
Managing Director
DIN: 00778018**

Encl: As Above



Filmcity Media Limited

**ANNUAL
REPORT**

2018



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24th ANNUAL GENERAL MEETING	
DATE	19th January, 2023
DAY	Thursday
TIME	11:30 A.M.
VENUE	2/19, Om Heera Panna Mall, Oshiwara, Andheri (West), Mumbai – 400 053

**CORPORATE INFORMATION**

<u>BOARD OF DIRECTORS</u>	
Mr. Surender R. Gupta	DIN : 00778018 <i>Managing Director (w.e.f. 22nd July, 2022)</i>
Mr. Mohit Jain	DIN : 09684465 <i>Executive Director & CFO (w.e.f. 5th September, 2022)</i>
Ms. Kirti Vishnu Tiwari	DIN : 09686224 <i>Executive Director & CEO (w.e.f. 5th September, 2022)</i>
Mr. Nitesh Singh	DIN : 08751700 <i>Independent Director (w.e.f. 5th September, 2022)</i>
Ms. Priyanka Singh	DIN : 08752330 <i>Independent Director (w.e.f. 5th September, 2022)</i>
<u>STATUTORY AUDITORS</u> M/s Bhatler & Associates Chartered Accountants, Firm Registration No.131411W	CIN L99999MH1994PLC077927 Date of Incorporation 22/04/1994 PAN AAACF1504H
<u>INTERNAL AUDITORS</u> M/s. Lakhpat M. Trivedia Chartered Accountants, Membership No. 109047	<u>SECRETARIAL AUDITORS</u> M/s. VRG & Associates Practising Company Secretary CP 22478
<u>BANKERS</u> Corporation Bank Bank of Maharashtra	<u>REGISTRAR & SHARES TRANSFER AGENT</u> M/s. Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078 Tel. No. 25946970/78. Web: www.linkintime.co.in
<u>COMPANY SECRETARY & COMPLIANCE OFFICER</u> RAKSHA KUMARI Membership No. A46084	
<u>REGISTERED OFFICE</u> 2/19, Om Heera Panna Mall, Oshiwara, Andheri (West), Mumbai – 400 053.	

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of **Filmcity Media Limited** will be held on Thursday, January 19, 2023 at 11.30 a.m. at the Registered Office of the Company at 2/19, Om Heera Panna Mall, Oshiwara, Andheri (West), Mumbai – 400 053, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon;
2. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

To appointment of M/s Bhatler & Associates Chartered Accountants (Firm Registration No.131411W) as the Auditors of the Company and to 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, 142 and other applicable Provisions, if any, of Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), or re-enactment thereof, for the time being in force) M/s Bhatler & Associates Chartered Accountants (Firm Registration No.131411W), be and are hereby appointed as Statutory Auditors of the Company for the 5 years, in place of M/s. Lakhpat M. Trivedi & Co, existing retiring auditors, to hold office from the conclusion of 24th Annual General Meeting (for the Financial Year 2017-18) until the conclusion of 29th Annual General Meeting (for the Financial Year 2021-22) of the Company at such remuneration as may be fixed by the Board of Directors of the Company on recommendation of the Audit Committee."

SPECIAL BUSINESS

3. **Appointment of Mr. Surendra Ramkishore Gupta (DIN: 00778018) as Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Surendra Ramkishore Gupta (DIN: 00778018) as Managing Director of the Company for a period of 5 Years with effect from July 22, 2022 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Surendra Ramkishore Gupta."

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

4. **Appointment of Mr. Mohit Jain (DIN: 09684465) as Executive Director & Chief Financial Officer of the Company**

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

"RESOLVED THAT Mr. Mohit Jain (DIN: 09684465), who was appointed as an Additional Director of the Company with effect from September 05, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Mohit Jain for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."



5. Appointment of Ms. Kirti Vishnu Tiwari (DIN: 09686224) as Executive Director & Chief Executive Officer of the Company

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

"RESOLVED THAT Ms. Kirti Vishnu Tiwari (DIN: 09686224), who was appointed as an Additional Director of the Company with effect from September 05, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Ms. Kirti Vishnu Tiwari for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

6. Appointment of Mr. Nitesh Singh (DIN: 08751700) as an Independent Director of the Company

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

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Nitesh Singh (DIN: 08751700) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from September 05, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

7. Appointment of Ms. Priyanka Singh (DIN: 08752330) as an Independent Director of the Company

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

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Priyanka Singh (DIN: 08752330) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from September 05, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation

By order of the Board
For FILMCITY MEDIA LIMITED

Place: Mumbai
Date: 22/12/2022

Surendra Ramkishore Gupta
Managing Director
(DIN: 00778018)

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing a proxy in order to be effective must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

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2. The Register of Members and Share Transfer Books will remain closed from 13th January, 2023 to 19th January, 2023 (both days inclusive) for the purpose of Annual General Meeting.
3. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Meeting.
4. Members / Proxies are requested to bring their attendance slips duly filled in along with their copies of the Annual Report to the AGM.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent quoting their folio number(s).
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Transfer Agent.
7. Electronic copy of the Notice and Annual Report for 2017-18 is being sent to the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
8. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant. And Form SH-14 for cancellation/variation as the case may be to the RTA. The said Forms can also be downloaded from the Company's Website www.filmcitym.com. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website <https://linkintime.co.in/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their Folio No.
9. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
10. The Annual Report 2017-18 of the Company will be made available on the website of the Company at www.filmcitym.com.
11. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
12. The route map showing directions to reach the venue of the AGM is annexed.
13. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called "the Rules" for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, 2015, the Company has arranged e-voting facility through National Securities Depository Limited for members to exercise their voting rights for all business to be transacted at 24th Annual General Meeting of the Company.

Mr. Vijay Ramesh Gupta, Practicing Company Secretary (Membership No. A33236), Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2017-18 will also be available on the Company's website www.filmcitym.com for their download also on the website of the respective Stock Exchange at www.bseindia.com.
14. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the meeting.



15. The Register of Director and Key Managerial Person and their shareholding, maintained under section 170 of the Act and the Register of contact or Agreement in which the director are interested, maintained under section 189 of the Act, will be available for inspection by the member at the meeting.
16. The Company Whole-Heartedly Welcomes Members Proxies at the Meeting of the Company. The Members Proxies may please note that No Gifts/Gift Coupons will be distributed at the Meeting.
17. Owing to security concerns, at AGM venue it is not allowed to carry insider briefcase, bags, eatables and the like. Members attending the AGM are requested to make their own arrangements for the safe keeping of their own belongings.
18. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the 24th AGM along with the Annual Report 2017-18 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 2017-18 will also be available on the Company's website www.filmcitym.com and website of the BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.
19. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021 as the cut-off date for relodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Linkintime Private Limited ("RTA") at ajay.pandya@linkintime.co.in for assistance in this regard.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their Demat accounts and members holding shares in physical form to the Company/Registrar & Transfer Agents.
21. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

22. KYC UPDATION

Vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 ("SEBI Circulars"), it is mandatory for the physical shareholders to update PAN, Address, Email ID, Mobile No., Bank Account details (KYC details) and Nomination details with Link Intime India Pvt. Ltd., Registrar and Transfer Agent (RTA) / Company. The RTA/ Company had sent Form ISR-1 for KYC Updation, ISR-2 for bank details and Form SH-13/SH-14 in respect of Nomination to physical shareholders whose KYC were not updated. Please note that as per said SEBI circulars, from January 1, 2022, the RTA shall not process any service requests or complaints received from the shareholders till PAN, KYC and Nomination documents/details are received.

Form ISR-1, ISR-2, SH-13/SH-14 are also available on the website of the Company at www.filmcitym.com and on the website of RTA i.e. <https://www.linkintime.co.in>.

Those physical shareholders who have not yet submitted Form ISR-1, ISR-2, SH-13/SH-14 are requested to submit the same to RTA/Company at earliest.

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Those Shareholders who are holding shares in dematerialised mode are requested to ensure that aforesaid KYC details and nomination are updated with their depository participants.

Non-updation of KYC details in Folios, wherein any one of the cited details/documents above (i.e. PAN, Bank Details, Nomination) are not available on or after April 01, 2023, shall be frozen by the RTA as per above SEBI Circulars.

Further, the securities in the Frozen Folios shall be:

- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.
- b) eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation from the RTA to the holder that the aforesaid such payment is due and shall be made electronically upon complying with the requirements.
- c) referred by the RTA/ Listed Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

The RTA shall revert the Frozen Folios to normal status upon:

- a) receipt of all the aforesaid documents / details mentioned above or
- b) dematerialization of all the securities in such folios the folios in which PANs is / are not valid as on the notified cut-off date of March, 31,2022 or any other date as may be specified by the CBDT, shall also be frozen, as detailed above.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 16th January 2023 at 9:00 A.M. and ends on 18th January 2023 at 5:00 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. 13th January, 2023 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 13th January, 2023 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

Pursuant to SEBI circular No. SEBI/HO/ CFD/CMD/CIR/P/2020/242 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.

