



GV Films Limited

B/14-B, Pravasi Industrial Estate Co - Operative Society Ltd.
1st Floor, Vishweshwar Nagar, Off Aarey Road,
Goregaon (East), Mumbai - 400 063. Tel.: 02247495238
E-mail: cs.gvfilms@gmail.com Website : www.gvfilms.in
CIN No : L92490MH1989PLC238780
SCRIPT CODE : 523277, SCRIPT ID : GVFILM

To

The Manager,
BSE Ltd,
Corporate Relationship Dept,
25th Floor, Sir P.J.Towers,
Dalal Street, Mumbai 400001.

Sub: - Outcome of Board Meeting held on Wednesday, 14th February, 2024

Dear Sir/Madam,

Pursuant to the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, this is to inform you that the meeting of Board of Directors of the Company held on Wednesday, 14th February 2024 at 04.00 p.m. at Company's Corporate Office at 521/5, Anna Salai, Nandanam, Chennai – 600 035 have inter alia the followings:

1. Discussed and approved the Un-audited Financial Results for Quarter ended 31st December, 2023 and also adopted Limited Review Report thereon.
2. The Board took a note of Query raised by BSE with respect to relevant date in connection with preferential issue of Warrants convertible into Equity Shares of the company and accordingly modified and took necessary steps to correct the relevant date as 25th January, 2024 instead of 27th January, 2024.

The meeting concluded at 6:00 p.m. with vote of thanks to the chair.

You are requested to take the same on record

For G.V. Films Limited

BALAGIRI VETHAGIRI VETHAGIRI
CEO & Managing Director
Din: 01735497

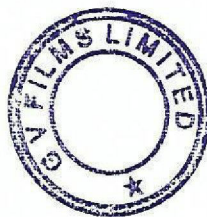


Date: 14/02/2024
Place: Chennai

G.V. FILMS LIMITED						
Regd. Office: Gala No.B 14B, 1st Floor, Pravasi Industrial Estate, Goregaon Mulund Link Road, Goregaon East, Mumbai-400063						
UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER 2023						
Corporate Identity Number (CIN) L92490MH1989PLC238780						
	Quarter Ended		Nine months ended		Year ended	
	(Rs. in Lakhs)					
	3 Months Ended 31-Dec-2023 (Unaudited)	3 Months Ended 30-Sep-2023 (Unaudited)	Corresponding 3 Months Ended in the previous year 31-Dec-2022 (Unaudited)	Nine months ended 31-Dec-2023 (Unaudited)	Nine months ended 31-Dec-2022 (Unaudited)	Year ended 31-Mar-2023 (Audited)
I Revenue from operations	0.00	0.00	0.00	0.00	0.00	-
II Other Income	0.04	0.18	0.10	0.33	0.30	0.40
III Total Income (I+II)	0.04	0.18	0.10	0.33	0.30	0.40
IV Expenses						
Cost of materials consumed	0.00	0.00	0.00		0.00	0.00
Changes in inventories of finished goods, work in progress and stock-in-trade	0.00	0.00	0.00	0.00	0.00	0.00
Employee benefits expense	1.80	2.25	2.25	6.30	8.45	
Finance Costs	13.92	14.43	14.09	41.84	41.11	10.65
Impairment Losses	0.00	0.00	0.00	0.00	0.00	54.36
Depreciation & amortisation expense	1.32	2.20	1.25	4.35	3.74	4.99
Other Expenditure	10.06	8.28	13.13	23.30	44.34	56.27
Total expenses (IV)	27.09	27.16	30.72	75.78	97.64	126.27
V Profit/(loss) before exceptional items and tax (I-IV)	(27.05)	(26.97)	(30.62)	(75.45)	(97.35)	(125.87)
VI Exceptional Items	0.00	0.00	0.00	0.00	0.00	0.00
VII Profit/(loss) after exceptional items and before tax (I-IV)	(27.05)	(26.97)	(30.62)	(75.45)	(97.35)	(125.87)
VIII Tax expenses:	0.00	0.00	0.00	0.00	0.00	0.00
(1) Deferred Tax	0.00	0.00	0.00	0.00	0.00	
(2) Current tax	0.00	0.00	0.00	0.00	0.00	
IX Profit/(Loss) for the period (VII+VIII)	(27.05)	(26.97)	(30.62)	(75.45)	(97.35)	(125.87)
X Other Comprehensive Income	0.00	0.00	0.00	0.00	0.00	0.00
XI Comprising Profit/ (Loss) and Other Comprehensive	(27.05)	(26.97)	(30.62)	(75.45)	(97.35)	(125.87)
Paid-up equity share capital	9,146.28	9,146.28	9,146.28	9,146.28	9,146.28	9,146.28
Reserves excluding revaluation reserves	0.00	0.00	0.00	0.00	0.00	0.00
	0	0	0	0	0	0
Earnings per share (of Rs.1/- each)						
(a) Basic	(0.0030)	(0.0029)	(0.0033)	(0.0082)	(0.0106)	(0.0138)
(a) Diluted	(0.0030)	(0.0029)	(0.0033)	(0.0082)	(0.0106)	(0.0138)

