

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions if any, of the Companies Act, 2013 (The Act read together with the Companies (Management and Administration) rules, 2014, including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution appended below is proposed to be passed by the members through postal ballot/electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolution, setting out the material facts concerning each item and the reason thereof, is annexed hereto a postal ballot form for your consideration.

The Board of Directors of the Company ("Board") has appointed M/s Aabid & CO, (C.P.No. 6625 M.No. FCS 6579), Practicing Company Secretary as the scrutinizer ("Scrutinizer") for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed business reply envelope so as to reach the company not later than 17:30 hours on 8th June, 2018. Postage will be borne and paid by the Company. Postal Ballot forms, if sent at the expense of the members, will also be accepted. The postal ballot forms may be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 17:30 hours on 8th June, 2018 shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section "Voting through Electronic Means". References to postal ballot(s) in this Postal Ballot notice include votes received electronically.

The Scrutinizer will submit his report to the Managing Director or any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared by the Managing Director or any other authorized person of the company on or before Monday, 11th June, 2018 and communicated on the same day to the stock exchanges. Depository, registrar and share transfer agents and shall also be displayed on the Company's website, www.gvfilms.in.

Date: 27th April, 2018

By order of the Board of Directors

Registered Office:

For G.V. Films Limited

408, Sagar Avenue, 54B,

S.V. road, Andheri West

BalakumarVethagiri Giri

Mumbai – 400 058

Managing Director

ITEM NO: 1 –CONVERSION OF UNSECURED LOANS INTO EQUITY ON PREFERENTIAL BASIS

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

"RESOLVED in partial modification to the extent necessary, of the resolution passed by the shareholders at 28th Annual General Meeting held on 23rd June 2017 and pursuant to the provisions of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Bombay Stock Exchange where the Company's shares are listed, and in accordance with the provisions of Regulation 74(2) read with 74(1) of Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, and SEBI (Listing Obligation and Disclosure Requirements), 2015 as may be applicable to the preferential issue of Equity shares and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been / will be delegated) and subject to such, consents and approvals of SEBI, Stock Exchange(s), Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the members of the Company be and is hereby approve/ratify the allotment of 54,60,00,000 equity shares (hereinafter referred as New Equity Share) made by the Board on 29th January 2018 at a face value of Re.1/- each at par aggregating to Rs. 54,60,00,000/- to Mr. IshariKadhirvelan Ganesh, Mr.Mahadevan Ganesh and Mr.BalakumarVethagiri Giri on the basis of Special Resolution passed by the members on 23rd June 2017 for conversion of unsecured loans of Rs. 61,25,37,370/- into Equity on Preferential

basis to offer, allot and issue 61,25,37,370 equity shares of face value of Re. 1/- each at par to aforesaid allottees, for such conversion of loans into equity as determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended, provided that the price of the equity shares so issued shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions Regulation 74(2) read with Regulation 74(1) of Chapter VII of the SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 (ICDR) as amended.

RESOLVED FURTHER THAT the pricing of the Equity Shares allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the "Relevant Date". The 'Relevant Date' for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 9th May, 2018, being the date 30 days prior to the 8th June, 2018 i.e. the date of passing of special Resolution to approve the proposed preferential issue.

RESOLVED FURTHER THAT the new equity shares issued shall rank pari-passu with the existing Equity Shares of the Company, in all respects and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares as may be issued with the Bombay Stock Exchange Limited.

RESOLVED FURTHER THAT the Company do apply to the National Securities Depository Limited and /or Central Depository Limited for admission of the Securities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and execute all documents as may be necessary in this regard and to delegate all or any of the powers herein conferred, to any one or more Directors or the Secretary of the Company .”

BALAKUMAR VETHAGIRI GIRI
Managing Director

NOTES

1. The Explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The postal ballot notice is being sent to the members whose names appear on the Register of Members/List of Beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 27th April, 2018. The postal ballot notice is being sent to the Members in electronic form to the email addresses registered with their Depository participants (in case of electronic shareholding)/ the company's registrar and share transfer agent (in case of Physical shareholding). For Members whose email ID's are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on 27th April, 2018 will be considered for the purpose of voting. A person who is not a member as on the relevant date should treat this notice for information purpose only.
4. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case of the members who cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical ballot-forms will be treated as Invalid.
6. In case a Member wish to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to cs.gvfilms@gmail.com. The registrar and share transfer agent/company shall forward the same along with postage-prepaid self addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on 27th April 2018. The postal Ballot period commences on 10th May, 2018(09:00 hours IST) and ends on 8th June, 2018 (17:30 hours IST).
8. In Compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL/CDSL. The instructions for electronic voting are annexed to this notice.