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. Your password details are given below :

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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 enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) 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'.

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(ii) 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:
 - a) 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.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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-123150" 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 General 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 vrq.gupta@gmail.com with a copy marked to evoting@nsdl.co.in.
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 to Ms. Sarita Mote, Manager, NSDL 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:

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 filmcitym@gmail.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 filmcitym@gmail.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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

By order of the Board
For FILMCITY MEDIA LIMITED

Place: Mumbai
Date: 22/12/2022

Surendra Ramkishore Gupta
Managing Director
(DIN: 00778018)

STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Statement with respect to items under Special Business covered in the Notice of Meeting are given below:

ITEM NO.2:

Based on the recommendation of the Audit Committee, the Board of Directors proposes the appointment of M/s Bhattar & Associates, Chartered Accountants (Firm Registration No. 131411W), for a first term of five consecutive years from the conclusion of 24th Annual General Meeting (for the Financial Year 2017-18) until the conclusion of 29th Annual General Meeting (for the Financial Year 2021-22) with the authority/power in favor of the Board/Audit Committee to modify the terms and conditions, including fixation/ variation of remuneration for remaining tenure of four years, as may be mutually agreed with the auditors of the Company.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s Bhattar & Associates to be best suited to handle the scale, diversity and complexity associated with the audit of the Financial Statements of the Company. The firm M/s Bhattar & Associates is business and financial advisory firm formed in 2010. The firm is registered with The Institute of Chartered Accountants of India (ICAI) vide Firm Registration Number (FRN) 131411W. It is professionally managed firm having knowledge of different areas of business. Apart from partners in the firm, the firm is supported by professionals from the various industries.

M/s Bhattar & Associates has a successful track record of providing a full diversified "One Stop Solution" for all business needs. The firm is engaged in providing consultancy and professional services related to statutory audit, internal audit, concurrent audit, tax audit, income tax, Goods and Services tax, Value added tax, certification, company law, excise and customs.

Certificate from the said Auditors has been obtained to the effect that their appointment, if made, would be within the limits specified under section 141 of the Companies Act, 2013 and that they are eligible to be appointed as Auditors of the Company.

The Board of Directors recommends the ordinary resolution, at Item No. 2 of the accompanying Notice, for approval of members of the Company

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any Key managerial personnel is, in anyway, concerned or interested in Item No. 2 of the accompanying notice.

ITEM NO.3:

Mr. Surendra Ramkishore Gupta (DIN: 00778018) was appointed as an Additional Director of the Company with effect from July 22, 2022 by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Mr. Surendra Ramkishore Gupta holds office only upto the date of the forthcoming Annual General Meeting. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Surendra Ramkishore Gupta appointment as a Managing Director.

Mr Surender Ramkishore Gupta is a commerce graduate from Podar College, Mumbai University. He started his career in print media in 1985, and has experience of setting up studios for post-production work. He has also worked with Doordarshan and other private channels in marketing TV programmes and feature films. Amongst this vast experience, his recent venture was in the satellite world through a 24*7 wellness channel, which was available on Tata Sky (Now Tata Play) and other cable operators. Presently this wellness channel is running on its private OTT through IPTV.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have at their meetings held on July 22, 2022 respectively appointed him as Managing Director of the Company for a further period of 5 (Five) years with effect from July 22, 2022.

The main terms and conditions for the appointment of Mr. Surender Ramkishore Gupta as Managing Director (MD), are as follows:

- I. **Period** - From 22nd July 2022 to 21st July 2027



II. Nature of Duties - The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 3 of the Notice.

ITEM NO.4:

Mr. Mohit Jain (DIN: 09684465) was appointed as an Additional Director of the Company with effect from September 05, 2022 by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Mr. Mohit Jain holds office only upto the date of the forthcoming Annual General Meeting. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Mohit Jain appointment as a Executive Director & Chief Financial Officer.

Mr Mohit Jain brings in immense creative know how and relations within the media industry. He started his career as a wildlife documentary editor with Bedi Brothers. After years of working with many formats of entertainment, he started his journey as a director, with his first project being a short film Anamika for Hotstar. He went on to work with Karishma Kapoor and Fashion Design Council of India for a fashion movie. Amongst his recent projects is a short film Fantasier for MX Player.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have at their meetings held on September 05, 2022 respectively appointed him as Executive Director of the Company for a further period of 5 (Five) years with effect from September 05, 2022.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice.

ITEM NO.5:

Ms. Kirti Vishnu Tiwari (DIN: 09686224) was appointed as an Additional Director of the Company with effect from September 05, 2022 by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Ms. Kirti Vishnu Tiwari holds office only upto the date of the forthcoming Annual General Meeting. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Ms. Kirti Vishnu Tiwari appointment as a Executive Director & Chief Executive Officer.

Mrs. Kirti Vishnu Tiwari completed her B.A. from Lucknow University. She has vast experience of marketing having worked with Hotel Holiday Inn, Hotel Leela Kempenski, and Hotel Sea Rock. She has also worked with Pawan Hans Helicopter, and CBRE South Asia Pvt. Ltd.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have at their meetings held on September 05, 2022 respectively appointed him as Executive Director of the Company for a further period of 5 (Five) years with effect from September 05, 2022.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

ITEM NO.6:

Mr. Nitesh Singh, was appointed by the Board as an Additional Director with effect from September 05, 2022 consequent to his appointment as Independent Director of the Company, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of this Annual General Meeting.

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Accordingly, Company has received a notice from a member proposing candidature of Mr. Nitesh Singh, for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Nitesh Singh has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the Special Resolution as set out at item no. 6 for approval by the Members

ITEM NO.7:

Ms. Priyanka Singh, was appointed by the Board as an Additional Director with effect from September 05, 2022 consequent to her appointment as Independent Director of the Company, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of this Annual General Meeting.

Accordingly, Company has received a notice from a member proposing candidature of Ms. Priyanka Singh, for the office of Director in terms of Section 160 of the Companies Act, 2013. Ms. Priyanka Singh has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 7 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 7 for approval by the Members



Annexure to AGM Notice

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

I. Surendra Ramkishore Gupta (DIN: 00778018)

Date of Birth	02/01/1957
Qualification	Graduate
Nature of Expertise	Mr Surender Ramkishore Gupta is a commerce graduate from Podar College, Mumbai University. He started his career in print media in 1985, and has experience of setting up studios for post-production work. He has also worked with Doordarshan and other private channels in marketing TV programmes and feature films. Amongst this vast experience, his recent venture was in the satellite world through a 24*7 wellness channel, which was available on Tata Sky (Now Tata Play) and other cable operators. Presently this wellness channel is running on its private OTT through IPTV.
Terms and conditions of Appointment	Mr. Surendra Ramkishore Gupta is Managing Director and liable to retire by rotation. Further, the said appointment is being made as per Section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions.
Remuneration Proposed to be paid	NA
Date of first appointment in the current designation	22/07/2022
Shareholding in the Company	Nil
Directorships in other Public Companies	1. Filmcity Ccommunicatin Technologies Limited 2. Filmcity Telefilms Limited
Memberships/ Chairmanship of Committees of other Companies	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the financial year (2017-2018)	Nil
Past Remuneration Drawn (FY 2017-2018)	Nil

II. Mohit Jain (DIN: 09684465)

Date of Birth	06/07/1990
Qualification	Graduate
Nature of Expertise	Mr Mohit Jain brings in immense creative know how and relations within the media industry. He started his career as a wildlife documentary editor with Bedi Brothers. After years of working with many formats of entertainment, he started his journey ass a director, with his first project being a short film Anamika for Hotstar. He went on to work with Karishma Kapoor and Fashion Design Council of India for a fashion movie. Amongst his recent projects is a short film Fantasier for MX Player.
Terms and conditions of Appointment	Mr. Mohit Jain is Executive Director & CFO and liable to retire by rotation. Further, the said appointment is being made as per Section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions.
Remuneration Proposed to be paid	Nil
Date of first appointment in the current designation	05/09/2022
Shareholding in the Company	Nil
Directorships in other Public Companies	Nil
Memberships/ Chairmanship of Committees of other Companies	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the financial year (2017-2018)	Nil
Past Remuneration Drawn (FY 2017-2018)	Nil

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III. Kirti Vishnu Tiwari (DIN: 09686224)

Date of Birth	10/10/1970
Qualification	Graduate
Nature of Expertise	Mrs. Kirti Vishnu Tiwari completed her B.A. from Lucknow University. She has vast experience of marketing having worked with Hotel Holiday Inn, Hotel Leela Kempenski, and Hotel Sea Rock. She has also worked with Pawan Hans Helicopter, and CBRE South Asia Pvt Ltd.
Terms and conditions of Appointment	Mrs. Kirti Vishnu Tiwari is Executive Director & CEO and liable to retire by rotation. Further, the said appointment is being made as per Section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions.
Remuneration Proposed to be paid	Nil
Date of first appointment in the current designation	05/09/2022
Shareholding in the Company	Nil
Directorships in other Public Companies	Nil
Memberships/ Chairmanship of Committees of other Companies	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the financial year (2017-2018)	Nil
Past Remuneration Drawn (FY 2017-2018)	Nil