Notes :

- 1) The above results for the Quarter ended 31-12-2023, as reviewed and recommended by the Audit Committee of the board has been approved by the Board of Directors at its meeting held on Febraury,14 2024. the statutory auditors have expressed a Qualified opinion on the audited Standalone & Consolidated Results.
- 2) The standalone financial results of the Company have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (" the Act") read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirments) Regulations, 2015.
- 3) The Company operates exclusively in one reportable business segment i.e., "Film production and distribution". There is no exceptional and/or extra ordinary item.
- 4) Revenue from operations, if any, is disclosed net of Goods and Service Tax.



5) **SEBI Investigations:**

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

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

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

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

Direction - In exercise of powers conferred under Sections 11, 11B read with Section 19 of the Securities and Exchange Board of India Act, 1992, the Company is restrained from accessing the Securities Market including by issuing prospectus, offer document or advertisement soliciting money from the public and is further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly in any manner, for a period of five years from the date of the order.

Penalty - A penalty of Rs.25 Lakhs levied on the Company under Section 15HA of the SEBI Act, 1992 and Section 23E of the SCRA, 1956.

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

In respect of the queries raised by the Securities and Exchange Board of India (SEBI) in relation to the preferential allotment of 5,460 Lakhs equity shares of Rs.1/- each equally to Mr. Ishari Kadhivelan Ganesh, Mr. Mahadevan Ganesh and Mr. Balakumar Vethagiri Giri respectively during the Financial Year 2017-18, the Company is gave its submissions from time to time and hopes to resolve the issues within a short span of time.

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

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

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

The Company filed a settlement application with SEBI in respect of the violations of accounting standards which formed part of the Show cause notice in SCN No SEBI/HO/IVD/ID19/VA/OW/P/2020/0000013285/2 dated August 17, 2020 and we also filed a compounding application for the same offenses with the ROC Mumbai. However, the settlement application was rejected by SEBI on account of the Company not having paid the penalty of Rs.25 Lakhs + Interest that was levied in respect of the GDR transaction from 2007 by the Securities Appellate Tribunal. Therefore SEBI initiated recovery proceedings and froze the bank account of the Company. Soon after, the penalty was paid and the freeze was lifted.



The Company is in receipt of Final Order from SEBI Vide WTM/AB/IVD/ID19/18570/2022-23 dated 26-08-2022 imposing various penalties on the Company and the office bearers. An amount of Rs.20 Lakhs u/s 23H of SCRA, 1956 and Rs.10 Lakhs u/s 15HB & 15A(a) of SEBI Act, 1992. Received a notice on 23rd May 2023 from the Supreme Court of India under Rule 8 of order XIX, SCR 2013, tagging the case alongwith Civil Appeal No.7334/2022.

6) The Company received a Show cause notice from the office of THE COMMISSIONER OF CUSTOMS APPEALS - I COMMISSIONERATE CHENNAI, the Competent Authority, 19.12.2022 exercising the powers conferred through Section 37A Foreign Exchange Management Act, 1999 (hereinafter referred to as "the Act" or "FEMA"). The Said SCN is pursuant to the order of seizure passed u/s. 37A(1) of FEMA by the Assistant Director, Enforcement Directorate, Chennai dated 30.08.2022. After adjudication, the Competent Authority set aside the order 24.02.2023 of seizure in favour of the Company. Against the said order, the office of the assistant director of enforcement has preferred an appeal before the Appellate Tribunal in Appeal NO. FPA-FE- 40/CHN/2023 on 06.04.2023, which is pending adjudication. The Assistant Director, is yet to file a complaint u/s. 16(3) of FEMA and therefore the outcome of the proceedings is not quantifiable.

