



GANESH FILMS INDIA LIMITED

503, 5th FLOOR, PLOT – 461D, A WING
PARSHVANATH, GARDENS, BHAUDAJI ROAD, KINGS CIRCLE, MATUNGA, MUMBAI-400019
Email Id – info@ganeshfilms.com | CIN: L74994MH2018PLC307613 | Tel No: +91 8104449343

To,
The Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.
Scrip Code: 541703

September 07, 2022

Dear Sir(s)/Ma'am,

Sub: Notice of 4th Annual General Meeting along with Annual Report of the Company for the Financial Year 2021-22.

This is to inform that the 4th Annual General Meeting (“AGM”) of the Company will be held on Friday, September 30, 2022 at 3.00 PM (IST) through Video Conferencing / Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2021-22 which is being sent through electronic mode to the Members.

The Annual Report containing the Notice is also uploaded on the Company’s website and can be accessed at www.ganeshfilms.com

We would like to inform that the Company has fixed Friday, September 23, 2022 as the cut-off date for ascertaining the names of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

Further, Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Friday, September 30, 2022 (both days inclusive) for the purpose of payment of 4th Annual General Meeting of the Company to be held on Friday, September 30, 2022.

Please take the same on your records.

Thanking you,
Yours faithfully,

For, Ganesh Films India Ltd

Nambirajan Ganapathi Yadav
Managing Director
DIN: 00834754

INDEX

SR. NO.	CONTENTS	PAGE NO.
1	CORPORATE INFORMATION	2
2	NOTICE	3
3	DIRECTORS' REPORT	19
4	SECRETARIAL AUDIT REPORT	27
5	MANAGEMENT DISCUSSION AND ANALYSIS REPORT	32
6	CORPORATE GOVERNANCE REPORT	36
7	AUDIT REPORT	51
8	AUDITED FINANCIALS	63

Important Communication to Members

- ✓ *The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their email address with the Company or M/s. Bigshare Services Pvt. Ltd. (RTA), to enable us to send all the documents through electronic mode in future.*

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Nambi Rajan G. Yadav	Managing Director
Mr. Rajiv Vashisht	Managing Director
Mr. Gaurav Kumar	Executive Director
Ms. Sahara Khanna	Non-executive Director
Mr. Krishna Kumar Kulshrestha	Independent Director
Mr. Deepak Sinha	Independent Director
Mr. Ravikumar Ramaswamy	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Rupesh Prakash Kamble

STATUTORY AUDITORS

M/s. JMR & Associates LLP,
Chartered Accountant
Boman House, 1st Floor,
Office No. 4, 2 Homji Street,
P. M. Road, Fort,
Mumbai - 400 001.

SECRETARIAL AUDITORS

M/s. J D Khatnani & Associates
801-A, Mahalay Complex, Chimanlal Girdharlal Rd,
Opp. President Hotel, Nr. Swastik Cross Road,
Navrangpura,
Ahmedabad, Gujarat 380009.

OUR BANKERS

Karur Vysya Bank Limited

REGISTRARS & SHARE TRANSFER AGENTS

Bigshare Services Pvt. Ltd.
S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri (East),
Mumbai,
Maharashtra, 400093.

LISTED AT (BSE- SME PLATFORM)**BSE Limited**

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.

REGISTERED OFFICE

503, Floor-5, Plot-461D, A Wing, Parshvanath Gardens,
Bhaudaji Rd, Kings Circle, Matunga,
Mumbai- 400019.

NOTICE

NOTICE is hereby given that 4th Annual General Meeting of the Members of Ganesh Films India Limited will be held on *Friday, September 30, 2022 at 3.00 PM* through video conferencing (“VC”)/Other Audio-Visual Means (OAVM) 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, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mr. Nambi Rajan G Yadav, (DIN: 06533729) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, approve appointment of Mr. Rajiv Vashisht as Managing Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203, and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) as amended from time to time read Schedule V of the Act, and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Rajiv Vashisht (DIN: 06717452) who was appointed by the Board of Directors as an Additional Director and Managing Director of the Company with effect from September 05, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and rules framed thereunder and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Managing Director of the Company for a period of 5 (Five) years w.e.f. September 05, 2022 on the terms and conditions including terms of remuneration as set out in the Explanatory Statement attached hereto and forming part of this Notice with a liberty to Board of Directors to alter and vary the terms and conditions of the said appointment and /or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Mr. Rajiv Vashisht.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, Mr. Rajiv Vashisht will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Rajiv Vashisht within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Rajiv Vashisht without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

4. To consider and if thought fit, approve appointment of Mr. Gaurav Kumar as Executive Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203, and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) as amended from time to time read Schedule V of the Act, and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Gaurav Kumar (DIN: 06717452) who was appointed by the Board of Directors as an Additional Director (Executive) of the Company with effect from September 05, 2022 and who holds office

up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and rules framed thereunder and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director designated as Director of the Company for a period of 5 (Five) years w.e.f. September 05, 2022 on the terms and conditions including terms of remuneration as set out in the Explanatory Statement attached hereto and forming part of this Notice with a liberty to Board of Directors to alter and vary the terms and conditions of the said appointment and /or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Mr. Gaurav Kumar.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, Mr. Gaurav Kumar will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Gaurav Kumar within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Gaurav Kumar without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

5. To consider and if thought fit, approve appointment of Ms. Sahara Khanna as Executive Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203, and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) as amended from time to time read Schedule V of the Act, and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ms. Sahara Khanna (DIN: 07682859) who was appointed by the Board of Directors as an Additional Director (Executive) of the Company with effect from September 05, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and rules framed thereunder and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Executive Director designated as Director of the Company for a period of 5 (Five) years w.e.f. September 05, 2022 on the terms and conditions including terms of remuneration as set out in the Explanatory Statement attached hereto and forming part of this Notice with a liberty to Board of Directors to alter and vary the terms and conditions of the said appointment and /or remuneration so as the total remuneration payable to her shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Ms. Sahara Khanna.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, Ms. Sahara Khanna will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Ms. Sahara Khanna within such prescribed limit or ceiling and as agreed by and between the Company and Ms. Sahara Khanna without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

6. To consider and if thought fit, approve appointment of Mr. Krishna Kumar Kulshrestha as Independent Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Krishna Kumar Kulshrestha (DIN: 09719927), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f September 05, 2022 pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing w.e.f September 05, 2022.”

7. To consider and if thought fit, approve appointment of Mr. Deepak Sinha as Independent Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Deepak Sinha (DIN: 09726154), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f September 05, 2022 pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing w.e.f September 05, 2022.”

8. To consider and if thought fit, approve appointment of Mr. Ravikumar Ramaswamy as Independent Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ravikumar Ramaswamy (DIN: 09726928), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f September 05, 2022 pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing w.e.f September 05, 2022.”

**On behalf of the Board of Directors,
For Ganesh Films India Limited**

Sd/-

NambiRajan Yadav

Chairman & Managing Director

DIN: 06533729

Place: Mumbai

Date: September 05, 2022

NOTES:

1. In view of resurgence of the COVID-19 pandemic, social distancing is still a norm to be followed, the Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021 and Circular No. 2/2022 dated 5th May, 2022 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 4th Annual General Meeting (AGM) of the members of the Company be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the AGM through VC/OAVM is as per note no. 18.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-23058542-43.
3. Information regarding appointment/reappointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 (“Act”) and/or Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed hereto.
4. Pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In line with the aforesaid Circulars, the Notice of AGM along with Annual Report 2021-22 is sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2021-22 has been uploaded on the website of the Company at www.ganeshfilms.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members who are desirous of availing this facility, may kindly write to Company’s R & T Agent for nomination form by quoting their folio number.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Friday, September 30, 2022 (both days inclusive). The Record date/Cut-off date to determine the eligibility of members for the purpose of voting at the 4th Annual General Meeting is Friday, September 23, 2022.
11. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
12. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e., Friday, September 23, 2022, shall be entitled to exercise his/her vote either

electronically i.e., remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

14. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 5th May 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
- II. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Friday, September 23, 2022, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- III. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e., Friday, September 23, 2022, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
- IV. The remote e-voting will commence on Tuesday, 27th September, 2022 at 9.00 a.m. and will end on Thursday, 29th September, 2022 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e., Friday, September 23, 2022 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- V. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- VI. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, September 23, 2022.
- VII. The Company has appointed CS Vishal Thawani, Practising Company Secretary (Membership No. ACS: 43938; CP No: 17377), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

16. Process for those shareholders whose email ids are not registered:

- a) For physical shareholders- Please provide necessary details like 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 RTA email id investor@bigshareonline.com
- b) For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

17. The instructions for Shareholders for Remote E-Voting are as under:

- (i) The voting period begins on Tuesday, 27th September, 2022 at 9.00 a.m. and will end on Thursday, 29th September, 2022 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 23, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode, is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer /Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ Easi Registration 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 where the e-Voting is in progress during or before the AGM.

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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 call toll free no. 1800 22 55 33.
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding shares in physical form:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.

- 2) Click on Shareholders.
- 3) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB).	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of the Company – Ganesh Films India Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

18. The instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under: -

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. The link for VC/OAVM to attend the meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 3. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 available in the AGM.
 4. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
 5. 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.
19. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ganeshfilms.com and on the website of CDSL i.e., www.cdslindia.com within three days of the passing of the Resolutions at the 4th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders' /members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number to info@ganeshfilms.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

Contact Details:

Company	Ganesh Films India Ltd #503, Plot 461D, Parshvanath Gardens, 5 th Floor, A Wing, Bhaudaji Road, Kings Circle, Matunga, Mumbai, Maharashtra, 400019. CIN: L74994MH2018PLC307613 Email: info@ganeshfilms.com
Registrar and Transfer Agent	Bigshare Services Pvt. Ltd S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093 Maharashtra Email: ipo@bigshareonline.com Tel.: 022- 62628200 Website: www.bigshareonline.com
e-Voting Agency	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone: 022-23058542/43
Scrutinizer	PCS Vishal Thawani Membership No 43938 COP 17377 A1101, Neelkanth Riverview, Shahi Baugh, Adjacent to Circuit House, Ahmedabad 380004 Email Vishal@pcsvta.com M) 9725929144

**On behalf of the Board of Directors,
For Ganesh Films India Limited**

**Sd/-
NambiRajan Yadav
Chairman & Managing Director
DIN: 06533729
Place: Mumbai
Date: September 05, 2021**

ANNEXURE TO THE NOTICE**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and / or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****ITEM No. 3**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on the September 05, 2022, has appointed Mr. Rajiv Vashisht as an Additional Director and Managing Director of the Company for a period of 5 (Five) years w.e.f. September 05, 2022 at a remuneration of Rs. 50,000 including salary, perks and other benefits plus any increment in remuneration by way of bonus/incentive/performance linked incentive, if any, as may be decided by the Company in consultation with Mr. Rajiv Vashisht, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act 2013 ("Act"), he holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Mr. Rajiv Vashisht as a Director.

The approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e)(ii) of the Listing Regulations in case of the remuneration paid to all executive directors in promoter/promoter group category exceeds the percentage limit prescribed under Regulation 17(6)(e)(ii) of Listing Regulations during the term of appointment of the Director. However, the total remuneration paid to the Director individually and along with other executive directors shall not exceed the limit prescribed under Section 197 of the Companies Act 2013.

Mr. Rajiv Vashisht, an Indian Habitat is currently engaged into business of Trading in Cloths and Granites Mining. Apart from Mining, he has wide experience in the field of Banking and Financial Sector and have been associated with big corporate houses. Presently, he is engaged into the business of trading and mining as stated.

The Board of Directors felt that it is in interest of the Company to appoint Mr. Rajiv Vashisht as Managing Director designated as Director of the Company.

Mr. Rajiv Vashisht is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Managing Director.

Brief resume and other details of Mr. Rajiv Vashisht are provided in annexure to the Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolution as set out in Item nos. 6 of this Notice, for approval by the Members of the Company.

Mr. Rajiv Vashisht is deemed to be interested in the said resolution as it relates to his appointment.

None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, if any, in the proposed Special Resolution, as set out in Item no. 6 of this Notice.

The above may be treated as written memorandum setting out the terms of appointment of Mr. Rajiv Vashisht under section 190 of the Companies Act, 2013.

ITEM No. 4

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on the September 05, 2022, has appointed Mr. Gaurav Kumar as an Additional Director (Executive Director designated as Director) of the Company for a period of 5 (Five) years w.e.f. September 05, 2022 at a remuneration of Rs. 40,000 including salary, perks and other benefits plus any increment in remuneration by way of bonus/incentive/performance linked incentive, if any, as may be decided by the Company in consultation with Mr. Gaurav Kumar, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act 2013 ("Act"), he holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Mr. Gaurav Kumar as a Director.

The approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e)(ii) of the Listing Regulations in case of the remuneration paid to all executive directors in promoter/promoter group category exceeds the percentage limit prescribed under Regulation 17(6)(e)(ii) of Listing Regulations during the term of

appointment of the Director. However, the total remuneration paid to the Director individually and along with other executive directors shall not exceed the limit prescribed under Section 197 of the Companies Act 2013.

Mr. Gaurav Kumar, an Indian Habitat has completed his Bachelor in Business Administration and is engaged in business of stock broking, mutual funds' investments and assistance, Insurance sector etc.

The Board of Directors felt that it is in interest of the Company to appoint Mr. Gaurav Kumar as an Executive Director designated as Director of the Company.

Mr. Gaurav Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief resume and other details of Mr. Gaurav Kumar are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolution as set out in Item nos. 5 of this Notice, for approval by the Members of the Company.

Mr. Gaurav Kumar is deemed to be interested in the said resolution as it relates to his appointment.

None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, if any, in the proposed Special Resolution, as set out in Item no. 6 of this Notice.

The above may be treated as written memorandum setting out the terms of appointment of Mr. Gaurav Kumar under section 190 of the Companies Act, 2013.

ITEM No. 5

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on the September 05, 2022, has appointed Ms. Sahara Khanna as an Additional Director (Executive Director designated as Director) of the Company for a period of 5 (Five) years w.e.f. September 05, 2022 at a remuneration of Rs. 30,000 including salary, perks and other benefits plus any increment in remuneration by way of bonus/incentive/performance linked incentive, if any, as may be decided by the Company in consultation with Ms. Sahara Khanna, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act 2013 ("Act"), she holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Ms. Sahara Khanna as a Director.

The approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e)(ii) of the Listing Regulations in case of the remuneration paid to all executive directors in promoter/promoter group category exceeds the percentage limit prescribed under Regulation 17(6)(e)(ii) of Listing Regulations during the term of appointment of the Director. However, the total remuneration paid to the Director individually and along with other executive directors shall not exceed the limit prescribed under Section 197 of the Companies Act 2013.

She has over 10 Years of work Experience in HR & Administration in Corporates Like TATA, Bennett Coleman & Company Limited (Times Group), Genpact etc. now running her own business.

The Board of Directors felt that it is in interest of the Company to appoint Ms. Sahara Khanna as an Executive Director designated as Director of the Company.

Ms. Sahara Khanna is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Brief resume and other details of Ms. Sahara Khanna are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolution as set out in Item nos. 5 of this Notice, for approval by the Members of the Company.

Ms. Sahara Khanna is deemed to be interested in the said resolution as it relates to her appointment.

None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, if any, in the proposed Special Resolution, as set out in Item no. 6 of this Notice.

The above may be treated as written memorandum setting out the terms of appointment of Ms. Sahara Khanna under section 190 of the Companies Act, 2013.

ITEM No. 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on September 05, 2022 have appointed Mr. Krishna Kumar Kulshrestha as an Additional Director and also as an Independent Director, for a term of five years w.e.f September 05, 2022, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act 2013 ("Act"), he holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Mr. Krishna Kumar Kulshrestha as a Director

Mr. Krishna Kumar Kulshrestha has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management

Mr. Krishna Kumar Kulshrestha is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Kulshrestha is having a rich experience of more than 30 years with IRCON International Ltd, a Navratna Listed Construction & Infrastructure PSU under Ministry of Railways, after retirement in October 2021 from IRCON, joined Rail Vikas Nigam Limited, under Ministry of Railways as Expert / Consultant heading GST Department.

The terms and conditions for appointment of Mr. Krishna Kumar Kulshrestha as an Independent Director of the Company shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of Mr. Krishna Kumar Kulshrestha are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

The Board of Directors recommends the said resolution for your approval by way of Special Resolution.

Mr. Krishna Kumar Kulshrestha is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

ITEM No. 7

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on September 05, 2022 have appointed Mr. Deepak Sinha as an Additional Director and also as an Independent Director, for a term of five years w.e.f September 05, 2022, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act 2013 ("Act"), he holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Mr. Deepak Sinha as a Director

Mr. Deepak Sinha has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management

Mr. Deepak Sinha is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Sinha is having nearly 32 years of experience in Forex Operations, Customer Relationship Management, Business Analysis, Project Management, Pre Sales and Business Development with detailed understanding of banking processes gained through extensive experience in Trade Finance, Inspection & Audit, Treasury including dealing, cover operations etc at prestigious Punjab National Bank

The terms and conditions for appointment of Mr. Deepak Sinha as an Independent Director of the Company shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of Mr. Deepak Sinha are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

The Board of Directors recommends the said resolution for your approval by way of Special Resolution.

Mr. Deepak Sinha is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

ITEM No. 8

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on September 05, 2022 have appointed Mr. Ravikumar Ramaswamy as an Additional Director and also as an Independent Director, for a term of five years w.e.f September 05, 2022, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act 2013 ("Act"), he holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Mr. Ravikumar Ramaswamy as a Director

Mr. Ravikumar Ramaswamy has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management

Mr. Ravikumar Ramaswamy is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Ravi has rich experience of around 33 years in mining field, Granite blocks, slabs, Inspection

The terms and conditions for appointment of Mr. Ravikumar Ramaswamy as an Independent Director of the Company shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of Mr. Ravikumar Ramaswamy are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

The Board of Directors recommends the said resolution for your approval by way of Special Resolution.

Mr. Ravikumar Ramaswamy is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE 4TH ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SEBI LISTING REGULATIONS

Name of Director	Nambi Rajan G. Yadav	Rajiv Vashisht	Gaurav Kumar
Terms and conditions of appointment/ reappointment	Managing Director, liable to retire by rotation	Managing Director, liable to retire by rotation	Executive Director, liable to retire by rotation
Date of Birth	15/06/1958	25/03/1970	04/12/1977
Date of first Appointment on Board	06/04/2018	05/09/2022	05/09/2022
Relationship with other Directors Inter se	Not Any	Not Any	Not Any
No. of Equity Shares held in the Company	11,42,080	-	-
List of other Companies in which Directorships are held	-	1. Rajiv Mines & Minerals Private Limited 2. Raconteur Granite Mines Private Limited 3. Raconteur Granite Limited 4. Silex Granites Private Limited 5. Annaya Management Consultancy Private Limited	1. Regency Fincorp Limited 2. Natures Heavens India Private Limited 3. Raconteur Granite Limited 4. Regency Digitrade Investments Private Limited 5. Annaya Management Consultancy Private Limited 6. Indocroatian Chamber of Trade, Commerce & Agro
List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held	-	-	-
No of Meetings of the Board attended during the FY 2021-22	5	-	-
Remuneration drawn in the Company for the FY 2021-22	Nil	Nil	Nil
Remuneration sought to be paid	N.A. (As the resolution is for the purpose of re-appointment pursuant to retire by rotation.)	As per Resolution No 3 of the Notice	As per Resolution No 4 of the Notice

Name of Director	Sahara Khanna	Krishna Kumar Kulshrestha	Deepak Sinha	Ravikumar Ramaswamy
Terms and conditions of appointment/ reappointment	Executive Director, liable to retire by rotation	Non-Executive, Independent Director Not Liable to retire by rotation	Non-Executive, Independent Director Not Liable to retire by rotation	Non-Executive, Independent Director Not Liable to retire by rotation
Date of Birth	22/01/1983	10/10/1961	24/06/1963	24/01/1963
Date of first Appointment on Board	05/09/2022	05/09/2022	05/09/2022	05/09/2022
Relationship with other Directors Inter se	Not Any	Not Any	Not Any	Not Any
No. of Equity Shares held in the Company	Not Any	Not Any	Not Any	Not Any

List of other Companies in which Directorships are held	1. Regency Fincorp Limited 2. Rajiv Mines & Minerals Private Limited 3. Raconteur Granite Mines Private Limited 4. Raconteur Granite Limited 5. Fillup Tecnology Private Limited	Not Any	Not Any	Not Any
List of committees of Board of Directors (across all other Companies) in which Chairmanship/	-	-	-	-
No of Meetings of the Board attended during	-	-	-	-
Remuneration drawn in the Company for the FY	Nil	Nil	Nil	Nil
Remuneration sought to be paid	As per Resolution No 5 of the Notice	Nil	Nil	Nil

DIRECTORS' REPORT

To,
The Members,
GANESH FILMS INDIA LIMITED,

Dear Shareholders,

Your directors have pleasure in presenting herewith the 4th Annual Report along with its Audited Financial Statements for the year ended on 31st March, 2022 of your Company.

SUMMARISED FINANCIAL RESULTS:

The Financial performance of the company during the year is as under:

Particulars	<i>(Rupees in Lakhs)</i>	
	Year ended March 31, 2022	Year Ended March 31, 2021
Income		
Revenue from operations	4.38	16.11
Other income	9.83	0.44
Total Income	14.22	16.55
Total expenses	96.51	104.17
Profit before exceptional and extraordinary items and tax	(67.57)	(87.62)
Exceptional items	0.00	0.00
Profit before extraordinary items and tax	(67.57)	(87.62)
Extraordinary items	0.00	0.00
Profit before tax	(67.57)	(87.62)
Tax expense:		
Current Tax	-	-
Deferred Tax	-	-
Profit for the period	(67.57)	(87.62)
Earnings per equity share:		
Basic	(2.25)	(2.91)

Notes:

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

FINANCIAL & OPERATIONAL OVERVIEW:

During the year, your Company has earned total income of Rs. 14.22 Lakhs (Previous year Rs. 16.55 Lakhs). The Company continues to operate only in one segment i.e., Distribution of South Indian language films including Malayalam language and there is no change in the nature of the Business of the Company. After all the financial adjustments, the company has suffered a net loss after tax of Rs. 2.25 Lakhs.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements are available on **www.ganeshfilms.com**. These documents will also be available for inspection during working hours at the registered office of your Company. Any member interested in obtaining such document may write to the Company Secretary and the same shall be furnished on request.

After the end of the financial year, M/s Chartered Finance Management Limited have on behalf of Mr. Rajiv Vashisht, Gaurav Kumar and Annaya Management Consultancy Private Limited ("Acquirers") have made an open offer to acquire the equity shares of the Company. In this regard acquirers have entered into the share purchase agreement on April 27, 2022 with the current promoter and members of promoter group viz. Natrajan Ganapathy, Nambirajan G Yadav, Jayalakshmi Nambirajan Yadav and Indira Natrajan Yadav to acquire their entire shareholding i.e., 60.84% equity shares of the Company.

DIVIDEND:

In view of the planned business growth, your directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2022.

RESERVE:

The Board of Directors has not recommended transfer of any amount of profit to reserves during the year under review. Hence, the entire amount of loss for the year under the review has been carried to the profit and loss account.

DETAILS OF THE ASSOCIATES/ JOINT VENTURE / SUBSIDIARIES COMAPANIES:

The company does not have holding or subsidiary companies during the year and no other company has become holding / subsidiary/ joint venture during the year.

SHARE CAPITAL STRUCTURE:

The Issued, Subscribed and Paid-up Equity Share Capital as at March 31, 2022 stood at Rs. 3,00,76,840/- (Rupees Three Crore Seventy-Six Thousand Eight Hundred Forty only). Further, the Company has not issued any shares during the year under review.

During the year under review, the Company has neither issued any shares with differential voting rights nor had granted any stock options or sweat equity.

MEETINGS OF THE BOARD:

The Board met Five times during the financial year. Details of meetings are given in the Corporate Governance Report annexed herewith and forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

PUBLIC DEPOSIT:

The Company has not accepted any public deposit during the year under review and no amount against the same was outstanding at the end of the year.

REGULATORY STATEMENT:

In conformity with provision of Regulation 34 of SEBI (LODR), Regulations 2015, the required disclosures for the year ended March 31, 2022 are annexed hereto. The equity shares of the Company are listed on the BSE Ltd on SME platform.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declarations from each Independent Director of the Company confirming that he met with the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD EVALUATION:

As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, The Board adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

CHANGES IN DIRECTORS & KEY MANAGERIAL PERSONNEL:

Pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mr. Nambi Rajan G Yadav is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

During the year under review, there were no changes in the directors of the Company.

However, after the closure of financial year

The following additional directors were appointed on September 05, 2022

- Mr. Rajiv Vashisht was appointed as Managing Director,
- Mr. Gaurav Kumar was appointed as Executive Director,
- Ms. Sahara Khanna was appointed as Non-Executive Director.

And Ms. Jayalakshmi Nambirajan Yadav, Ms. Sahana Rajagopal, Mr. Bhavesh Nareshbhai Sonesara and Mr. Sunnykumar Jitendrabhai Narwani directors have resigned from the directorship of the Company w.e.f September 05, 2022

The requisite particulars in respect of Director seeking appointment and re-appointment are given in Notice convening the Annual General Meeting.

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down in section 149(6) of the Companies Act, 2013.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

Further, there is no change in the key managerial personnel of the Company during the year under review.

However, after the closure of financial year Ms. Drashti Solanki has resigned from the position of Company Secretary and Compliance Officer of the Company with effect from June 14, 2022 and Mr. Ankit Agarwal was appointed as Company Secretary and Compliance Officer of the Company with effect from July 11, 2022 and subsequently he has resigned from the position of Company Secretary and Compliance Officer of the Company with effect from August 30, 2022.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

- a) That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) That such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the profit of the Company for the year ended on that date;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

As required under Section 134 (3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, particulars relating to conservation of Energy, R & D, Technology absorption and Foreign Exchange earnings / outgo are separately provided in the annexure to the Directors' Report as **Annexure - 1**.

HEALTH, SAFETY AND ENVIRONMENT:

Safety and occupational health responsibilities are integral to your Company's business process. Safety is a key performance indicator and your Company is committed to ensuring zero harm to its employees, to any person in the Company premises and to the community. The Company is continuously focusing on improved training, new initiatives and communications enhancing safety in the work place. Apart from safety initiatives, your Company is also focusing on environment protection policy.

The Company has obtained necessary approvals from concerned Government Departments.

PARTICULARS OF EMPLOYEES:

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in separate annexure forming part of this Report as **Annexure-2**.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2020-21.

DETAILS OF RELATED PARTIES TRANSACTIONS PURSUANT TO SECTION 188(1) OF THE COMPANIES ACT, 2013:

Pursuant to the provisions of section 188 of Companies Act, 2013. All the related party transactions entered into during the financial year under review were in ordinary course of business and on an arm's length basis. There were no materially significant transactions with related parties during the financial year.

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review and approval on a quarterly basis.

DETAILS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013:

During the year under review, your Company has neither made any inter corporate loan or investments, nor given any corporate guarantee or provided any security to any other body corporate, subsidiary, associate or any other company.

AUDITORS:***Secretarial Auditors:***

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder, the Board of Directors has appointed M/s J D Khatnani & Associates, Practicing Company Secretaries, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2021-22. The report submitted by the Secretarial Auditor in Form MR-3 is attached to this report as **Annexure - 3**. The Secretarial Auditor Report contain qualifications, reservations or adverse remarks which are self-explanatory in nature:

Statutory Auditors:

M/s. JMR & Associates LLP, Chartered Accountants, Mumbai (Firm Registration No. 127308W) an Auditors firm was appointed as Statutory auditors of the company, for a term of five consecutive years, at the Annual General Meeting held on September 30, 2019. They have confirmed that they are not disqualified from continuing as Auditors of the Company. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also

confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors Report contain qualifications, reservations or adverse remarks which are self-explanatory in nature:

EXTRACT OF ANNUAL RETURN:

The Annual Return of the Company as on March 31, 2022 is available on the website of the Company at www.ganeshfilms.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management discussion and perceptions on existing business, future outlook of the industry, future expansion and diversification plans of the Company and future course of action for the development of the Company are fully explained separately *Annexure -4*.