IV. Nitesh Singh (DIN: 08751700)

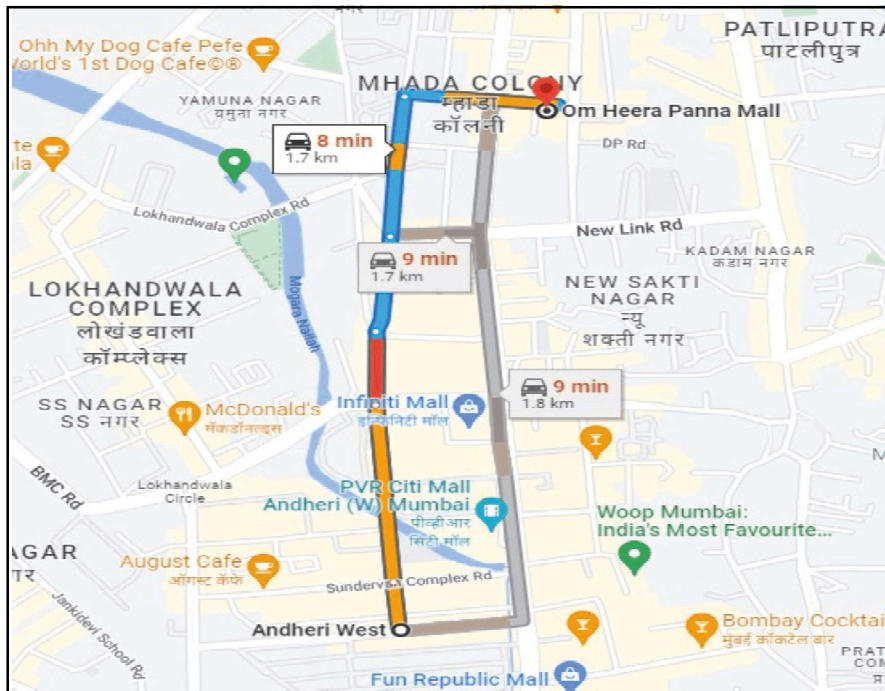
Date of Birth	12/10/1990
Qualification	Graduate
Nature of Expertise	Mr. Nitesh Singh, aged about 30 years has an experience in the financial sector of 8 years. He is also Manager of Accounts and Compliance Department in Agrud Technologies India Pvt. Ltd., Singapore based company.
Terms and conditions of Appointment	Mr. Nitesh Singh is Non-Executive Independent Director and not liable to retire by rotation. Further, the said appointment is being made as per Section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions.
Remuneration Proposed to be paid	Nil
Date of first appointment in the current designation	05/09/2022
Shareholding in the Company	Nil
Directorships in other Public Companies	1. Cinerad Communications Ltd. 2. Computer Point Limited 3. Thirani Projects Ltd.
Memberships/ Chairmanship of Committees of other Companies	2 Chairmanship 2 Membership
Inter-se relationship between Directors and other Key Managerial Personnel	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the financial year (2017-2018)	Nil
Past Remuneration Drawn (FY 2017-2018)	Nil



V. Priyanka Singh (DIN: 08752330)

Date of Birth	28/10/1984
Qualification	Graduate
Nature of Expertise	Ms. Priyanka Singh has completed her Bachelor of Commerce and has over 11 years of strong experience in business management and administration. She holds good leadership qualities to control massive projects and explore new business opportunities.
Terms and conditions of Appointment	Ms. Priyanka Singh is Non-Executive Independent Director and not liable to retire by rotation. Further, the said appointment is being made as per Section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions.
Remuneration Proposed to be paid	Nil
Date of first appointment in the current designation	05/09/2022
Shareholding in the Company	Nil
Directorships in other Public Companies	1. Shree Securities Limited 2. Computer Point Limited 3. J. Taparia Projects Ltd.
Memberships/ Chairmanship of Committees of other Companies	2 Chairmanship 1 Membership
Inter-se relationship between Directors and other Key Managerial Personnel	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the financial year (2017-2018)	Nil
Past Remuneration Drawn (FY 2017-2018)	Nil

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



Venue:

2/19, Om Heera Panna Mall, Oshiwara,
Andheri (West), Mumbai – 400 053

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DIRECTORS' REPORT

To,

The Shareholders,

FILMCITY MEDIA LIMITED

Your Directors are pleased to present their 24th Annual Report together with the Balance Sheet and the Profit and Loss Accounts for the financial year ended March 31, 2018 and the Auditors Report thereon.

1. BUSINESS PERFORMANCE:

(₹ in lakhs)

PARTICULARS	Year ended 31.03.2018	Year ended 31.03.2017
Revenue from Operations	22.10	533.83
Net Profit/(Loss) Before Tax	-0.00	1.05
Provision for Tax	0.00	0.00
Net Profit/(Loss) After Tax	-0.00	1.05
Other Comprehensive Income for the Year	0.00	0.00
Total Comprehensive Income for the Year	-0.00	1.05

2. STATE OF AFFAIRS:

During the year under review, the Company continued to make losses. As compared to the profit of Rs. 1.05 Lacs in previous year 2016-17, the Company has incurred loss of Rs. -0.00 Lacs.

3. DIVIDEND

In view of the losses made during the year, the Board of Directors of your Company does not recommend any dividend for the year 2017-18.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013, do not apply as there was no dividend declared and paid in last 7 years.

5. SHARE CAPITAL

There was no change in capital structure of your Company during the year under review. Authorise Capital of the company is 30,00,00,000 on March 31, 2018, the paid up equity share capital of the Company is 3,05,70,969/- comprising of 3,05,70,969 Equity shares of Face Value of 1/- each. During the financial year 2017-18, your Company has not issued any equity shares with differential rights as to Dividends, Voting or Otherwise, or any Convertible Securities, or Sweat Equity shares except Convertible Warrants. Your Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme

6. LISTING INFORMATION

The Company's Share are Listed with BSE Limited, Mumbai. Your Company has paid the Annual Listing Fee up to date and there are no arrears. Further the trading of equity shares of your Company has been suspended by BSE Limited w.e.f February 14, 2018 in view of certain non-compliances. The Board of Directors is taking necessary steps to complete all pending non-compliance in order to file application for revocation of suspension.

7. DISCLOSURES

Committees of the Board.

The Company has the following Committees constituted in accordance with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015:

- ◆ Audit Committee
- ◆ Nomination & Remuneration Committee
- ◆ Stakeholders Relationship Committee



8. VIGIL MECHANISM & WHISTLE BLOWER POLICY

As per the Companies Act, 2013 read with Listing Regulations, 2015, the Board of Directors of the Company has constituted Vigil Mechanism / Whistle Blower Policy and adopted a policy which aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express those concerns in writing through an e-mail or a letter to the Chairman of the Company or to the Compliance Officer or to the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at www.filmcitym.com

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED

Retirement/Cessation:

During the year under review, Company had Four (4) Directors including of one is women Independent Director, Mr. Raj Kumar Modi was Managing Director, Mr. Pankaj Dave, Director, Mr. Mahesh Kumar Jani Director cum Compliance Officer and Mrs. Anjali Pareek Independent Director who was appointed under the category of Executive and Non-Executive Directors, Mr. Raj Kumar Modi resigned from the position of Managing Director w.e.f. January 14, 2019 and all other Directors including Independent Director resigned w.e.f September 05, 2022 due to pre-occupation.

He has confirmed that there was no material reason other than that mentioned above. The Board has placed on record his appreciation for the valuable contributions and support made by all the aforesaid Directors during his association as Directors of the Company.

Appointment/Re-appointment:

During the year 2022-23:

1. Mr. Surender Ramkishore Gupta (DIN: 00778018) was appointed as "Additional Director" (Executive Director) of the Company for a period of Five years with effective from July 22, 2022.
2. Mr. Mohit Jain (DIN: 09684465) was appointed as "Additional Director" (Executive Director cum CFO) of the Company for a period of Five years with effective from September 05, 2022.
3. Ms. Kirti Vishnu Tiwari (DIN: 09686224) was appointed as "Additional Director" (Executive Director cum CEO) of the Company for a period of Five years with effective from September 05, 2022.
4. Mr. Nitesh Singh (DIN: 08751700) was appointed as "Additional Director" (Independent Director) of the Company for a period of Five years with effective from September 05, 2022.
5. Ms. Priyanka Singh (DIN: 08752330) was appointed as "Additional Director" (Independent Director) of the Company for a period of Five years with effective from September 05, 2022.

All the above appointment/re-appointments being proposed for approval of the members at the ensuing Annual General Meeting of the Company.

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence. The said declarations were taken on record by the Board after assessing due veracity of the same. In the opinion of the Board, all Independent Directors are independent of the management.

In the opinion of the Board of Directors of the Company, all Independent Directors possess high integrity, expertise and experience including the proficiency required to discharge the duties and responsibilities as Directors of the Company.