7) The company was in receipt of order u/s 147 read with section 144B dated 29.03.2022 for AY 2016-17, where a sum of Rs.2,023 Lakhs is added u/s 69A as unexplained income and a tax demand of Rs.1,204 Lakhs has been made. Further, an interest on tax of Rs.8.96 Lakhs u/s 115WE has remained unpaid for the AY 2009-10. The company has filed an appeal against the said order for the AY 2016-17 before CIT (Appeal) on 13.04.2022. The company is hopeful of a positive outcome in its favor at appellate stage and hence no provision has been made. Against the said demand of Rs.1,213 Lakhs the company had preferred a stay petition before the assessing officer which was rejected and the bank account attached. Owing to the attachment of the operating bank account, the company has been meeting its day to day obligations through the bank account of its subsidiary GV Studio City Ltd.

8) The company has experienced a significant decline in revenue over the past three years. The Company still maintains a positive net worth. This demonstrates the underlying strength of our assets, capital structure, and the potential for long-term sustainability. To address the current situation and secure a prosperous future, the management of the Company has developed a comprehensive strategy that encompasses several key areas:

Market Analysis and Expansion: The Company has conducted an in-depth analysis of the market and identified emerging opportunities. By leveraging our existing assets, expertise, and relationships, The Company plans to expand our operations into new markets and diversify our product/service offerings. This expansion will allow us to tap into previously untapped revenue streams, increase our customer base, and enhance our overall competitive advantage.

Cost Optimization and Efficiency: The Company recognizes the need to optimize our cost structure and improve operational efficiency. By a thorough review of our internal processes, The Company is identifying areas where the Company can streamline operations, eliminate unnecessary expenditures, and maximize resource allocation. This will enable the Company to reduce overhead costs and improve profit margins, thus increasing the Company's overall financial stability.

Product/Service Innovation: To meet the changing demands of the market, the Company is committed to continuous innovation. The Company will invest in research and development activities to enhance our existing offerings and develop new products/services that cater to evolving customer needs. By staying at the forefront of industry trends and technological advancements, The Company is to differentiate ourselves from competitors and attract new revenue streams.

Strategic Partnerships and Alliances: Recognizing the value of collaboration, The Company is actively seeking strategic partnerships and alliances with industry leaders and complementary businesses. These collaborations will provide us with access to new markets, distribution channels, and shared resources. Through such partnerships, The Company can tap into their customer base, enhance our brand presence, and create mutually beneficial opportunities for growth.

Financial Restructuring and Funding: To support our future growth initiatives, The Company is exploring various financing options, including debt restructuring, equity investments, and potential capital injections. The Company is engaging with financial institutions, investors, and other stakeholders to secure the necessary funding to execute our strategic plans effectively. The Company is in possession of substantial amount of inventory which has prospect to get monetised in the coming future.

By implementing these measures, The Company is confident in its ability to turn the tide and generate sustainable income in the coming years.

The Company closely monitors the progress against these strategic objectives and regularly reports to our shareholders on the milestones achieved and the overall financial health of the company. The Management remain optimistic about the future of the Company.

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

Place : Chennai

Date : 14/02/2024

For and on behalf of the Board of Directors



Balagiri
BALAGIRI VETHAGIRI VETHAGIRI

CEO & Managing Director
DIN: 01735497



CNGSN & ASSOCIATES LLP CHARTERED ACCOUNTANTS

Anand Seethakathi Business Centre, 2nd Floor, No. 684-690

Anna Salai, Thousand Lights, Chennai - 600 006. India.

Tel : +91 - 44 - 4554 1480 / 81 / 82

Web : www.cngsn.com ; Email : info@cngsn.com

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

To the Board of Directors of GV Films Limited

We have reviewed the accompanying statement of unaudited standalone financial results of **GV Films Limited** ("the company") for the quarter ended 31st December 2023 ("the statement") and the year to date results for the period 1st April 2023 to 31st December 2023 ("the statement"), being submitted by the Company's Management pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Circular No. CIR/CFD/CMD1/44/2019 dated 29th March 2019 and in accordance with the recognition and measurement, principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("IND AS 34"), prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

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

Basis of Qualified Conclusion

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



Material Uncertainty Related to Going Concern

We draw attention to Note 8 in the financial results, which indicates that the Company has not generated revenue from operations for three continuous years and has incurred expenses resulting in cash losses. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. We further draw attention to the same Note detailing the measures proposed to be taken by the Management to generate revenue in the future.

Our opinion is not modified in respect of this matter.