CORPORATE GOVERNANCE:

Corporate Governance Report prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Directors' Report as *Annexure -5*.

During the year under review, your company has complied with the applicable Secretarial Standards.

SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by any regulator or court or tribunal impacting the going concern status and your Company's operations in future.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM:

Your Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has adopted proper system of Internal Control and Risk Management to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported quickly.

The effectiveness of internal controls is reviewed through the internal audit process. Reports of internal auditors are reviewed by Audit Committee of the Company from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:

The net profit for the previous year ended 31st March 2022 does not exceed Rupees Five Crores. Therefore, Section 135 of the Companies Act, 2013 does not apply in the financial year 2021-22.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company is committed to provide a safe and conducive work environment to its employees.

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made there under, your Company has constituted Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

APPRECIATION:

Your directors place on records their sincere appreciation for the valuable support and co-operation received from government authorities, Financial Institutions and Banks during the year. Your directors thank all shareholders, esteemed customers, suppliers and business associates for their faith, trust and confidence reposed in the Company.

Your directors also wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel even during the challenging times of COVID-19 pandemic.

**On behalf of the Board of Directors,
For Ganesh Films India Limited**

**Sd/-
NambiRajan Yadav
Chairman & Managing Director
DIN: 06533729
Place: Mumbai
Date: September 05, 2022**

**On behalf of the Board of Directors,
For Ganesh Films India Limited**

**Sd/-
Jayalakshmi Nambirajan Yadav
Director
DIN: 08104125
Place: Mumbai
Date: September 05, 2022**

ANNEXURE - 1 TO THE DIRECTORS' REPORT**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

[Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2022]

A. CONSERVATION OF ENERGY:**(a) Energy conservation measures taken: -**

- Your company gives priority to energy conservation. It regularly reviews measures to be taken for Energy Conservation/Consumption and its effective utilization.
- Energy conservation is an ongoing process in our organization.

(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy: -

Your Company is minimum power intensive industry. In order to reduce the cost of energy, your company is exploring alternate options.

B. TECHNOLOGY ABSORPTION**(a) Technology absorption during the year**

The Company is in the business of distribution of films and as of now does not require any kind of special technology.

(b) Benefits from such technology absorption: NA**(c) Any expenditure incurred on Research & Development: NA****C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Particulars	(Rs. in lakhs)	
	2021-22	2020-21
EARNINGS & OUTGO		
a. Foreign Exchange earnings	Nil	Nil
b. Foreign Exchange outgo	Nil	Nil

On behalf of the Board of Directors,

For Ganesh Films India Limited

Sd/-
NambiRajan Yadav
Chairman & Managing Director
DIN: 06533729
Place: Mumbai
Date: September 05, 2022

On behalf of the Board of Directors,

For Ganesh Films India Limited

Sd/-
Jayalakshmi Nambirajan Yadav
Director
DIN: 08104125
Place: Mumbai
Date: September 05, 2022

ANNEXURE - 2 TO THE DIRECTORS' REPORT**Particulars of Employees**

[Section 134(3)(q) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Pursuant to Section 134 (3) (q) and Section 197 of the Companies Act, 2013 read with Rule (5) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 for the year ended March 31, 2022 in respect of the employees are as under-

A) The Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2021-22:

Sr. No.	Name	Percentage Increase in Remuneration in FY 2021-22	Ratio of Remuneration of each Director to Median of Remuneration of employees
1	Mr. Nambirajan Yadav (Chairman & Managing Director)	NA	NA
2	Mrs. Jayalakshmi Nambirajan Yadav (Director)	NA	NA
3	Ms. Sahana Rajagopal (Director)	NA	NA
4	Mr. Sunnykumar J Narwani (Independent Director)	NA	NA
5	Mr. Bhavesh N Sonesara (Independent Director)	NA	NA
6	Ms. Drashti Solanki (Company Secretary)	-Nil	NA
7	Mr. Rupesh Prakash Kamble (Chief Financial Officer)	18.03	NA

No remuneration is paid to any executive director.

- B) In the Financial Year, there was 43.47 percentage increase in the median remuneration of employees.
- C) There were 8 permanent employees on the rolls of the Company as on March 31, 2022.
- D) There was 59.27 average percentage increase in the salaries of employees in the last financial year 2021-22.
- E) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors,

For Ganesh Films India Limited

Sd/-

**NambiRajan Yadav
Chairman & Managing Director**

DIN: 06533729

Place: Mumbai

Date: September 05, 2022

On behalf of the Board of Directors,

For Ganesh Films India Limited

Sd/-

**Jayalakshmi Nambirajan Yadav
Director**

DIN: 08104125

Place: Mumbai

Date: September 05, 2022

ANNEXURE – 3 TO THE DIRECTORS' REPORT**Form No. MR-3****Secretarial Audit Report****For The Financial Year Ended March 31, 2022**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GANESH FILMS INDIA LIMITED
CIN: L74994MH2018PLC307613

I/we have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices followed by **GANESH FILMS INDIA 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 on that basis, we are expressing our opinion thereon.

Based on my/our verification of the records of **GANESH FILMS INDIA LIMITED**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the Company has, during the audit period covering **the financial year ended on 31st March 2022** complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms, and returns filed and record maintained by **GANESH FILMS INDIA LIMITED (CIN: L64201MH2000PLC129901)** for the financial year ended on 31.03.2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011; **(COMPLIED WITH ANNUAL DISCLOSURE OF SHAREHOLDING AS PER REGULATION NO. 30 OF THE REGULATIONS)**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Training) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(NO ESOS OR ESOPS WERE ISSUED DURING THE YEAR UNDER REVIEW)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(NOT APPLICABLE FOR THE YEAR)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; as applicable **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**

(vi) The Management has identified and confirmed the Following laws as specifically applicable to the Company: -

1. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
2. Acts as prescribed under Direct Tax and Indirect Tax;
3. Acts as prescribed under Shops and Establishment Act of various local authorities.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and as applicable to the Company have been adopted by passing requisite Board Resolutions and are complied with.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors.

Adequate notice is 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company and based on the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines;

I/We further report that during the audit period the company has not made any

- (I) Public/ Right/Preferential issue of shares/ debentures/sweat equity, etc.
- (II) Redemption/ buy-back of securities
- (III) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (IV) Foreign technical collaborations

Place: Ahmedabad
Date: 17th August, 2022
UDIN: A050727D000805844

FOR J D KHATNANI & ASSOCIATES
PRACTICING COMPANY SECRETARIES

(JAY D. KHATNANI)
PROPRIETOR
ACS: 50727, COP: 18421

ANNEXURE-A**Securities Laws**

1. All Price Sensitive Information was informed to the stock exchanges from time to time.
2. All investors complaints directly received by the RTA & Company is recorded on the same date of receipts and all are resolved.

Labour Laws

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions with relate to compliances of PF / Gratuity Act are applicable to Company.
4. The Company is regular in filing return of PF dues.
5. The Company is making payment of Gratuity to their Employees regularly when they become due and payable except dues which are under dispute.
6. The Company has framed a policy on prevention of Sexual Harassment of Women Employee at work place and also all preventive measure has been taken by the Company.

Environmental Laws

1. The Company is not discharging the contaminated water at the public drains / rivers. (Not Applicable)
2. The Company has not been disposing the hazardous waste as per applicable rules. (Not Applicable)

Taxation Laws

1. The Company follows provisions of the taxation and Income Tax Act, 1961 and filing the returns with Income tax department and all other necessary departments.
2. The Company is normally making payment of TDS, GST and other statutory payment with appropriate Authorities well in time except few instances with delay payment charges / interest.

Place: Ahmedabad**Date: 17th August,2022****UDIN: A050727D000805844****FOR J D KHATNANI & ASSOCIATES
PRACTICING COMPANY SECRETARIES****(JAY D. KHATNANI)
PROPRIETOR
ACS: 50727, COP: 18421**

"ANNEXURE-B"

To
The Members,
GANESH FILMS INDIA LIMITED
CIN: L74994MH2018PLC307613
503, PLOT 461D, PARSHVANATH GARDENS,
5TH FLOOR, A WING, BHAUDAJI ROAD, KINGS CIRCLE,
MATUNGA, MUMBAI, MAHARASHTRA, 400019
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 records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, 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 the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures and compliances done are on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. We have relied on Management Representation Letter provided by the Company before issuing this Report to the Company.

Place: Ahmedabad
Date: 17th August, 2022
UDIN: A050727D000805844

FOR J D KHATNANI & ASSOCIATES
PRACTICING COMPANY SECRETARIES

(JAY D. KHATNANI)
PROPRIETOR
ACS: 50727, COP: 18421

Certificate on Non-Disqualification of Directors
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Ganesh Films India Limited
Add: 503, Floor-5, Plot- 461D,
A Wing, Parshvanath Gardens,
Bhaudaji Road, Kings Circle,
Matunga,
Mumbai – 400019,
Maharashtra.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ganesh Films India Limited (CIN: L74994MH2018PLC307613) and having registered office at 503, Floor-5, Plot- 461D, A Wing, Parshvanath Gardens, Bhaudaji Road, Kings Circle, Matunga, Mumbai – 400019 Maharashtra, India (hereinafter referred to as “the Company”), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub Clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Nambi Rajan G Yadav	06533729	06/04/2018
2	Jayalakshmi Nambirajan Yadav	08104125	06/04/2018
3	Sahana Rajagopal	08104126	06/04/2018
4	Sunnykumar Jitendrabhai Narwani	09107162	16/03/2021
5	Bhavesh Nareshbhai Sonesara	09104502	16/03/2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

For, Vishal Thawani & Associates
Company Secretaries

Vishal Thawani
Proprietor
M. No. 43938; CP. No. 17377
Date: August 20, 2022
Place: Ahmedabad
UDIN: A043938D000820890

ANNEXURE - 4 TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management is pleased to present below its analysis on the performance of the Company for the Fiscal Year ended March 31, 2022.

a) Industry Overview:

The global economy is progressively putting the COVID-19 behind it. In CY 2021, global economy delivered 6.1% year-over-year growth, reflecting a strong recovery from -3.1% decline in CY 2020. The commencement of the vaccine rollout by the end of CY 2020, as well as the gradual lifting of lockdown restrictions in many countries, sparked a global economic recovery, which was aided by massive fiscal stimulus from governments and central banks in some countries

Global trade growth remained strong in 2021, with the value of global commerce increasing in each quarter. The expansion of trade was not restricted to products. Through 2021, service trade increased significantly, eventually reaching pre-pandemic levels in Q4 2021. Overall, global commerce hit a new high of almost US\$ 28.5 trillion in 2021, up approximately 25% from 2020 and up about 13% from the pre-pandemic level of 2019.

Outlook

CY 2022, global economy is projected to continue with its post pandemic recovery and grow at 3.6%, as per the IMF. Economic activity is expected to return to normalcy across most major economies. However, rising energy and food prices have restricted the ability of Governments and central banks to continue with their accommodative stance and the focus has now shifted to reining in inflation. As a results, interest rates have started to rise in advanced economies as well as in developing economies and more aggressive responses are expected going forward. Global trade has shown a strong but uneven recovery. After a sharp contraction of 8.1% in 2020, trade in goods and services is projected to expand by 9.4% in 2021 and 5.7% in 2022.

Infrastructure spending plans and renewable energy expenditures, such as solar and wind power, energy storage, and electric vehicles, have boosted demand forecasts. Furthermore, robust multilateral policy efforts, as well as vaccine deployment (including booster shots), and international liquidity, are likely to improve global economic prospects.

After a second wave of COVID-19 infections early last year, which negatively impacted activity and took a toll on individuals, India's economy experienced a swift revival. With a quick vaccination programme roll-out and government support, India was able to contain the harm caused by the COVID-19's third wave. Upticks in a variety of metrics, such as the mobility index, direct tax revenues, increasing GST collections and electricity demand, indicate that the economy is growing. The IMF projects GDP growth of 8.9% in FY 2021-22 and 8.2% percent in FY 2022-23, making India one of the fastest-growing economies globally.

The Government of India's focus continues to remain on normalising economic operations, as well as the rapid rollout of vaccination. Domestic consumption growth is expected to pick up after Q2 of CY 2022, given around 80% of population will be fully vaccinated by then. This could help boost private consumption, which is anticipated to rise by more than 10% this year. Investment rebounded substantially in 2021, increasing by more than 16%, and is predicted to rise by another 7% in 2022. Broad vaccine coverage including roll out of booster doses, gains from supply-side reforms, regulatory ease, strong exports growth, improvement in rail and road infrastructure and the availability of fiscal space to ramp up capital spending will aid in GDP growth.

The approval of Production Linked Schemes for 14 important sectors will also aid India in attracting investments, bolstering its position as the world's fastest-growing emerging market. Aside from these variables, India's economic story is expected to be driven in the near future by a favourable young demography and steady urbanisation.

Media & Entertainment industry and specifically the cinema & multiplex industry is now again gaining traction with the opening of Malls and theatres as the severity of the pandemic recedes. The Indian M&E industry increased 16.4% in 2021 to Rs. 1.61 trillion, still 11% below pre-pandemic 2019 levels. Television remained the largest segment, followed by digital media and then print.

Globally film industry had a difficult year. Business picked up in the second part of the fiscal year as a result of the global immunization drive and proactive government measures. In comparison to other developed and developing countries, India's film exhibition industry is severely under screened. Furthermore, the favourable demographic mix and increase in discretionary spending augur well for the multiplex industry's sustained expansion.

Box office momentum to continue in the near term. Footfalls returned quickly to 60% of pre-COVID levels by the end of Q3 FY 2021-22, owing to a slate of big-budget films that outperformed expectations in terms of box office receipts. The 3rd wave of COVID-19 had a short-term influence on the performance, lasting about 6-7 weeks. Exhibitors' growing momentum is expected to continue beyond March 2022.

Rise of OTT platforms

The OTT platforms saw a decent rise in the last two years, owing to the pandemic. The exhibition sector was severely harmed by the several months of shutdown, staggered opening of cinema halls with varying capacity caps, delays in obtaining approval for 100% occupancy in certain key states, and a lack of new releases. As a result, some films (from low to mid-budget) had chosen direct-to-OTT distribution since it allows film makers to monetise their inventory at an acceptable return on investment. Though, some large blockbuster films like 'Sooryavanshi', '83' etc. (which were scheduled to debut in 2020) waited for almost 18+ months for an opportunity to release on the big screen.

