



GV Films Limited

Registered Office : 408, Sagar Avenue, 54B, S. V. Road, Andheri - West,
Mumbai - 400058. Tel.: 022 - 26135910 Fax : 022 - 26135910
E-mail: cs.gvfilms@gmail.com Website : www.gvfilms.com
CIN : L92490MH1989PLC238780

SCRIPT CODE : 523277, SCRIPT ID : GVFILM

Date: 15th September, 2020

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

Sub: Outcome of the Adjourned Board Meeting held on 15th September, 2020

Dear Sir,

In accordance with the Regulations 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, we would like to inform you that the Board of Directors of the Company at its meeting held on 15th September, 2020, inter alia have approved the following:

1. Discussed and approved the Un-audited Financial results (Consolidated & Standalone) of the Company along with Limited Review Report for the Quarter ended 30th June 2020.



This is for your information and record.

Thanking you,

Yours faithfully

For G.V. Films Limited

Company Secretary



CNGSN & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

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Vijayaraghava Road, T.Nagar, Chennai - 600 017 India.
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B. RAMAKRISHNAN
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NYAPATHY SRILATHA
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V. VIVEK ANAND
B.Com., FCA

E.K. SRIVATSAN
B.Com., FCA

Independent Auditors' Review Report on Consolidated Quarterly Unaudited Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

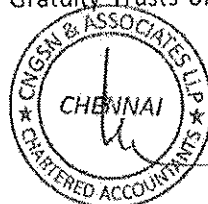
To the Board of Directors of GV FILMS LIMITED

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial results GV FILMS LIMITED ("The Parent") and its Subsidiary (The Parent and its subsidiary together referred to as the "Group"), for the quarter ended 30th June 2020 being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Circular No. CIR/CFD/CMD1/44/2019 dated 29th March 2019.
2. This statement which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statement based on our review.
3. We conducted our review of the statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with standards on auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing obligations and Disclosure Requirements) regulations, 2015 as amended, to the extent applicable.

4. Basis for Qualified Conclusion :

The Group has gratuity liability which are in the form of defined benefits obligations. The Group has not made any contributions to Pension and Gratuity Trusts or any other fund based on the percentage of



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

5. Based on our review conducted and procedures performed as above, *except for the possible effects of our observation stated in paragraph 4 above*, nothing has come to our attention that causes us to believe that the accompanying financial statements, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure requirements) regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The Statement includes the results of the following :

Name of the entities	Relationship
1. GV FILMS LIMITED	Company
2. GV STUDIO CITY LIMITED	Subsidiary

7. We did not review the interim financial statements / financial information / financial results of the subsidiary included in the consolidated unaudited financial results, whose interim financial statements / financial information / financial results reflect total revenues (before consolidation adjustments) of Rs.- 4.14 lakhs, total net loss after tax (before consolidation adjustments) of Rs.6.21 lakhs and total comprehensive loss (before consolidation adjustments) of Rs- 6.21 lakhs for the quarter ended June 30, 2020 as considered in the consolidated unaudited financial results. These unaudited financial results and other unaudited financial information have been approved and furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unaudited financial results and other unaudited financial information. Our conclusion on the Statement is not modified in respect of the above matters.

Place: Chennai
Date: 15th September 2020

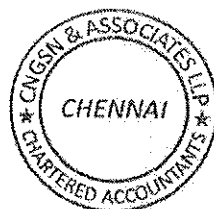
For M/s CNGSN & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No: 0049155/S200036