Other Matter

Reference is drawn to Note No.6 detailing the receipt of a Show cause notice from the office of The Commissioner of Customs Appeals – I, Commissionerate Chennai, the Competent Authority, 19.12.2022 exercising the powers conferred through Section 37A Foreign Exchange Management Act, 1999 (hereinafter referred to as "the Act" or "FEMA"). The Said SCN is pursuant to the order of seizure passed u/s. 37A (1) of FEMA by the Assistant Director, Enforcement Directorate, Chennai dated 30.08.2022. After adjudication, the Competent Authority set aside the order 24.02.2023 of seizure in favor of the Company. Against the said order, the office of the assistant director of enforcement has preferred an appeal before the Appellate Tribunal in Appeal NO. FPA-FE- 40/CHN/2023 on 06.04.2023, which is pending adjudication. As confirmed by the management, the Assistant Director is yet to file a complaint u/s. 16(3) of FEMA and therefore the outcome of the proceedings is not quantifiable.

Our opinion is not modified in respect to the above matter.

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

Place: Chennai
Date: 14th February 2024



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

A handwritten signature in black ink, appearing to read "K. Parthasarathy".

K. PARTHASARATHY
Partner

Membership No: 018394
UDIN: 26018394 BKARYR2686

G.V. FILMS LIMITED						
Regd. Office: Gala No.B 14B, 1st Floor, Pravasi Industrial Estate, Goregaon Mulund Link Road, Goregaon East, Mumbai-400063						
UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER 2023						
Corporate Identity Number (CIN) L92490MH1989PLC238780						
	Quarter Ended			Nine months ended		Year ended
	(Rs. in Lakhs)					
	3 Months Ended 31-Dec-2023 (Unaudited)	3 Months Ended 30-Sep-2023 (Unaudited)	Corresponding 3 Months Ended in the previous year 31-Dec-2022 (Unaudited)	Nine months ended 31-Dec-2023 (Unaudited)	Nine months ended 31-Dec-2022 (Unaudited)	Year ended 31-Mar-2023 (Audited)
I	Revenue from operations	0.00	45.71	35.15	58.16	140.60
II	Other income	23.06	-8.26	0.23	23.35	0.40
III	Total Income (I+II)	23.06	37.45	35.38	81.50	141.00
IV	Expenses					
	Cost of materials consumed	0.00	0.00	0.00	0.00	-
	Changes in inventories of finished goods, work in progress and stock-in-trade	0.00	0.00	0.00	0.00	-
	Employee benefits expense	1.88	2.25	2.40	6.38	12.00
	Finance Costs	13.92	14.43	18.51	41.34	72.21
	Impairment Losses	0.00	0.00	0.00	0.00	0.00
	Depreciation & amortisation expense	9.75	-13.83	14.33	30.01	57.33
	Other Expenditure	43.89	20.49	14.31	81.49	84.47
	Total expenses (IV)	69.45	23.34	49.55	159.72	226.00
V	Profit/(loss) before exceptional items and tax (I-IV)	(46.39)	14.11	(14.17)	(78.22)	(85.00)
VI	Exceptional Items		0.00	0.00	0.00	0.00
VII	Profit/(loss) after exceptional items and before tax (I-IV)	(46.39)	14.11	(14.17)	(78.22)	(85.00)
VIII	Tax expenses:					
	(1) Deferred Tax	0.00	1.82	-0.11	0.00	0.35
	(2) Current tax	0.00	0.00	0.00	0.00	17.39
IX	Profit/(Loss) for the period (VII+VIII)	(46.39)	12.29	(14.06)	(78.22)	(102.74)
X	Other Comprehensive Income	0.00	0.00	0.00	0.00	0.00
XI	Total Comprehensive Income for the period (IX+X)					
	Comprising Profit/ (Loss) and Other Comprehensive Income for the Period	(46.39)	12.29	(14.06)	(78.22)	(102.74)
	Paid-up equity share capital	9,146.28	9,146.28	9,146.28	9,146.28	9,146.28
	Reserves excluding revaluation reserves	0.00	0.00	0.00	0.00	0.00
	Earnings per share (of Rs.1/- each)					
	(a) Basic	(0.0051)	(0.0028)	(0.0015)	(0.0086)	(0.0100)
	(a) Diluted	(0.0051)	(0.0028)	(0.0015)	(0.0086)	(0.0100)

Notes :

1) The above results for the Quarter ended 31-12-2023, as reviewed and recommended by the Audit Committee of the board has been approved by the Board of Directors at its meeting held on 14th February, 2024. the statutory auditors have expressed a Qualified opinion on the audited Standalone & Consolidated Results.

