



V R FILMS & STUDIOS LIMITED

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

Date: 08.09.2022

To,
The Listing Compliance
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip Code: 542654

Subject : Annual Report for the Financial Year 2021-22
Ref : Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the Provisions of Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report together with notice of the AGM for the Financial Year 2021-22 and is also available on the website of the Company at www.vrfilms.in.

This is for your information and record.

Thanking You.

Yours Truly,

For **V R FILMS & STUDIOS LTD**

Manish Dutt

MANISH DUTT
MANAGING DIRECTOR
DIN: 01674671



JURISDICTION MUMBAI HIGH COURT

19, Chhadva Apartments, Near Diamond Garden, Sion-Trombay Road, Chembur, Mumbai – 400 071. INDIA
Tel No: 91-22-25273841, Tel Fax No: 91-22-25228467, Email Id: info@vrfilms.in, Website: www.vrfilms.in
CIN : L92100MH2007PLC177175



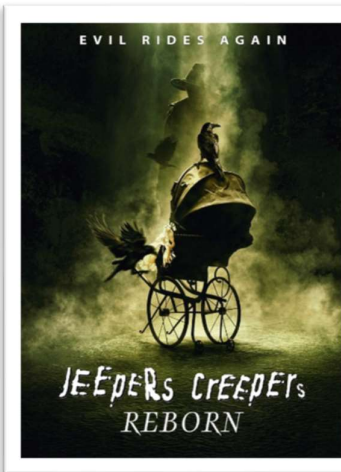
V R FILMS & STUDIOS LIMITED



**14th ANNUAL REPORT
2021-2022**

**EMBRACING DIGITAL
ECONOMY**

UPCOMING FILMS



CORPORATE INFORMATION

V R FILMS & STUDIOS LIMITED

CIN L92100MH2007PLC177175

Registered Address: 19, Chhadva Apts, Sion-Trombay Road, Chembur
Mumbai 400071.

Website: www.vrfilms.in

Email: info@vrfilms.in

Board of Directors and Key Managerial Personnel:

Manish Satprakash Dutt	: Managing Director
Krishi Satprakash Dutt	: Wholetime Director
Pawan Kumar Dutt	: Non-Independent Director
Vishnu Vithalbhair Patel	: Independent Director
Vaneeta S Sridhar	: Independent Director
Aparna Ramesh Akadkar	: Company Secretary
Prasad Jagannath Sawant	: Chief Financial Officer

Statutory Auditors:

M/s. B. L. Dasharda & Associates,
Chartered Accountants

Internal Auditors:

M/s. Himank Desai & Co.
Chartered Accountants

Secretarial Auditor:

M/s. Jaymin Modi & Co.
Company Secretaries

Registrar & Transfer Agents:

Link Intime India Pvt. Ltd
1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai,
Maharashtra – 400 083

Bankers:

Standard Chartered Bank
IDBI Bank Limited
Deutsche Bank
HDFC Bank

BOARD OF DIRECTORS



Mr. Manish Satprakash Dutt
Managing Director



Mr. Krishi Satprakash Dutt
Wholetime Director



Mr. Pawan Kumar Dutt
Non-Executive Director



Mrs. Vaneeta Sridhar
Independent Director



Mr. Vishnu Vithalbhai Patel
Independent Director



MESSAGE FROM MANAGING DIRECTOR



Greetings dear shareholders. It's my pleasure to communicate with you once again. In this post pandemic era, Your Company has performed well and has lived up to its belief of maintaining long term associations and partnerships with clients. In these post pandemic times of uncertainty, this belief has helped it achieve approx. 42% growth compared to the previous year. Thus, the focus remains on maintaining strong relationship with existing and new clients who will help the company in gaining competitive advantage in acquiring more clients and increasing the business volume.

Our associations with Amazon Prime Video Direct, NetFlix, MX Player and many others continue to grow firmly and strongly. These had helped us sail through the pandemic with continuous flow of work and attain a premium position in the market space providing financial stability and growth for Your Company.

In our last AGM we had disclosed the future prospects for 2021 -2022 which have been achieved. This included expansion of our studio facilities.

In December 2021 we inaugurated additional 10 multi-purpose studios which include 2 Dolby Atmos Theatres (with additional 2.0 dub ability), 2 Dolby 5.1 Mixing studios (with additional 2.0 dub ability), 6 stereo dubbing studios all under one roof in Mumbai. This would increase our out-put capacity multi fold.

Another huge achievement was the development of our own indigenised OTT Streaming platform VROTT. With this development Your Company has entered the Consumer service market.

In January 2022 the beta trial phase for VROTT was launched. In March end VROTT had a soft launch with 600+ hrs of exclusive programming. The Marketing campaigns be it Hoardings, FB, Insta, Google etc got the much needed recognition to the brand VROTT amongst consumers and the big established players in the market.

Future Prospects: Outlook for Year 2022 -2023

Digital Economy is the future. Our expansions last year and launch of streaming platform VROTT was our initiative to EMBRACE THE DIGITAL ECONOMY.

Today the World economy looks uncertain. Covid 19 related circumstances did bring about many a change in consumer behaviour, pattern and outlook. The shift to Digital Economy made one realize the relevance and future impact it would create on World Economy.

Your Company made the right decision to launch VROTT and enter the consumer market. In a short span of time VROTT has achieved 780K+ Downloads, 12M+ User Engagement and 300K+ Registered Users. This is a tremendous achievement as the OTT space is crowded with tough competition.

As we speak we would be integrating VROTT soon with some big OTT Players in the market and telecom companies as well for distribution across India. With these integrations our downloads and Registered user base could increase multifold with much higher-than-expected numbers.

Talks are on with telecom companies across Asia and Middle East as well to expand reach in these regions.



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VROTT with more than 2000+ hrs of programming and a new launch Premiere every alternate week is poised for an unimaginable humungous growth.

Your Company continues to stay ahead of the curve and ride its upward trajectory. The positive outlook can be gauged by the fact that maximum of the shareholders have remained committed to the company and have refrained from exiting their faith in the Company and the Management itself. Your Company and the Management highly appreciates our investors strong belief in us and is thankful for recognizing our hard work and belief.

With these huge growth expansion developments Your Company envisages to migrate to the main board very soon. There would be lot of corporate activities in the days to come. We have been discussing about this, a few big announcements and achievements in Digital space will make it happen soon.

We will continue in our efforts in transforming the company to a vibrant energetic company with focus on building strong fundamentals and high growth targeted at creating shareholder wealth. With the Dubbing vertical well established on a growth model, Your company will be aggressive in the Digital segment in times to come and VROTT – Global ka Local will soon be a Global player in the OTT space.

Would like to end this speech with Best Wishes to all.

Take Care and Be Safe.

Manish Dutt
Managing Director



MESSAGE FROM WHOLE-TIME DIRECTOR



Dear Partners,

Greetings.

I hope my note finds you and your family in best of health.

2020 was challenging, but 2021 had its tough moments too. The team at VR Films worked very hard and passionately to achieve good results in 2021-22. VR Films & Studios Limited posted a healthy top line growth of 42% YOY.

In 2021-22 we had planned to set up new Dubbing facilities and we did complete our goal. In December 2021 we inaugurated 10 multi-purpose studios which include 2 Dolby Atmos Theatres, 2 Dolby 5.1 Mixing studios and 6 stereo dubbing (2.0) studios in Mumbai. This has taken our studio count to 75 across India and has increased our output capacity considerably. We continue to localize for our existing clientele and keep looking for new ones to add to our family.

In the past few months, we acquired more than 2000 hours of content, Films and Series from all over the Globe, internationally acclaimed content from all over Europe, Scandinavia, Baltics, UK, Turkey, Korea, Russia, Australia and US and localised them in Hindi, Tamil and Telugu for our OTT Platform VROTT. The subscribers were attracted by this exclusive content and more so as it was made available to them in the language they understood better. The content was also made available in its original language with English subtitles for subscribers who prefer it that way.

Over the years we have built a strong relationship with content owners and licensors and this has strengthened our acquisition capabilities in current times. Times ahead will surely be very exciting and competitive as we expand our horizons further to add to our growth and establish ourselves as strategic pioneers in the entertainment industry.

Currently we are in the process of integrating VROTT with leading OTT Players and Telecom players as this will provide us with a vast exposure and help get in more revenue through this Digital Economy which we have embraced, as it has a potential future worldwide. We are also in talks to take VROTT to various other countries and we look forward to this expansion as well. We are hopeful of closing FY 2022-23 with impressive figures, better than what we have achieved till date.

I hope you all stay Healthy, Happy, Prosperous and enjoy the Festive Season ahead with caution and care. I end this note with best wishes for you and your loved ones for very good times.

Krishi Dutt
Whole-Time Director



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF V R FILMS & STUDIOS LIMITED WILL BE HELD ON FRIDAY 30TH SEPTEMBER 2022 AT 02:00 P.M THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

Item No. 1.

Adoption of financial statements:

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Directors and the Auditors thereon.

Item No. 2.

To declare Final dividend for the financial year ended 31st March, 2022.

Item No. 3.

Appointment of Mr. Krishi Satprakash Dutt (DIN: 01674721) as a director liable to retire by rotation:

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 Mr. Krishi Satprakash Dutt (DIN: 01674721) who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

For and behalf of V R Films & Studios Limited

Sd/-

Manish Satprakash Dutt

Managing Director

DIN 01674671

Date: 07th September 2022

Sd/-

Krishi Satprakash Dutt

Wholetime Director

DIN 01674721



V R FILMS & STUDIOS LIMITED

NOTES:

1. In continuation of Ministry's General Circular No. 20/2020 dated 5th May, 2020 General Circular No. 02/2021 dated 13th January, 2021 and General Circular No. 19/2021 dated 8th December, 2021 it has been allowed to organise AGMs in 2022 for the Financial Year ended/ending on or before 31st March, 2022 through VC or OAVM by 30th June, 2022 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No.20/2020 dated 5th May, 2020.

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Link for the same is:

<https://us06web.zoom.us/j/82120291009?pwd=Z2xmbHgyYWZacEVCM0hLbzNVM0wrQT09>

Meeting ID: 821 2029 1009

Passcode: 078680

2. A Member entitled to attend and vote at the meeting is entitled to Appoint Proxy/ Proxies to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.

3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").

4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members attending through authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution/ authorisation letter to the Company or upload on the VC portal/ voting portal.

5. Members whose shareholding is in the electronic mode are requested to direct, change of address notification and updating of Saving Bank Account details to their respective Depository Participants. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilise the ECS for receiving dividends. Members holding share in physical form who wish to avail NACH facility, may submit their bank details, viz. Name of the Bank and Branch, their account type and Bank Account No. with MICR No. and IFSC Code along with the copy of cancelled cheque to the RTA at

Link Intime India Pvt. Ltd
1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai,
Maharashtra – 400 083
Email id :ganapati.haligouda@linkintime.co.in
Contact number: 9004238646
Landline Number: 022-49186200

6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received transmission or transposition and relodged transfer of securities. Further SEBI vide Circular No. SEBI/HO/ MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated to physical shares and for ease of



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portfolio management. Member's holdings shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or the Company's Registrar and Transfer Agent for assistance in this regard.

7. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.

8. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Saturday 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).

9. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email id with the Company or with the Registrar and Transfer Agent (RTA).

10. Members are requested to intimate changes, if any pertaining to their name, postal address, email address, telephone/mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc. to their DP's if the shares are held in electronic Form and to RTA if the shares are held in physical form.

11. An electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of voting is being sent to all the members by email and physical copy of the same will not be made available to the Members of the Company in line with the Circulars. Members may also note that the Notice of the Annual General Meeting and the Annual Report for FY 2021-22 will also be available on the Company's website www.vrfilms.in for their download. The aforesaid documents can also be accessed from the website of the Stock Exchange.

12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant

13. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions.

SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members are requested to provide Form ISR1, ISR2, Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to Link Intime India Pvt Ltd for registration against their respective folio(s):

- Identity Proof: Copy of PAN Card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ Client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder CO31FSSR
- Contact Details: Mobile no., email ID
- Nomination: Please provide Form SH13 duly filled and signed to Link Intime India Pvt Ltd.



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In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment as per the direction under the aforesaid Circular.

14. If the shares are held in electronic form, then change of address and change in the Bank Account etc. should be furnished to their respective Depository Participants.

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection in electronic form without any fee by the Members seeking to inspect such documents can send an email to cs@vrfilms.in.

16. Instructions for members for attending the AGM through VC / OAVM are as under:

i. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Link for the same is:

<https://us06web.zoom.us/j/82120291009?pwd=Z2xmbHgyYWZacEVCM0hLbzNVM0wrQT09>

Meeting ID: 821 2029 1009

Passcode: 078680

ii. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

iii. Members who need assistance before or during the AGM, can contact Mr. Prasad Sawant, CFO at email id prasad.sawant@vrfilms.in.

iv. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@vrfilms.in from 28th September, 2022 (9:00 a.m. IST) to 30th September, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

v. The Voting will be held by 'Show of hands'.

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

Name of the Director	Krishi Satprakash Dutt
Date of Birth	08/11/1966
Date of appointment	04 th March, 2022
Expertise in specific functional area	He is the Whole-Time Director and Promoter of our Company. He has rich experience of 27 years in the textile, apparel & fashion industry and CSR domain impacting lives and ecosystem.
Qualifications	B.Sc, Diploma in Business Management, Diploma – programme in Fashion Designing, Executive Course in Finance Management. He has also completed Management Development Programme in finance for Non - Finance Executives from Indian Institute of Management, Lucknow.

For and behalf of V R Films & Studios Limited

Sd/-

Manish Satprakash Dutt

Managing Director

DIN 01674671

Date: 07th September 2022

Sd/-

Krishi Satprakash Dutt

Wholetime Director

DIN 01674721



DIRECTORS' REPORT

The Board of Directors are pleased to present the Company's 14th Annual Report and the Company's audited financial statements (consolidated and standalone) for the financial year ended 31st March, 2022.

1. OPERATING RESULTS

The operating results of the Company for the year ended 31st March, 2022 are as follow:

Particulars	Amount in Rs.	
	Year ended 31 st March 2022	Year ended 31 st March 2021
Revenue from Operations	14,16,96,272	9,99,07,912
Profit before tax from continuing operations	2,58,00,745	2,40,95,430
Tax Expenses (Including Deferred Tax)	73,38,000	65,65,513
Profit after Tax	1,84,62,745	1,75,29,917
Total Income for the year	1,84,62,745	1,75,29,917

2. TRANSFER TO RESERVES

There are no transfers to any specific reserves during the year.

3. THE STATE OF THE COMPANY'S AFFAIR

During the year under review, your Company achieved total revenue from operations of Rs. 14,16,96,272/- (previous year 9,99,07,912 Rs.).

The profit after tax is at 1,84,62,745 Rs. (Previous year 1,75,29,917 Rs.).

The current year, the year of recovery from Covid, has seen its highs and lows.

4. DIVIDEND

Your directors recommend dividend of Re. 1/- on per Equity Shares of Rs. 10/- each for the financial year ended 31st March 2022.

5. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement and consolidated Financial Statement is part of the Annual Report.

6. THE CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of the Company.

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

There was no transfer during the year to the Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

8. CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE ETC.

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as **Annexure A** to Director's Report.

9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Risk Management Committee and the Board of Directors of the Company. The Company has constituted Risk Management Committee and its risk management policy is available on the website of the Company.

10. INTERNAL CONTROL SYSTEM

The Company's internal controls system has been established on values of integrity and operational excellence and it supports the vision of the Company "To be the most sustainable and competitive Company in our industry". The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and their significant audit observations and follow up actions thereon are reported to the Audit Committee.



11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of investments made and loans given to subsidiaries has been disclosed in the financial statements in notes 14 and 18 of the standalone financial statements.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. The transactions are being reported in Form AOC-2 i.e. **Annexure B** in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements (note 32) in accordance with the Accounting Standards. All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

13. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which redresses complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

14. ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of Companies Act, 2013 following is the link for Annual Return FY 2021-22 <https://vrfilms.in/investor/>

15. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

During the financial year, the Board met Eleven times on 08/06/2021, 14/07/2021, 19/07/2021, 18/08/2021, 07/09/2021, 29/10/2021, 11/11/2021, 22/11/2021, 23/11/2021, 14/02/2022 & 16/03/2022.

16. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirm:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- That the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2022, and that of the profit of the Company for the year ended on that date.
- 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.
- That the annual accounts have been prepared on a going concern basis.
- The Board has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

18. PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as **Annexure C** to this



report. In terms of provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a

statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules, if any, forms part of the Report. The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 29th April, 2022 that the remuneration is as per the remuneration policy of the Company. The policy is available on the Company's website. www.vrfilms.in.

19. DIRECTORS

Mr. Krishi Satprakash Dutt is liable to retire by rotation in this ensuing Annual General Meeting and being eligible he has offered himself for reappointment. Your Directors recommend his re-appointment. Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

20. ATTRIBUTES, QUALIFICATIONS & INDEPENDENCE OF DIRECTORS, THEIR APPOINTMENT AND REMUNERATION

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

21. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

22. STATUTORY AUDITORS

The Members of the Company in the Annual General Meeting held on 30th September 2022 appointed M/S. B. L. Dasharda & Associates, Chartered Accountants (FRN: 112615W) as Statutory Auditors of your Company for a period of 5 years from the conclusion of the Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting thereafter.

23. INTERNAL AUDITORS

M/s Himank Desai & Co. Chartered Accountants, were appointed as internal auditors by the Board on 08th June 2021 for the financial year 2021-22 and who have issued their reports on quarterly basis.

23. SECRETARIAL AUDITORS

The Company has appointed M/s. Jaymin Modi & Co., Company Secretaries, as Secretarial Auditors of the Company to carry out the Secretarial Audit for the Financial Year 2021-2022 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report for the FY 2021-22 is annexed herewith and forms part of this report as **Annexure D**. Secretarial Audit is not applicable to the Subsidiary, not being a material subsidiary.

24. COST RECORDS AND COST AUDIT

The provision of the Companies (Cost Records and Audit) Rules, 2014 is not applicable to the Company. Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 was not applicable for the business activities carried out by the Company for the FY 2021-22. Accordingly, such accounts and records are not made and maintained by the Company for the said period.

25. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There are no qualifications, reservations or adverse remarks or disclaimers made by the auditors and the practicing company secretary in their reports.



26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Annual Report as **Annexure E**.

27. HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary, Joint Ventures And Associate Companies.

28. VIGIL MECHANISM

The Company has established a vigil mechanism policy to oversee the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimisation of employees and Directors who express their concerns.

The Vigil Mechanism Policy is available at the website of the Company: www.vrfilms.in.

29. REPORTING OF FRAUD BY AUDITORS

During the year under review, the Internal Auditors, Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act, details of which needs to be mentioned in this Report.

30. ANNUAL EVALUATION BY THE BOARD

In compliance with the Companies Act, 2013, and Regulation 17 of the Listing Regulations, the performance evaluation of the Board and its Committees were carried out during the year under review.

31. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company occurred during the financial year.

32. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

During the year there has been no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

33. COMMITTEES OF THE BOARD

In accordance with the Companies Act, 2013, the Board has formed a Risk Management Committee. There are currently seven Committees of the Board, as follows:

• Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee as on the date of the report comprises of 2 Non-Executive Independent Directors & 1 Non-Executive Directors.

Following are the members of the Committee

Mr. Vishnu Vithalbhay Patel	: Chairman
Mr. Vaneeta Sridhar	: Member
Mr. Pawan Kumar Dutt	: Member

During the year there were in total 4 Audit committee meetings held on 08/06/2021, 10/08/2021, 11/11/2021 and 08/02/2022.

The Chairperson of Audit Committee was present in previous AGM held on Thursday, 30th September, 2021 to answer shareholder's queries.

Broad terms of reference of the Audit Committee are as per following:

The role of the audit committee shall include the following:

1 Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;



- 2 Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3 Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4 Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- 5 Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
- 7 Approval or any subsequent modification of transactions of the listed entity with related parties.
- 8 Evaluation of internal financial controls and risk management systems.
- 9 reviewing, with the management, performance of statutory and Internal Auditors, adequacy of the internal control systems.
- 10 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.
- 11 Discussion with internal auditors of any significant findings and follow up there on.
- 12 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.
- 13 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.
- 14 To review the functioning of the whistle blower mechanism.
- 15 Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- 16 Carrying out any other function as is mentioned in the terms of reference of the audit committee

•Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 read with regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee comprises of 3 Non-Executive Directors.

The Nomination and Remuneration Committee met Once in the Financial Year 2021-2022 on 04/03/2022.

The necessary quorum was present in the said meetings.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 30th September 2021.

The composition of the Committee and the details of meetings held and attended by the Directors are as under:

Mr. Vishnu Vithalbhay Patel	: Chairman
Mr. Vaneeta Sridhar	: Member
Mr. Pawan Kumar Dutt	: Member

Role Of Nomination And Remuneration Committee, inter-alia, include the following:

- (1) 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;



- (2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) Devising a policy on diversity of board of directors;
- (4) 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.
- (5) 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.
- (6) To recommend to the Board all remuneration, in whatever form, payable to senior management.

The policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters is available on company's website.

Remuneration of Directors

The remuneration of the Managing Director and Whole- Time Director is recommended by the Remuneration Committee and then approved by the Board of Directors and subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013.

Criteria for making payments

Non-Executive Directors of the Company are paid sitting fees for attending Board and Committee Meetings and no Commission is drawn by either of them during the year.

Performance evaluation criteria for Independent Directors:

- 1) Attendance and participations in the meetings.
- 2) Preparing adequately for the board meetings.
- 3) Contribution towards strategy formation and other areas impacting company performance
- 4) Rendering independent, unbiased opinion and resolution of issues at meetings.
- 5) Safeguard of confidential information.
- 6) Initiative in terms of new ideas and planning for the Company.
- 7) Timely inputs on the minutes of the meetings of the Board and Committee's.
- 8) Raising of concerns to the Board

Remuneration Policy

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 is available at the website of the Company: www.vrfilms.in Further, criteria of making payments to non-executive directors, the details of remuneration paid to all the Directors and the other disclosures required to be made under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been published below:

•Stakeholder Relationship Committee

The Stakeholder Relationship Committee of the Company is constituted in line with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee comprises of 2 Non-Executive Independent Directors, 1 Non-Executive Director.

