



V R FILMS & STUDIOS LIMITED

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

Date: 15th October, 2020

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

Ref. BSE Scrip Code: 542654

Subject: Outcome of the Meeting of Board of Directors held on 15th October, 2020 at 03:30 P.M.

Dear Sir/Ma'am,

Pursuant to Regulations 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the said Regulations, we inform you that the Board of Directors of the Company at its meeting held today, i.e. Thursday, October 15, 2020 at the registered office of the Company inter alia, has approved the following items:

1. Convening Of 12th Annual General Meeting:

In accordance with the provisions of Sections 96 and other applicable provisions if any, of the Companies Act, 2013 that the 12th Annual General Meeting of the Company will be held on Saturday, the 07th November, 2020 at 03.00 P.M.

In view of the massive outbreak of the covid-19 pandemic, social distancing is a norm to be followed and pursuant to the circular no.14/2020 dated April 08,2020, 17/2020 dated 13th April, 2020 and circular no. 20/2020, dated May 05,2020,



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Physical attendance of the members of the AGM is not required, meeting to be held through VC/OAVM.

2. Considered and Approved the Calendar of Events for 12th Annual General Meeting of the Company.
3. Fixed Closure of Register of Members and Share Transfer Books from Tuesday, 28th October, 2020 to Saturday, 07th November, 2020.
4. Considered and Approved the appointment of M/S. Jaymin Modi & Co as the Scrutinizer of the proposed Annual General Meeting of the Company.
5. Considered and Approved the Director's Report for the Financial Year ended 31st March, 2020 and Notice of 12th Annual General Meeting of the Company.
6. Considered and Approved the appointment of M/s. Himank Desai & Co., Chartered Accountants (Membership No. 031602 & FRN Regn No. 103670W) as the Internal Auditor of the Company for the Financial Year 2020-21 pursuant to the provisions of Section 138 of the Companies Act, 2013.
7. Considered and Approved the re-appointment of B. L. Dasharda & Associates, Chartered Accountants as the Statutory Auditor of the Company pursuant to the provisions of Section 139 of the Companies Act, 2013 subject to approval of Shareholders.
8. Any other Matter with the permission of the Chairman.



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Please Find Attached herewith the Following:

- Draft Notice of 12th Annual General Meeting of the Company to be held on 07th November, 2020.
- Brief Profile of M/s. Himank Desai & Co., Chartered Accountants.

We further inform you that the Board Meeting commenced at 03:30 pm today and concluded at 04:15 pm.

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 : U92100MH2007PLC177175

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF V R FILMS & STUDIOS LIMITED TO BE HELD THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) ON SATURDAY, 07TH NOVEMBER, 2020 AT 03.00 P.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.

2. ITEM NO. 2 – APPOINTMENT OF MR. MANISH SATPRAKASH DUTT AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Manish Satprakash Dutt (DIN: 01674671), who retires by rotation and being eligible offered himself for re-appointment.

3. ITEM NO. 3 – APPOINTMENT OF MR. KRISHI SATPRAKASH DUTT AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Krishi Satprakash Dutt (DIN: 01674721), who retires by rotation and being eligible offered himself for re-appointment.

4. ITEM NO. 4 – APPOINTMENT OF M/S. B. L. DASHARDA & ASSOCIATES, CHARTERED ACCOUNTANTS, AS A STATUTORY AUDITORS OF THE COMPANY

To Consider and approve the Re-appointment of M/S. B. L. Dasharda & Associates, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of B. L. Dasharda & Associates, Chartered Accountants, bearing Firm Registration No. 112615W as the Statutory Auditors of the Company, who shall hold the office for a term of One Year, from the conclusion of the Annual General Meeting to be held on 07th November, 2020.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable an expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and

reimbursement of out of pocket expenses incurred in connection hereto.

5. ITEM NO. 5 - TO DECLARE FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020.

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

“RESOLVED THAT a 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 be and is hereby declared for the financial year ended March 31, 2020 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2020.”

“RESOLVED FURTHER THAT a dividend at the rate of Re 1.00 Per equity share capital of the company for the year ended 31st March 2020 be paid subject to the approval of the shareholders to those shareholders whose names appear on the register of members as on the date of Book Closing in proportion to the paid up value of the equity shares.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby jointly/severally authorised to do such things, actions and deeds as may be incidental or necessary to give effect to the payment of Final Dividend.”