10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place an established necessary internal control system considering the size of the organization.

11. CHANGE IN THE NATURE OF BUSINESS

During the period under review, there is no change in the nature of business of the Company. The Company continues to operate in the Media Production & Distribution.

12. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

13. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, the Directors state that:

- a) In the preparation of the annual accounts for the Financial Year ended March 31, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2017-18 and of the profit and loss of the company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- 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 and
- 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.

14. NUMBER OF BOARD MEETINGS

During the year, Five (5) Board Meetings were held by the Company on 29th May, 2017, 14th August, 2017, 29th August, 2017, 14th November, 2017 and 14th February, 2018.

The maximum time gap between any two Board Meetings was not more than 120 days as required under Regulation 17 of the Listing Regulations, Section 173 of the Companies Act, 2013 and Secretarial Standard on Meetings of the Board of Directors. One meeting of Independent Directors were held on February 14, 2018, More details on Board Meetings are provided in the Corporate Governance Report. The provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, were adhered to while considering the time gap between two consecutive meetings.

15. NOMINATION AND REMUNERATION COMMITTEE POLICY

The policy of the Company on Directors appointment and remuneration, including the criteria for determining qualification, positive attributes, independence of a Director and other matters provided under Section 178 of the Companies Act, 2013, adopted by the Board.

16. AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company, comprisesd of three (3) Members, namely Mr. Raj Kumar Modi, Mr. Mahesh Kumar Jani and Mr. Pankaj Kumar Dave in financial year 2017-18. Two-third of the Members are Independent Directors and one is Executive Director. The Chairman of the Committee is Mr. Pankaj Kumar Dave who is an Independent Director. The details of terms of reference of Audit Committee. The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.



During the Financial Year 2022-23 Audit Committee was revised in the Board Meeting December 22, 2022 as follow:

Audit Committee

Name of Committee Members	Category	Date Of Appointment	Date of Cessation
Ms. Priyanka Singh	Non-Executive-Independent Director, Chairperson	22-12-2022	—
Mr. Nitesh Singh	Non-Executive-Independent Director,	22-12-2022	—
Ms. Kirti Vishnu Tiwari	Executive director	22-12-2022	—

17. AUDITORS & AUDITORS REPORT

During the Year 2022-23, based on the recommendation of the Audit Committee of the Company, the Board Appointed of M/s Bhattar & Associates Chartered Accountants (Firm Registration No.131411W), as the Statutory Auditor of the Company due to casual vacancy arisen by the resignation of M/s. Lakhpat M. Trivedi & Co., for a period of 5 (Five) years for the financial year from 2017-18 to 2021-22, subject to the approval of the shareholders of the Company.

The Company has received the letter from Auditors to the effect that their appointment if made it would be within the prescribed limits under Section 139 of the Companies Act, 2013.

The Statutory Auditors M/s. Bhattar & Associates, Chartered Accountants have issued their reports on Standalone Financial Statements for the year ended 31st March 2018. There are no adverse remarks or qualifications in the said report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Your Directors recommend reappointment of M/s. Bhattar & Associates as the Auditors of the Company.

18. INTERNAL AUDITOR

The Company has appointed M/s. Lakhpat M. Trivedia, Chartered Accountants, (Membership No. 109047) as Internal Auditor of the Company as per Section 138 of the Act.

19. SECRETARIAL AUDIT REPORT

In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, a secretarial audit was conducted during the year 2022-23 for the Financial Year 2017-18 by Secretarial Auditors M/s. VRG & Associates, Practicing Company Secretaries. The Secretarial Auditor's Report is attached as Annexure and forms part of this report. There are qualifications or observations or remarks made by the Secretarial Auditors in their Audit Report. The Secretarial Audit Report forms part of this Notice as "Annexure A".

20. RISK MANAGEMENT

During period under review, the Company has implemented necessary Risk Management framework to identify, evaluate business risks and opportunities.

21. FIXED DEPOSITS

The Company has not accepted any deposit from the general public within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

22. RELATED PARTY TRANSACTIONS

During the period under review, no transactions were entered into with any related party.

23. FRAUD REPORTING

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed there under.

24. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities 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 the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

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25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY UNDER SECTION 186

During the year no Loan was given or guarantees was provided and Investments was made.

26. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Except to the extent disclosed in this report, there are no other material changes affecting the financial position of the Company that have occurred between the year ended 31st March 2018 to which financial results relate and the date of the Report.

27. PERFORMANCE EVALUATION OF THE BOARD

Pursuant to provisions of the Companies Act, 2013, and Regulation 17(10) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, The Board of Directors has carried out an annual performance evaluation of its own performance, the Directors individually including Independent Directors. The Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company.

28. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company, hence no such Committee has been formed. However, Company had always tried in its best possible ways to involve itself in social development activities.

29. SHARES

a. Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

b. Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

c. Bonus Shares

No Bonus Shares were issued during the year under review.

d. Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

30. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, there were no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

31. PARTICULARS OF EMPLOYEES

The Company has not paid any remuneration during the period under review, therefore disclosures under Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are not required.

32. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is to be regarded as Nil. The Company has not entered into any technology transfer agreement.

33. ACKNOWLEDGEMENT

Your Directors take the opportunity to express their grateful appreciation for the excellent assistance and co-operation received from their Bankers, Customers etc. Your Directors also thank all the shareholders for their continued support and all the employees of the Company for their valuable services during the year.

By Order of the Board of Directors
For FILMCITY MEDIA LIMITED

Sd/-
(Surendra Ramkishore Gupta)
Managing Director
DIN: 00778018

Place: Mumbai
Date : 22.12.2022



FORM NO. MR-3
Annexure A to Board's Report

Secretarial Audit Report
For the period April 1, 2017 to March 31, 2018

[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 Board of Directors
FILMCITY MEDIA LIMITED
2/19, Om Heera Panna Mall,
Oshiwara, Andheri (West), Mumbai - 400053

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **FILMCITY MEDIA LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minutes 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, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2018 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **FILMCITY MEDIA LIMITED** ("The Company") for the period ended on March 31, 2018 according to the provisions of:
 - I. The Companies Act, 2013 (the Act) and the Rules made there under;
 - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during Audit Period)**.
 - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during Audit Period)**
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during Audit Period)** and
 - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during Audit Period)**;
 - g) The Memorandum and Articles of Association.
 - h) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
 - i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company during the financial year under review

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- j) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - k) Secretarial Standards issued by the Institute of Company Secretaries of India.
2. During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc as mentioned above subject to the following observations:
- I. During the year Company has not filed Annual Balance Sheet (Form AOC-4) and Annual Return (Form MGT-7) for the Financial Year 2016-17/2017-18.
 - II. The Company has not filed Form MGT 14 (Approval of Accounts) for 13th August, 2015), and MGT-14 for appointment of Internal Auditor, Form ADT-1 (Information to the Registrar by Company for appointment of Auditor), Form MGT 15 (Filing Report on Annual General Meeting) with the Registrar of Companies.
 - III. Master data of the company on MCA Site is Inactive for (defaulted in filing its statutory returns for the last two years i.e. 16-17 and 17-18).
 - IV. Company has failed to file form INC-22A.
 - V. During the Year Company has not conducted the Annual General Meeting for the financial year 2016-2017, hence it is default of section 92 of the Companies Act, 2013.
 - VI. The Company has not appointed a Company Secretary and also failed to constitute KMP requirement pursuant to the provisions of Section 203 of the Companies Act, 2013 and Compliance officer as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - VII. The Company has not provided the e-voting facility to the members which is mandatory for listed companies as per the provisions of Companies Act, 2013.
 - VIII. Pursuant to Clause 31 (a) of the listing agreement/Regulation 34 of SEBI (LODR) Regulations, 2015, the Company was required to submit a copy of Annual Report along with Form A or B, as applicable to the stock exchange at least twenty one days before the Annual General Meeting. However, the Company has not submitted the Annual Report to the Bombay stock exchange Limited within the time limit.
 - IX. The Company has not complied with the Quarterly Compliances to be filed with BSE as per Listing Agreement and SEBI (LODR) Regulations, 2015 and not complied with the Secretarial Standards issued by the Institute of Company Secretaries of India.
 - X. Company has fail to file Reconciliation of Share Capital Audit Report as per regulation 55A of SEBI (Depositories and Participants) Regulations, 1996/ Regulation 76 of SEBI (LODR) Regulations, 2015 within 30 days from the end of the quarter i.e 30th June, 2017, 30th September, 2017, 31st December, 2017 and 31st March, 2018 to the Bombay stock exchange Limited.
 - XI. Company has fail to file Shareholding pattern under Clause 35 of Listing Agreement/ Regulation 31 of SEBI (LODR) Regulations, 2015 within 21 days from the end of the quarter i.e 30th September, 2017, 31st December, 2017 and 31st March, 2018 to the Bombay stock exchange Limited.
 - XII. Company has fail to file quarterly compliance report on Corporate Governance under Clause 49 of the Listing Agreement/ Regulation 27 of SEBI (LODR) Regulations, 2015 within 15 days from the end of quarter i.e 30th June, 2017, 30th September, 2017, 31st December, 2017 and 31st March, 2018 to the Bombay stock exchange Limited.
 - XIII. Pursuant to Clause 41 of the listing agreement/ Regulation 32 of SEBI (LODR) Regulations, 2015, the Company has not submitted unaudited financial results within 45 days from the end of the quarter i.e 30th June, 2017, 30th September, 2017, 31st December, 2017 and 31st March, 2018 to the Bombay stock exchange Limited.
 - XIV. The Company has not submitted proceedings of AGM under Clause 31(d) of the Listing Agreement/ Regulation 33 of SEBI (LODR) Regulations, 2015 to the Bombay Stock Exchange Limited.