The committee looks into the shareholders and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters. The Committee periodically reviews the status of stakeholders' grievances and redressal of the same.

The Committee met four times in FY 13/05/2021, 13/08/2021, 12/11/2021 and 12/02/2022.

The necessary quorum was present for all the meetings. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on 30th September 2021.

The composition of the Committee during FY 2021-22 and the details of meetings held and attended by the Directors are as under:

Following are the members of the Committee.

Mr. Vishnu Vithalbhay Patel	: Chairman
Mr. Vaneeta Sridhar	: Member
Mr. Pawan Kumar Dutt	: Member



The role of the committee shall inter-alia include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company.]

34. ATTRIBUTES, QUALIFICATIONS & INDEPENDENCE OF DIRECTORS, THEIR APPOINTMENT AND REMUNERATION

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

35. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

36. OTHER DISCLOSURES

The Company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable. No proceedings against the Company is initiated or pending under the Insolvency and Bankruptcy Code, 2016. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof – Not Applicable.

37. POLICIES

The Company seeks to promote highest levels of ethical standards in the normal business transactions guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates formulation of certain policies for listed companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and as amended from time to time. The policies are available on the website of the Company.

36. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

Your Directors hereby confirm that the Company has complied with the necessary provisions of the revised Secretarial Standard 1 and Secretarial Standard 2 to the extent applicable to the Company.

38. ENHANCING SHAREHOLDER VALUE

Your Company firmly believes that its success, the marketplace and a good reputation are among the primary determinants of value to the shareholder. The organisational vision is founded on the principles of good governance and delivering leading-edge products backed with dependable after sales services. Following the vision your Company is committed to creating and maximising long-term value for shareholders.

39. ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their sincere appreciation and gratitude for the continued co-operation extended by shareholders, employees, customers, banks, suppliers and other business associates.

For and behalf of V R Films & Studios Limited

Sd/-

Manish Satprakash Dutt

Managing Director

DIN 01674671

Date: 07th September 2022

Sd/-

Krishi Satprakash Dutt

Wholetime Director

DIN 01674721

**ANNEXURE A TO THE DIRECTORS' REPORT**

Information in accordance with the provisions of Section 134 (3)(m) of the Act read with the Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo during the reporting period is given herein below:

A	CONSERVATION OF ENERGY	Not Applicable
i	Steps taken or impact on conservation of energy.	NIL
ii	Steps taken by the company for utilizing alternate sources of energy.	NIL
iii.	Capital investment on energy conservation equipment.	NIL

B	TECHNOLOGY ABSORPTION	Not Applicable
i	Efforts made towards technology absorption.	NIL
ii	Benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
iii.	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)- a) Details of technology imported. b) Year of import. c) Whether the technology has been fully absorbed. d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and e) Expenditure incurred on research & development.	NIL

C	FOREIGN EXCHANGE EARNINGS & OUTGO	AMOUNT	
		2021-22	2020-21
i	Foreign Exchange Earnings in terms of actual inflows	7,99,54,174.00	6,32,01,411.00
ii	Foreign Exchange Outgo in terms of actual outflows.	2,34,24189.00	1,08,96,826.00
iii.	Foreign Travelling	-	-

**ANNEXURE B TO THE DIRECTORS' REPORT****FORM NO. AOC – 2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by V R Films & Studios Limited with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	Nil
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship	Manish Sat Prakash Dutt
(b) Nature of contracts/arrangements/transactions	Remuneration, Rent Paid
(c) Duration of the contracts/ arrangements / transactions	During the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NA
(e) Date(s) of approval by the Board, if any:	04/03/2022
(f) Amount paid as advances, if any	NA

(a) Name(s) of the related party and nature of relationship	Krishi Sat Prakash Dutt
(b) Nature of contracts/arrangements/transactions	Remuneration
(c) Duration of the contracts/ arrangements / transactions	During the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NA
(e) Date(s) of approval by the Board, if any:	04/03/2022
(f) Amount paid as advances, if any	NA

(a) Name(s) of the related party and nature of relationship	Sat Prakash Dutt
(b) Nature of contracts/arrangements/transactions	Remuneration
(c) Duration of the contracts/ arrangements / transactions	During the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NA
(e) Date(s) of approval by the Board, if any:	NA
(f) Amount paid as advances, if any	NA



(a) Name(s) of the related party and nature of relationship	Prasad Sawant
(b) Nature of contracts/arrangements/transactions	Remuneration
(c) Duration of the contracts/ arrangements / transactions	During the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NA
(e) Date(s) of approval by the Board, if any:	06/03/2019
(f) Amount paid as advances, if any	NA

(a) Name(s) of the related party and nature of relationship	Nirmal Sat Prakash Dutt
(b) Nature of contracts/arrangements/transactions	Rent Paid
(c) Duration of the contracts/ arrangements / transactions	During the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NA
(e) Date(s) of approval by the Board, if any:	NA
(f) Amount paid as advances, if any	NA

(a) Name(s) of the related party and nature of relationship	Pawan Sat Prakash Dutt
(b) Nature of contracts/arrangements/transactions	Professional Fees Paid
(c) Duration of the contracts/ arrangements / transactions	During the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NA
(e) Date(s) of approval by the Board, if any:	31/12/2007
(f) Amount paid as advances, if any	NA

**ANNEXURE C TO THE DIRECTORS' REPORT****MEDIAN REMUNERATION**

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below.

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the directors	Ratio to median remuneration
Non-executive directors	
Vishnu Vithalbhai Patel	----
Pawan Kumar Dutt	----
Vaneeta S Sridhar	----
Executive directors	
Manish Satprakash Dutt	24.15
Krishi Satprakash Dutt	22.29

b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Aparna Ramesh Akadkar	10.18
Prasad Jagannath Sawant	14.60
Manish Satprakash Dutt	11.74
Krishi Satprakash Dutt	12.03

c. The percentage increase in the median remuneration of employees in the financial year: 10.46%

d. The number of permanent employees on the rolls of Company: 39

e. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase was around 10.46%

Increase in the managerial remuneration for the year was 12.075%

f. Affirmation that the remuneration is as per the remuneration policy of the Company: The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 04/03/2022 that the remuneration paid is as per the remuneration policy of the Company. The Policy is available on the Company's Website.

g. There are no employees drawing salary in excess of 120 Lakhs as stipulated under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014



V R FILMS & STUDIOS LIMITED

ANNEXURE D TO THE DIRECTORS' REPORT

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022
[Pursuant to regulation 24A of SEBI (LODR) 2015 and section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,
The Members,
V R Films & Studios Ltd
19, Chhadva Apartments,
Sion-Trombay Road, Chembur,
Mumbai - 400071. Maharashtra.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by V R Films & Studios Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, Forms and returns filed and other records maintained by The Company for the year ended on 31st March, 2022 to the extent applicable to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations 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") to the extent applicable to the Company: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable to the Company during the period under review;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable to the Company during the period under review;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-



Convertible Securities) Regulations, 2021; Not Applicable to the Company during the period under review;

(f) The Securities and Exchange Board of India (Registrars to and Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable to the Company during the period under review;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable to the Company during the period under review;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable to the Company during the Audit Period; and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have also examined compliances with the applicable clauses of the following:

- a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India; and
- b) Listing Agreements entered into by the Company with BSE Limited.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above:

I further report that:

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except there was delay in appointment of Non-Executive Women Independent Director. The changes in the composition of Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

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 clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that during the audit period:

- Declared Final Dividend at the rate of 10% percent (Viz. Re. 1.00/- per share having face value of Rs. 10/- each) fully paid-up of the Company.
- Company launched its own OTT platform, "VROTT" - Global ka Local.
- Company made an Application for Registration of a Trademark, under The Trade Marks Act, 1999.

**For, Jaymin Modi & Co.
Company Secretaries**

Sd/-

Mr. Jaymin Modi

COP: 16948

Mem No. 44248

PRC: 2146/2022

UDIN: A044248D000846797

Place: Mumbai

Date: 25.08.2022



ANNEXURE – A TO SECRETARIAL AUDIT REPORT

To,
The Members,
V R Films & Studios Ltd
19, Chhadva Apartments,
Sion-Trombay Road, Chembur,
Mumbai - 400071. Maharashtra.

Our Secretarial Audit Report dated **25th August, 2021** is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make an audit report based on the secretarial records produced for 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. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Jaymin Modi & Co.
Company Secretaries

Sd/-

Mr. Jaymin Modi

COP: 16948

Mem No. 44248

PRC: 2146/2022

UDIN: A044248D000846797

Place: Mumbai

Date: 25.08.2022



V R FILMS & STUDIOS LIMITED

COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS

In accordance with Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics for the financial year ended 31st March, 2022.

For and behalf of V R Films & Studios Limited

Sd/-

Manish Satprakash Dutt

Managing Director

DIN 01674671

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To,

The Board of Directors,

V R Films & Studios Limited

19, Chhadva Apts,

Sion-Trombay Road,

Chembur Mumbai 400071.

We, Manish Satprakash Dutt, Managing Director, Krishi Satprakash Dutt, Whole Time Director & Prasad Jagannath Sawant CFO of the Company, hereby certify that for the financial year, ending 31st March, 2022;

(a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
(ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.

(b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

c) we accept responsibility for establishing and maintaining internal controls for financial reporting. 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 steps taken or proposed to be taken for rectifying these deficiencies.

(d) we have indicated to the Auditors and the Audit Committee:

(i) significant changes, if any, in the internal control over financial reporting during the year.
(ii) significant changes, if any, in accounting policies made 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 we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and behalf of V R Films & Studios Limited

Sd/-

Manish Satprakash Dutt

Managing Director

DIN 01674671

Sd/-

Krishi Satprakash Dutt

Wholetime Director

DIN 01674721

Sd/-

Prasad Jagannath Sawant

CFO



V R FILMS & STUDIOS LIMITED

CERTIFICATE OF 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,
V R FILMS & STUDIOS LIMITED
19, Chhadva Apts, Sion-Trombay Road,
Chembur Mumbai – 400 071.

I have examined the relevant registers records forms returns and disclosures received from the Directors of **V R Films & Studios Limited** having **CIN L92100MH2007PLC177175** and having registered office at 19, Chhadva Apts, Sion-Trombay Road, Chembur ,Mumbai – 400 071., 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 & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March 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	Date of Resignation
1	Manish Satprakash Dutt	01674671	31/12/2007	-
2	Krishi Satprakash Dutt	01674721	31/12/2007	-
3	Pawan Kumar Dutt	01674642	31/12/2007	-
4	Vishnu Vithalbhair Patel	01029694	12/03/2019	-
5	Vaneeta S Sridhar	08387830	12/03/2019	-

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our 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.