K. Parthasarathy
Partner

Membership No.: 018394

UDIN: 20018394 AAAA 659261



G.V. FILMS LIMITED

Regd. Office : 40B, Sagar Avenue, 54B, S.V.Road, Andheri West, Mumbai 400058

STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE 2020

Corporate Identity Number (CIN): L92490MH1989PLC238780

	Quarter Ended			Year ended
	(Rs. in Lakhs)			(Rs. in Lakhs)
	3 Months Ended 30-06-2020 (Unaudited)	3 Months Ended 31 03-2020 (Audited)	3 Months Ended 30 06-2019 (Unaudited)	Year Ended 31-03-2020 (Audited)
I Revenue from operations	4.04	43.17	31.78	1201.01
II Other Income	0.18	-2.76	0.00	0.69
III Total Income (I+II)	4.22	40.41	31.78	1201.70
IV Expenses				
Cost of materials consumed	0.00	0.00	0.00	0.00
Changes in inventories of finished goods, work in progress and stock-in-trade	0.00	0.00	0.00	1000.00
Employee benefits expense	3.63	4.07	3.85	16.47
Finance Costs	17.89	33.89	11.23	68.27
Depreciation & amortisation expense	4.45	19.89	5.82	37.14
Other Expenditure	8.85	32.30	25.05	92.92
Total expenses (IV)	34.82	90.17	45.96	1214.80
V Profit/(loss) before extraordinary items and before tax (I-IV)	(30.60)	(49.75)	(14.18)	(13.10)
VI Extraordinary Items	0.00	0.00	0.00	0.00
VII Profit/(loss) after extraordinary items and before tax (V-VI)	(30.60)	(49.75)	(14.18)	(13.10)
VIII Exceptional Items	0.00	0.00	0.00	0.00
IX Profit/(loss) after exceptional items and before tax (VII-VIII)	(30.60)	(49.75)	(14.18)	(13.10)
X Tax expenses:				
(1) Current Tax	0.00	8.85	0.00	8.85
(2) Current Tax adjustment relating to previous years	0.00	9.00		9.00
(3) MAT Credit	0.00	-17.85		-17.85
(4) Deferred Tax	0.00	-44.88	0.00	-41.73
XI Profit/(loss) before exceptional items and tax (X-XI)	(30.60)	(4.87)	(14.18)	28.63
X Other Comprehensive Income				
(A) (i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00
(ii) Income tax relating to items that will not be reclassified to Profit or Loss	0.00	0.00	0.00	0.00
(B) (i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00
(ii) Income tax relating to items that will not be reclassified to Profit or Loss	0.00	0.00	0.00	0.00
XI Total Comprehensive Income for the period (IX+X) Comprising Profit/ (Loss) and Other Comprehensive Income for the Period	(30.60)	(4.87)	(14.18)	28.63
Paid-up equity share capital	9,146.28	9,146.28	9,146.28	9,146.28
Reserves excluding revaluation reserves	0.00	0.00	0.00	0.00
Earnings per share (of Rs.1/- each)				
(a) Basic				
(a) Diluted				

1) The above standalone financial results for the quarter ended 30th June 2020 have been reviewed and recommended by the Audit Committee and have been approved by the Board of Directors of the Company at their respective meetings held on 15th September, 2020.

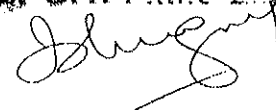
2) The standalone financial results of the Company have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the financial results declared to SEBI for the first three Quarters of the financial year 2019-20 were as per Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2006 as amended. Therefore, the financial results are not comparable.

3) The Company operates exclusively in one reportable business segment i.e., "Film production, Distribution and Theatre Exhibition". There is no exceptional and/or extraordinary item.

4) Revenue from operations, if any, is disclosed net of Goods and Service Tax.

5) The COVID-19 pandemic and the resultant lockdown declared by the Government in March 2020 has adversely affected the entire media and entertainment industry and consequently the business activities of the Company are also affected. The Company's Management has done an assessment of the situation, including the liquidity position and the recoverability and value of all investments, other assets, and liabilities as at March 31, 2020 and concluded that there were no material adjustments required in the financial statements as of 31st March 2020. However, there has been a significant impact in the business of the Company in the current year. The management anticipates negligible revenue in the first three Quarters of FY21 and business is likely to pick up from the last Quarter of FY21. Our operations have come to minimum with mostly maintenance services. The Company has resorted to multiple cost reduction and cash deferral activities. The impact of assessment of Covid-19 is a continuous process given the uncertainty associated with its nature and durations. The Company will continue to monitor any material changes as the situation evolves.

For G.V. Films Limited



Director

6) SEBI Investigations:

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

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

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

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

e Company is restrained from accessing the Securities Market including by issuing prospectus, offer document or advertisement soliciting money from the public and is further prohib

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

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

The Company is in the course of filing an appeal against the above Order of the AO before the Honourable Securities Appellate Tribunal (SAT) under Section 15T of the SEBI Act. The Company is extremely confident of winning the Appeal.