9. Members cannot exercise votes by proxy.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:30 hours IST) on 8th June, 2018. The postage will be borne by the company. However, envelopes containing postal ballot, if sent by courier or registered/speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 17:30 hours IST on 8th June, 2018 shall be deemed invalid.
11. the scrutinizer will submit his report to the Managing Director or any other person authorized by the Managing Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Managing Director or any other director of the Company duly authorized on or before Monday, 11th June, 2018 and will also be displayed on the Company website (www.gvfilms.in), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 8th June, 2018 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date of receipt or votes by postal ballot/e-voting.

Voting through electronic means

In Compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 (the Listing Regulations) and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related rules, the company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the Services of NSDL/CDSL for the purpose of providing e-voting facility to all its members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10th May, 2018, at 9.00 A.M. and ends on 8th June, 2018 at 70:30 hours. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th April, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN: Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)•

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.

- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Since the Company is required to provide members, the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut – off date. The results of e-voting will be placed by the Company on the website: www.gvfilms.in and also communicated to the stock exchange(s), where the shares of the Company are listed.

- a. The resolution proposed will be deemed to have been passed on 8th June, 2018 i.e. the last date for the receipt of the Postal Ballot.
- b. Voting will be provided to the members through e-voting and physical/post. A member can opt for only one mode of voting i.e. either through e-voting or ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.

Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013

Item No: 1

The special resolution as mentioned under item no.1 proposes to ratify/approve the allotment made by the Board on 29th January 2018 on the basis of the special Resolution passed by the Members in the 28th Annual General Meeting held on 23rd June 2017 in respect of conversion of unsecured loans of Rs. 61,25,37,370/- (Rupees Sixty One Crores Twenty Five lacs thirty seven thousands three hundred and seventy only) into Equity on preferential basis to offer, allot and issue 61,25,37,370 equity shares to Mr. IshariKadhirvelan Ganesh, Mr. Mahadevan Ganesh and Mr. BalakumarVethagiri Giri in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations 2009 and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Further, pursuant to the Regulation 74(1) of the SEBI (Issue of Capital and Disclosures Requirements) Regulation 2009, such preferential allotment is required to be completed within a period of 15 days from the passing of special resolution in the general meeting. Since the Company has not complied with Regulation 74(1) due to organizational delay and as the said period of 15 days has already been completed from the date of having obtained the approval of the shareholders at the AGM dated 23rd June, 2017 and the final amount of loan to be converted as per the Board Resolution dated 29th January, 2018 aggregates only to Rs. 54,60,00,000/- (Rupees Fifty four Crores Sixty Lakhs only) which was outstanding as on 28th January 2018, the board is seeking fresh approval/ratification from the members of the company under Regulation 74(2) readwith Regulation 74(1) of the SEBI (Issue of Capital and Disclosures Requirements) Regulation 2009 for the aforesaid allotment of 54,60,00,000 equity shares of Re.1/- each fully paid-up at par aggregating to Rs. 54,60,00,000/-

In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations") as amended, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the Extra-Ordinary General Meeting through Postal Ballot:

i. The Objects of the issue through preferential offer:

Since the Company is not in a position to repay the outstanding loan amount, the Management of the Company has made arrangement whereby the outstanding amount payable to Mr. IshariKadhirvelan Ganesh, Mr. Mahadevan Ganesh & Mr. BalakumarVethagiri Giri of the Company would be settled through converting the outstanding loan amount into Equity shares of the Company on preferential basis.

The Board of Directors of the Company at its meeting held on 27.04.2017, have received the consent and confirmation from the above mentioned Mr. IshariKadhirvelan Ganesh, Mr. Mahadevan Ganesh & Mr. BalakumarVethagiri Giri for converting the outstanding loan amount to Equity Shares of the Company.

ii. The Total Number of shares to be issued:

The Board vide resolution dated 29th January, 2018 offered, issued and allotted 54,60,00,000/- (Fifty Four Crores and Sixty Lacs only) equity shares of Re.1/- each fully paid-up at Par aggregating to Rs. 54,60,00,000/- to the proposed allottees on preferential basis and the price of equity shares of issuer Company for such conversion of loans into equity is to be determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended provided that the price of the equity shares so issued shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended."

iii. Intention of the Directors/Key Managerial personnel to subscribe to the offer:

None of the Directors and Key Managerial Persons are subscribing to the offer, except Mr. IshariKadhirvelan Ganesh, Mr. Mahadevan Ganesh &

Mr. BalakumarVethagiri Giri

iv. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. (vi) below.