Disclaimer: *We have not been made available with details or clarification or Non-Applicability certificate, with respect to debarment or disqualification pursuant to any order from civil or criminal court and thus we are unable to conclude any opinion on attraction of disqualification by any such order which have not been presented before us for reporting.*

For, JAYMIN MODI & CO.

Company Secretaries

Sd/-

Jaymin Modi

Company Secretary

ACS: 44248

COP: 16948

PRC: 2146/2022

UDIN: A044248D000879610

Date: 30/08/2022

Place: Mumbai



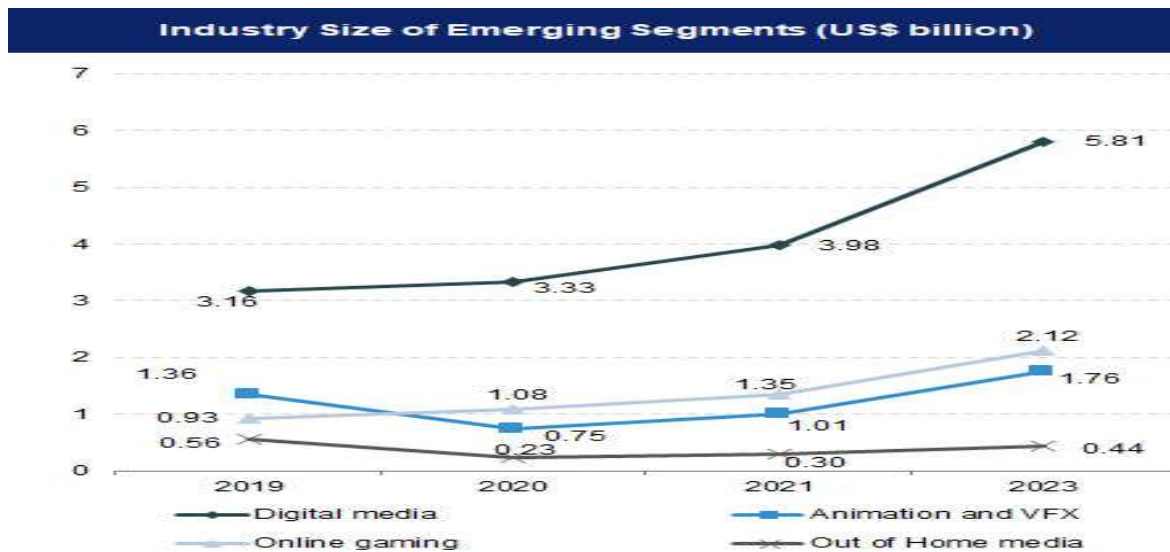
ANNEXURE E TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

INTRODUCTION:

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making significant strides. Proving its resilience to the world, Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenue. According to a FICCI-EY report, the advertising to GDP ratio is expected to reach 0.4% by 2025 from 0.38% in 2019.

MARKET SIZE:



As per BCG report, India's M&E industry is expected to grow between US\$ 55-70 billion by 2030.

India's digital advertising industry is expected to grow to Rs. 23,673 crore (US\$ 3.09 billion) in 2022 from Rs. 18,938 crore (US\$ 2.47 billion) in 2021.

Television would account for 40% of the Indian media market in 2024, followed by print media (13%), digital advertising (12%), cinema (9%), and the OTT and gaming industries (8%).

The market is projected to increase at a CAGR of 17% between 2020 and 2023.

Within the M&E sector, Animation, Visual Effects, Gaming and Comic (AVGC) sector is growing at a rate of ~29%, while the audio-visual sector and services is rising at the rate ~25%; is recognised as one of the champion sectors by the Government of India. The AVGC sector is estimated to grow at ~9% to reach ~Rs. 3 lakh crore (US\$ 43.93 billion) by 2024, stated Union Minister of Commerce & Industry, Consumer Affairs & Food & Public Distribution and Textiles, Mr. Piyush Goyal.

According to BCG, India's SVOD subscriptions is expected to increase by 51% as compared to 2019 and is estimated to reach 90-100 million by 2022.

Advertising revenue in India is projected to reach Rs. 915 billion (US\$ 12.98 billion) in 2023, from Rs. 596 billion (US\$ 8.46 billion) in 2020.



India's subscription revenue is projected to reach Rs. 940 billion (US\$ 13.34 billion) in 2023, from Rs. 631 billion (US\$ 8.95 billion) in 2020.

Key growth drivers included rising demand for content among users and affordable subscription packages.

The Indian mobile gaming market is growing at a pace in tandem with the global trend and is expected to reach US\$ 7 billion in 2025. The online gaming market in India is projected to reach Rs. 155 billion (US\$ 2.12 billion) by 2023, from Rs. 76 billion (US\$ 1.08 billion) in 2020, due to rapid increase in consumption.

The music industry is expected to reach Rs. 23 billion (US\$ 330 million) by 2023, from Rs. 15 billion (US\$ 210 million) in 2020 at a CAGR of 15% between 2020 and 2023. According to a study conducted by Kantar and VTION, an audience measurement and analytics company, Gaana, the streaming service owned by Times Internet Ltd., had 30% market share, followed by JioSaavn (24%), Wynk Music (15%), Spotify (15%), Google Play Music (10%), and others (6%) in 2020.

Growth of the sector is attributable to the trend of platform such as YouTube that continues to offer recent and video content-linked music for free, which is expected to drive the paid OTT music sector reaching ~5 million end-users by 2023, generating revenue of ~Rs. 2 billion (US\$ 27 million).

By 2025, the number of connected smart televisions are expected to reach ~40-50 million. 30% of the content viewed on these screens will be gaming, social media, short video and content items produced exclusively for this audience by television, print and radio brands. In the second quarter of 2021, smart TV shipments from India increased by 65% YoY, due to rising expansion activities adopted by original equipment manufacturers (OEMs) for their smart TV portfolios. By 2025, ~600-650 million Indians, will consume short-form videos, with active users spending up to 55 to 60 minutes per day.

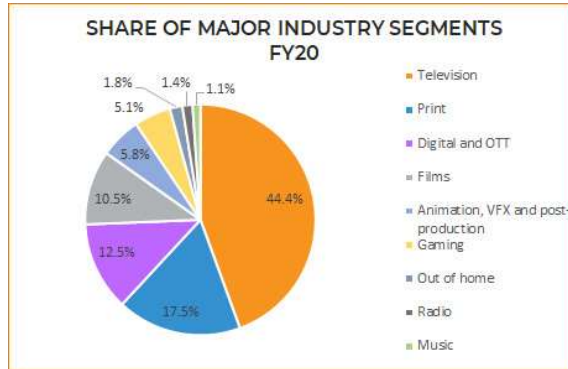
According to the FICCI-EY media and entertainment industry survey, those who watch online videos through bundled packages (online video services bundled with mobile and broadband connections) will account for half of all online video viewers (399 million) by 2023, up from 284 million in 2020.

As of 2020, India registered ~803 million online video viewers, including streaming services and videos on free platforms such as YouTube. Mobile video viewers stood at 356 million in 2020, driven by rising number of users preferring video content over the last few years.

OTT video services market (video-on-demand and live) in India is likely to post a CAGR of 29.52% to reach US\$ 5.12 billion by FY26, driven by rapid developments in online platforms and increased demand for quality content among users.

MEDIA AND ENTERTAINMENT INDIA

- Television
- Print
- Digital and OTT
- Films
- Animation, VFX and Post Production
- Gaming
- Out of Home
- Radio
- Music



OUR COMPETITIVE STRENGTHS

The following are the key strengths which enable our Company to be competitive in this business:

1. Well equipped with advance technology

The Company is well equipped with all the advance equipment's as needed in the Industry. This provides company with the edge over its competitors.

2. Experienced Promoters and Technically Sound Operation Team

Our Promoters have significant industry experience and have been instrumental in the consistent growth of our Company. Our management and team combines expertise and experience to outline plans for future development of our company. Our dubbing team comprising of writers, artists, directors, sound recording and mixing engineers. We always carry a trending outlook, optimistic nature and a confident attitude towards every assignment may it be Dubbing or Film distribution.

3. Marque Clientele

Our Company has worked with large number of marque clients which includes Viacom 18 Media Private Limited, Bangla Entertainment Pvt. Ltd, Discovery Communications India, Paramount Pictures Corporation, Paramount Pictures International Limited, SDI Media Hong Kong Limited, Sony Pictures Networks India Private Limited, Zee Entertainment Enterprises Limited, ATL Media Limited (Mauritius), Genx Entertainment Limited.

4. Wide number of languages dubbed

The Company has experience of dubbing various languages including various International languages such as English, Hindi, Tamil, Telugu, Malayalam, Punjabi, Bengali, Oriya, Urdu, Gujarati, Marathi, Malaysia, Mandarin, Thai, Russian, etc.

FINANCIAL HIGHLIGHTS:

Paid up Share Capital of the Company as on 31 March 2022, stands at 1,37,20,000 divided into 13,72,000 number of equity Shares of Rs. 10/- each fully –paid up.

Income from operation stood at Rs. 14,00,22,034/- for fiscal 2022.

Profit/Loss before Taxes of fiscal 2022 was Rs. 2,58,00,745/-.

Basic Earnings per Share for fiscal 2022 was Rs 13.46.

Net Worth of the company stood at Rs. 11,49,95,997/- as on March 2022.

HUMAN RESOURCES

Our promoters, with their knowledge and experience are well-assisted by our Key Managerial Persons who have helped us retain entrenched relations with existing customers and also helped us engage new customers. We believe that our experience, knowledge and human



resources will enable us to drive the business in a successful and profitable manner. Our Company is committed towards creating an organization that nurtures talent. We have employed a prudent mix of the experienced staff and youth which gives us the dual advantage. Our company also conducts regular training programs which is aimed towards strengthening skills, enhancing productivity and building sense of ownership among its employees.

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

Internal Control System has been designed to provide reasonable assurance that assets are safeguard, transactions are executed in accordance with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other Financial Information. Internal Check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control system.

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.

In October 2021, Prasar Bharati decided to auction its archives with the hope of monetising the content through sale to television and OTT platforms.

In June 2021, the Union Ministry of Information and Broadcasting notified the Cable Television Network (Amendment) Rules, 2021, which aims to establish a three-layer statutory mechanism for citizens to raise grievances with respect to broadcasted content.

As part of the expansion to include all digital platforms and digital (OTT) players under a single roof, in May 2021, the Indian Broadcasting Foundation (IBF) announced the move to be renamed as the Indian Broadcasting and Digital Foundation (IBDF).

As per the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021, IBDF would also form a self-regulatory body (SRB) soon.

To ease filming in railways, the Film Facilitation Office (FFO) set up in the National Film Development Corporation (NFDC) collaborated with the Ministry of Railways to develop an integrated single window filming mechanism to streamline the permission process for filming across railway premises.

In November 2021, the government announced that it is working towards creating a National Centre of Excellence for AVGC (animation, visual effects, gaming and comics).

On February 25, 2021, the government outlined the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules 2021 to establish a progressive institutional mechanism and a three-tier grievance redressal framework for news publishers and OTT platforms on the digital media.