- XV. The Company is required to submit a half yearly Certificate under Clause 47 of Listing Agreement with the Stock Exchange within 30 days from the half year end. However, the Company has not submitted the said certificate for half year ended 30th September, 2017, 30th September, 2018.
- XVI. The Company is required to submit Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 within 7 working days from the end of each financial year. However, the Company has not submitted Regulation 30(1) and 30(2) to the stock exchange.
- XVII. As per our knowledge and information provided by the company officials, the Company has failed to publish Financial Results in English & Regional Language Newspapers (within 48 hours of close of Board Meetings) for the quarter ended which also disclose the status of Investor Complaints as a note to quarterly results as per clause 41 of the Listing Agreement and failed to intimate the photocopy of news paper cuttings (within 2 days of Board Meeting). Though the Company has published all its Financial Results on its official website of the company as per BSE /SEBI requirement and the results also published on the BSE website (www.bseindia.com).
- XVIII. During the year Company has entered into Related Party Transaction but no form has filed with Registrar of Companies.
- XIX. During the year Company has not file various forms which are applicable as per Companies Act, 2013.
- XX. The Company has not maintained a website but the information pursuant to LODR regulation and listing agreement is not updated time to time.

3. We further report that:

- The Board of Directors of the Company and other mandatory committee is not duly constituted with proper balance of Executive Directors, Non-Executive Directors.
- Adequate notice is not given to all 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.
- Majority decision is carried through while there were no instances of capturing and recording dissenting members' views as part of the minutes.
- The Company has not updated the various policies adopted as per listing agreement and LODR requirements as may be applicable.

4. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

5. We further report that during the audit period, there were no instances of:

- Public/Right/Preferential Issue of Shares/Debentures/Sweat Equity, etc
- Redemption/Buy Back of Securities.
- Merger/Amalgamation/Reconstruction. etc
- Foreign technical Collaborations

VRG & Associates
Practicing Company Secretary

Vijay Ramesh Gupta M No. 3326
CP No. 22478
UDIN: A033236D002793697
Peer Review Certificate: 1678/2022

Date: 24.12.2022
Place: Mumbai

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Note: Company also did not comply with previous compliance of BSE and ROC from the year 2015 to 2017.

Particular	Form/Regulation	Quarterly/Yearly
Balance Sheet	Form AOC-4	2015-2016 and 2016-2017
Annual Return	Form MGT-7	2015-2016 and 2016-2017
Approval of Accounts	Form MGT 14	For the Financial Year 2014-2015, 2015-2016, 2016-2017.
Appointment of Internal Auditor	Form MGT-14	For the Financial Year 2014-2015, 2015-2016, 2016-2017.
Information to the Registrar by Company for appointment of Auditor	Form ADT-1	For the Financial Year 2014-2015, 2015-2016, 2016-2017.
Filing Report on Annual General Meeting	Form MGT-15	For the Financial Year 2014-2015, 2015-2016, 2016-2017.
Annual Report along with Form A or B	Clause 31 (a) of the listing Agreement/ Regulation 34 of SEBI (LODR) Regulations, 2015	For the Financial Year 2014-2015, 2015-2016, 2016-2017.
Reconciliation of Share Capital Audit Report	Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996/ Regulation 76 of SEBI (LODR) Regulations, 2015	31st March, 2015, 30th June, 2015, 30th September, 2015, 31st December, 2015, 31st March, 2016, 30th June, 2016, 30th September, 2016, 31st December, 2016, 31st March, 2017
Shareholding pattern	Clause 35/ Regulation 31 of SEBI (LODR) Regulations, 2015	31st March, 2015, 30th June, 2015, 30th September, 2015, 31st December, 2015, 31st March, 2016, 30th June, 2016, 30th September, 2016, 31st December, 2016.
Corporate Governance	Clause 49/ Regulation 27 of SEBI (LODR) Regulations, 2015	31st March, 2015, 30th June, 2015, 30th September, 2015, 31st December, 2015, 31st March, 2016, 30th June, 2016, 30th September, 2016, 31st December, 2016, 31st March, 2017
Unaudited Financial Results	Clause 41/ Regulation 32 of SEBI (LODR) Regulations, 2015	31st March, 2015, 30th June, 2015, 30th September, 2015, 31st December, 2015, 31st March, 2016, 30th June, 2016, 30th September, 2016, 31st December, 2016.
Certificate of Practicing Secretary	Clause 47/ Regulation 40(9) of SEBI (LODR) Regulations, 2015	31st March, 2015, 31st March, 2016, 31st March, 2017, 31st March, 2018 and 30th September, 2015, 30th September, 2016.



Annexure A

To,
The Members,
FILMCITY MEDIA LIMITED
2/19, Om Heera Panna Mall Oshiwara,
Andheri (West), Mumbai - 400053

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure 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.
7. We have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

VRG & Associates
Practicing Company Secretary

Vijay Ramesh Gupta M No. 3326
CP No. 22478
UDIN: A033236D002793697
Peer Review Certificate: 1678/2022

Date: 24.12.2022
Place: Mumbai

DECLARATION BY THE MANAGING DIRECTOR REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

I, Mr. Surendra Ramkishore Gupta, Managing Director of Filmcity Media Limited hereby affirm and declare, to the best of my knowledge and belief, and on behalf of the Board of Directors of the Company and Senior Management personnel, that:

- ❖ The Board of Directors has laid down a code of conduct for all the Board Members and Senior Management of the Company ["the Code"];
- ❖ The Code of Conduct has been posted on the website of the Company;
- ❖ All the Directors and Senior Management personnel have affirmed their compliance and adherence to the provisions of the Code of Conduct.

For FILMCITY MEDIA LIMITED

Sd/-
(Surendra Ramkishore Gupta)
Managing Director
DIN: 00778018

Place: Mumbai
Date : 22.12.2022



CERTIFICATION

The Managing Director, Mr. Surendra Ramkishore Gupta has certified on behalf of the Board of Directors of the Company that:

- i. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2018 and that to the best of our knowledge and belief :
 - ❖ these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ❖ these statements together present a true and fair view of the affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. 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 violate the Company's Code of Conduct.
- iii. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and have evaluated the effectiveness of the internal controls 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.
- iv. We further certify that:
 - a. there have been no significant changes in internal control over Financial Reporting during the period under review;
 - b. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the Financial Statements; and
 - c. there have been no 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.

Registered Office:

2/19, Om Heera Panna Mall,
Oshiwara, Andheri (West),
Mumbai - 400 053
Tel : 65501200

Place: Mumbai
Date: 22.12.2022

For FILMCITY MEDIA LIMITED

Sd/-
(Surendra Ramkishore Gupta)
Director
DIN: 01274171

INDEPENDENT AUDITOR'S REPORT

To the Members of
Filmcity Media Limited

Report on the Financial Statements

Opinion

We have audited the Standalone Financial Statements of **M/s Filmcity Media Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Loss and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of Significant Accounting Policies and other Explanatory Information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by 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, 2018, and Loss and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 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 (ICAI) 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.

Key Audit Matters

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 period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There is no matters to be key financial matter to be communicated in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors' report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 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 and Cash Flow Statement of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement 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.

That Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls systems 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.

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

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

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

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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.

Emphasis of Matter Paragraphs:

With respect to income tax the company has a certain appeals pending with the appropriate authorities.

Our opinion is not modified in respect of above emphasis of matter paragraphs.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 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 Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- (g) With respect to the matter to be included in the Auditor's Report under Section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
- (h) 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;
 - a. The Company does not have any pending litigations (except the litigation as disclosed in Note 25 of the Financial Statements) which would impact its financial position.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,



- (i) no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (ii) no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- d. The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.

For Bhatler & Associates
Chartered Accountants
FRN: 131411W

Sd/-
Rohit Kumar Tawari
Partner
M. No. 197557

Place: Mumbai
Date: 22-12-2022

ANNEXURE - A TO THE AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of **Filmcity Media Limited** on the accounts of the company for the year ended 31st March, 2018]

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, plant and equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) As explained to us, Property, plant and equipment have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the Property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the company has no owned property.
 - (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2018 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) In respect of its inventory:
 - a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, this clause is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with section 185 and 186 of the Companies Act 2013 in respect of loans, investments, guarantees and security.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, this clause of the Order is not applicable.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) In our opinion and according to the information and explanations given to us:
 - (a) Amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited by the Company with the appropriate authorities.