India is the world's largest film producer, the world's largest film market in terms of ticket sales, and the fifth-largest box office market in terms of revenue in 2020.

The performance of filmed entertainment market was weak in 2021 due to lockdowns and restrictions on exhibition and cinema operations across states. Despite that, more than 750 films were released in 2021, compared to only 441 in 2020. This number is still about half of 2019 levels. The value of digital rights doubled to Rs 40 billion from 2019. Due to a lack of theatrical releases and softening prices, broadcast rights did not expand this year, and in-cinema advertising continued to decline. The Indian Bollywood film industry, valued at \$2 billion in 2016, is projected to reach a size of \$2.7 billion by 2023, after dropping to less than \$1 billion in 2020.

Opportunities

India has over ~9,500 screens for a population of over 130 Crore. The screen density stands at ~7 per million versus ~125 per million in the USA and ~40 per million in China. Despite producing the largest number of films globally in more than ~20 languages, the screen density in India is extremely low and only ~37.4 Crore people of the total population have access to Cinemas. This significantly under-penetrated market offers a huge potential of adding new screens and will make cinemas more accessible to a larger population of the country. This screen addition will provide opportunities to enhance the in-cinema advertising and digital cinema services.

The Global Media and Entertainment market expected to grow to around \$2.6 trillion by 2023 as against \$2.2 trillion in 2019. The sector is witnessing a resurgence as convergence is taking place within the media segment itself, as providers and distributors link up with one another in unprecedented and unexpected ways. The distinctions among varieties of media are collapsing and Companies that once offered only technology and distribution are moving into content and vice versa.

The Media & Entertainment industry is in the business of providing creative content through the adoption of latest technology coupled with consumer demands. By its inherent nature, the industry is largely dependent on factors such as markets, cultures, languages, and consumer segments. Technological advancements and change in individuals outlook towards life have greatly affected content production, demand and consumption as it has evolved over the years.

It's a period where consumers not only demand what they like but also, they select the format they wish to view it. There is a growing dependency on digital media in many developed and developing countries. In today's fast-moving generation, the media and entertainment companies are increasing working hard to reach customers through their content. While television and radio play its part as traditional mediums, having an innovative technology backed digital platform is what most companies vouch for. With the launch of digital platforms, viewers get access to consume their information on their personal schedules.

The year ahead looks promising as there are possibly exciting changes that are going to lead the M&E industry with new trends coupled with innovative technologies that create better opportunities for the growth of global Media & Entertainment industry. Video streaming, cord-cutting, personalized content and advertising and data privacy are expected to shape the world along with the launch of fifth-generation wireless technology that will be providing a host of new opportunities across Media & Entertainment industry.

Government Initiatives

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to Fastrack the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Government have signed an audio-visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

The Government of India has supported M&E industry's growth by taking various initiatives such as digitising the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

Road Ahead

Indian M&E industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate.

Growth is expected in retail advertisement on the back of several players entering the food and beverages segment, E-commerce gaining more popularity in the country, and domestic companies testing out the waters. Rural region is also a potentially profitable target.

Threats:

- There continues to be increase in capacity of web series and shot video films which resulting in lack of audience in the Theater and it will ultimately result in the distribution of the films.
- However, your Company will mitigate this by targeting on the new and emerging market of short films as well as web series in near future.

Segment-wise or product-wise performance:

- The company is primarily engaged in the distribution of regional films which includes Tamil, Telugu and Malayalam which constitute a single reportable segment.

Outlook:

- The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to Fastrack the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. Your Company's business continued to perform well steered by strong focus on high growth specialty segments. While roll-out of the GST impacted operations across the industry, the Company's readiness enabled it to transition seamlessly to the new tax regime.

Risks and concerns:

- The Company being a distributor of south Indian movies is always exposed to the general risks such as government regulations and policies, statutory compliances, etc. The Company from time to time identifies the risk and has put in its place appropriate measures for mitigating such risks.

Internal control systems and their adequacy:

- Your Company has in place adequate internal control systems commensurate with size and nature of its operations. Internal control processes which consist of adopting appropriate management systems and implementing them are followed. The Company has a qualified Audit Committee, independent Statutory Auditors and also Internal Auditors who submit reports periodically which are reviewed and acted upon.

Material developments in Human Resources / Industrial Relations front, including number of people employed:

- Your Company is giving special attention to Human Resources/Industrial relations development. Industrial relations remained cordial throughout the year and there were no incidences of strike, lock out etc. Total 8 employees are on the Company's payroll as on March 31 2022. The working atmospheres for all the employees are very favorable and suitable systems are in place for optimum working efficiency of all the employees.

On behalf of the Board of Directors,**For Ganesh Films India Limited**

Sd/-
NambiRajan Yadav
Chairman & Managing Director
DIN: 06533729
Place: Mumbai
Date: September 05, 2022

On behalf of the Board of Directors,**For Ganesh Films India Limited**

Sd/-
Jayalakshmi Nambirajan Yadav
Director
DIN: 08104125
Place: Mumbai
Date: September 05, 2022

ANNEXURE – 6 TO THE DIRECTORS' REPORT**CORPORATE GOVERNANCE REPORT**

(The Directors present detailed report on Corporate Governance for the financial year ended March 31, 2022, as per Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.)

1. PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company believes that good corporate governance practices enable the Board to direct and control the affairs of the Company in an efficient manner. At the same time, it also provides transparency in all its day-to-day management and administration of the business and affairs of the company. Timely information to investors, creditors, institutions, bankers, general public in proper manner also provide them with an opportunity to take right decision on investment in the company whether by way of equity or by debt instrument or even by financing or by making business transactions.

The Company implements and practices the principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability consistently being followed in all its business practices and dealings. The Company is committed to observe good governance by focusing on adequate & timely disclosures, transparent & robust accounting policies, strong & independent Board and endeavors to maximize shareholder's benefit.

Keeping the above in mind, your Company is fully committed to conduct its affairs in a fair and transparent manner and to enhance shareholders value while complying with the applicable Rules and Regulations. We are in compliance with all the requirements of the Corporate Governance enshrined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations").

2. BOARD OF DIRECTORS:**a. Composition and Category**

The company's present Board of Directors comprises of 5 Directors out of which 1 is Managing Director, 1 is Executive Director, 1 is Non- Executive Director and 2 are Non-Promoters Independent directors. The Chairman of the Company is Executive Director. All the Directors have certified that they are not members of more than 10 (Ten) Committees and do not act as Chairman of more than 5 (Five) Committees across all the Companies in which they are Directors.

The Composition of Board of Directors as on 31st March, 2022 is as follows:

Name of Director	Category	Total No. of other Directorship	Details of Committees#	
			Chairman	Member
Mr. Nambirajan G. Yadav	Managing Director	-	-	-
Mrs. Jayalakshmi N. Yadav	Executive Director	-	-	-
Ms. Sahana Rajagopal	Non- Executive Director	-	-	-
Mr. Sunnykumar J Narwani	Independent Director	1	1	1
Mr. Bhavesh N Sonesara	Independent Director	2	1	1

#Includes only Audit Committee and Stakeholders' Relationship Committee of other Companies.

b. Board Meetings and Procedure:

The internal guidelines for Board/Committee meetings facilitate the decision-making process at the meetings of the Board/Committees in an informed and efficient manner.

Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings.

Agenda papers and Notes on Agenda are circulated to the Directors, in advance, in the defined Agenda format. All material information are being circulated along with Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. In order to transact some urgent business, which may come up after circulation agenda papers, the same is placed before the Board by way of Table Agenda or Chairman's Agenda. Frequent and detailed deliberation on the agenda provides the strategic road-map for the future growth of the Company.

Minimum 4 (four) Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. The meetings are usually held at the Company's Registered Office at 503, Floor-5, Plot- 461D, A Wing Parshvanath Gardens, Bhaudaji Rd, Kings Circle, Matunga, Mumbai-400019.

The required information as enumerated in Part A of Schedule II to SEBI Listing Regulations is made available to the Board of Directors for discussions and consideration at every Board Meetings. The Board periodically reviews compliance reports of all laws applicable to the Company as required under Regulation 17(3) of the SEBI Listing Regulations.

The important decisions taken at the Board/Committee meetings are communicated to departments concerned promptly. Action taken report on the decisions taken at the meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the Board/Committee.

During the Financial Year 2021-22, the Board of Directors of your Company met 5 (Five) times on 19/04/2021, 30/06/2021, 30/08/2021, 13/11/2021 and 12/01/2022. The details of attendance of each Director at Board Meetings held in the Financial Year and the last Annual General Meeting are as under:

Name of Director	Date of Board Meeting					Total No. of Board Meetings attended	Attendance at the last AGM
	19/04/2021	30/06/2021	30/08/2021	13/11/2021	12/01/2022		
Mr. Nambirajan G. Yadav	Yes	Yes	Yes	Yes	Yes	5	Yes
Mrs. Jayalakshmi N. Yadav	Yes	Yes	Yes	Yes	Yes	5	Yes
Ms. Sahana Rajagopal	Yes	Yes	Yes	Yes	Yes	5	Yes
Mr. Sunnykumar Narwani	Yes	Yes	Yes	Yes	Yes	5	Yes
Mr. Bhavesh N Sonesara	Yes	Yes	Yes	Yes	Yes	5	Yes

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of clause 10(j) of Schedule V of the SEBI Listing Regulations.

c. Confirmation as regards independence of Independent Directors

It is confirmed that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

d. Code of Conduct for Board & Senior Management Personnel:

Your Company has adopted a Code of Conduct for Board Members & Senior Management Personnel and the declaration from the Managing Director, stating that all the Directors and the Senior Management Personnel of your Company have affirmed compliance with the Code of Conduct has been included in this Report.

e. Profile of Directors seeking appointment / re-appointment:

The brief profile and other information of the director's seeking appointment/re-appointment is provided in the notice convening the Annual General Meeting.

f. Meeting of Independent Directors:

During the year, a meeting of Independent Directors was held on January 12, 2022 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of the flow of information between the management and the Board. The Meeting presented the views of the Independent Directors on matter relating to Board processes and overall affairs of the Company to the full Board. Both the Independent Directors were present in the meeting.

g. Familiarization programs for Independent Directors:

The Board familiarization program comprises of the following:

- Induction program for new Independent Directors;
- Presentation on business and functional issues;
- Updation of business, branding, corporate governance, regulatory developments and investor relations matters.

All new Independent Directors are taken through a detailed induction and familiarization program when they join the Board of your Company. The induction program is an exhaustive one that covers the history and culture of your company, background of the Company and its growth over the decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions.

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company by providing various presentations at Board/ Committee meetings from time to time. These presentations provide a good understanding of the business to the Independent Directors which covers various functions of the Company and also an opportunity for the Board to interact with the next level of management. There are opportunities for Independent Directors to interact amongst themselves.

Apart from the above, the Directors are also given an update on the environmental and social impact of the business, branding, corporate governance, regulatory developments and investor relations matters.

The details of the Familiarization programmes can be accessed on the website on the Company www.ganeshfilms.com.

h. Disclosure of relationships between directors inter-se:

Following relationships exist between executive directors -

Sr. No.	Name of Director	Designation	Relationship with other Directors
1	Nambirajan Ganapathi Yadav	Chairman & Managing Director	Husband of Jayalakshmi and Father-in-Law of Sahana R Rajagopal
2	Jayalakshmi Nambirajan Yadav	Executive Director	Wife of Nambirajan Ganapathi Yadav and Mother-in-law of Sahana R Rajagopal
3	Sahana R. Rajagopal	Non- Executive Director	Daughter in law of Nambirajan Ganapathi Yadav and Jayalakshmi Nambirajan Yadav

None of the Independent Directors are related to each other or with any other executive directors.

3. BOARD COMMITTEES:

During the Financial Year under review, the Board had following Committee -

- a. Audit Committee
- b. Stakeholders Relationship Committee
- c. Nomination and Remuneration Committee

The Board decides the term of reference of these committees and assignment of its Members thereof.

a. Audit Committee:***i. Composition, meetings and attendance:***

The Audit Committee of your Company has been constituted as per the requirements of Section 177 of the Companies Act 2013 and SEBI Listing Regulations. The Chairman of the Audit Committee is an Independent Director and two-thirds of the members of the Audit Committee are Independent Directors. During the Financial Year 2021-22, the Committee met 5 (Five) times on 19/04/2021, 30/06/2021, 30/08/2021, 13/11/2021 and 12/01/2022.

The composition of the Audit Committee as on 31st March, 2022 and the attendance of the members in the meetings held during the Financial Year 2021-22 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Sunnykumar Narwani	Chairman	5
Mr. Bhavesh Sonasara	Member	5
Ms. Sahana Rajagopal	Member	5

The Company Secretary of the Company acted as the Secretary to the Committee.

ii. Terms of Reference:

The broad terms of reference of the Audit Committee include the following as has been mandated in Section 177 of Companies Act, 2013 and SEBI Listing Regulations:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 2) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- 4) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause 1 of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
- 5) Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Review and monitor the auditor's independence, performance and effectiveness of audit process.
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 14) Discussion with internal auditors any significant findings and follow up there on.
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 18) To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
- 19) Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;

- 20) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- 21) To investigate any other matters referred to by the Board of Directors;
- 22) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- 23) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and/or is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

The Audit Committee shall mandatorily review the following information:

- 1) Management discussion and analysis of financial information and results of operations;
- 2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
- 3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) Internal audit reports relating to internal control weaknesses; and
- 5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

b. Stakeholders Relationship Committee:

i. Composition, meetings and attendance:

The Stakeholders' Relationship Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations. The Chairman of the Committee is an Independent Director. During the Financial Year 2021-22, the Committee met 4 (Four) times on 19/04/2021, 30/06/2021, 13/11/2021 and 12/01/2022.

The composition of the Stakeholder's Relationship Committee as on 31st March, 2022 and the attendance of the members in the meetings held during the Financial Year 2021-22 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Sunnykumar Narwani	Chairman	4
Mr. Bhavesh Sonesara	Member	4
Ms. Sahana Rajagopal	Member	4

The Company Secretary of the Company acted as the Secretary to the Committee.

ii. Terms of Reference:

The terms of reference of the Stakeholders Relationship Committee includes the matters specified under Regulation 20 of SEBI Listing Regulations, 2015 as well as Section 178 of the Companies Act, 2013.