In February 2021, the digital entertainment committee of the Internet and Mobile Association of India (IAMAI) finalised a code of conduct to form the basis for self-regulation code for OTT content. The code has been endorsed by 17 OTT platforms including Netflix, Amazon Prime Video, Disney+ Hotstar, ZEE5 and Voot.

In February 2021, Prasar Bharati (India) and PSM (the official State Media of Maldives) inked an agreement to facilitate collaboration and capacity building in the field of broadcasting.



Digital audio-visual content including films and web shows on over-the-top (OTT) streaming platforms, as well as news and current affairs on online platforms, have been brought under the Ministry of Information and Broadcasting in November 2020.

GROWTH DRIVERS OF MEDIA AND ENTERTAINMENT SECTOR IN INDIA:

ROBUST DEMAND

According to a report published by IAMAI and Kantar Research, India internet users are expected to reach 900 million by 2025, from ~622 million internet users in 2020, increasing at a CAGR of 45% until 2025.

The advertising-based video on demand (AVoD) segment is expected to rise at a CAGR of 24% to reach US\$ 2.6 billion by 2025.

ATTRACTIVE OPPORTUNITIES

According to a FICCI-EY report, within the M&E sector, TV is expected to remain the largest segment and likely to post a CAGR of 7% to Rs. 847 billion (US\$ 12.01 billion) by 2023.

The Indian mobile gaming market is poised to reach US\$ 7 billion, in value, by 2025.

POLICY SUPPORT

The Government of India has increased the FDI limit from 74% to 100%.

In November 2021, the government announced that it is working towards creating a National Centre of Excellence for AVGC (animation, visual effects, gaming and comics).

HIGHER INVESTMENTS

FDI inflows in the information and broadcasting sector (including print media) stood at US\$ 9.6 billion between April 2000- December 2021.

The rapid growth of OTT channels, increased emphasis on animated intellectual property (IP) content and larger investments in VFX by studios has provided animation and VFX studios with opportunities in both domestic and international markets.

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.





V R FILMS & STUDIOS LIMITED

CLIENTELE:
Our clientele rang includes following



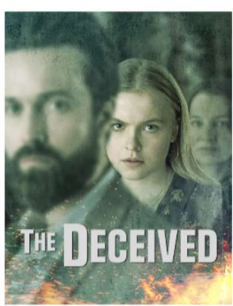
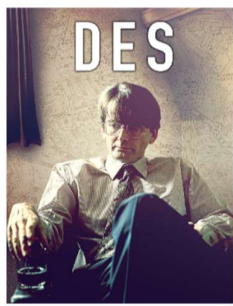
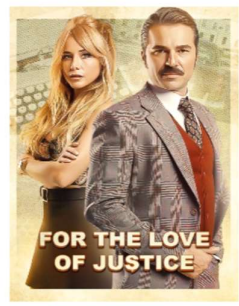
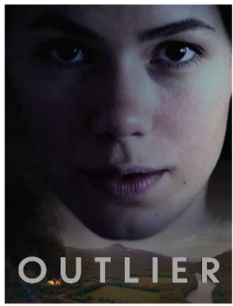
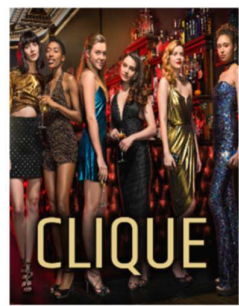
OUR FILMS LIBRARY



OUR FILMS LIBRARY



OUR SERIES
LIBRARY



INDEPENDENT AUDITORS' REPORT

**To,
The Members of
V R Films & Studios Limited**

Report on the Audit of Financial Statements

1. We have audited the accompanying financial statements of V R Films & Studios Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Opinion

2. In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Companies Act 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022 and its profits and its cash flows for the year ended on that date.

Basis of Opinion

3. We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

4. 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 year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion there on, 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	Revenue Recognition The Company's Profit /(Loss) is dependent on proper accounting of Revenue and is therefore susceptible to misstatements. Delivery of services and Releases of films on OTT platforms, is the key assertion in so far as revenue recognition is concerned.	Principal Audit Procedures Examined the various Agreements entered with OTT players and other customers. Testing of controls and analytical review procedures for verifying the completion of services and delivery of the same. Evaluating the procedures adopted by the management for recognizing Revenue.



		Assessing the recoverability of the Trade Receivable Balances.
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Information Other than the Standalone 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 Board’s Report including Annexures to Board’s Report, and Shareholder’s Information, but does not include the standalone financial statements and our auditor’s report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 the Standalone Financial Statements

- The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including and cash flows of the Company in accordance with the accounting principles generally accepted in India. 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 fraud 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 control, 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 Standalone Financial Statements

- Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected

to influence the economic decisions of users taken on the basis of these standalone 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 standalone 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 standalone 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 & Regulatory Requirements

8. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.



9. 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 Cash Flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of written representations received from the Directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors are disqualified as on 31st 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 financials control over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in "Annexure II".
 - g) With respect to the 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 explanation given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations, if any, on its financial position in its Standalone financial statements.
 - ii. The Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There are no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. As per the management representation we report,
 - (a) no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security, or the like on behalf of the Ultimate beneficiaries.
 - (b) no funds have been received by the company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding that the such 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
 - (c) funding party (Ultimate Beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - (d) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) of Rule 11(e) by the management contain any material mis-statement.



V R FILMS & STUDIOS LIMITED

- i) The dividend declared or paid during the year are in compliance with section 123 of the Act.

**For and on behalf of
B. L. Dasharda &
Associates
Chartered Accountants**

F.R. No.: 112615W

Sd/-

Sushant Mehta

Partner

M.No. : 112489

Place : Mumbai

Dated : 27th May, 2022

UDIN NO: 22112489AJRZVP1691



ANNEXURE I TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 8 under the heading of “Report on Other Legal and Regulatory Requirements” section of our report of even date)

- 1 a) The Company has maintained proper records showing full particulars including quantitative details, whenever applicable, and situation of Property, Plant and Equipment and Intangible assets.
 - b) As explained to us, property, Plant and Equipment has been physically verified by the management during the year in a phased periodical manner, which, in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. As informed to us no material discrepancies were noticed on such verification.
 - c) The Company does not own any immovable property. Hence the provision of Clause 3 (i) (c) of the Order is not applicable to the company.
 - d) The Company has not revalued any of its Property, Plant and Equipment or intangible assets, hence the provision of Clause 3 (i) (d) of the Order is not applicable to the Company.
 - e) There has been no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence the provisions of Clause 3 (i) (e) of the Order is not applicable to the Company.

- 2 The inventories consist of Distribution Rights of Films and were verified by the management during the year based on the available agreements for sale and purchase.
 - a) In our opinion and according to the information and explanations given to us, the procedure of physical verification of the above rights followed by the management based on the available agreements for sale and purchase are reasonable and adequate in relation to the size of the Company and nature of its business.
 - b) As explained to us, there are no discrepancies in the stocks reported in the books of account.

3. In our opinion and according to the information and explanations given to us, the Company has not made investment in, provided any guarantee or security or granted any loans or advances in the nature of loans secured or unsecured to subsidiaries, joint venture and associates. The company has also not made investment in, provided any guarantee or security or advances in the nature of loans secured or unsecured to Companies, Firms, Limited Liability Partnerships and other parties. Hence paragraphs (a), (b) ,(c), (d) (e) & (f) of Clause 3 (iii) of the Order are not applicable.



4. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security in respect of any loans to any party covered under Section 185 of the Act. In respect of Investments made in body corporate by the Company, the provisions of Section 186 of the Act, has been complied with.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73, 74, 75 and 76 of the Act and the ruled framed thereunder to the extent notified.
6. The provision of clause 3(vi) of the Order are not applicable to the company as the Company is not covered by the Companies (Cost Records & Audit) Rules, 2014
7. a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including Custom Duty, Provident Fund, Income Tax, Cess, GST and any other statutory dues have been generally regularly deposited in time with the appropriate authorities and there are no undisputed statutory dues payable at the year end for a period of more than six months from the date they became payable.
b) In our opinion and according to the information and explanations given to us, there are no dues outstanding in respect of Custom Duty, Provident Fund, Income Tax, Cess, GST and any other statutory dues as may be applicable as at 31st March 2022, which have not been deposited on account of any dispute.
8. According to the information and explanations given by the management, and based on the procedures carried out during the course of our audit, we have not come across any transactions not recorded in the books of account, and which have been surrendered or disclosed as Income in the tax assessments under the Income Tax Act, 1961.
9. According to the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowing to Banks. The Company does not have any loan or borrowing from financial institution and Government and there are no dues to the debenture holders.
10. The Company has raised moneys by way of initial public offer. The company has not availed any term loans during the year under audit. The money raised by way of initial public offer has been applied for the purposes for which they were raised.
11. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to information and explanations given to us, no material fraud by the company or on the company has been noticed or reported during the course of our audit. Hence the provisions of Clause 3 (xi) of the Order is not applicable to the Company.

(b) There has been no report filed under sub-Section (12) of Section 143 of the Act by the auditors as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management there were no whistle blower complaints received during the year under audit.



12. In our opinion and according to information and explanations given to us, the Company is not a Nidhi Company, hence the provisions of Clause 3(xii) of the Order is not applicable to the Company.
13. In our opinion and according to information and explanations given to us, transactions with related parties are in compliance with sections 177 and 188 of Act, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. a) The company has an Internal audit system commensurate with the size and nature of its business.

b) The reports of the Internal Auditors are considered by the statutory auditor while preparing the Audit report.
15. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Hence the provisions of Clause 3 (xv) the Order is not applicable to the Company.
16. According to information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3 (xvi) of the Order are not applicable to the Company.
17. The Company has not incurred any cash losses during the current financial year and in the immediately preceding financial year and hence the provision of Clause 3 (xvii) is not applicable to the company.
18. There has not been any resignation of the Statutory auditors during the year. Hence the provision of clause 3 (xviii) is not applicable to the company.
19. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material uncertainty exists as on the date of the audit report 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 based on the financial ratios, ageing , expected dates of realisation of financial assets, payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans. We further state that our reporting is based on the facts up to the date of 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.
20. According to the information and explanations given to us and on the basis of our examination of the records the Company was not required to spend any amounts under Corporate Social Responsibility (CSR) as prescribed under Section 135 of the Act;



V R FILMS & STUDIOS LIMITED

21. On the basis of our examination of the books and records of the Company, the preparation of consolidated financial statements is not applicable to the company.

For and on behalf of
B. L. Dasharda &
Associates
Chartered Accountants
F.R. No.: 112615W

Sushant Mehta
Partner

M.No. : 112489

Place : Mumbai

Dated : 27th May, 2022

UDIN NO: 22112489AJRZVP1691



Annexure - II to the Independent Auditor's Report

(Referred to in paragraph 9 under the heading of "Report on Other Legal and Regulatory Requirements" section of our report 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 V R Films & Studios Limited as of 31st 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. 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.