- (b) No undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
- (c) Details of statutory dues referred to in sub-clause (a), which have not been deposited on account of dispute are given below:

Nature of the statute	Nature of dues	Period to which the amount relates	Amount
Income Tax Act, 1961	Income Tax-On Account of Assessment	AY 2011-12	5,25,90,070
	Income Tax-On Account of Penalty	AY 2011-12	2,32,52,250
	Total		7,58,42,320

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks or financial institutions or any other lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us by the management, no term loans were obtained during the year. Accordingly, this clause is not applicable.
- (d) The Company has not raised funds on short term basis during the year and hence, reporting under clause (ix)(d) of the Order is not applicable.
- (e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under Companies Act, 2013) during the year ended 31 March 2018. Accordingly, this clause is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) a) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under this clause is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanations given to us, during the year there are no whistle blower complaints received by the company during the year.

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- (xii) The Company is not a Nidhi Company and hence this clause is not applicable.
- (xiii) In our opinion, and according to the information and the explanation given to us, all transactions with the related parties are in accordance with section 177 and 188 of the Companies Act, 2013, and the details of the same has been disclosed in the financial statements as required by the accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi) of the Order are not applicable to the Company.
- (xvii) In our opinion, there is no cash loss in the financial year and in the immediately preceding financial year.
- (xviii) There is delay in filing of statutory returns under Companies Act, 2013 with registrar of companies for the given financial year.
- (xix) There has been no resignation of the statutory auditors during the year. Accordingly, this clause of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, section 135 of the Companies Act, 2013 is not applicable to the company. Accordingly, this clause is not applicable.

For Bhatler & Associates
Chartered Accountants
FRN: 131411W

Sd/-
Rohit Kumar Tawari
Partner
M. No. 197557

Place: Mumbai
Date: 22-12-2022



ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Filmcity Media Limited** ("the Company") as of 31 March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

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Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Bhattar & Associates

Chartered Accountants

FRN: 131411W

Sd/-

Rohit Kumar Tawari

Partner

M. No. 197557

Place: Mumbai

Date: 22-12-2022



BALANCE SHEET AS AT 31ST MARCH, 2018

(Amount in Lakhs)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	0.29	0.33
Other Intangible Assets	2	2.11	2.60
Financial Assets			
i) Investments		—	—
ii) Loans	3	—	100.00
iii) Other Financial Assets	4	0.07	0.07
Other Non-Current Assets		—	—
Total Non-Current Assets		2.47	103.00
Current Assets			
Inventories	5	319.03	219.03
Financial Assets			
i) Investments		—	—
ii) Trade Receivables	6	20.26	148.00
iii) Cash and Cash equivalents	7	0.59	1.27
iv) Loans		—	—
v) Other financial assets		—	—
Other Current Assets		—	—
Total current assets		339.88	368.30
TOTAL ASSETS		342.35	471.30
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	8	305.71	305.71
Other Equity	9	36.35	36.35
Total Equity		342.05	342.06
LIABILITIES			
Non Current Liabilities			
Financial Liabilities			
i) Borrowings		—	—
ii) Other Financial Liabilities		—	—
Provisions		—	—
Other Non-Current Liabilities		—	—
Total Non-Current Liabilities		—	—
Current Liabilities			
Financial Liabilities			
i) Borrowings		—	—
ii) Trade Payables	10	—	129
iii) Other Financial Liabilities		—	—
Provisions		—	—
Other Current Liabilities	11	0.30	0.30
Total current liabilities		0.30	129.24
TOTAL LIABILITIES		0.30	129.24
TOTAL EQUITY AND LIABILITIES		342.35	471.30

Significant Accounting Policies

1

Notes referred to above and attached there to form an integral part of Balance Sheet

FOR BHATTER & ASSOCIATES

FOR FILMCITY MEDIA LIMITED

Chartered Accountants

Firm Registration No.131411W

ROHIT KUMAR TAWARI

Partner

Membership No.: 197557

SURENDRA R GUPTA

Director

DIN: 00778018

MOHIT JAIN

Director/CFO

DIN: 09684465

Place: Mumbai

Date: 22-12-2022

KIRTI VISHNU TIWARI

Director/CEO

DIN: 09686224

RAKSHA KUMARI

Company Secretary

M.No.: A46084

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STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in Lakhs)

Sr. Particulars No.	Note No.	Year Ended 31.03.2018	Year Ended 31.03.2017
Income			
Revenue from Operations	12	22.10	533.83
Other Income	13	—	—
Total Income		22.10	533.83
Expense			
Purchases of Stock-In-Trade	14	17.40	525.97
Change In Inventories of Stock In Trade	15	—	—
Employees Benefit Expenses	16	0.62	2.48
Finance Cost		—	—
Depreciation and Amortisation Expense	17	0.53	0.54
Other Expenses	18	3.56	3.79
Total Expenses		22.11	532.78
Profit / (Loss)Before Tax		-0.00	1.05
Tax expense			
Current Tax		—	—
Deferred Tax		—	—
Profit / (Loss) for the period		-0.00	1.05
Other Comprehensive Income		—	—
Total Comprehensive Income / (Loss) for the period		-0.00	1.05
Earnings per equity share:	19		
Basic and Diluted		(0.00)	0.00
[Face Value Rs. 1 each]			

Significant Accounting Policies

1

Notes referred to above and attached there to form an integral part of Profit & Loss

FOR BHATTER & ASSOCIATES

FOR FILMCITY MEDIA LIMITED

Chartered Accountants

Firm Registration No.131411W

ROHIT KUMAR TAWARI

Partner

Membership No.: 197557

SURENDRA R GUPTA

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Date: 22-12-2022

KIRTI VISHNU TIWARI

Director/CEO

DIN: 09686224

RAKSHA KUMARI

Company Secretary

M.No.: A46084

Filmcity Media Limited



Statement of Changes in Equity for the year ended 31 March 2018

A. Equity Share Capital

(₹ in lakhs)

Particular	No. of Shares	Amount of Shares
Balance As at March 31, 2017	30,570,969	305.71
Change in equity share capital during the year	—	—
Balance As at March 31, 2018	30,570,969	305.71

B. Other Equity

(₹ in lakhs)

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Re-valuation Surplus	Exchange differences on translating the financial statements of a foreign operations	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Share Premium Reserve	Statutory Reserve	Retained Earnings								
Balance As at March 31, 2017	-	-	-	64.72	-28.37	-	-	-	-	-	-	-	-	36.35
Profit for the year	-	-	-	-	-0.0	-	-	-	-	-	-	-	-	-0.0
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance As at March 31, 2018	-	-	-	64.72	-28.37	-	-	-	-	-	-	-	-	36.35

See accompanying notes to the financial statements as per our report of even date

FOR BHATTER & ASSOCIATES

FOR FILMCITY MEDIA LIMITED

Chartered Accountants

Firm Registration No.131411W

ROHIT KUMAR TAWARI

Partner

Membership No.: 197557

SURENDRA R GUPTA

Director

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Date: 22-12-2022

KIRTI VISHNU TIWARI

Director/CEO

DIN: 09686224

RAKSHA KUMARI

Company Secretary

M.No.: A46084

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2018

(Amount in Lakhs)

	Year Ended 31-03-2018	Year Ended 31-03-2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax as per P&L A/c	(0.00)	1.05
Misc. Income	—	—
Interest Income	—	—
Depreciation	0.53	0.54
Misc Exp, W/off	—	—
Income Tax for Current/Earlier Years	—	0.30
Operating Profit Before Working Capital changes	0.52	1.29
Add: Adjusted for the Current Assets		
Sundry Debtors	1.28	(1.48)
Loans & Advance	100.00	45.00
Current Liabilities	(128.94)	102.84
Closing Stock	—	—
Work in Progress	(100.00)	—
Net Cash in flow/out flow Operatins	(1.20)	(0.16)
B. Cash Flow form Investing Activities:		
Fixed Assets	—	(0.26)
Preliminary Expenses	—	—
Receipt of Unsecured Loan	—	—
Investments	—	—
Net Cash Flow form Investing Activities	—	—
C Cash Flow from financial Activities		
Share Capital	—	—
Share Premium	—	—
Deposits/Unsecured Loans	—	(2.00)
Misc. Expenditure	—	—
Provision for Taxation	—	0.30
Net Cash Flow from Financing Activities	—	(1.96)
Net Cash Increase in Cash & Cash Equivalents (A+B+C)	(0.68)	(0.82)
Opening Balance of Cash & Cash Equivalents	1.27	2.09
Closing Balances of Cash & Cash Equivalents	0.59	1.27
Net Inflow	0.68	0.82

See accompanying notes to the financial statements as per our report of even date

FOR BHATTER & ASSOCIATES

Chartered Accountants

Firm Registration No.131411W

FOR FILMCITY MEDIA LIMITED

ROHIT KUMAR TAWARI

Partner

Membership No.: 197557

SURENDRA R GUPTA

Director

DIN: 00778018

MOHIT JAIN

Director/CFO

DIN: 09684465

Place: Mumbai

Date: 22-12-2022

KIRTI VISHNU TIWARI

Director/CEO

DIN: 09686224

RAKSHA KUMARI

Company Secretary

M.No.: A46084



Notes to Financial Statements as at and for the year ended March 31, 2018

1. Significant Accounting Policies

1.1 Company Information

Filmcity Media Limited is a Public Limited Company (The Company) having Registered Office at 2/19, Om Heera Panna Mall, Oshiwara, Andheri (West), Mumbai - 400053. The Company is listed on the BSE (Bombay Stock Exchange).