v. The details of the shareholding of the proposed allottees Mr. IshariKadhirvelan Ganesh, Mr. Mahadevan Ganesh & Mr. BalakumarVethagiri Giri as on date, as mentioned at point no. (vi) below.

vi. Identity of the proposed allottee and percentage of post preferential issued capital:

Proposed Allottee	Pre-Issue Holding preferential	No. of Equity Proposed to be allotted	Post preferential Issue holding
Mr. IshariKadhirvelan Ganesh Address: Old No.30, New No.9, Dr. Ranga Road, Mylapore, Chennai 600004 PAN:AAAPI4538D	60,000	18,20,00,000	18,20,60,000 (19.905 %)
Mr.Mahadevan Ganesh The Manor No.1, Cenotaph Road, IInd Lane, Chennai - 600 018 PAN : AEAPG4537Q	Nil	18,20,00,000	18,20,00,000 (19.898 %)
Mr. BalakumarVethagiri Giri, 13/70, Savitha Building, Pestom Sagar Road, No.2, Chembur, Mumbai 400089 MH, India PAN : AADPG2683A	22,749	18,20,00,000	18,20,22,749 (19.901 %)

vii. Control:

There will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

viii. Relevant Date:

The Relevant Date as per the Regulations for the determination of issue price of the Equity Shares, pursuant to the aforesaid preferential allotment is fixed as 9th May, 2018 i.e. the date falling 30 days prior to the 8th June, 2018i.e. the date of passing of special Resolution to approve the proposed preferential issue

ix. Pricing of Preferential Issue:

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76(1) of the SEBI ICDR Regulations. The equity shares shall be allotted at a price not less than higher of the following:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date. As per the calculations, the issue price has been fixed as Re1/- per share which is more than the minimum price determined per share, in terms of Regulation 76(1) of the SEBI Regulations.

x. The justification for the allotment proposed to be made for conversion of loan into equity:

As the Company's financials do not permit repayment of outstanding loan amount and payment of interest thereon an ongoing basis, the Management of the Company has made arrangement whereby the loan amount of only Rs. 54,60,00,000/- (Rupees Fifty Four Crores and Sixty Lacs only) out of unsecured loans of Rs. 61,25,37,370/- payable to Mr.IshariKadhirvelan Ganesh, Mr. Mahadevan Ganesh and to Mr. BalakumarVethagiri Giri would be settled by converting their portion of the loan amount into Equity Shares through Preferential Allotment.

xi. Basis of valuation of shares:

The Company being a listed entity, the price of Equity share has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.

xii. Earlier allotment on preferential basis:

No Shares have been allotted earlier on Preferential Basis.

xiii. Shareholding Pattern of the Company before and after preferential issue:

Sr. No.	Category	Pre Issue No. Shares held	% of share holding	No. Shares held	Post Issue % of share holding
A Promoters Holding					
1	Indian:	0	0	0	0
	Individuals	0	0	0	0
	Body corporate	0	0	0	0
	Sub Total	0	0	0	0
2	Foreign Promoters	0	0	0	0
	Sub Total of A	0	0	0	0
B Non-Promoters holding					
1	Institutional Investors	702600	0.19	702600	0.07
2	Non-Institution:				
	Private Corporate Bodies	151484234.11	15148423	1.66	
	FII	16492833	4.47	16492833	1.80
Directors and Relatives					
Mr. IshariKadhirvelan					
	Ganesh	60000	0.016	18,20,60,000	19.91
	Mrs.Isari Ganesh Arthi	50000	0.014	50000	0.01
	Mr. Mahadevan Ganesh	0	0	18,20,00,000	19.90
	Mr. BalakumarVethagiri Giri	22749	0	18,20,22,749	19.90
	Indian Public	315254984	85.53	315254984	34.47
	Others (including NRI's)	20918993	5.67	20918993	2.29
	Sub Total (B)	368627833	100.00	914627833	100.00
	Grand Total (A+B)	368627833	100.00	914627833	100.00

xiv. Proposed time within which the allotment shall be completed:

The Company will issue and allot equity shares on a preferential basis within the time limit specified under the SEBI Regulations or any longer time limit as may be permitted under the SEBI Regulations.

xv. Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of Equity Shares.

xvi. Holding of shares in demat form, non disposal of existing shares by the proposed allottees and lock-in period of prior-holding of shares of proposed allottees:

The entire shareholding of the proposed allottee in the Company, is held by them in dematerialized form. The entire preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from all the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Numbers.

xvii. Lock –in Period of proposed allotment:

The Securities allotted on preferential basis shall be locked in as per Regulation 78 and other applicable provisions of SEBI Regulations, 2009. The consent of the shareholders is sought for the issue of equity shares in terms of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force) and in terms of the provisions of the ICDR Regulations, SEBI (LODR) Regulations and the listing agreements entered into by the Company with the stock exchange(s), where the Company's equity shares are listed.