Auditor's 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 the Institute of Chartered Accountants of India and deemed to be prescribed u/s 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 system over financial reporting included obtaining an understanding of internal financial controls system 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 depends upon 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 transaction 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
B. L. Dasharda &
Associates
Chartered Accountants
F.R. No.: 112615W

Sd/-
Sushant Mehta

Place : Mumbai

Dated : 27th May, 2022

UDIN NO: 22112489AJRZP1691

Partner

M.No. : 112489



V R Films & Studios Limited Balance Sheet as at 31st March, 2022				
Particulars		Note No.	As at 31st Mar 2022	As at 31st Mar 2021
			INR	INR
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	1,37,20,000	1,37,20,000
	(b) Surplus	4	10,12,75,997	8,55,57,252
			11,49,95,997	9,92,77,252
2	Non-Current Liabilities			
	(a) Long-term Borrowings	5	15,94,503	-
	(b) Long-term Provisions	6	-	-
	(c) Deferred tax liabilities (Net)	7	71,088	-
			16,65,591	-
3	Current Liabilities			
	(a) Short-term borrowings	8	6,19,13,183	97,41,771
	(b) Trade payables			
	(i) Total outstanding dues of Micro, Small and Medium Enterprises;	9	29,72,210	-
	(ii) Total outstanding dues of other than Micro, Small and Medium Enterprises;		77,93,956	24,11,431
	(c) Other current liabilities	10	47,29,476	30,30,951
	(d) Short-term provisions	11	13,03,918	-
			7,87,12,743	1,51,84,153
	TOTAL		19,53,74,331	11,44,61,405
B	ASSETS			
1	Non- Current assets			
	(a) Property, Plant and Equipment			
	(i) Tangible assets	12	1,94,21,255	83,31,247
	(iii) Intangible assets		14,54,548	-
			2,08,75,803	83,31,247
	(c) Deferred tax assets (net)	13	-	16,711
	(d) Long-term loans and advances	14	1,98,710	-
	(e) Other Non-Current Assets	15	51,08,937	18,78,215
			2,61,83,450	1,02,26,173
2	Current Assets			
	(a) Inventories	23	7,56,89,084	5,46,38,465
	(b) Trade receivables	16	3,85,95,903	98,01,828
	(c) Cash and cash equivalents	17	3,76,60,187	3,04,76,998
	(d) Short-term loans and advances	18	1,57,38,671	65,14,906
	(e) Other current assets	19	15,07,036	28,03,035
			16,91,90,881	10,42,35,232
	TOTAL		19,53,74,331	11,44,61,405
	See accompanying notes forming part of the financial statements			
In terms of our report attached.		For and on behalf of the Board		
For B.L.Dasharda & Associates Chartered Accountants FRN No. 112615W		Manish Dutt Managing Director (DIN : 01674671)	Krishi Dutt Director (DIN : 01674721)	
Sushant Mehta Partner M.No. 112489		Prasad Sawant Chief Financial Officer		
Place Mumbai Date : 27th May, 2022 UDIN NO:22112489AJRZVP1691		Place : Mumbai Date : 27th May, 2022		



V R Films & Studios Limited				
Statement of Profit and Loss for the year ended 31st March,2022				
Particulars	Note No.	Year Ended 31st March, 2022	Year Ended 31st March, 2021	
		INR	INR	
1 Revenue from operations	20	14,00,22,034	9,88,39,452	
2 Other income	21	16,74,238	10,68,460	
3 Total revenue (1 + 2)		14,16,96,272	9,99,07,912	
4 Expenses				
(a) Operating expenses	22	8,78,07,083	5,03,10,904	
(b) Changes in Inventory	23	(2,10,50,619)	(1,14,16,775)	
(c) Employee benefits expense	24	3,26,78,905	2,45,19,183	
(d) Finance costs	25	18,15,006	4,72,709	
(e) Depreciation and amortization	12	27,19,462	27,44,401	
(f) Other expenses	26	1,19,25,690	91,82,061	
Total expenses		11,58,95,527	7,58,12,483	
5 Profit before tax (3 - 4)		2,58,00,745	2,40,95,430	
6 Tax Expense:				
(a) Current tax		64,31,057	62,08,004	
(b) Deferred tax		87,799	73,607	
(e) Excess/Short Provision of Taxes for earlier year		8,19,144	2,83,902	
7 Profit for the year (5 - 6)		1,84,62,745	1,75,29,917	
8 Earnings per Equity Share (Face value of Rs.10 each)				
Basic EPS	26	13.46	12.78	
Diluted EPS		13.46	12.78	
#VALUE!				

In terms of our report attached.

For B.L.Dasharda & Associates
Chartered Accountants
FRN No. 112615W

Sushant Mehta
Partner
M.No. 112489

Manish Dutt
Managing Director
(DIN : 01674671)

Krishi Dutt
Director
(DIN : 01674721)

Prasad Sawant
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2022
UDIN NO:22112489AJRZVP1691

Place : Mumbai
Date : 27th May, 2022



V R Films & Studios Limited				
Cash Flow Statement for the year ended 31st March, 2022				
Particulars	For the year ended 31st Mar 2022		For the year ended 31st Mar 2021	
	INR	INR	INR	INR
Cash flow from operating activities				
Net profit before tax		2,58,00,745		2,40,95,430
Adjustments for:				
<i>Add :</i>				
Depreciation and amortisation	27,19,462		27,44,401	
Finance Costs	18,15,006		4,72,709	
Profit on sale of Property, Plant and Equipment	-		-	
<i>Less :</i>				
Interest income	14,52,242		9,12,040	
Provision no longer required, written back	-		-	
		30,82,226		23,05,070
Operating profit before working capital changes		2,88,82,971		2,64,00,499
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Trade receivables	(2,87,94,075)		1,59,22,241	
Short-term loans and advances	(92,23,765)		18,24,232	
Long-term loans and advances	(1,98,710)		-	
Inventory	(2,10,50,619)		(1,14,16,775)	
Other Non current assets	(20,00,000)		-	
Other current assets	12,95,999		(3,46,561)	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Short -term provision	6,46,812		(7,11,715)	
Long -term provision	-		(2,44,560)	
Trade payables	83,54,735		(34,65,801)	
Other current liabilities	16,98,525		(25,351)	
		(4,92,71,098)		15,35,710
Cash generated from operations		(2,03,88,127)		2,79,36,209
Income tax refund / (paid)		78,23,817		66,91,200
Net cash generated / (used in) from operating activities		(2,82,11,944)		2,12,45,009
Cash flow from investing activities				
Purchase of Property, plant and equipment	(1,52,64,018)		(6,14,286)	
Proceeds from sale of Property, plant and equipment	-		-	
Fixed Deposits placed	(80,63,017)		(1,04,97,076)	
Net cash (used in) / generated from investing activities		(2,33,27,035)		(1,11,11,362)
Cash flow from financing activities				
Interest Income	14,52,242		9,12,040	
Short term Borrowings	5,21,71,412		(23,20,673)	
Finance Costs	(18,15,006)		(4,72,709)	
Dividend paid on equity shares	(27,44,000)		(27,44,000)	
Repayment of Loans	15,94,503		-	
Net cash used in financing activities		5,06,59,151		(46,25,342)
Net increase in cash and cash equivalents during the period		(8,79,828)		55,08,305
Cash and cash equivalents at the beginning of year		69,96,862		14,88,557
Cash and cash equivalents at end of period		61,17,034		69,96,862
Reconciliation of cash and cash equivalents with Balance sheet				
Cash and cash equivalents at end of year		3,76,60,187		3,04,76,998
Less: Balances not considered as cash and cash equivalents in other deposit accounts with original maturity more than 3 months		3,15,43,153		2,34,80,136
Net cash and cash equivalents at the end of period		61,17,034		69,96,862
1. The above Cash Flow Statement has been prepared under the 'Indirect method' as set out in the Ind AS-7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.				
2. Previous year's figures have been regrouped and rearranged wherever necessary.				
In terms of our report attached.				
For B.L.Dasharda & Associates Chartered Accountants FRN No. 112615W		For and on behalf of the Board		
Sushant Mehta Partner		Manish Dutt Managing Director (DIN : 01674671)	Krishi Dutt Director (DIN : 01674721)	
		Prasad Sawant Chief Financial Officer		
Place : Mumbai Date : 27th May, 2022 UDIN NO:22112489AJRZVP1691		Place : Mumbai Date : 27th May, 2022		



Notes forming part of the financial statements

1. COMPANY INFORMATION:

V R Films & Studios Limited is a limited company registered in India, incorporated under the provisions of the Companies Act, 1956.

The Company undertakes activities relating to Dubbing, Film Imports and Distribution

2. SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Accounting

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India, on an accrual basis and under the historical cost convention, to comply in all material aspects, with the applicable accounting principles in India, mandatory Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

All the Assets & Liabilities have been classified as current or non-current as per the companies normal operating cycle and other criteria as set out in the schedule III to the said Act.

b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made, that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting year. Differences between actual results and estimates are recognized in the year in which the results are known /materialize.

c) Revenue Recognition

Revenue is recognized on accrual basis to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized .

Revenue from Dubbing Services and Sale of Distribution rights are recognized upon handing over the delivery of the distribution rights / Films to the customer. Revenue from contracts priced on a time material basis are recognized when services are rendered and related costs are incurred. Revenue is reported net of discounts & GST & other applicable taxes.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "otherincome" in the Statement of profit and loss.

d) Fixed Assets

Tangible Assets

All tangible fixed assets are stated at their original cost of acquisition including all expenses attributable to bring the assets to their intended use.

Intangible Assets

Intangible assets comprise of Computer Software and is stated at cost of acquisition and is amortised over a period of three to five years on straight line basis over their estimated useful lives.



e) Depreciation / Amortisation

Depreciable amount for assets is the cost of an assets, or other amount substituted for cost, less its estimated residual value. Depreciation on fixed assets has been provided on the written down value method as per the useful life prescribed in Schedule II of the Companies Act, 2013.

f) Foreign Currency Transactions

i) Foreign currency transactions are recorded at the exchange rate prevailing at the time of transactions & exchange difference, if any, on settlement of transaction is recognised in the Statement of Profit & Loss.

ii) Amount of Foreign currency transactions remaining pending at year-end are recorded at the exchange rate prevailing at that time.

g) Inventories

The Inventories constitutes Distribution Rights of Films in multiple languages to be telecasted across various platforms such as Theatres, Television , Social media etc . The rights are purchased usually for a period of 7 to 10 years.

The Inventory is valued at 100% of the cost before first Release of the Film. Subsequently on return of the Distribution rights post 1st Release the company adopts the following policy: After 1st Release at 50% of cost, after 2nd Release at 30% of the cost and after 3rd release at 10% of cost.

