

# FILMCITY MEDIA LIMITED

## ANNUAL REPORT 2014-15

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### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **21<sup>st</sup> Annual General Meeting** of the Members of **M/s. FILMCITY MEDIA LIMITED** will be held on **30<sup>th</sup> September, 2015** at 11.45 a.m. at A-9, Shree Siddhivinayak Plaza, Plot No. B-31, Off Link Road, Andheri – West, Mumbai – 400053 India to transact the following business:

#### **ORDINARY BUSINESS**

1. To consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2015, the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Rajkumar Modi (DIN: 01274171), who retires by rotation and being eligible, offers himself for re-appointment;
3. To re-appoint M/s. Sudhir M Desai & Co., Chartered Accountants (Reg.No. 41999), Mumbai, pursuant to the provisions of Section 139 of the Companies Act, 2013 as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and for that purpose to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 144 and other applicable provisions, if any, of the Companies Act, 2013, M/s Sudhir M Desai & Co., (Firm Registration No. 125516W), Mumbai, the retiring Statutory Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of ensuing Annual General Meeting of the Company and that the Board of Directors’ of the Company be and is hereby authorised to fix their remuneration for the said period and re-imbusement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

# FILMCITY MEDIA LIMITED

## ANNUAL REPORT 2014-15

---

### SPECIAL BUSINESS

#### 4. Appointment of Mrs. Anjali Pareek as a Director

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 Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013, Mrs. Anjali Pareek (DIN: 07144713), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 1<sup>st</sup> April, 2015 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing candidature of Mrs. Anjali Pareek for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from the date of this Meeting i.e 29<sup>th</sup> September 2015 upto September 29, 2020 or as on the date of 21<sup>st</sup> Annual General Meeting, whichever is earlier and not liable to retire by rotation.”

#### 5. Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the Members be and are hereby accorded to the Company to amend the existing Articles of Association of the Company by substituting the new set of Articles of Association.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

Registered Office:  
A-9, Shree Siddhivinayak Plaza,  
Plot No. B - 31, Off Link Road,  
Andheri (W), Mumbai - 400 053.  
Tel : 65501200

Place: Mumbai  
Date: 13.08.2015

By Order of the Board of Directors  
**For Filmcity Media Limited**  
Sd/-  
**(Mr. Raj Kumar Modi)**  
**Director**  
DIN: 01274171

# FILMCITY MEDIA LIMITED

## ANNUAL REPORT 2014-15

---

### NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (“meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy in the Proxy Form (MGT 13), in order to be effective, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Company has notified closure of Register of Members and Share Transfer Books from 24<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive) for the purpose of annual book closure.
6. Members, holding shares in physical form, are requested to notify changes in address, if any, to the Company or Registrar and Share Transfer Agent immediately, quoting their folio numbers. Members, holding shares in dematerialized form, should send the above information to the respective Depository Participants.
7. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
8. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
9. Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their DP.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Link Intime India Pvt. Ltd. for consolidation into a single folio.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their

# FILMCITY MEDIA LIMITED

## ANNUAL REPORT 2014-15

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demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Pvt Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup – West, Mumbai – 400 078.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.
14. Electronic copy of the Notice of the 21<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 21<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 21<sup>st</sup> Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website [www.filmcitymedia.com](http://www.filmcitymedia.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [filmcitymed@gmail.com](mailto:filmcitymed@gmail.com).
16. Voting through electronics means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The e-voting period commences on 27<sup>th</sup> September, 2015 (10:00 am) and ends on 29<sup>th</sup> September, 2015 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2015. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup>

# FILMCITY MEDIA LIMITED

## ANNUAL REPORT 2014-15

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September, 2015, may obtain the login ID and password by sending a request at [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or [filmcitymed@gmail.com](mailto:filmcitymed@gmail.com).

It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

### **PROCEDURE FOR REMOTE E-VOTING:**

- (i) The voting period begins on 27<sup>th</sup> September, 2015 (10:00 am) and ends on 29<sup>th</sup> September, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> September, 2015, 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

# FILMCITY MEDIA LIMITED

## ANNUAL REPORT 2014-15

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>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 last 8 digits of the demat account/folio number in the PAN field.</li> </ul>
	<ul style="list-style-type: none"> <li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:  
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.

# FILMCITY MEDIA LIMITED

## ANNUAL REPORT 2014-15

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A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
17. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23<sup>rd</sup> September, 2015.
18. The Results shall be declared on or after the 21<sup>st</sup> Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.filmcitymedia.com](http://www.filmcitymedia.com) and on the website of CDSL within two(2) days of passing of the resolutions at the 21<sup>st</sup> Annual General Meeting of the Company and shall be duly communicated to the BSE Limited.
19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 2.00 p.m. up to the date of declaration of the result of the 36<sup>th</sup> Annual General Meeting of the Company.

# FILMCITY MEDIA LIMITED

## ANNUAL REPORT 2014-15

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### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

#### **ITEM NO. 4**

Mrs. Anjali Pareek (DIN: 07144713) was appointed as an Additional Director by the Board with effect from 1<sup>st</sup> April, 2015 by Circular Resolution pursuant to the provisions of section 175 of the Companies Act, 2013. Mrs. Pareek is liable to retire by rotation at this Annual General Meeting under the provisions of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

In terms of the provisions of Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Mrs. Pareek is proposed to be appointed as Independent Director for a term of five consecutive years upto September 29, 2020 or as on the date of the 21<sup>st</sup> Annual General Meeting, whichever is earlier, not liable to retire by rotation.

Also, the Company has received a notice in writing from a Member along with the deposit of Rs. 1,00,000/- under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Anjali Pareek for the office of Director of the Company.

Mrs. Pareek is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director. The Company has also received declaration from her that she meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Mrs. Anjali Pareek is a Commerce Graduate with over Five years experience in Media and Production Line. The details of Mrs. Hemlata Chanda as required under Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, are set out in the Annexure forming part of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mrs. Anjali Pareek, is concerned or interested, financially or otherwise, in resolution set out at Item No. 4. The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution.



# FILMCITY MEDIA LIMITED

## ANNUAL REPORT 2014-15

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### ITEM NO. 5

The existing Articles of Association (AOA) of the Company are based on the provisions of erstwhile Companies Act, 1956 and several regulations in the existing Articles of Association are no longer in conformity with the new Companies Act, 2013.

Since many sections of the New Act have come into force, several regulations of the existing AOA of the Company requires alteration or deletions. In order to avoid future uncertainties, it is decided to amend and adopt the new set of Articles of Association of the Company as provided under Table F of the Companies Act, 2013 in place of the existing Articles of Association.

Your directors recommend the resolution at Item no.5 for the approval of Members as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

# FILMCITY MEDIA LIMITED

## ANNUAL REPORT 2014-15

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### Annexure to Notice

#### **Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting** (In pursuance of Clause 49 of the Listing Agreement)

Name of Director	<b>Mr. Rajkumar Modi</b>	<b>Mrs. Anjali Pareek</b>
Age	52 years	40 years
Date of Appointment	04.01.2013	01.04.2015
Expertise in specific functional areas	Mr. Modi has Twelve years experience in Media and Production Line.	Mrs. Anjali Pareek is a Commerce Graduate with over Five years experience in Media and Production Line.
Qualifications	Graduate	Graduate
List of Limited Companies in which outside Directorship held as on 31.03.2015	None	None
No. of Shares held in the Company	None	None

*\*The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013*