In respect of the queries raised by the Securities and Exchange Board of India (SEBI) in relation to the preferential allotment of 54,60,00,000 equity shares of Rs.1/- each equally to Mr. Ishari Kadhirvelan Ganesh, Mr. Mahadevan Ganesh and Mr. Balakumar Vethagiri Giri respectively during the Financial Year 2017-18, the Company is giving its submissions from time to time and hopes to resolve the issues within a short span of time.

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

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

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

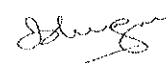
The Company is in the process of preparing and filing the written submissions against the allegations levelled against the Company in the SCN.

7) The Statutory Auditors of the Company have carried out limited review of the above Standalone Financial Results pursuant to regulation 33 of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015. A qualified conclusion has been issued by them thereon.

8) The figures for the quarters ended 31st March, 2020 are the balancing numbers between audited figures in respect of the full financial years and the published unaudited year to date figures upto the end of the third quarter of the relevant financial year, which was subject to limited review.

9) Prior year / period figures are regrouped / rearranged wherever necessary.

For and on behalf of the Board



Ishari Ganesh Kadhirvelan
Director

Place : Chennai

Date : 15th September 2020



CNGSN & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

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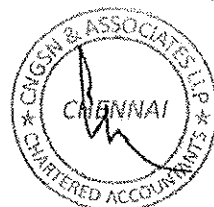
Limited Review Report on Unaudited Quarterly Standalone Financial Results of GV Films Limited Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

To

Board of Directors of GV Films Limited

We have reviewed the accompanying statement of unaudited standalone financial results of GV Films Limited ("the company") for the quarter ended 30th June 2020 ("the statement"), being submitted by the Company's Management pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Circular No. CIR/CFD/CMD1/44/2019 dated 29th March 2019 and in accordance with the recognition and measurement, principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



Qualified Conclusion

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

Based on our review conducted as above, *except for the effect of matters described in the above paragraph*, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results, prepared in accordance with applicable Indian Accounting Standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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



K.PARTHASARATHY

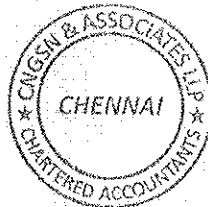
Partner

Membership No: 018394

UDIN: 20018394 AAAAGR2144.

Place: Chennai

Date: 15/09/2020



G.V. FILMS LIMITED

Regd. Office : 408, Sagar Avenue, 54B, S.V.Road, Andheri West, Mumbai 400058

STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE 2020

Corporate Identity Number (CIN): L92490MH1989PLC238780

	Quarter Ended			Year ended
	(Rs. In Lakhs)			(Rs. In Lakhs)
	3 Months Ended 30-06-2020 (Unaudited)	3 Months Ended 31-03-2020 (Audited)	3 Months Ended 30-06-2019 (Unaudited)	Year Ended 31-03-2020 (Audited)
I Revenue from operations	0.00	0.00	0.00	1062.50
II Other income	0.08	0.31	0.00	0.31
III Total Income (I+II)	0.08	0.31	0.00	1062.81
IV Expenses				
Cost of materials consumed	0.00	0.00	0.00	0.00
Changes in inventories of finished goods, work in progress and stock-in-trade	0.00	0.00	0.00	1000.00
Employee benefits expense	3.18	3.18	2.94	12.83
Finance Costs	12.77	14.38	11.23	48.75
Depreciation & amortisation expense	1.95	5.34	0.43	6.42
Other Expenditure	6.57	17.45	20.12	63.64
Total expenses (IV)	24.46	40.34	34.73	1131.65
V Profit/(loss) before extraordinary items and before tax (I-IV)	(24.38)	(40.04)	(34.73)	(68.84)
VI Extraordinary Items	0.00	0.00	0.00	0.00
VII Profit/(loss) after extraordinary items and before tax (V-VI)	(24.38)	(40.04)	(34.73)	(68.84)
VIII Exceptional Items	0.00	0.00	0.00	0.00
IX Profit/(loss) after exceptional items and before tax (VII-VIII)	(24.38)	(40.04)	(34.73)	(68.84)
X Tax expenses:				
Deferred tax	0.00	0.00	0.00	0.00
Current tax	0.00	0.00	0.00	0.00
XI Profit/(loss) before exceptional items and tax (X-XI)	(24.38)	(40.04)	(34.73)	(68.84)
X Other Comprehensive Income				
(A) (i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00
(ii) Income tax relating to items that will not be reclassified to Profit or Loss	0.00	0.00	0.00	0.00
(B) (i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00
(ii) Income tax relating to items that will not be reclassified to Profit or Loss	0.00	0.00	0.00	0.00
XI Total Comprehensive Income for the period (IX+X) Comprising Profit/ (Loss) and Other Comprehensive Income for the Period	(24.38)	(40.04)	(34.73)	(68.84)
Paid-up equity share capital	9,146.28	9,146.28	9,146.28	9,146.28
Reserves excluding revaluation reserves	0.00	0.00	0.00	0.00
Earnings per share (of Rs.1/- each)				
(a) Basic	-	-	-	-
(a) Diluted	-	-	-	-