If the Distribution Rights period expires before either of the Release the Closing Stock is valued at NIL cost. Further if the Distribution Rights is not sold even once for a period of 5 years from the date of purchase the same is valued at 30% of the cost.

h) Taxes on Income

i) Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961. Deferred income tax reflects the impact of current year timing differences between taxable income that originate in one period and are capable of reversal in one or more subsequent periods.

ii) 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 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 realised. Deferred tax assets are recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realised against future taxable profits. Unrecognised deferred tax assets of earlier years are re- assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

i) Employee Benefits

Provident fund

The Company makes contribution to statutory provident fund in accordance with Employees' Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

Defined benefit plans



V R FILMS & STUDIOS LIMITED

"The Company operates a defined benefit gratuity plan in India. The cost of providing benefits under the defined benefit plan is determined on the basis of actuarial valuation using the projected unit credit method. Gratuity fund is administered through Life Insurance Corporation of India.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability are recognized immediately in the balance sheet. Remeasurements are not reclassified to profit or loss in subsequent periods."

Other short term benefits

Expense in respect of other short-term benefits including Leave encashment is recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

j) Impairment of Assets

The carrying amounts of assets are reviewed at each Balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss if any is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. A reversal of impairment losses recognized for the assets no longer exists or has decreased.

k) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statement.

l) Earning per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders and share split. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



V R Films & Studios Limited					
Notes forming part of the financial statements					
Note 3 : Share Capital					
Particulars	As at 31st Mar 2022		As at 31st Mar 2021		
	Number of shares	INR	Number of shares	INR	
Authorised					
20,00,00 Equity Shares of Rs. 10/- each (P.Y.20,00,000 Equity Shares of Rs 10/- each)	20,00,000	2,00,00,000	20,00,000	2,00,00,000	
Issued, Subscribed and fully paid-up					
Equity Shares of Rs. 10/- each, fully paid-up	13,72,000	1,37,20,000	13,72,000	1,37,20,000	
Total	13,72,000	1,37,20,000	13,72,000	1,37,20,000	
Notes:					
a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year					
Equity Shares outstanding at the beginning of the year	13,72,000	1,37,20,000	10,00,000	1,00,00,000	
Shares Issued during the Period	-	-	3,72,000	37,20,000	
Outstanding at the end of the Period	13,72,000	1,37,20,000	13,72,000	1,37,20,000	
b) Details of shareholders holding more than 5% shares in the company					
	Nos.	% holding	Nos.	% holding	
Manish Dutt	8,05,996	58.75%	7,99,996	58.31%	
Krishni Dutt	1,00,000	7.29%	1,00,000	7.29%	
Pawan Dutt	1,00,000	7.29%	1,00,000	7.29%	
c) Details of Shareholding of Promoters					
Shares held by promoters at the end of the year					
Promoter's Name	As at 31st March,2022		As at 31st March,2021		% of Change During the year
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Manish Dutt	8,05,996	58.75%	7,99,996	58.31%	0.44%
Krishni Dutt	1,00,000	7.29%	1,00,000	7.29%	NIL
Pawan Dutt	1,00,000	7.29%	1,00,000	7.29%	NIL
Nirmal Prakash Dutt	1	0.00%	1	0.00%	NIL
Sat Prakash Dutt	1	0.00%	1	0.00%	NIL
Note 4 : Surplus					
Particulars	As at 31st Mar 2022		As at 31st Mar 2021		
	INR	INR	INR	INR	
General Reserve					
Opening Balance		9,95,184		9,95,184	
Closing Balance		9,95,184		9,95,184	
Securities Premium					
Opening Balance		1,89,72,000		1,89,72,000	
Closing Balance		1,89,72,000		1,89,72,000	
Surplus in Statement of Profit and loss					
Opening balance		6,55,90,068		5,08,04,152	
Add: Profit for the year		1,84,62,745		1,75,29,917	
Less: Dividend					
Final Dividend paid to equity shareholders (INR 10 per share)		13,72,000		13,72,000	
Interim Dividend paid to equity shareholders (INR 10 per share)		13,72,000		13,72,000	
Closing balance		8,13,08,813		6,55,90,068	
Total		10,12,75,997		8,55,57,252	



V R Films & Studios Limited		
Notes forming part of the financial statements		
Note 5 : Long-term Borrowing		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Loan from Banks:		
Car Loan from State Bank of India (Secured against hypothecation of Car)	15,94,503	-
Total	15,94,503	-

Note 6 : Long Term Provision		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Provision for Gratuity	-	-
	-	-

Note 7 : Deferred Tax Liabilities (Net)		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Depreciation and Amortisation	91,715	-
Expenses allowable on payment basis	1,62,803	-
	71,088	-

V R Films & Studios Limited		
Notes forming part of the financial statements		
Note 8 : Short Term Borrowings		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Loan from banks (Secured):		
Standard Chartered Bank (Secured against Mortgage of Residential premises of Directors)	-	97,41,771
HDFC BANK (Secured against Fixed Deposit with HDFC Bank)	42,27,293	-
IDBI Bank (Secured against Fixed Deposit with IDBI Bank)	2,27,54,240	-
Deutsche Bank (Secured against Directors Property)	3,45,83,047	-
Current maturities of Long term borrowings (Refer Note 5)	3,48,603	-
	6,19,13,183	97,41,771



Note 9 : Trade Payables		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Trade payables		
MSME Not Due	4,66,560	-
MSME Less Than One Year	25,05,650	-
MSME More Than One Year	-	-
Other Not Due	70,74,787	11,71,140
Other Less Than One Year	3,72,439	8,62,151
Other More Than One Year	3,46,730	3,78,140
Disputed Dues- MSME	-	-
Disputed Dues- Others	-	-
	1,07,66,166	24,11,431
Note 10 : Other Current Liabilities		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Other Payables		
Employee Related	26,72,406	14,73,416
Other Payables	61,589	21,779
Advance from Customer	7,14,003	5,00,000
Statutory Remittances		
Tax deducted at source	7,86,874	10,30,956
Profession Tax	7,400	4,800
GST Payable	4,87,204	-
Total	47,29,476	30,30,951
Note 11 : Short-term Provisions		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Provision For Income Tax	6,57,106	-
Provision for Gratuity	6,46,812	-
Total	13,03,918	-



V R FILMS & STUDIOS LIMITED											
Notes forming part of the financial statements											
Note12: Property, Plant and Equipment											
(INR)											
	GROSS BLOCK			DEPRECIATION/AMORTISATION					NET BLOCK		
	AS AT 1st Apr 2021	ADDITIONS	DEDUCTION	AS AT 31st Mar 2022	AS ON 1st Apr 2021	Transfer to Reserve	FOR THE YEAR	DEDUCTION	UP TO 31st Mar 2022	AS AT 31st Mar 2022	AS AT 31st Mar 2021
TANGIBLE ASSETS:											
Computers & Printers	30,54,713	9,74,386	-	40,29,099	21,06,235		6,58,681	-	27,64,916	12,64,183	9,48,478
Furniture & Fixtures	22,52,528	12,48,490	-	35,01,018	11,25,599		2,72,790	-	13,98,389	21,02,629	11,26,929
Air Conditioner	6,93,395	3,06,148	-	9,99,543	5,94,730		66,999	-	6,61,729	3,37,815	98,666
Office Equipment	36,605	32,754	-	69,359	30,105		4,083	-	34,188	35,171	6,500
Dubbing Studios & Equipment	1,12,14,546	90,83,636		2,02,98,182	65,76,363		10,32,720	-	76,09,083	1,26,89,099	46,38,183
DVD Player	10,000	-	-	10,000	9,500		-	-	9,500	500	500
Television	96,119	3,37,343	-	4,33,462	67,578		37,423	-	1,05,001	3,28,461	28,541
Vaccum Cleaner	3,000	-	-	3,000	2,850		-	-	2,850	150	150
Mobile Phones	1,13,121	-	-	1,13,121	88,573		7,983	-	96,556	16,565	24,548
Motor Car	46,22,189	17,51,261	-	63,73,450	31,63,437		5,63,331	-	37,26,768	26,46,682	14,58,752
Total (A)	2,20,96,217	1,37,34,018	-	3,58,30,235	1,37,64,970	-	26,44,010	-	1,64,08,980	1,94,21,255	83,31,247
INTANGIBLE ASSETS:											
VR OTT SOFTWARE	-	15,30,000	-	15,30,000	-		75,452	-	75,452	14,54,548	-
Total (B)	-	15,30,000	-	15,30,000	-	-	75,452	-	75,452	14,54,548	-
Total (A)+ (B)	2,20,96,217	1,52,64,018	-	3,73,60,235	1,37,64,970	-	27,19,462	-	1,64,84,432	2,08,75,803	83,31,247
<i>Previous year</i>	<i>2,14,81,931</i>	<i>6,14,286</i>	<i>-</i>	<i>2,20,96,217</i>	<i>1,10,20,569</i>	<i>-</i>	<i>27,44,401</i>	<i>-</i>	<i>1,37,64,970</i>	<i>83,31,247</i>	<i>-</i>



V R Films & Studios Limited		
Notes forming part of the financial statements		
Note 13 : Deferred Tax Assets (net)		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Deferred Tax Assets		
Depreciation and Amortisation	-	16,711
Expenses allowed on payment basis	-	-
Total	-	16,711
Note 14 : Long-term Loans and Advances (Unsecured, considered good)		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Advance for Movies Rights	1,98,710	-
Total	1,98,710	-
Note 15 : Other Non Current Assets		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Income Tax Receivable	20,08,937	7,78,215
Rent Deposits	11,00,000	11,00,000
Other Deposits	20,00,000	-
Total	51,08,937	18,78,215
V R Films & Studios Limited		
Notes forming part of the financial statements		
Note 16 : Trade Receivables		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Undisputed Secured, Considered Good	-	-
Undisputed Unsecured Considered good Not Due	3,24,10,099	84,81,633
Undisputed Unsecured Considered good Less than One year	61,63,392	13,20,195
Undisputed Unsecured Considered good More than One year	22,412	-
Disputed Secured, Considered Good	-	-
Disputed Unsecured considered good	-	-
Total	3,85,95,903	98,01,828
Note 17 : Cash and Cash Equivalents		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Cash on hand	4,89,959	2,96,043
Balances with banks		
In current accounts	56,27,075	67,00,819
In other deposit accounts		
- Original maturity less than 3 months	-	-
Other bank balances		
(i) Earmarked Fixed deposits Accounts	3,15,43,153	2,34,80,136
- Balances held as Margin Money for Short Term Working Capital		
Total	3,76,60,187	3,04,76,998
Of the above, the balances that meet the definition of Cash and cash equivalents as per 'AS3 Cash Flow Statements'	61,17,034	69,96,862



V R Films & Studios Limited		
Notes forming part of the financial statements		
Note 18: Short-term loans and advances (Unsecured and considered good)		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Advance to Employees	5,54,000	4,66,000
Advance for Movies Rights	20,44,628	21,15,950
Advances for Expenses	-	71,000
Balance with Revenue Authorities		
GST	1,15,88,021	1,63,172
TDS	3,22,462	19,42,540
Prepaid expenses	3,26,382	16,96,481
Creditors with Debit balance	9,03,178	59,763
Total	1,57,38,671	65,14,906
Note 19 : Other Current Assets		
Particulars	As at 31st Mar 2022	As at 31st Mar 2021
	INR	INR
Interest Accrued on Fixed Deposits	10,47,036	8,03,035
Rent Deposits	4,50,000	-
Deposits	10,000	20,00,000
Accrued Income	-	-
Total	15,07,036	28,03,035
Note 20: Revenue from operations		
Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
	INR	INR
Sales Account:		
Revenue from Movies	1,62,26,792	1,10,63,271
Dubbing Ancillaries & Services	12,37,26,795	8,77,76,181
Subscription for VROTT	68,447	-
Total	14,00,22,034	9,88,39,452
Note 21 : Other Income		
Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
	INR	INR
Interest income :		
Interest income from Banks	14,52,242	9,12,040
Interest on income-tax refund	-	1,56,420
Sundry Balance Written off	29,061	-
Foreign Exchange Gain	1,45,335	-
Discount & Rebates	47,600	-
Total	16,74,238	10,68,460