xviii. Auditor's Certificate:

Certificate from the Statutory Auditors confirming that the proposed issue of Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 including statutory amendments thereof will be made available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days up to the date of the meeting and also shall be placed before the shareholders at the ensuing Annual General Meeting of the Company.

xix. Undertaking to re-compute the price, if required:

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, In case it is required to do so.

xx. Undertaking to put Equity Shares under lock-in till the re-computed price is paid, if required:

Not applicable in this case, as it involves issuance of shares against outstanding loan amount.

xxi. Compliances:

The Company has complied with the requirement of SEBI (LODR) Regulations and other applicable statutory compliances. The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice. Except Mr. IshariKadhirvelan Ganesh, Mr. Mahadevan Ganesh & Mr. BalakumarVethagiri Giri none of the Directors, Key Managerial personnel and their relatives are concerned or interested in the above said resolution except to the extent of their Directorship and Shareholding in the Company.

As per the provisions of Section 62(3) of the Companies Act, 2013 the Company may convert Loan into Equity if the approval of members is taken by way of Special Resolution. Hence, the resolution for converting the unsecured loans into equity is proposed for your approval.

Clause V of the Memorandum of Association (MOA) & Article 4 of Articles of Association (AOA) of the Company, specify the Authorized capital as Rs.2000,00,00,000/- (Two Thousand Crores) consisting of 2000,00,00,000 (Two Thousand Crores) equity shares of Re.1/- each.

The Articles of Association of the Company permits the issue and allotment of equity shares on preferential basis.

The Board of Directors recommends conversion of Loan into Equity shares for your approval.

Date: 27th April, 2018

Registered Office:
408, Sagar Avenue, 54B,
S.V. Road, Andheri West
Mumbai – 400 058

By order of the Board of Directors
For G.V. Films Limited

BalakumarVethagiri Giri
Managing Director

G.V. FILMS LIMITED

Registered Office: 408, Sagar Avenue, 54B, S.V. Road, Andheri West, Mumbai – 400 058.

CIN:L92490MH1989PLC238780

Phone: 022-26135910; Email: cs.gvfilms@gmail.com

Website : www.gvfilms.in

POSTAL BALLOT FORM

Sr. No.	Particulars	Details
1	Name and Registered address of the Sole/First Shareholder(In block letters)	
2	Name(s) of the Joint Member(s), if any	
3	Registered folio No. /*DP ID No. /Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Number of Equity Shares held	

I/We, hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot, for the business stated in Postal Ballot Notice, by sending my/our assent(FOR) or dissent(AGAINST) to the said resolution by placing the tick mark(√) at the appropriate Box below:

Item No.	Resolution Summary	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Approval of Conversion of Unsecured Loans into Equity Shares on Preferential basis			

Place:

(Signature of the Shareholder/

Date:

.....

Authorized Representative)

Note: Please read the instructions given overleaf carefully before exercising your vote.

For those opting to vote through electronic means instead of voting by the above Postal Ballot, facility is available at the web link: www.evotingindia.com

The facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of e-voting	End of e-voting
Thursday, 10th May, 2018 at 9.00 a.m. (IST)	Friday, 8th June 2018 at 5.00 p.m. (IST)

The facility for voting through electronic means will be disabled for voting by Central Depository Services (India) Limited upon expiry of the aforesaid voting period.

INSTRUCTIONS:

- i) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by G V Films Limited However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
- ii) This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
- iii) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant certified true copy of Board Resolution/ Authority Letter duly certified/ attested by Authorized Signatory (ies).
- iv) There will be only one Postal Ballot Form for every Registered Folio No. / Client ID No. / DP ID No. irrespective of the number of joint members.
- v) The Postal Ballot/e-voting shall not be exercised by a proxy.
- vi) Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
- vii) A Member need not use all his/ her votes nor cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, 27th April, 2018.
- viii) Duly completed and signed Postal Ballot Form should reach the Scrutinizer, on or before the close of working hours i.e. 5:00 P.M. on 8th June, 2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
- ix) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer before the close of working hours i.e. 5:00 P.M. on 8th June 2018.
- x) Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed Envelope as such Envelopes will be sent to the Scrutinizer and any extraneous paper found in such Envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- xi) The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated 27th April, 2018.
- xii) Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
- xiii) The results of the Postal Ballot shall be declared on or before 11th June 2018. The resolution if approved by the requisite majority shall be deemed to be passed under the relevant provisions of the Companies Act, 2013 and Rules made there under, on 11th June, 2018.