1.2 Basis for preparation of Accounts:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements. The financial statements of the Company for the year ended 31st March, 2018 were approved for issue in accordance with the resolution of the Board of Directors 22nd December, 2022.

1.2 Summary of Significant Accounting Policies

a) Current vs Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- ♦ Expected to be realized or intended to be sold or consumed in normal operating cycle
- ♦ Held primarily for the purpose of trading
- ♦ Expected to be realised within twelve months after reporting period, or
- ♦ Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- ♦ Expected to be settled in normal operating cycle.
- ♦ Held primarily for the purpose of trading
- ♦ Due to be settled within twelve months after reporting period, or
- ♦ There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalent. The Company has identified twelve months as its operating cycle.

b) Use of estimates and judgements

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

c) Property, Plant & Equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2017, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment. Property, plant & equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. In case of assets acquired in exchange for a non-monetary asset, the cost of such an item of property, plant and equipment is measured at fair value unless (a) the exchange transaction lacks commercial substance or (b) the fair value of neither the asset received nor the asset given up is reliably measurable. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of Property, plant and equipment and any significant part initially recognised is de recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is de recognised.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d) Depreciation on Property, Plant & Equipment

Depreciation on Property, Plant & Equipment is calculated on a written down value (WDV) basis using the rates arrived at based on the useful lives estimated by the management which is as per the rates specified in Schedule II to the Companies Act, 2013.

e) Inventories

Inventories are valued at the lower of cost or net realizable value.

f) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.



g) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

h) Employee Benefits

Short term benefits and post employment benefits are accounted in the period during which the services have been rendered.

i) Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, are recognised in the statement of profit and loss.

k) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs.

l) Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

m) Cash and Cash Equivalents

Cash and Cash Equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

n) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) **Those measured at amortised cost.**

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.



Debt Instruments: Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

Amortised Cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through Profit and Loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

Equity Instruments: The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss.

(iii) Impairment of Financial Assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

o) Earnings Per Share

Basic Earnings Per Share

Basic Earnings Per Share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted Earnings Per Shares

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

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

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Notes to Financial Statements as at and for the year ended March 31, 2018

(Amount in Lakhs)

Note 2. Property, Plant and Equipment

Current Year PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 01.04.17	ADD/DED DURING	AS AT 31.03.18	UPTO 01.04.17	FOR THE YEAR	AS AT 31.03.18	AS AT 31.03.18	AS AT 31.03.17
Tangible Assets								
Computer	3.55	—	3.55	3.23	0.04	3.27	0.29	0.33
Intangible Assets								
Film & T.V. Software	41.25	—	41.25	41.25	—	41.25	—	—
Channel Fees	10.00	—	10.00	7.40	0.49	7.89	2.11	2.60
TOTAL RS.	54.80	—	54.80	51.88	0.53	52.40	2.40	2.93

Previous Year PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 01.04.16	ADD/DED DURING	AS AT 31.03.17	UPTO 01.04.16	FOR THE YEAR	AS AT 31.03.17	AS AT 31.03.17	AS AT 31.03.16
Tangible Assets								
Computer	3.30	0.26	3.55	3.18	0.04	3.23	0.33	0.31
Intangible Assets								
Film & T.V. Software	41.25	—	41.25	41.25	—	41.25	—	—
Channel Fees	10.00	—	10.00	6.90	0.50	7.40	2.60	4.00
TOTAL RS.	54.55	0.26	54.80	51.33	0.54	51.88	2.93	4.31

As At
31st March, 2018 As At
31st March, 2017

Note 3. Loans

(Unsecured, considered good)

Loans	—	100.00
	—	100.00

Note 4. Other Financial Assets

Deposit

0.07	0.07
0.07	0.07

Note 5. Inventories

Work in Process

Stock In hand

319.03	219.03
—	—
319.03	219.03

Note 6. Trade Receivables

(Unsecured considered good)

Outstanding for a period exceeding Six Month

Other

20.26	148.00
—	—
20.26	148.00



Trade Receivables Ageing Schedule

Particulars	As at March 31, 2018					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	20.26	-	-	-	20.26
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
TOTAL	-	20.26	-	-	-	20.26

Particulars	As at March 31, 2017					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	148.00	-	-	148.00
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
TOTAL	-	-	-	-	-	148.00

As At	As At
31st March, 2018	31st March, 2017

Note 7. Cash and Cash Equivalents

Cash on Hand	0.48	1.18
Balances with Scheduled Bank	0.11	0.09
	0.59	1.27

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Notes to Financial Statements as at and for the year ended March 31, 2018

(Amount in Lakhs)

	As At 31st March, 2018	As At 31st March, 2017
Note 8. Equity Share Capital		
Authorised		
30,00,00,000 [31st March 2018: 30,00,00,000 and 1st April 2017:] Equity Shares of Rs. 1 each	3,000.00	3,000.00
Issued, Subscribed and Fully Paid up		
27,79,17,909 [31st March 2018: 27,79,19,909 and 1st April 2017] Equity Shares of Rs. 1 each	2,779.18	2,779.18
Less : Reduction of Capital as per Scheme	2,473.47	2,473.47
3,05,70,969 [31st March 2018: 3,05,70,969 and 1st April 2017] Equity Shares of Rs. 1 each	305.71	305.71

A. Reconciliation of the Number of Shares

Equity Shares	At the End of 31.03.2018 No.	At the End of 31.03.2018 Amount	At the End of 31.03.2017 No.	At the End of 31.03.2017 Amount
Balance as at the beginning of the year	3,05,70,969	305.71	3,05,70,969	305.71
Balance as at the end of the year	3,05,70,969	305.71	3,05,70,969	305.71

B. Details of equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	At the End of 31.03.2018 No.	% of Holding	At the End of 31.03.2017 No.	% of Holding
Visagar Financial Services Ltd.	41,08,166	13.44	41,08,166	13.44
RRP Management Services Pvt. Ltd.	28,05,000	9.18	28,05,000	9.18
Osiajee Housing Developers Limited	25,59,199	8.37	25,59,199	8.37
Total	94,72,365	30.99	94,72,365	30.99

C. Terms/ Rights Attached to the Equity Shares

Company has only one class of issued equity shares having a par value of Rs. 1/- per equity share. Each equity share holder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the share holders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.

D. Shareholding of Promoters

Shares held by Promoters at the end of the year		As at March 31, 2018		
S. No.	Promoter Name	No. of Shares	% of Total Shares	% Change During the Year
1	RRP Management Services (P) Ltd.	2805000	9.18	—
2	Prabhat Management Services (P) Ltd.	990000	3.23	—
3	PMC Fincorp Limited	1375000	4.50	—
4	Bimla Ramkishore Gupta	275	0.00	—
5	Ruchika Surendra Gupta	275	0.00	—
	Total	5170550	16.91	—



Notes to Financial Statements as at and for the year ended March 31, 2018

(Amount in Lakhs)

Note 9. OTHER EQUITY

	Reserve & Surplus		
	Securities Premium Reserve	Retained Earnings	Total
Balance as at 1st April, 2017	64.72	-28.37	36.35
Profit for the year	0.00	-0.00	-0.00
Other Comprehensive Income for the year	0.00	0.00	0.00
Total Comprehensive Income for the year	0.00	-0.00	-0.00
Balance as at 31st March, 2018	64.72	-28.38	36.35
Balance as at 1st April, 2016	64.72	-29.12	35.60
Profit for the year	0.00	0.75	0.75
Security Premium	0.00	0.00	0.00
Other Comprehensive Income for the year	0.00	0.00	0.00
Total Comprehensive Income for the year	0.00	0.75	0.75
Balance as at 31st March, 2017	64.72	-28.37	36.35

	As At 31st March, 2018	As At 31st March, 2017
Note 10. Trade Payables		
Due to Micro and Small Enterprises	—	—
Due to Others	—	128.94
	—	128.94

Trade Payables Ageing Schedule

Particulars	Outstanding for following periods from due date of payment				
	Less than - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2018					
(i) Outstanding dues of MSME	-	-	-	-	-
(ii) Outstanding dues of Others	-	-	-	-	-
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
TOTAL	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment				
	Less than - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2017					
(i) Outstanding dues of MSME	-	-	-	-	-
(ii) Outstanding dues of Others	102.84	3.00	23.10	-	128.94
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
TOTAL	102.84	3.00	23.10	-	128.94

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Notes to Financial Statements as at and for the year ended March 31, 2018