1) The above standalone financial results for the quarter ended 30th June 2020 have been reviewed and recommended by the Audit Committee and have been approved by the Board of Directors of the Company at their respective meetings held on 16th September, 2020.

2) The standalone financial results of the Company have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the financial results declared to SEBI for the first three Quarters of the financial year 2019-20 were as per Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2006 as amended. Therefore, the financial results are not comparable.

3) The Company operates exclusively in one reportable business segment i.e., "Film production and distribution". There is no exceptional and/or extra ordinary item.

4) Revenue from operations, if any, is disclosed net of Goods and Service Tax.

5) The COVID-19 pandemic and the resultant lockdown declared by the Government in March 2020 has adversely affected the entire media and entertainment industry and consequently the business activities of the Company are also affected. The Company's Management has done an assessment of the situation, including the liquidity position and the recoverability and value of all investments, other assets, and liabilities as at March 31, 2020 and concluded that there were no material adjustments required in the financial statements as of 31st March 2020. However, there has been a significant impact in the business of the Company in the current year. The management anticipates negligible revenue in the first three Quarters of FY21 and business is likely to pick up from the last Quarter of FY21. Our operations have come to minimum with mostly maintenance services. The Company has resorted to multiple cost reduction and cash deferral activities. The impact of assessment of Covid-19 is a continuous process given the uncertainty associated with its nature and durations. The Company will continue to monitor any material changes as the situation evolves.

For G.V. Films Limited

(Signature)

Director

6) SEBI Investigations:

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

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

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

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

Company is restrained from accessing the Securities Market including by issuing prospectus, offer document or advertisement soliciting money from the public and is further prohibited

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

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

The Company is in the course of filing an appeal against the above Order of the AO before the Honourable Securities Appellate Tribunal (SAT) under Section 15T of the SEBI Act. The Company is extremely confident of winning the Appeal.

In respect of the queries raised by the Securities and Exchange Board of India (SEBI) in relation to the preferential allotment of 54,60,00,000 equity shares of Rs.1/- each equally to Mr. Ishari Kadhrivelan Ganesh, Mr. Mahadevan Ganesh and Mr. Balakumar Vethagiri Giri respectively during the Financial Year 2017-18, the Company is giving its submissions from time to time and hopes to resolve the issues within a short span of time.

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

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

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

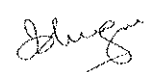
The Company is in the process of preparing and filing the written submissions against the allegations levelled against the Company in the SCN.

7) The Statutory Auditors of the Company have carried out limited review of the above Standalone Financial Results pursuant to regulation 33 of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015. A qualified conclusion has been issued by them thereon.

8) The figures for the quarters ended 31st March, 2020 are the balancing numbers between audited figures in respect of the full financial years and the published unaudited year to date figures upto the end of the third quarter of the relevant financial year, which was subject to limited review.

9) Prior year / period figures are regrouped / rearranged wherever necessary.

For and on behalf of the Board



Ishari Ganesh Kadhrivelan
Director

Place : Chennai

Date : 15th September 2020