The Committee looks into investor complaints if any and redresses the same expeditiously. Besides, the committee approves allotment, transfer & transmission of shares, debentures, any new certificates on split \ consolidation \ renewal etc. as may be referred to it by the Board of Directors. In addition, the committee also looks into compliance with stock exchange Listing Regulations and circulation of shareholder and general public interest information through proper media and stock exchanges from time to time. This Committee looks into all aspects related to Shares, Bonds Securities and retail investors. The committee also looks after the dematerialization process of equity shares.

Other function roles duties powers etc. have been clearly defined in line with the Regulation 20 of the Listing Regulations and kept flexible for medication by the Board from time to time.

iii. Redressal of Investor Grievances

The Company and its Registrar and Share Transfer Agent addresses all complaints, suggestions and grievances expeditiously and replies are sent usually within 7-10 days except in case of dispute over facts or other legal impediments and procedural issues.

The Company endeavors to implement suggestions as and when received from the investors. During the year under review, no complaints were received. There was no unattended or pending investor grievance as on 31st March 2022.

c. Nomination and Remuneration Committee:**i. Composition:**

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations. The Chairman of the Committee is an Independent Director. During the Financial Year 2020-21, the Committee met 5 (Five) times on 19/04/2021, 30/06/2021, 30/08/2021, 13/11/2021 and 12/01/2022.

The composition of the Nomination and Remuneration Committee as on 31st March, 2022 and the attendance of the members in the meetings held during the Financial Year 2021-22 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Sunnykumar Narwani	Chairman	5
Mr. Bhavesh Sonesara	Member	5
Ms. Sahana Rajagopal	Member	5

The Company Secretary of the Company acted as the Secretary to the Committee.

ii. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee includes the matters specified under Regulation 19 of SEBI Listing Regulations, 2015 as well as Section 178 of the Companies Act, 2013.

Role of committee shall, inter-alia, include the following:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors; devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- perform such other functions as may be necessary or appropriate for the performance of its duties.

iii. Performance Evaluation Criteria:

The Board has carried out an annual evaluation of its own performance and that of its committees, Chairman and individual directors. The criteria for performance evaluation of the Board included aspects like Board composition and quality, Board meeting and procedure, information and functioning, strategic plans and policies etc. The criteria for performance evaluation of committees of the Board included aspects like composition of committees, functions and duties, committee meeting and procedures, management relation etc. The criteria for performance evaluation of the Chairman included his role, managing relationship and leadership. The criteria for performance evaluation of individual directors included participation and contribution in the Board/Committee meetings, managing relationship, knowledge & skills etc.

The performance of non-independent directors was reviewed in the separate meeting of Independent Directors. The performance evaluation of the Board and the individual directors was evaluated by the Board seeking inputs from all the Directors. The performance of the committees was evaluated by the Board seeking inputs from the committee members.

iv. Remuneration Policy:

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavours to attract, retain, develop and motivate the high-caliber executives and to incentivize them to develop and implement the Companies Strategy, thereby enhancing the business value and maintain a high-performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

The Remuneration policy is also placed on the website of the Company can be accessed at www.ganeshfilms.com

v. Remuneration to Directors:

There were no pecuniary relationship or transactions of the non-executive directors vis a vis the Company. Non-Executive Independent Directors are paid sitting fees for attending the Board and Committee Meetings.

Role of Non-Executive/Independent Directors of the Company is not just restricted to corporate governance or outlook of the Company, but they also bring with them significant professional expertise and rich experience across the wide spectrum of functional areas. The Company seeks their expert advice on various matters from time to time. Hence, the compensation to the non-executive/independent directors is recommended.

Details of remuneration and sitting fees paid or provided to all the directors during the year ended March 31, 2022 are as under:

Name of Director	Salary & Perquisites	Sitting Fees	Commission	Total
Mr. NambiRajan G. Yadav	-	-	-	-
Ms. Jayalakshmi N. Yadav	-	-	-	-
Ms. Sahana Rajagopal	-	-	-	-
Mr. Sunnykumar J Narwani	-	12,500	-	-
Mr. Bhavesh N. Sonesara	-	12,500	-	-

There is no separate provision for payment of severance fees under the resolutions governing the appointment of Chairman and Whole-time Director.

The Company has not granted stock options to the Executive Directors or Employees of the Company.

The aforesaid Executive Directors, so long as they function as such shall not be entitled to any sitting fees for attending any meetings of Board or Committees thereof.

The Shareholding of Directors as on March 31, 2022 is as under:

Sr. No.	Name of Director	Shareholding	Percentage
1	Nambirajan G. Yadav	1142080	37.97
2	Jayalakshmi N. Yadav	125092	4.16
3	Sahana R.	125092	4.16
4	Sunnykumar J Narwani	NIL	NIL
5	Bhavesh N. Sonesara	NIL	NIL

4. GENERAL BODY MEETINGS:

Details of General Meetings held during the last three financial years -

For the Financial Year	Date of AGM	Time	Venue
2020-21	25/09/2021	3.00 PM	Through Audio-Visual Means
2019-20	29/09/2020	11:30 AM	Through Audio-Visual Means
2018-19	30/09/2019	11:30 AM	At the Registered Office

During the year under review, no resolutions were proposed and passed through Postal ballot. None of the business items proposed required approval through postal ballot as per the provisions of the Companies Act and rules framed there under.

Details of Special Resolutions passed in Previous Three AGMs:

Date of AGM	Particulars
September 25, 2021	1. Appointment of Mr. Sunnykumar Jitendrabhai Narwani (DIN: 09107162) as Independent Director of the Company. 2. Appointment of Mr. Bhavesh Nareshbhai Sonesara (DIN: 09104502) as Independent Director of the Company.
September 29, 2020	NIL
September 30, 2019	NIL

1. MEANS OF COMMUNICATION:

- All Half-year / Annual financial results are immediately sent to stock exchanges after being taken on record by the Board.

- b. The Company's website www.ganeshfilms.com contains a separate dedicated section named "Investor Relations" where information for shareholders is available.

2. OTHER DISCLOSURES:

a. Related Party Transactions:

All transactions entered into with Related party as defined under the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were materially significant transactions with related party during the financial year. The approval of the related party transaction was taken in the AGM of the Company held on September 25, 2021.

Suitable disclosure as required by the AS 18 has been made in the notes to the Financial Statement. A policy on related party transactions has been formulated and put up on the website of the Company.

b. Statutory Compliances, Penalties and Strictures:

The Company has complied with the requirements of the Stock Exchange/SEBI/any statutory authorities on all matters related to capital markets.

The BSE Limited has levied basic fine of Rs. 5000/- on July 29, 2021 for delay in submission of cash flow statement by 1 day for the financial year ended March 2021 under regulation 33 of SEBI (LODR) Regulations, 2015.

c. Whistle Blower Policy / Vigil Mechanism:

The Company has established a Whistle Blower / Vigil Mechanism through which its Directors, Employees and Stakeholders can report their genuine concerns about unethical behaviors, actual or suspected frauds or violation of the Company's code of conduct or ethics policy. The said policy provides for adequate safeguard against victimization and also direct access to the higher level of supervisors.

d. Details of compliance with mandatory requirements and adoption of non-mandatory requirements:

The Company has complied with all mandatory requirements and has not adopted non-mandatory requirements.

e. Policies of the Company and Code of Conduct:

Various policies and code of conduct of the Company are available on its website.

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

- f. The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.

- g. The Company has put in place succession plan for appointment to the Board and to senior management.

- h. The Company has obtained certificate from CS Vishal Thawani, Practising Company Secretary confirming that none of the Directors of the Company is debarred or disqualified by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such authority from being appointed or continuing as Director of the Company and the same is also attached to this Report.

i. Disclosure Under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company is committed to provide a safe and conducive work environment to its employees.

Your directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

j. Risk Management:

Risk Management is a key aspect of the “Corporate Governance Principles and Code of Conduct” which aims to improve the governance practices across the Company’s activities. Risk management policy and processes enables the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

The Company in its meeting of the Audit Committee and the Board of Directors, review its business operations, discuss the risk associated with and prepare the strategy and plans to mitigate those risks. The Senior Management provides the information regarding business operation and risk associated with it monthly. The Board of Directors & Audit Committee is looking after the Risk Management of the Company.

k. Disclosure of Accounting Treatments:

The Company has not adopted any alternative accounting treatment prescribed differently from the accounting standards.

l. Reconciliation of Share Capital Audit Report:

As stipulated by Securities and Exchange Board of India, Company is required to carry out Reconciliation of Share Capital Audit (RSCA) from a practicing Company Secretary. This audit is carried out every quarter and the report thereon of Practicing Company Secretary is submitted to the stock exchanges. The audit, inter alia, confirms that the total listed and paid-up capital of the company agrees with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

3. GENERAL SHAREHOLDER INFORMATION:**a. 4th Annual General Meeting:**

Date: Friday, September 30, 2022

Time: 3.00 p.m.

Venue: Through Video Conference / Other Audit Visual Means.

Book Closure Date: Friday, September 23, 2022 to Friday, September 30, 2022 (both days inclusive).

b. Financial Year (2022-23):

For accounting and financial reporting purpose, Company follows Financial Year which starts from 1st April each year and ends on 31st March of every succeeding year.

The Half-Year Financial Results for the financial year 2022-23 will be taken on record by the Board of Directors as per the following tentative schedule (subject to change, if any):

Half-year ending 30th September 2022 : October / November 2022

Half-year ending 31st March 2023 : April / May 2023

c. Listing on Stock exchange:

The company’s Equity shares are listed on Bombay Stock Exchange Limited (SME Platform).

The Company has paid the Annual Listing Fee.

d. Stock Code:

Demat ISIN No. in NSDL and CDSL: INE00WY01013

Scrip Code: 541703

e. Market Price Data:

Months	Bombay Stock Exchange	
	High	Low
April 2021	7.51	6.04
May 2021	7.00	5.94
June 2021	7.70	6.30
July 2021	10.00	8.45
August 2021	10.90	9.50
September 2021	10.40	9.46
October 2021	10.40	9.46
November 2021	9.88	9.88
December 2021	9.88	9.88
January 2022	14.19	7.66
February 2022	14.15	14.15
March 2022	13.50	12.62

*The shares of the Company were not traded in the month of October and December 2021.

f. Registrar and Share Transfer Agent:

Name : Bigshare Services Pvt. Ltd
Address : S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra-400093
Phone : 91-22- 6263 8200
Fax : 91-22- 62638299
Email : investor@bigshareonline.com

g. Share Transfer System:

All transfers of shares held in physical form are dealt by our Registrar and Share Transfer Agents. The transfers which are complete in all respects are taken up for approval at least once in a fortnight and the transferred securities dispatched to the transferee within 21 days. Depositories control share transfers in Demat Mode. The Company obtains from a Company Secretary in Practice half yearly certificate of compliance in respect of compliance with share transfer formalities as required under Regulation 40 of the Listing Regulations with Stock Exchanges and files a copy of the certificate with the stock exchanges.

h. Distribution of Shareholding as on 31st March, 2022:

Sr. No.	Category of Shareholders.	No. of Shares held	% of total Shares
1	Promoters, Directors, Relatives and Associates.	18,29,732	60.84
2	Indian Public	9,13,952	30.38
3	Banks, Financial Institutions & Insurance Companies/ Mutual Funds	-	-
4	NRI's / Overseas Body Corporate	4,800	0.16
5	Bodies Corporate	1,84,000	6.12
6	NBFC Registered with RBI	-	-
7	Trusts	-	-
8	Clearing Members (NSDL+CDSL)	-	-
9	Any Other	75,200	2.50
Total		30,07,684	100.00

i. Category wise Summary of Holders / Holdings as on 31st March, 2022:

Range of Holding	No. of Shareholders	% of total Shareholders	Shares	% of total Shares
1 to 5000	4	1.7544	190	0.01
1000 to 20000	177	77.6316	2832000	9.4159
20001 to 40000	19	8.3333	608000	2.0215
40001 to 50000	4	1.7544	192000	0.6384
50001 to 100000	9	3.9474	688000	2.2875
100001 to Above	15	6.5789	25754940	85.6305
Total	228	100.00	30076840	100.00

j. Dematerialization of Shares & Liquidity:

On March 31, 2022, nearly 0.002 % (i.e., 60 equity shares) of the shareholders of Company were holding Company's shares in physical form. In the same way, Promoters & Promoters-group shareholding was also fully dematerialized. Also, the aggregate dematerialized shareholding of the Company stood at 99.998% of the total no. of shares. Brief position of Company's dematerialized shares is given below:

Sr. No.	Description	Shares	% holding
1	NSDL	3,60,000	11.97%
2	CDSL	26,47,624	88.03%
3	PHYSICAL	60	0.01%
Total		30,07,684	100.00

k. Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:

As on 31st March, 2022, the Company did not have any outstanding GDRs/ADRs/ Warrants or any Convertible instruments.

l. Policy on "Material" Subsidiary:

The Company has Board approved policy on determining Material Subsidiary which can be accessed on the website of the Company www.ganeshfilms.com.

m. List of core skills / expertise /competencies identified in the context of the business:

The Board continues to identify an appropriate mix of diversity and skills for introducing different perspectives into Board for better anticipating the risks and opportunities in building a long-term sustainable business.

The below table summarizes the key qualifications, skills and attributes which are taken into consideration while nominating to serve on the Board.