2) The standalone financial results of the Company have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (" the Act") read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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



5) **SEBI Investigations:**

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

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

In respect of the queries raised by the Securities and Exchange Board of India (SEBI) in relation to the preferential allotment of 5,460 Lakhs equity shares of Rs.1/- each equally to Mr. Ishari Kadhriavelan Ganesh, Mr. Mahadevan Ganesh and Mr. Balakumar Vethagiri Giri respectively during the Financial Year 2017-18, the Company is gave its submissions from time to time and hopes to resolve the issues within a short span of time.

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

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

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

The Company filed a settlement application with SEBI in respect of the violations of accounting standards which formed part of the Show cause notice in SCN No SEBI/HO/IVD/ID19/VA/OW/P/2020/0000013285/2 dated August 17, 2020 and we also filed a compounding application for the same offenses with the ROC Mumbai. However, the settlement application was rejected by SEBI on account of the Company not having paid the penalty of Rs.25 Lakhs + Interest that was levied in respect of the GDR transaction from 2007 by the Securities Appellate Tribunal. Therefore SEBI initiated recovery proceedings and froze the bank account of the Company. Soon after, the penalty was paid and the freeze was lifted.



The Company is in receipt of Final Order from SEBI Vide WTM/AB/IVD/ID19/18570/2022-23 dated 26-08-2022 imposing various penalties on the Company and the office bearers. An amount of Rs.20 Lakhs u/s 23H of SCRA, 1956 and Rs.10 Lakhs u/s 15HB & 15A(a) of SEBI Act, 1992. Received a notice on 23rd May 2023 from the Supreme Court of India under Rule 8 of order XIX, SCR 2013, tagging the case alongwith Civil Appeal No.7334/2022.

6) The Company received a Show cause notice from the office of THE COMMISSIONER OF CUSTOMS APPEALS - I COMMISSIONERATE CHENNAI, the Competent Authority, 19.12.2022 exercising the powers conferred through Section 37A Foreign Exchange Management Act, 1999 (hereinafter referred to as "the Act" or "FEMA"). The Said SCN is pursuant to the order of seizure passed u/s. 37A(1) of FEMA by the Assistant Director, Enforcement Directorate, Chennai dated 30.08.2022. After adjudication, the Competent Authority set aside the order 24.02.2023 of seizure in favour of the Company. Against the said order, the office of the assistant director of enforcement has preferred an appeal before the Appellate Tribunal in Appeal NO. FPA-FE- 40/CHN/2023 on 06.04.2023, which is pending adjudication. The Assistant Director, is yet to file a complaint u/s. 16(3) of FEMA and therefore the outcome of the proceedings is not quantifiable.

7) The company was in receipt of order u/s 147 read with section 144B dated 29.03.2022 for AY 2016-17, where a sum of Rs.2,023 Lakhs is added u/s 69A as unexplained income and a tax demand of Rs.1,204 Lakhs has been made. Further, an interest on tax of Rs.8.96 Lakhs u/s 115WE has remained unpaid for the AY 2009-10. The company has filed an appeal against the said order for the AY 2016-17 before CIT (Appeal) on 13.04.2022. The company is hopeful of a positive outcome in its favor at appellate stage and hence no provision has been made. Against the said demand of Rs.1,213 Lakhs the company had preferred a stay petition before the assessing officer which was rejected and the bank account attached. Owing to the attachment of the operating bank account, the company has been meeting its day to day obligations through the bank account of its subsidiary GV Studio City Ltd.

8) The company has experienced a significant decline in revenue over the past three years. The Company still maintains a positive net worth. This demonstrates the underlying strength of our assets, capital structure, and the potential for long-term sustainability.

To address the current situation and secure a prosperous future, the management of the Company has developed a comprehensive strategy that encompasses several key areas:

Market Analysis and Expansion: The Company has conducted an in-depth analysis of the market and identified emerging opportunities. By leveraging our existing assets, expertise, and relationships, The Company plans to expand our operations into new markets and diversify our product/service offerings. This expansion will allow us to tap into previously untapped revenue streams, increase our customer base, and enhance our overall competitive advantage.