V R Films & Studios Limited		
Notes forming part of the financial statements		
Note 22 : Operating Expenses		
Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
	INR	INR
Film Distribution Expenses	1,78,57,349	1,34,27,735
Dubbing Expenses	5,03,16,636	3,68,83,169
OTT Expenses	1,96,33,098	-
Total	8,78,07,083	5,03,10,904
Note 23 : Changes in Inventories of Finished Goods / Work in Proce		
Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
	INR	INR
Opening Stock	5,46,38,465	4,32,21,690
Less : Closing Stock of Films, OTT Series and Distribution Rights of Films	7,56,89,084	5,46,38,465
Total	-	-
	2,10,50,619	1,14,16,775
Note 24 : Employee Benefits Expense		
Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
	INR	INR
Salaries, allowances and bonus	3,25,49,725	2,43,85,531
Staff welfare expenses	1,29,180	1,33,652
Total	3,26,78,905	2,45,19,183
Note 25 : Finance Costs		
Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
	INR	INR
Interest expense:		
On Bank overdraft	15,64,595	3,21,116
On Unsecured Loan	-	-
Bank charges	15,552	28,213
Loan Processing Charges	2,05,583	73,750
Interest on delayed payment of Income tax and GST	6,493	49,630
Interest on Car Loan	22,783	-
Total	18,15,006	4,72,709



V R Films & Studios Limited		
Notes forming part of the financial statements		
Note 26 : Other Expenses		
Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
	INR	INR
Auditor's Remuneration	1,05,000	96,500
Business Promotion	6,000	3,12,500
Bad Debts / Sundry Balance Written off	-	698
Conveyance	2,37,117	1,18,616
Foreign Exchange Gain/(Loss)	-	8,74,523
Service Tax / GST / Sales Tax	6,74,119	1,550
Electricity Charges	3,71,320	3,21,351
Entertainment Expenses	38,916	5,756
Insurance Expenses	1,27,594	1,00,004
Internet & Cable Charges	5,55,700	3,75,906
Membership Fees & Subscriptions	1,470	1,30,267
Motor Car Expenses	1,41,917	2,15,364
Office Expenses	2,81,745	1,18,243
Postage, Telegram & Courier	9,544	1,626
Sitting Fees to Directors	1,75,000	2,50,000
Printing & Stationery	1,12,368	63,277
Professional & Technical Fees	17,24,050	20,93,600
Professional Tax	7,500	10,000
Rent , Rates & Taxes	55,43,760	35,55,060
Repairs & Maintenance	5,69,491	2,45,678
Miscellaneous Expenses	2,12,534	47,520
Telephone Expenses	1,01,648	63,822
Travelling Expenses	7,10,022	-
ROC Fees	6,000	8,300
IPO Fees & Expenses	-	-
Board Meeting & AGM Expenses	76,650	10,900
Shares Depository Expenses	1,36,225	1,61,000
Total	1,19,25,690	91,82,061



V R Films & Studios Limited
Notes forming part of the financial statements

27 The company is engaged primarily in the business related to Film Imports and Distribution. Accordingly there are no separate reportable segments as per Accounting Standard-17 dealing with Segment reporting.

28 EPS is calculated as per the Accounting Standard-20 issued by The Institute of Chartered Accountants of India.

Particulars	Current Year	Previous Year
Profit / (Loss) After Tax (A) (in `)	₹. 1,84,62,745	₹. 1,75,29,917
Weighted Avg. No. of Equity Shares (B)	Nos.1372000	Nos.115781
Face Value per Share	`.10	`.10
Basic EPS (A/B)	13.46	12.78
Diluted EPS (A/B)	13.46	12.78

29 Contingent Liabilities & Capital Commitments : NIL

30 Auditor's Remuneration

Sr. No.	Particulars	Current Year	Previous Year
1	Audit Fees	₹. 45,000	₹. 35,000
2	Tax Audit Fees	₹. 20,000	₹. 20,000
3	Taxation Matters	₹. 30,000	₹. 30,000
4	Review Audit Fees and Certification	₹. 10,000	₹. 11,500
	Total	₹. 1,05,000	₹. 96,500

31 Details of foreign Exchange Earnings and Outgo.

Sr. No.	Particulars	Current Year in `	Current Year in foreign Currency	Previous Year in `	Previous year in foreign Currency
1	Earning in Foreign Exchange:				
a	Dubbing Receipts	₹. 7,45,44,038	USD 1007593	₹. 5,98,10,226	USD 815053
b	Movie Receipts	₹. 7,20,253	USD 9695	₹. 33,50,397	USD 45030
	Movie Receipts	-	-	₹. 8,959	EURO 106
c	Advertising Receipts	₹. 46,89,883	USD 62526.87	₹. 31,829	USD 442.87
2	Expenditure in Foreign Currency:				
a	Material Payments	₹. 4,12,238	USD 5500	₹. 1,10,185	USD 1425
	Material Payments	₹. 92,595	POUND 900	₹. 94,618	POUND 900
b	Royalty Payments	₹. 2,29,19,356	USD 305155	₹. 1,06,92,023	USD 140000
c	Travelling expenses	-	-	-	-



V R Films & Studios Limited
Notes forming part of the financial statements

32 Related Party Transactions:

As per Accounting Standard 18 issued by the Institute of Chartered Accountants of India the Company's related parties and transaction are disclosed below:

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Particulars	Relationship
1	Manish Sat Prakash Dutt	Managing Director
2	Krishi Sat Prakash Dutt	Joint Managing Director
3	Pawan Sat Prakash Dutt	Director
4	Vishnu Vithalbhai Patel	
5	Vaneeta Sridhar	
6	Prasad Sawant	Chief Financial Officer
7	Nirmal Sat Prakash Dutt	Mother of Manish, Krishi & Pawan Dutt
8	Sat Prakash Dutt	Father of Manish, Krishi & Pawan Dutt

(ii) Transactions during the year with related parties:

Sr. No.	Nature of Transactions (Excluding Reimbursements)	Key managerial Personnel		Relative of Key Managerial Personnel	
		Current Year	Previous Year	Current Year	Previous Year
a)	Remuneration				
	Manish Sat Prakash Dutt	₹. 78,93,950	₹. 70,64,760	Nil	Nil
	Krishi Sat Prakash Dutt	₹. 72,86,886	₹. 65,04,336	Nil	Nil
	Sat Prakash Dutt	Nil	Nil	₹. 14,00,110	₹. 12,54,980
	Prasad Sawant	₹. 13,66,188	₹. 11,92,128	Nil	Nil
b)	Rent Paid				
	Nirmal Sat Prakash Dutt	Nil	Nil	₹. 4,20,000	₹. 8,40,000
	Manish Sat Prakash Dutt	₹. 4,50,000	-	-	-
c)	Professional Fees				
	Pawan Sat Prakash Dutt	Nil	Nil	₹. 9,35,000	₹. 14,60,000
d)	Sitting Fees to Directors				
	Pawan Sat Prakash Dutt	Nil	Nil	₹. 50,000	₹. 50,000
	Vishnu Vithalbhai Patel	₹. 50,000	₹. 1,00,000	Nil	Nil
	Vaneeta Sridhar	₹. 75,000	₹. 1,00,000	Nil	Nil
e)	Advances Taken				
	Prasad Sawant	Nil	Nil	Nil	Nil
	Balance as on end				
f)	Amount Receivable				
	Prasad Sawant	₹. 50,000	₹. 1,00,000	Nil	Nil
g)	Amount Payable				
	Manish Sat Prakash Dutt	₹. 6,49,964	₹. 2,87,157	Nil	Nil
	Krishi Sat Prakash Dutt	₹. 6,18,423	₹. 3,31,396	Nil	Nil
	Sat Prakash Dutt	Nil	Nil	₹. 1,15,868	₹. 1,00,855
	Prasad Sawant	₹. 1,13,750	₹. 94,844	Nil	Nil

33 Ratios:

Particulars	Current Year	Previous Year
a Current Ratio	2.15	6.86
b Debt-Equity Ratio	0.55	0.10
c Debt Service Coverage Ratio	18.31	74.04
d Return on Equity Ratio	16.06%	17.66%
e Inventory/Stock Turnover Ratio	3.28	2.02
f Trade Receivables Turnover Ratio	5.79	5.56
g Trade Payables Turnover Ratio	13.33	12.14
h Net Capital Turnover Ratio	1.55	1.11
i Net Profit Ratio	13.19%	17.74%
j Return on Capital employed	8.09%	10.57%
k Return on Investment	1.35	1.28



V R Films & Studios Limited

Notes forming part of the financial statements

34 Employee benefits:

The Company has classified the various benefits provided to employees as under:

Defined Benefit Plans

In accordance with Accounting Standard 15 (R), actuarial valuation was done as on 31st March 2022 in respect of Contribution to Gratuity Fund using "Projected Unit Method". The charge on account of provision for gratuity has been included in Salaries and Wages.

(a) Gratuity (Funded Plan)

Particulars	Current year (Amount in `)	Previous year (Amount in `)
Present Value of Obligation as at March 31, 2022	57,34,659	37,42,843
Fair Value of Plan Assets	50,87,847	40,05,168
Net Liability/ (Excess Contribution)	6,46,812	-2,62,325

(b) Expenses recognized in the Statement Profit and Loss

Particulars	Current Year (Amount in `)	Previous Year (Amount in `)
Net Cost	14,56,812	3,93,725

(c) Actuarial Assumptions:

Particulars	Current Year (Amount in `)	Previous Year (Amount in `)
Retirement Age	58 years	58 years
Withdrawal Rates	5.00%	5.00%
Future Salary Rise	10.00%	10.00%
Rate of Discounting	6.85%	6.85%
Return on Plan Assets	6.85%	6.85%
Mortality Table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

Notes:

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

35 The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

36 The Company has exercised the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 from the financial year 2019-20. Accordingly, the provision for income tax and deferred tax balances have been recorded/ remeasured using the such rates.

SIGNATORIES TO SCHEDULES 1 TO 36

As per our report of even date attached

For and on behalf of

B. L. Dasharda & Associates

Chartered Accountants

F.R.No: 112615W

Sushant Mehta

Partner

M. No. 112489

Date : 27th May, 2022

UDIN NO:22112489AJRZVP1691

For and on behalf of the Board

Manish Dutt

Managing Director

(DIN : 01674671)

Krishi Dutt

Director

(DIN : 01674721)

Prasad Sawant

Chief Financial Officer

OUR UPCOMING SERIES