Business Strategies	Experience of crafting Successful Business Strategies an understanding the changing regulatory requirements
Financial & Accounting Expertise	Proficiency in financial accounting and reporting, corporate finance and internal controls, corporate funding and associated risks
Governance, Risk and Compliance	Knowledge and experience of best practices in governance structures, policies and processes including establishing risk and legal compliance frameworks, identifying and monitoring key risks
Innovative	A strong understanding of innovation and technology, and the development and implementation of initiatives to enhance production
Diversity	Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective

The below table specifies area of focus or expertise of individual Board Member:

Directors	Areas of Skills/Expertise				
	Business Strategies	Finance & Accounting Expertise	Governance, Risk & Compliance	Innovative	Diversity
Mr. Nambirajan Yadav (Managing Director)	✓	✓	-	✓	✓
Mrs. Jayalakshmi Yadav (Director)	✓	-	-	✓	-
Ms. Sahana Rajagopal (Director)	✓	-	-	✓	-
Mr. Sunnykumar Narwani (Independent Director)	✓	-	✓	✓	✓
Mr. Bhavesh Sonesara (Independent Director)	-	✓	✓	✓	✓

n. Dividend:

The Board of Directors of the Company had adopted the Dividend Distribution Policy in line with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Policy is uploaded on the Company's website

o. Plant Location: NA**p. Address for Correspondence:**

In case of finance and accounts related queries contact at:

Chief financial Officer

503, Floor-5, Plot-461D, A Wing, Parshvanath Gardens, Bhaudaji Rd, Kings Circle, Matunga Mumbai- 400019.

Phone : +91 8104449323

Email : gfindialtd@gmail.com

Shareholders may also contact Company's Registrar & Share Transfer Agent at:

Bigshare Services Pvt. Ltd.

S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093

Phone : 91-22-6263 8200

Fax : 91-22-6263 8299

Email : investor@bigshareonline.com

4. MD/ CEO/ CFO CERTIFICATION:

As required under Regulation 17 (8) of the SEBI Listing Regulations, 2015, the CEO and the CFO certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended was placed before the Board.

5. The Company has complied with the requirements of Corporate Governance report as disclosed in paras 1 to 8 above.**6. Compliance of Discretionary Requirements under Part E of Schedule II of SEBI Listing Regulations, 2015****a. The Board**

The Chairperson of the Company is an executive director and does not maintain his separate office at the Company's expense.

b. Shareholder Rights

The Company declares its financial results half-yearly, submit it to the stock exchange and places on its website.

c. Modified opinion(s) in audit report

The audit opinion received by the Company has qualified and the director's comment on the same is mention in the directors' report.

d. Separate post of Chairperson and Chief Executive Officer

There is one Managing Director who is also chairperson of the Company.

e. Reporting of Internal Auditor

The Internal Auditor of the Company directly reports to the Audit Committee of the Company and their Internal Audit Reports are presented in the meeting of the Audit Committee.

On behalf of the Board of Directors,

For Ganesh Films India Limited

Sd/-

NambiRajan Yadav

Chairman & Managing Director

DIN: 06533729

Place: Mumbai

Date: September 05, 2022

On behalf of the Board of Directors,

For Ganesh Films India Limited

Sd/-

Jayalakshmi Nambirajan Yadav

Director

DIN: 08104125

Place: Mumbai

Date: September 05, 2022

MD / CFO CERTIFICATION

(Under regulation 17(8) of SEBI (LODR) Regulations, 2015)

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Ganesh Films India Limited ('the Company') to the best of our knowledge and belief certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2022 and that to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which they 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.

On behalf of the Board of Directors,

For Ganesh Films India Limited

Sd/-

NambiRajan Yadav
Chairman & Managing Director
DIN: 06533729
Place: Mumbai
Date: May 30, 2022

On behalf of the Board of Directors,

For Ganesh Films India Limited

Sd/-

Rupesh Prakash Kamble
Chief Financial Officer
Place: Mumbai
Date: May 30, 2022

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

[Regulation 34(3) read with Schedule V (Part D) of the SEBI (LODR) Regulations, 2015]

In accordance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we hereby confirm that, all the Directors and the Senior Management personnel of the Company have confirmed compliance with their respective Codes of Conduct, as applicable to them, for the financial year ended March 31, 2022.

On behalf of the Board of Directors,

For Ganesh Films India Limited

Sd/-

NambiRajan Yadav

Chairman & Managing Director

DIN: 06533729

Place: Mumbai

Date: May 30, 2022

On behalf of the Board of Directors,

For Ganesh Films India Limited

Sd/-

Jayalakshmi Nambirajan Yadav

Director

DIN: 08104125

Place: Mumbai

Date: May 30, 2022

Independent Auditor's Report

To the Members of Ganesh Films India Limited

Qualified Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of **GANESH FILMS INDIA LIMITED ("the Company")**, which comprises of the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss and the Statement of Cash Flow for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements gives a true and fair view in conformity *except for the effects of matter described in the Basis for Qualified Opinion paragraph below*, with the aforesaid AS and other accounting principles generally accepted in India prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended, ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, the profit and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 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 except for the following qualified opinion as mentioned below:

- 1. The balances of trade receivables, trade payables, loans and advances are subject to confirmations, reconciliation and consequential adjustments if any.*

In view of above, we are unable to comment upon the resultant impact of the above on the profit for the year, reserve and surplus, investment, loans and advances, trade receivables, trade payables, current and non-current assets and liabilities, as at balance sheet date.

Emphasis of Matter:

We draw attention to Note No. 31 to the Financial Statements in which the Company describes the uncertainties arising from the COVID 2019 pandemic. Our report is not modified in respect of this matter.

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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Revenue Recognition</p> <p>The Company is engaged in bridging the gap between South Indian film Industry and south Indian movie fans in northern regions of India. Wherein the Company provides rights to run the film in theaters.</p> <p>See accounting policies in Note 1.6.5 to the Financial Statements</p> <p>The Company principally derives its revenue from sale of movie distribution rights from the theaters and commission income as per terms entered thereto.</p>	<p>In view of the significance of the matter we applied following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> 1. We assessed and tested the effectiveness of relevant controls, over revenue within each of the revenue streams. 2. We inspected the terms of significant revenue contracts and assessed whether they were consistent with the basis of revenue recognized by the Company. 3. We agreed the weekly collection report underlying the calculation of revenue to sales records having assessed the relevant controls relating to the recording of that revenue. 4. We also considered the adequacy of the Company's disclosures and the accounting policies included in the financial statements.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our report thereon.

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 during the course of our 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 Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the 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 the financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the 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 misstatements 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d. In our opinion, the aforesaid financial statements comply with the specified relevant accounting standard, read with Rule 7 of the Companies (Accounts) Rules, 2014 except mentioned in para 2 of emphasis of matters.
- e. On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors, is disqualified as on 31 March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the year.

With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2020, in our opinion and to our best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations that would affect its financial position.
- ii. The Company did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. Since, the Company has not paid or proposed dividend for the year, section 123 of the Act is not applicable.
2. As required by Companies (Auditor's report) Order 2020 (hereinafter referred to as 'the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.

For **JMR & Associates LLP**

Chartered Accountants

Firm Registration No. 106912W / W100300

CA. Nikesh Jain

Partner

Membership No. 114003

UDIN: 22114003AJVQGJ9043

Place: Mumbai

Date: 30 May 2022

“Annexure A”**To the Independent Auditors’ Report on the financial statements of GANESH FILMS INDIA LIMITED) for the year ended 31st March, 2022**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **GANESH FILMS INDIA LIMITED** of even date)

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 **GANESH FILMS INDIA LIMITED** (“the Company”) as of 31 March 2022 in conjunction with our audit of the 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 Act.

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 Act, 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 and to the best of our information and according to the explanations given to us, the Company, have 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 March 31, 2022, based on the internal control over financial reporting criteria established by the respective companies 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 **JMR & Associates LLP**
Chartered Accountants
Firm Registration No. 106912W / W100300

Nikesh Jain
Partner
Membership No. 114003

UDIN: 22114003AJVQGJ9043

Place: Mumbai

Date: 30 May 2022

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.)

- i. In respect of its property, plant and equipment and intangible assets:
- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) The Company has regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner on yearly basis. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - c) According to information & explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
 - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - e) According to information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder
- ii. a) As informed to us, the physical verification of the inventories is not possible as held in intangible form by the Company, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on verification of intangible inventory by the management as compared to book records.

b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. In respect of the Company's investments, loan, guarantee or security:
- According to the information and explanation given to us, the Company has not granted loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act and accordingly, the provisions of Clause (iii) (a) to (c) of Para 3 of the Order are not applicable to the Company.
- iv. According to information and explanations given to us, the Company has not granted any loan, secured or unsecured, or provided any guarantee or security to the parties covered under Section 185 of the Act during the year. With respect to investments, provisions of Section 186 of the Act have been complied with.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, Clause (v) of paragraph 3 of the Order is not applicable to the Company.

- vi. In our opinion and according to information and explanation given to us, maintenance of cost records under section (1) of Section 148 of the Companies Act, 2013 is not applicable of the Company, as required under Rule 3 of the Companies (Cost Records and Audit) Amendment Rules, 2014.
- vii. In respect of statutory dues:
- a) According to the information and the explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including provident fund, income tax, service tax, GST, cess and other statutory dues applicable to it, with the appropriate authorities. There were no arrears in this respect as at 31 March 2022 for a period of more than six months from the date they became payable, except professional tax of Rs. 5,900.
- b) According to information and explanations given to us, there is no dues on account of income tax, service tax, GST and other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- 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) *The Company has taken working capital term loan from bank and there is delay/ default on repayment of loan and interest as follows.*

(Rs. In Thousands)

Nature of Borrowing	Name of lender	Amount not paid on Due date	Whether Principal or Interest	No. of days delays or Unpaid	Remarks
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	30.67	Interest	2	Paid Subsequently
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	31.37	Interest	14	Paid Subsequently
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	30.77	Interest	13	Paid Subsequently
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	31.54	Interest	10	Paid Subsequently
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	28.53	Interest	10	Paid Subsequently
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	29.78	Interest	82	Paid Subsequently
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	93.44	Principal	61	Paid Subsequently
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	93.44	Principal	83	Paid Subsequently
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	93.44	Principal	74	Paid Subsequently

Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	93.44	Principal	56	Paid Subsequently
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	93.44	Principal	54	Paid Subsequently
Working Capital Term Loan under ECLGS	The Karur Vyasa Bank Ltd	93.44	Principal	82	Paid Subsequently

b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

c) Based on our audit procedures and on the basis of information and explanations given to us, working term loans raised by the Company during the year and outstanding working term loans at the beginning of the year have been applied by the Company during the year for the purposes for which they were raised.

d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

x.

a) 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 clause 3(x)(a) of the Order 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) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, we report that no fraud by the Company or 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 upto the date of this report.

c) According to the information and explanations given to us, the Company has not received any whistle blower complaints during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- xiv.** (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the 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.**
- a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable
- xvii.** The Company has incurred cash losses of Rs. 6,831.29 thousands during the financial year covered by our audit and cash loss of Rs. 7,228.38 thousand was incurred in the immediately preceding financial year.
- xviii.** There has been no resignation of the statutory auditors of the Company during the year.
- 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.** The Company is not required to spent amounts towards Corporate Social Responsibility as it does not fulfill the condition given under section 135 of Companies Act, 2013. Accordingly, reporting on clauses 3(xx) (a) and 3(xx)(b) of the Order is not applicable to the Company.

For **JMR & Associates LLP**

Chartered Accountants

Firm Reg. No.: 106912W / W100300

CA Nikesh Jain

Partner

Membership No.: 114003

UDIN: 22114003AJVQGJ9043

Place: Mumbai

Date: 30 May 2022

BALANCE SHEET AS AT 31 MARCH 2022			
(Rs. in Thousands)			
Particulars	Note No.	As at 31 March 2022	As at 31 March 2021
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	30,076.84	30,076.84
(b) Reserves and surplus	3	89,329.14	96,086.43
		1,19,405.98	1,26,163.27
2 Non-current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)		-	-
(c) Long-term provisions		-	-
		-	-
3 Current liabilities			
(a) Short-term borrowings	4	32,579.71	29,745.38
(b) Trade payables	5	1,987.68	7,863.62
(c) Other current liabilities	6	728.29	1,140.21
(d) Short-term provisions	7	17.86	25.04
		35,313.54	38,774.25
TOTAL		1,54,719.52	1,64,937.52
II. ASSETS			
Non-current assets			
1 (a) Property, plant and equipment			
(i) Tangible assets	8	41,086.44	42,562.38
(ii) Intangible assets		71.41	120.71
(b) Non-current investments		-	-
(c) Deferred Tax Asset		-	-
(d) Other non-current assets		-	-
		41,157.85	42,683.09
2 Current assets			
(a) Current investments		-	-
(b) Inventories (Unamortized distribution rights)	9	-	1,284.23
(c) Trade receivables	10	23,575.31	21,567.71
(d) Cash and cash equivalents	11	1.60	41.09
(e) Short-term loans and advances	12	88,807.32	97,504.79
(f) Other current assets	13	1,177.44	1,856.61
		1,13,561.67	1,22,254.43
TOTAL		1,54,719.52	1,64,937.52
Summary of significant accounting policies		1	
The accompanying notes are an integral part of the financial statements			
As per our report of even date attached			
For JMR & Associates LLP		For and on behalf of the Board of the Directors	
Chartered Accountants			
Firm Registration No. 106912W/W100300			
		Nambi Rajan	Jayalakshmi N. Rajan
		Director	Director
		DIN: 06533729	DIN: 08104125
CA. Nikesh Jain		Rupesh Kamble	Drashti Laxmikant Solanki
Partner		CFO	Company Secretary
M.No.114003		Place : Mumbai	Place : Mumbai
Place : Mumbai		Date : 30 May 2022	Date : 30 May 2022
Date : 30 May 2022			