Registered Office:

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

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

Sd/-
Manish Satprakash Dutt
Managing Director
DIN: 01674671

Sd/-
Krishi Satprakash Dutt
Whole-Time Director
DIN: 01674721

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular No. 14/2020 dated April 08th, 2020 through VC / OAVM, 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 and Attendance Slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 100 members on first come first served basis.
4. In the case of Corporate Member, it is requested to send a scanned copy of the Board Resolution/Authorization authorizing the representative to attend the AGM through VC / OAVM and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to info@vrfilms.in
5. The Register of Members and Share Transfer Books of the Company will remain closed from 28th October, 2020 to 07th November, 2020, both days inclusive, for taking record of the Members of the Company for the purpose of AGM.
6. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 02nd November, 2020 through email on info@vrfilms.in. The same will be replied by the Company suitably.
10. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website at www.vrfilms.in
11. 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 electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to info@vrfilms.in.

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://zoom.us/j/93440354454?pwd=SC9uYnFWallkblE3dFRpalZSUit0UT09>

12. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the depositories. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at 20%.
13. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. The aforesaid declarations and documents need to be submitted by the shareholders by the Record Date.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

Registered Office:

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

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

Sd/-
Manish Satprakash Dutt
Managing Director
DIN: 01674671

Sd/-
Krishi Satprakash Dutt
Whole-Time Director
DIN: 01674721

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

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM through Zoom application by clicking on the following link: Link:
<https://zoom.us/j/93440354454?pwd=SC9uYnFWallkblE3dFRpalZSUi0UT09>
Meeting ID: 934 4035 4454
Password: 821304
2. 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.
3. Members who need assistance before or during the AGM, can contact Mr. Prasad Sawant, CFO at email id prasad.sawant@vrfilms.in.
4. 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 04th November, 2020 (9:00 a.m. IST) to 6th November, 2020 (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.
5. The Voting will be held by 'Show of hands'.

INFORMATION AT A GLANCE

Particulars	Details
Mode	Video conference and other audio-visual means
Time and date of AGM	03:00 P.M. (IST), Saturday, 07 th November, 2020
Link for Participation through videoconferencing	https://zoom.us/j/93440354454?pwd=SC9uYnFWallkblE3dFRpalZSUit0UT09
Helpline number for VC participation	9029097787
Book Closure Date	28 th October, 2020 to 7 th November, 2020
Record Date	09 th October, 2020
Name, address and contact details of Registrar and Transfer Agent	Contact person: Mr. Ganapati Haligouda Link Intime India Pvt. Ltd. C 101, 247 Park, LBS Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 Email id : ganapati.haligouda@linkintime.co.in Contact number: 9004238646 Landline Number: 022-49186200

HIMANK DESAI & CO.
2, Gokul Kunj, Gr. Floor, Opp Bank of India, C.D. Marg,
Danpada, 1st Road, Khar (west), Mumbai – 400052

Telefax:26044382/26493998/26464977*Email:himankd@hotmail.com

Dt. : 15.10.2020

Board of Directors
V. R. Films & Studios Limited
107, Abhishek Building,
Dali Industrial Estate,
Off New Link Road,
Andheri West,
Mumbai – 400 053

Dear Sir,

Re. : Firm's details

Kindly refer to above :-

The firm have experience in the field of Auditing, Taxation and Company Law. The firm got varied exposure by conducting audits of Banks, Financial Institutes, various Public as well as Private Sector Entities. It has requisite young and dynamic manpower and infrastructure and in position to undertake various type of assignments including Audit reviews, compilation of financial data, consultation on improving internal controls, professional advices relating to tax planning to corporate and non corporate assesses and the firm has also engaged in handling matters pertaining to Roc and Company Law Board.

Name	Himank Desai & Co.
Address	2, Gokul Kunj, Gr. Floor, Opp Bank of India, C.D. Marg, Danpada, 1 st Road, Khar (West), Mumbai - 400 052
Tel.,	9867087777 / 9321161817
Email	himankdesai54@gmail.com
Constitution	Proprietor
PAN	AAAPD6568J
Date of Establishment	02.04.1979
Firm Reg. No.	107360W
Membership No.	031602
Staff	3 Semi Qualified. 4 Assistant

Thanking you,

Yours faithfully,
For Himank Desai & Co.
Chartered Accountants.

HIMANK
KRISHNAKUMAR DESAI

Digitally signed by HIMANK
KRISHNAKUMAR DESAI
Date: 2020.10.15 15:54:51 +05'30'

(HIMANK DESAI)
Proprietor