Cost Optimization and Efficiency: The Company recognizes the need to optimize our cost structure and improve operational efficiency. By a thorough review of our internal processes, The Company is identifying areas where the Company can streamline operations, eliminate unnecessary expenditures, and maximize resource allocation. This will enable the Company to reduce overhead costs and improve profit margins, thus increasing the Company's overall financial stability.

Product/Service Innovation: To meet the changing demands of the market, the Company is committed to continuous innovation. The Company will invest in research and development activities to enhance our existing offerings and develop new products/services that cater to evolving customer needs. By staying at the forefront of industry trends and technological advancements, The Company is to differentiate ourselves from competitors and attract new revenue streams.

Strategic Partnerships and Alliances: Recognizing the value of collaboration, The Company is actively seeking strategic partnerships and alliances with industry leaders and complementary businesses. These collaborations will provide us with access to new markets, distribution channels, and shared resources. Through such partnerships, The Company can tap into their customer base, enhance our brand presence, and create mutually beneficial opportunities for growth.

Financial Restructuring and Funding: To support our future growth initiatives, The Company is exploring various financing options, including debt restructuring, equity investments, and potential capital injections. The Company is engaging with financial institutions, investors, and other stakeholders to secure the necessary funding to execute our strategic plans effectively. The Company is in possession of substantial amount of inventory which has prospect to get monetised in the coming future.

By implementing these measures, The Company is confident in its ability to turn the tide and generate sustainable income in the coming years.

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

Place : Chennai
Date : 14/02/2024

For and on behalf of the Board of Directors

Balagiri

BALAGIRI VETHAGIRI VETHAGIRI
CEO & Managing Director
DIN: 01735497





CNGSN & ASSOCIATES LLP **CHARTERED ACCOUNTANTS**

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

To the Board of Directors of GV FILMS LIMITED

We have reviewed the accompanying Statement of Consolidated Unaudited Financial results GV FILMS LIMITED ("The Parent") and its Subsidiary (The Parent and its subsidiary together referred to as the "Group"), for the quarter ended 31st December 2023 and the consolidated year to date results for the period 1st April 2023 to 31st December 2023, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Circular No. CIR/CFD/CMD1/44/2019 dated 29th March 2019.

This statement which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statement based on our review.

We conducted our review of the statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with standards on auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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



Basis for Qualified Conclusion:

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

Material Uncertainty Related to Going Concern

We draw attention to Note 8 in the financial results, which indicates that the Company has not generated revenue from operations for three continuous years and has incurred expenses resulting in cash losses. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. We further draw attention to the same Note detailing the measures proposed to be taken by the Management to generate revenue in the future.

Our opinion is not modified in respect of this matter.

Other Matter

Reference is drawn to Note No.6 detailing the receipt of a Show cause notice from the office of The Commissioner of Customs Appeals – I, Commissionerate Chennai, the Competent Authority, 19.12.2022 exercising the powers conferred through Section 37A Foreign Exchange Management Act, 1999 (hereinafter referred to as "the Act" or "FEMA"). The Said SCN is pursuant to the order of seizure passed u/s. 37A (1) of FEMA by the Assistant Director, Enforcement Directorate, Chennai dated 30.08.2022. After adjudication, the Competent Authority set aside the order 24.02.2023 of seizure in favor of the Company. Against the said order, the office of the assistant director of enforcement has preferred an appeal before the Appellate Tribunal in Appeal NO. FPA-FE- 40/CHN/2023 on 06.04.2023, which is pending adjudication. As confirmed by the management, the Assistant Director is yet to file a complaint u/s. 16(3) of FEMA and therefore the outcome of the proceedings is not quantifiable.

Our opinion is not modified in respect to the above matter.

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



The Statement includes the results of the following:

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

We did not review the interim financial statements / financial information / financial results of the subsidiary included in the consolidated unaudited financial results, whose interim financial statements / financial information / financial results reflect total revenues (before consolidation adjustments) of Rs.58.16 lakhs, total net loss after tax (before consolidation adjustments) of Rs.19.32 lakhs and total comprehensive loss (before consolidation adjustments) of Rs.2.75 lakhs for the quarter ended 31st December 2023 as considered in the consolidated unaudited financial results. These unaudited financial results and other unaudited financial information have been approved and furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unaudited financial results and other unaudited financial information. Our conclusion on the Statement is not modified in respect of the above matters.

Place: Chennai
Date: 14th February 2024



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

A handwritten signature in green ink, appearing to read "K. Parthasarathy".

K. PARTHASARATHY
Partner

Membership No.: 018394
UDIN: 2A018394BKARY05184