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2022				
(Rs. in Thousands)				
Particulars		Note No	As at 31 March 2022	As at 31 March 2021
I. Revenue from operations				
Sale of distribution of movie		14	438.64	1,611.14
II. Other income				
		15	983.53	44.12
III. Total Revenue (I+ II)			1,422.17	1,655.26
IV. Expenses				
Purchase of film distribution rights		16	276.98	1,434.60
Changes in inventories of Stock-in-Trade		17	1,284.23	607.29
Employee benefits expenses		18	1,280.12	753.90
Finance costs		19	3,020.59	4,793.14
Depreciation and amortization		8	1,582.60	1,575.72
Other expenses		20	2,206.50	1,252.89
Total Expenses			9,651.02	10,417.54
V. Profit/(Loss) Before Exceptional Item & Tax			(8,228.85)	(8,762.28)
VI. Exceptional Item				
Prior Period Adjustment - Reversal of bank interest			(1,471.56)	-
VII. Profit/(Loss) before tax (PBT) (V-VI)			(6,757.29)	(8,762.28)
VIII. Tax expense				
Current tax			-	-
Deferred tax charge / (credit)			-	-
MAT credit charged/(credit)			-	-
IX. Profit/(Loss) After Tax (PAT) (VII-VIII)			(6,757.29)	(8,762.28)
X. Earnings per equity share (EPS)				
Basic		21	(2.74)	(2.91)
Diluted			(2.74)	(2.91)
[Nominal value of Share Rs.10]				
Summary of significant accounting policies		1		
The accompanying notes are an integral part of the financial statements				
As per our report of even date attached				
For JMR & Associates LLP		For and on behalf of the Board of the Directors		
Chartered Accountants				
Firm Registration No. 106912W/W100300				
		Nambi Rajan	Jayalakshmi N. Rajan	
		Director	Director	
		DIN: 06533729	DIN: 08104125	
CA. Nikesh Jain				
Partner		Rupesh Kamble	Drashti Laxmikant Solanki	
M.No.114003		CFO	Company Secretary	
Place : Mumbai		Place : Mumbai	Place : Mumbai	
Date : 30 May 2022		Date : 30 May 2022	Date : 30 May 2022	

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2022			
		(Rs. in Thousands)	
Particulars		As at 31 March 2022	As at 31 March 2021
A. Cash Flow from Operating Activities			
Net profit before tax		(6,757.29)	(8,762.28)
Adjustments for			
Depreciation and amortization		1,582.60	1,575.72
Finance cost		3,020.59	4,793.14
Operating profit before working capital changes		(2,154.10)	(2,393.42)
Adjustments for working capital changes			
(Increase)/Decrease in inventories		1,284.23	607.29
(Increase)/Decrease in trade receivables and other receivable		6,689.87	(761.68)
(Increase)/Decrease in Other current asset		679.17	(78.20)
Increase/(Decrease) in trade payables and other payables		(5,875.94)	1,065.86
Increase/(Decrease) in other current liabilities		(411.92)	539.73
Cash generated from operations		211.31	(1,020.41)
Income tax paid		(7.18)	(4.30)
Net Cash from Operating Activities	(A)	204.13	(1,024.71)
B. Cash Flow from Investing Activities			
Payment for purchase of property, plant and equipment		(57.36)	(116.54)
Net Cash used in Investing Activities	(B)	(57.36)	(116.54)
C. Cash Flow from Financing Activities			
Short term loan taken from related party (net)		106.38	(14.40)
Short term loan taken from bank (net)		2,727.95	5,987.56
Finance cost		(3,020.59)	(4,793.14)
Net Cash from/(used in) Financing Activities	(C)	(186.26)	1,180.02
Net Change in Cash and Cash Equivalents	(A+B+C)	(39.49)	38.76
Add: Cash and cash equivalents at the beginning of the year		41.09	2.33
Cash and cash equivalents at the end of the period		1.60	41.09
The accompanying notes form an integral part of the AS financial statements.			
Notes:			
1) The above Cash Flow Statement has been prepared under 'Indirect Method' as set out in Accounting Standard 3 (AS - 3) "Statement of Cash Flow".			
2) Corresponding figures of previous year have been regrouped wherever necessary.			
3) Figures in Brackets indicate Cash Outflow.			
As per our report of even date attached		For and on behalf of the Board of the Directors	
For JMR & Associates LLP			
Chartered Accountants			
Firm Registration No. 106912W/W100300			
		Nambi Rajan	Jayalakshmi N. Rajan
		Director	Director
		DIN: 06533729	DIN: 08104125
CA. Nikesh Jain			
Partner		Rupesh Kamble	Drashti Laxmikant Solanki
M.No.114003		CFO	Company Secretary
Place : Mumbai		Place : Mumbai	Place : Mumbai
Date : 30 May 2022		Date : 30 May 2022	Date : 30 May 2022

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31 MARCH 2022	
1.1	Company overview
	<p>Ganesh Films India Limited ("the Company") has objective of bridging the gap between South Indian film Industry and south Indian movie fans in Northern and Western regions of India.</p> <p>The Company is a public limited Company incorporated and domiciled in India and has its registered office located at 503, 5Th Floor, Plot 461D, A Wing Parshvanath Gardens, Bhaudaji Rd, King Circle, Matunga, Mumbai, Maharashtra 400019.</p>
1.2	Basis of preparation of financial statements
	<p>The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects the relevant provisions of the Companies Act, 2013 ("the Act"), Accounting Standards notified by the Companies (Accounts) Rules, 2014 and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.</p>
1.3	Functional and presentation currency
	<p>The financial statements are presented in Indian Rupees (INR), which is also the company's functional currency.</p>
1.4	Current / Non-current classification
	<p>The Schedule III to the Act requires assets and liabilities to be classified as either Current or Non-current.</p> <p>An asset is classified as current when it satisfies any of the following criteria:</p> <ul style="list-style-type: none"> (i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle; (ii) it is held primarily for the purpose of being traded; (iii) it is expected to be realised within twelve months after the reporting date; or (iv) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. <p>All other assets are classified as non-current.</p> <p>A liability shall be classified as current when it satisfies any of the following criteria:</p> <ul style="list-style-type: none"> (i) it is expected to be settled in, the Company's normal operating cycle; (ii) it is held primarily for the purpose of being traded; (iii) it is due to be settled within twelve months after the reporting date; or (iv) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the opinion of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. <p>All other liabilities are classified as non-current.</p>

1.5	Use of estimates
	<p>The preparation of the financial statements in conformity with generally accepted accounting principles ('GAAP') requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, revenues and expenses, as well as disclosure of contingent liabilities on the date of the financial statements. Key estimates made by the Company in preparing these financial statements include useful lives of assets as well as utilization of economic benefits from these assets, accrual of expenses, recoverability of trade receivables, minimum alternate tax credits and deferred tax assets as well as assumptions for valuation of employee benefits and stock options. Management believes that the estimates made in the preparation of financial statements are prudent and reasonable. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively, in the period in which revisions are made.</p>
1.6	Statement of significant accounting policies
1.6.1	Tangible fixed assets
	<p>Fixed assets are stated at cost, net of accumulated depreciation. The cost comprises purchase price, borrowing costs if capitalization criteria are met and 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.</p> <p>Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Profit and Loss Statement for the period during which such expenses are incurred.</p> <p>Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Profit and Loss Statement when the asset is derecognized.</p>

1.6.2	Depreciation on tangible fixed assets										
	<p>Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives prescribed under the Schedule II to the Act for each class of assets. Where life of a component of an asset is significantly different from the underlying primary asset, then such different useful life is adopted for depreciating the said component.</p> <p>Depreciation and amortization methods, useful lives and residual values are reviewed periodically, including at each financial year end.</p> <table border="1"> <thead> <tr> <th>Tangible Fixed Assets</th> <th>Useful Life</th> </tr> </thead> <tbody> <tr> <td>Office Building</td> <td>30 Years</td> </tr> <tr> <td>Furniture and Fixtures</td> <td>8 Years</td> </tr> <tr> <td>Office equipment</td> <td>5 Years</td> </tr> <tr> <td>Computer equipment</td> <td>3 Years</td> </tr> </tbody> </table> <p>Assets costing Rs. 5,000 and below are fully depreciated in the year of acquisition. The Company has kept the residual value @ 5% of original cost for all assets.</p>	Tangible Fixed Assets	Useful Life	Office Building	30 Years	Furniture and Fixtures	8 Years	Office equipment	5 Years	Computer equipment	3 Years
Tangible Fixed Assets	Useful Life										
Office Building	30 Years										
Furniture and Fixtures	8 Years										
Office equipment	5 Years										
Computer equipment	3 Years										
1.6.3	Intangible fixed assets										
	<p>Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.</p> <p>Intangible assets namely software and website is amortized at the rate of 20 % on a straight line basis over the estimated useful economic life.</p> <p>Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Profit and Loss Statement when the asset is derecognized.</p>										
1.6.4	Content advances										
	<p>Advances are paid to producers/owners of films and artists, in terms of the agreements entered into with them, for acquisition of associated rights. All advances are reviewed by the management periodically, considering facts of each case, to determine recoverability. These advances are transferred to film rights at the point of exploitation.</p>										

1.6.5	Revenue Recognition
	<p>Revenue is recognised to the extent that 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 excludes goods and service tax which are collected by the Company on behalf of the Government and deposited to the credit of respective Governments.</p> <p>Effective April 06, 2018, the Company has adopted AS 9 (Revenue Recognition) which establishes a comprehensive framework for determining whether, how much and when revenue is recognised.</p> <p>Completed service contract method is a method of accounting which recognises revenue in the statement of profit and loss only when the rendering of services under a contract is completed or substantially completed.</p> <p><u>Basis for recognizing the revenue:</u></p> <p>a) Revenue from sale of distribution rights: Revenue is recognised on an accrual basis in accordance with the terms of the relevant agreements i.e. at the end of each week</p>

1.6.6	Provisions and contingencies
	<p>Provisions are recognised when there is present obligation as a result of a past event and it is more likely than not that an outflow of resources will be required to settle the obligation. Provisions are measured at the management's best estimate of the outflow required to settle the obligations at the Balance Sheet date. The Company does not recognise a contingent liability but discloses its existence in the financial statements unless the possibility of an outflow is remote. Contingent liabilities are disclosed when: there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.</p>

1.6.7	<p>Taxes on income</p> <p>Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.</p> <p>Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets 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 tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.</p> <p>The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or</p> <p>Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the Profit and Loss Statement and shown as “MAT Credit Entitlement.” The Company reviews the “MAT Credit Entitlement” asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the sufficient period.</p>
-------	---

1.6.8	Earnings per share
	<p>Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.</p>
1.6.9	Cash and cash equivalents
	<p>Cash and cash equivalents include cash on hand, deposits held at call with banks, other short term highly liquid investments which are readily convertible into known amounts of cash and are subject to insignificant risk of changes in value. Cash credits are shown within borrowings in current liabilities on the Balance sheet.</p>
1.6.10	Cash Flow Statements
	<p>Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of Company are segregated.</p>

1.6.11	Measurement of EBITDA
	The Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit/(loss) and does not include depreciation and amortization expense, finance cost and tax expense.
1.6.12	Valuation of Inventory
	<p>The distribution rights acquired in relation to films are considered to be the inventory at the end of financial year. The inventory valuation policy is as below:</p> <p>60% to 80% of the outright rights purchased is charged to profit and loss account on distribution of the film in 1st year based on the management estimates. The said outright rights relates to distribution rights for theatrical release to the different theater as per terms and agreement entered thereto. In case these rights are not exploited along with or prior to their theatrical release, proportionate cost of such right is considered as closing balance in inventory and to be charged as an when such right is commercially exploited or at the end of each year from the date of release, whichever occurs earlier. Balance 40% to 20% is amortized over the remaining license period based on an estimate of future revenue potential subject to a maximum period of 5 years.</p>

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31 MARCH 2022

		(Rs. in Thousands)			
2 SHARE CAPITAL					
PARTICULARS		As at 31 March 2022		As at 31 March 2021	
Authorized					
35,00,000 (previous year 35,00,000) Equity shares of Rs.10 each		35,000.00		35,000.00	
		35,000.00		35,000.00	
Issued, Subscribed, Called-up and Paid-up					
30,07,684 (previous year 30,07,684) Equity shares of Rs.10 each fully paid		30,076.84		30,076.84	
Total		30,076.84		30,076.84	
2(a) RECONCILIATION OF SHARES					
PARTICULARS		As at 31 March 2022		As at 31 March 2021	
		No. of Shares	Amount	No. of Shares	Amount
Equity Share					
Shares outstanding at the beginning of the year		30,07,684	30,076.84	30,07,684	30,076.84
Add: Shares issued during the year		-	-		
Shares outstanding at the end of the year		30,07,684	30,076.84	30,07,684	30,076.84

2(b) TERMS/ RIGHTS ATTACHED TO EQUITY SHARES					
The Company has only one class of equity shares having a face value of Rs.10 per share. Each equity shareholder is entitled to one vote per share.					
In the event of winding up of the Company, the equity shareholders shall be entitled to be repaid remaining assets of the Company in the ratio of the amount of capital paid up on such equity shares.					
2(c) Details of shares held by promoters in the Company :					
Name of Shareholder	No of shares	% of total shares	Change during the year		
Promoter					
Nambirajan G. Yadav	11,42,080	37.97%	0.00%		
Natrajan Ganapathy	5,62,530	18.70%	0.00%		
Promoter Group					
Jayalakshmi Nambirajan Yadav	1,25,122	4.16%	0.00%		
Indira Natrajan Yadav	1,25,092	4.16%	0.00%		
There is no percentage change in the shareholding of promoters during the financial year ended 31 March 2022 and 31 March 2021.					
2(d) SHAREHOLDER HOLDING MORE THAN 5 %					
Name of Shareholder	As at 31 March 2022			As at 31 March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Equity Shares					
Nambirajan G. Yadav	11,42,080	37.97%	11,42,080	37.97%	
Natrajan Ganapathy	5,62,530	18.70%	5,62,530	18.70%	
2(e) Details of Holding/Subsidiary company, if any - Nil					
2(f) Details of Shares issued for consideration other than in cash in Last 5 Years - Nil					

3 RESERVES & SURPLUS					
PARTICULARS				As at 31 March 2022	As at 31 March 2021
Security Premium Account					
Balance as per last financial statements				1,09,849.77	1,09,849.77
Add: Addition during the year				-	-
Closing balance				1,09,849.77	1,09,849.77
Profit & Loss Account Balance					
Balance as per last financial statements				(13,763.34)	(5,001.06)
Add: Net profit/(loss) for the year / period				(6,757.29)	(8,762.28)
Closing balance				(20,520.63)	(13,763.34)
Total				89,329.14	96,086.43

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31 MARCH 2022			
			(Rs. in Thousands)
4	SHORT TERM BORROWINGS		
	PARTICULARS	As at 31 March 2022	As at 31 March 2021
	Secured loan		
	Loan from bank	31,211.71	28,483.76
	UnSecured loan		
	Loan from director	1,368.00	1,261.62
	Total	32,579.71	29,745.38
	Terms of Securities and repayment		
	<p>- Loan from bank is secured against the EM charge on residential flat no. A 503, Parshwanath Gardens CHS, Bhaudaji Road, Matunga East, Mumbai - 400019 and hypothecated against entire current assets (both present and future) and personal guarantee of the directors. The loan is repayable on demand and carried an interest rate which is 10% to 12.60% .</p> <p>- Working capital term loan of Rs. 44,85,000 is secured against property of 101 Bhaudaji Road Matunga Mumbai - 400019 at interest rate of 8.20%. repayable in 48 Monthly EMI</p> <p>- Working capital term loan of Rs. 44,45,000 is secured against property of 101 Bhaudaji Road Matunga Mumbai Maharashtra 400019 at interest rate of 8.35%. repayable in 72 monthly EMI</p> <p>- Loan from director is a unsecured, interest free and repayable on demand.</p>		
5	TRADE PAYABLES		
	PARTICULARS	As at 31 March 2022	As at 31 March 2021
	(a) Due to micro, small and medium Enterprises	741.25	532.05
	(b) Due to Others	1,246.42	7,331.57
	Total	1,987.68	7,863.62
	MSME Disclosure		
	Disclosures required under Section 22 of the Micro, Small & Medium Enterprises Development Act, 2006		
	(i) The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information collected by the Management.		
	(ii) The Disclosure relating Micro and Small Enterprises is as under:		

Particulars	As at 31st March 2022	As at 31st March 2021
(i) The principal amount remaining unpaid to any supplier at the end of each accounting year.	741.25	532.05
(ii) Interest on above	48.58	26.33
(iii) The amount of interest paid along with the principal payment made to the supplier beyond the appointed date during the year	-	-
(iv) Amount of interest due and payable on delayed payments	-	-
(v) Amount of further interest remaining due and payable for the earlier years	-	-
(vi) Amount of Interest payable on last years interest outstanding	-	-
(vii) Total outstanding dues of Micro and Small Enterprises	-	-
- Principal	-	-
- Interest	-	-

Ageing of trade payables- MSME: Undisputed trade payables

Particulars	As at 31st March 2022	As at 31st March 2021
Less than one year	548.85	532.05
One - two years	192.41	-
Two - three years	-	-
More than three years	-	-
	741.25	532.05

(a) There are no unbilled dues as on 31 March 2022 and 31 March 2021.