(Amount in Lakhs)

	As At 31st March, 2018	As At 31st March, 2017
Note 11. Other Current Liabilities		
Other Payable	—	—
Provision for tax	0.30	0.30
	0.30	0.30
Note 12. Revenue from Operations		
Sales	22.10	533.83
Other Operating Income	—	—
	22.10	533.83
Note 13. Other Income		
Other Income	—	—
	—	—
Note 14. Purchase of Stock In Trade		
Purchases	17.40	525.97
	17.40	525.97
Note 15. Change in Inventories of Stock-In-Trade		
Inventory at the Beginning	—	—
Inventory at the End	—	—
	—	—
Note 16. Employees Benefit Expenses		
Salaries and Bonus	0.62	2.48
Staff Welfare	—	—
Remuneration/Sitting Fees to Director	—	—
	0.62	2.48
Note 18. Other Expenses		
Bank Charges	0.01	0.02
Listing Fees	2.83	2.09
Office Expenses	—	1.15
General Expenses	0.11	0.22
Legal & Professional Charges	0.54	0.31
Auditor's Remuneration	—	—
Statutory Audit Fees	0.08	—
Tax Audit Fees	—	—
	3.56	3.79
Note 19. Earning Per Share		
Basis for calculation of Basic and Diluted Earnings per share is as under:		
Profit after tax (Rs.)	0.00	1.05
Weighted Average Number of Equity Shares (Nos)	305.71	305.71
Face Value of each Equity Share (Rs.)	1	1
Basic and Diluted Earning Per Equity Share (Rs.)	0.00	0.00



20. Additional Disclosure Requirements

(i) Relationship With Struck off Companies

The Company has not entered into any transactions with strike off companies.

(ii) Registration of Charges or Satisfaction With Registrar of Companies (ROC)

There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(iii) Compliance With Number of Layers of Companies:

The Clause (87) of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the Company.

(iv) Utilization of Borrowed Funds and Share Premium

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:-

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(v) Undisclosed Income

The Company has disclosed all its Income appropriately and in the ongoing Tax Assessments as well there has not been any such undisclosed income recognised by the relevant tax authorities.

(vi) Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(vii) Disclosure of Benami Property

The Company does not possess any benami property under the Benami Transactions (Prohibition) Act, 1985 and rules made thereunder.

(viii) Disclosure of Borrowings

The Company does not have any borrowings from banks and financial institutions during the year and as at March 31, 2018.

(ix) Wilful Defaulter

The Company has not been declared as Wilful Defaulter by any Bank or Financial Institution or other Lender.

(x) Title Deeds of Immovable Properties not held in Name of the Company

Title deeds of immovable properties (including properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are not held in the name of the company.

(xi) Disclosure on Loans and Advances

The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person.

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21. Other Regulatory Compliance

Ratio	Numerator	Denominator	As at March 31, 2022	As at March 31, 2021	% change during the year	Reason for Variances
Current ratio (in times)	Total current assets	Total current liabilities	1,132.94	3.62	31167.19%	NA
Debt-Equity ratio (in times)	Total Debt	Total shareholders fund	—	—	0.00%	
Debt service coverage ratio (in times)	Earning for Debt Service	Debt service	—	—	—	NA
Return on equity ratio (in %)	Profit for the year	Average Total shareholders fund	0.00%	0.31%	-100.43%	
Inventory turnover ratio (in times)	Net Sales	Average inventory	—	—	—	NA
Trade receivables turnover ratio (in times)	Net credit Sales	Average trade receivables	—	—	—	
Trade payables turnover ratio (in times)	Total Purchases	Average trade payables	—	—	—	NA
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	—	—	—	
Net profit ratio (in %)	Profit for the year	Revenue from operations	—	—	—	NA
Return on capital employed (in %)	Profit before tax and finance costs	Total assets- total current liabilities	0.00%	0.31%	-100.43%	NA
Return on investment (in %)	Income generated from invested funds	Average invested funds in subsidiary investments	—	—	—	NA

22. Related Party Transactions

Name of Related Parties in Transactions with Company and description of Relationship

Key Managerial Personnel (KMP):

Mr. Surendra Ramkishore Gupta

Executive Director

Ms. Kirti Vishnu Tiwari

Executive Director/CEO

Mr. Mohit Jain

Executive Director/CFO

23. Transaction with Related Parties during the Year

Remuneration to Key Managerial Personnel (KMP)

Name of Related Party	Nature of Transaction	Year ending March 31, 2018	Year ending March 31, 2017	Outstanding as on March 31, 2018
<----- NIL ----->				

In accordance with Accounting Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable geographic segment in India.



24. Capital Risk Management:

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

25. Contingent Liabilities: Rs. 7,58,42,320/- (Previous Year – Rs. Nil)

26. Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities. The Company generally doesn't have collateral.

Trade Receivables and Security Deposits

Customer credit risk is managed by business through the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables and security deposits are regularly monitored.

Liquidity Risk

The company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The company has no outstanding bank borrowings. The company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived

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27. Certain Balances of parties under sundry debtors, creditors, loans and advances are subject to confirmations/reconciliation.
28. There was no expenditure/earning in Foreign Currency during the year.

For BHATTER & ASSOCIATES

Chartered Accountants

Firm Registration No.131411W

FOR FILMCITY MEDIA LIMITED

ROHIT KUMAR TAWARI

Partner

Membership No.: 197557

SURENDRA R GUPTA

Director

DIN: 00778018

MOHIT JAIN

Director/CFO

DIN: 09684465

Place: Mumbai

Date: 22-12-2022

KIRTI VISHNU TIWARI

Director/CEO

DIN: 09686224

RAKSHA KUMARI

Company Secretary

M.No.: A46084

FILMCITY MEDIA LIMITED

Regd. Office: 2/19, Om Heera Panna Mall, Oshiwara, Andheri (West), Mumbai – 400 053
Email Id: filmcitym@gmail.com Website : www.filmcitym.com
CIN: L99999MH1994PLC077927

Form No. MGT-11 PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

24th ANNUAL GENERAL MEETING
THURSDAY, 19TH JANUARY, 2023, at 11:30 A.M.

I/We _____
R/o _____ being a Member/ Members of **FILMCITY
MEDIA LIMITED**, hereby appoint Mr./ Mrs. _____
failing him/ her Mr./ Mrs. _____ R/o _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the members of the Company, to be held on Thursday, 19.01.2023 at 11:30 A.M. at 2/19, Om Heera Panna Mall, Oshiwara, Andheri (West), Mumbai – 400 053 and at any adjournment thereof in respect of such Resolutions listed overleaf/annexed.

Signed on this _____ Day of January, 2023

Signature :

Address :

Folio No. :

No. of Equity Shares held :

Affix a
1 Rupee
Revenue
Stamp

Notes:

1. Any Member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a Member.
2. Proxy form duly signed across Revenue Stamp of Re. 1.00 should reach the Company's Registered Office not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company.

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST
Ordinary Business			
1.	Adoption of Audited Financial Statements of the Company for the year ended on 31st March, 2018.		
2.	To appointment of M/s Bhattar & Associates Chartered Accountants (Firm Registration No.131411W) as the Auditors of the Company and to fix their Remuneration		
3.	Appointment of Mr. Surendra Ramkishore Gupta (DIN: 00778018) as Managing Director of the Company		
4.	Appointment of Mr. Mohit Jain (DIN: 09684465) as Executive Director & Chief Financial Officer of the Company		
5.	Appointment of Ms. Kirti Vishnu Tiwari (DIN: 09686224) as Executive Director & Chief Executive Officer of the Company		
6.	Appointment of Mr. Nitesh Singh (DIN: 08751700) as an Independent Director of the Company		
7.	Appointment of Ms. Priyanka Singh (DIN: 08752330) as an Independent Director of the Company		

Signed this day of January, 2023

Signature of Shareholder

Address :

Folio No. :

No. of Equity Shares held :

Affix a 1 Rupee Revenue Stamp
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Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 24th Annual General Meeting and Notice.
3. *It is optional to put (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) & as in the above box before submission.

FILMCITY MEDIA LIMITED

Regd. Office: 2/19, Om Heera Panna Mall, Oshiwara, Andheri (West), Mumbai – 400 053

Email Id: filmcitym@gmail.com Website : www.filmcitym.com

CIN: L99999MH1994PLC077927

ATTENDANCE SLIP

24th ANNUAL GENERAL MEETING

Thursday, 19.01.2023 at 11:30 A.M.

at 2/19, Om Heera Panna Mall, Oshiwara,
Andheri (West), Mumbai – 400 053

Members are requested to bring copy of Annual Report, Notice along with them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :

Ledger Folio No. :

Address :

No. of Shares held :

Name of the Proxy :

I/ We hereby record my/ our presence at the Annual General Meeting of the Company.

Place :

Dated :

Member's / Proxy's Signature

Filmcity Media Limited

Regd. Office:
2/19, Om Heera Panna Mall,
Oshiwara, Andheri (West),
Mumbai – 400 053