Ageing of trade payables- Others: Undisputed trade payables

Particulars	As at 31st March 2022	As at 31st March 2021
Less than one year	503.37	973.07
One - two years	743.06	6,325.18
Two - three years	-	33.32
More than three years	-	-
	1,246.42	7,331.57

(a) There are no unbilled dues as on 31 March 2022 and 31 March 2021.

6 OTHER CURRENT LIABILITIES					
PARTICULARS				As at 31 March 2022	As at 31 March 2021
Other Payables:					
Creditors for expenses				301.87	600.78
Statutory dues payable				25.29	48.97
Payables to employees				99.25	72.50
Advance from customers				120.61	150.18
Expenses payable				181.28	267.78
Total				728.29	1,140.21
7 SHORT TERM PROVISIONS					
PARTICULARS				As at 31 March 2022	As at 31 March 2021
Provision for tax (Net of taxes paid Rs.456.14 (previous year - Rs. 444.67))				17.86	25.04
Total				17.86	25.04

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31 MARCH 2022

8. Property, plant and equipments

Name of the assets	Tangible Assets				Total of tangible assets	Intangible assets	Total assets
	Furniture and fixtures	Office Equipment	Office Building	Computers		Software & Website	
	(Rs. in Thousands)						
Gross carrying value as at 1st April 2020	48.00	86.18	46,206.00	341.04	46,681.21	259.46	46,940.67
Additions during the year	-	104.74	-	11.80	116.54	-	116.54
Disposal during the year	-	-	-	-	-	-	-
Gross carrying value as at 31st March 2021	48.00	190.92	46,206.00	352.84	46,797.76	259.46	47,057.21
Additions during the year	-	57.36	-	-	57.36	-	57.36
Disposal during the year	-	-	-	-	-	-	-
Gross carrying value as at 31st March 2022	48.00	248.28	46,206.00	352.84	46,855.12	259.46	47,114.57
Accumulated As at 1st April 2020	3.55	16.12	2,600.00	89.31	2,708.97	89.45	2,798.42
Charge for the period	5.42	113.60	1,391.49	15.91	1,526.42	49.30	1,575.72
On Disposals	-	-	-	-	-	-	-
Accumulated As at 31st March 2021	8.96	129.71	3,991.49	105.22	4,235.38	138.75	4,374.13
Charge for the period	5.98	43.69	1,391.49	92.14	1,533.30	49.30	1,582.60
On Disposals	-	-	-	-	-	-	-
Accumulated As at 31st March 2022	14.94	173.40	5,382.98	197.35	5,768.68	188.05	5,956.73
At 31st March 2021	39.04	61.21	42,214.51	247.62	42,562.38	120.71	42,683.08
At 31st March 2022	33.06	74.87	40,823.02	155.49	41,086.44	71.41	41,157.84

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31 MARCH 2022			(Rs. in Thousands)	
9	INVENTORIES			
	PARTICULARS	As at 31 March 2022	As at 31 March 2021	
	Inventory (Unamortized distribution rights)	-	1,284.23	
	Total	-	1,284.23	
10	TRADE RECEIVABLES			
	PARTICULARS	As at 31 March 2022	As at 31 March 2021	
	(Unsecured and Considered Good)			
	a. From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies	18,566.69	8,380.73	
	b. From Others	5,008.62	13,186.98	
	Total	23,575.31	21,567.71	
Ageing of trade receivables: Undisputed trade receivables, considered good				
	Particulars	As at 31st March 2022	As at 31st March 2021	
	Less than six months	10,769.83	1,813.19	
	Six month -one year	55.74	389.29	
	One - two years	4,946.06	18,265.38	
	Two - three years	7,803.68	1,099.85	
	More than three years	-	-	
		23,575.31	21,567.71	
11	CASH AND CASH EQUIVALENTS			
	PARTICULARS	As at 31 March 2022	As at 31 March 2021	
	Cash on hand	0.10	0.05	
	Balances with banks			
	- In current account	-	41.04	
	- In fixed deposit	1.50	-	
	Total	1.60	41.09	
12	SHORT TERM LOANS AND ADVANCES (unsecured, considered good)			
	PARTICULARS	As at 31 March 2022	As at 31 March 2021	
	Advance to suppliers	4,450.96	4,355.34	
	Advance for film distribution & satellite rights (Refer note 28)	84,356.36	93,149.45	
	Total	88,807.32	97,504.79	
13	OTHER CURRENT ASSETS			
	PARTICULARS	As at 31 March 2022	As at 31 March 2021	
	Prepaid expenses	4.90	2.71	
	Deposit with BSE	-	842.24	
	Balance with Government Authorities	1,172.55	1,011.66	
	Total	1,177.44	1,856.61	

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022						
						(Rs. in Thousands)
14	SALES					
	PARTICULARS		As at 31 March 2022		As at 31 March 2021	
	Sales from film distribution rights		163.86		1,141.63	
	Commission received from distribution of movie rights		28.14		59.27	
	Recovery of digital and publicity expenses		246.64		410.24	
	Total		438.64		1,611.14	
15	OTHER INCOME					
	PARTICULARS		As at 31 March 2022		As at 31 March 2021	
	Sundry balances written back (net)		983.53		41.80	
	Other income		-		-	
	Interest on Income Tax Refund		-		2.32	
	Total		983.53		44.12	
16	PURCHASE OF STOCK IN TRADE					
	PARTICULARS		As at 31 March 2022		As at 31 March 2021	
	Purchase of film distribution rights		163.86		1,008.74	
	Digital and publicity expenses		113.12		425.86	
	Total		276.98		1,434.60	
17	CHANGE IN INVENTORY OF STOCK IN TRADE					
	PARTICULARS		As at 31 March 2022		As at 31 March 2021	
	Opening Stock (A)		1,284.23		1,891.52	
	Closing Stock (B)		-		1,284.23	
	Total (A-B)		1,284.23		607.29	

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022							
						(Rs. in Thousands)	
18	EMPLOYEE BENEFITS EXPENSES						
PARTICULARS					As at	As at	
					31 March 2022	31 March 2021	
Salaries and incentives					1,241.42	753.90	
Staff welfare expenses					38.70	-	
Total					1,280.12	753.90	
19	FINANCE COST						
PARTICULARS					As at	As at	
					31 March 2022	31 March 2021	
Interest expense - Banks Overdraft					2,900.20	4,562.96	
Bank charges					120.39	230.18	
Total					3,020.59	4,793.14	
20	OTHER EXPENSES						
PARTICULARS					As at	As at	
					31 March 2022	31 March 2021	
Advertisement charges					25.71	0.57	
Business promotion expenses					247.09	-	
Conveyance Exp					1.15	-	
Demat charges					10.00	10.00	
Legal and professional charges					506.25	655.30	
Repair to Vehicle					17.64	10.37	
Office expenses					8.54	1.72	
Payment to auditors (Refer note 23)					307.50	315.00	
Bad Debts					798.49	-	
Delivery and courier charges					0.60	1.21	
Printing and stationery expenses					3.98	1.86	
Remuneration to Independent Directors					25.00	-	
Maintainance expenses/charges					59.77	117.00	
Rates and taxes					46.50	46.50	
Traveling expenses					13.52	6.62	
Electricity and gas expenses					12.77	-	
Fees and subscription					56.41	58.11	
Interest on MSME overdue outstanding					48.58	26.33	
Miscellaneous expenses					17.00	2.30	
Total					2,206.50	1,252.89	

21 Earning Per Share (EPS)			
PARTICULARS		As at 31 March 2022	As at 31 March 2021
Profit/(Loss) for the year available for equity share holders (A)		(8,228.85)	(8,762.28)
Profit/(Loss) for the year for diluted EPS (B)		(8,228.85)	(8,762.28)
Weighted Average Number of equity shares for Basic EPS (C)		3,007.68	3,007.68
Weighted Average Number of equity shares for Diluted EPS (D)		3,007.68	3,007.68
Basic earning per share (Rs.) (A/C)		(2.74)	(2.91)
Diluted earning per share (Rs.)* (B/D)		(2.74)	(2.91)
Nominal value of shares (Rs.)		10.00	10.00

Note 22							
Ratio Analysis	Numerator	Denominator	Current year	Previous year	% Variance	Refer Note	
Current Ratio	Current Assests	Current Liabilities	3.22	3.15	1.99%		
Debt-Equity Ratio	Total Debt	Total Equity	0.27	0.24	15.73%		
Debt Service Coverage Ratio	Earning before Interest, Tax and Dep.	Debt Service	(1.20)	(0.50)	140.38%	1	
Return on Equity Ratio	Net Profits after taxes – Preference Dividend (if any) but before Prior Period Adjustment	Average Shareholder's Equity	-6.7%	-7.59%	-11.65%		
Inventory Turnover Ratio	Cost of goods sold or sales	Average Inventory	0.68	1.01	-32.67%	2	
Trade Receivables Turnover Ratio	Net Credit Sales	Avg. Accounts Receivable	0.01	0.07	-81.61%	2	
Trade Payables Turnover Ratio	Net Credit Purchases	Average Trade Payables	0.06	0.20	-71.27%	3	
Net Capital Turnover Ratio	Net Sales	Working Capital	0.01	0.02	-70.95%	2	
Net Profit/(Loss) Ratio	Net Profit/(loss) before Prior Period adjustment	Net Sales	-1876%	-544%	244.94%	2	
Return on Capital employed	Earning before interest, taxes and Prior period adjustment	Capital Employed	-3.04%	-1.90%	60.06%	4	
Return on Investment							
Quoted	Income generated from investments	Time weighted average investments	NA	NA	NA		
Unquoted	Income generated from investments	Time weighted average investments	NA	NA	NA		
Note							
1 Interest cost is less in current year compare to last year, hence improvement in ratio.							
2 Reduction in sales compare to previous year, result in decrease in ratio.							
3 Reduction in purchases compare to previous year, result in decrease in ratio.							
4 Earnings before interest, depreciation and prior period adjustment is less compare to previous year, result in decrease in ratio.							

23 Contingent Liabilities and commitments			
(i) There is no claim against the Company, which is to be acknowledged as a debt.			
(ii) Capital Commitments			
There is no capital commitment in the current financial year.			
			(Rs. in Thousands)
24 Payments to Statutory Auditors		As at 31 March 2022	As at 31 March 2021
Particulars			
Statutory audit fees		300.00	300.00
Certification services		7.50	15.00
Total		307.50	315.00

32	The Company does not have any intangible assets under development.	
33	The Company does not hold any Benami Property as defined under Benami Transactions (Prohibition) Act (45) of 1988 and rules made thereunder.	
34	The Company does not have any transactions with companies struck off under section 248 of Companies Act 2013 or Section 560 of Companies Act 1956, during the financial year ending 31 March 2022 and 31 March 2021.	
35	The Company has complied with the number of layer prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on Number of Layers) Rules, 2017.	
36	Tier I CRAR, Tier II CRAR & Liquidity Coverage Ratio is not applicable to the Company.	
37	The Company is not required to spend amounts towards Corporate Social Responsibility as it does not fulfill the condition given under section 135 of Companies Act, 2013.	
38	<p>Utilisation of borrowed funds and share premium</p> <p>(a) No funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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.</p> <p>(b) No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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.</p>	
39	The Company does not have any undisclosed income during the financial year ended 31 March 2022 and 31 March 2021.	
40	The Company does not traded or invested in Crypto Currency or Virtual Currency during the financial year ended 31 March 2022 and 31 March 2021.	
41	<p>Previous year figures</p> <p>The Company has reclassified previous year figures to conform to this year's classification.</p>	
Signature for Note 1 to 41		
As per our report of even date attached		
For and on behalf of the Board of the Directors		
For JMR & Associates LLP		
Chartered Accountants		
Firm Registration No. 106912W/W100300		
	Nambi Rajan	Jayalakshmi N. Rajan
	Director	Director
	DIN: 06533729	DIN: 08104125
CA. Nikesh Jain		
Partner	Rupesh Kamble	Drashti Laxmikant Solanki
M.No.114003	CFO	Company Secretary
CA. Nikesh Jain		
Place : Mumbai	Place : Mumbai	Place : Mumbai
Date : 30 May 2022	Date : 30 May 2022	Date : 30 May 2022