



POOJA
ENTERTAINMENT

2016-2017





CONTENTS

Corporate Information.....	2
Notice	4
Director's Report	10
Management Discussion and Analysis.....	26
Independent Auditors Report.....	32
Balance Sheet	36
Statement of Profit and Loss	37
Cash Flow Statement.....	38
Notes to Financial Statement	39
Attendance Slip	51
Proxy form	53
Ballot paper	55

Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that services of notice / documents including Annual Report can be sent by email to its members. To support this green initiative of the Government in full measure, members who have not registered their email address, so far, are requested to register their email address, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with Company’s Registrars and Transfer Agents, Bigshare Services Private Limited by sending email to investor@bigshareonline.com

CORPORATE INFORMATION

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Vashu Bhagnani	Managing Director
Mrs. Puja Bhagnani	Whole-Time Director
Mrs. Deepshikha Deshmukh	Non-Executive Director
Mr. Vivek Bhole	Independent Director
Mr. Manoj Nihalani	Independent Director
Mr. Kuki Abdul Khan	Independent Director
Mr. Dinesh Gupta	Chief Financial Officer
Ms. Poonam Pokiya	Company Secretary

COMMITTEES

Audit Committee	Nomination and Remuneration Committee	Stakeholder Relationship Committee
Mr. Vivek Bhole Mr. Kuki Abdul Khan Mr. Manoj Nihalani	Mr. Kuki Abdul Khan Mr. Vivek Bhole Mr. Manoj Nihalani	Mr. Kuki Abdul Khan Mr. Vivek Bhole Mr. Manoj Nihalani

BANKERS

IDBI Bank	Vijaya Bank	Saraswat Bank
Plot No. 11, Nutan Laxmi CHS Ltd., CTS No.-261, JVPD Scheme, N.S.Road - 10 J, Mumbai- 400049	Dr. Ambedkar Road, Mumbai- 400050	Andheri, Gr. Flr. Shivchhaya Co-Op HSG Soc 33, M.V. Road, Mumbai - 400069

AUDITORS

Statutory Auditor	Internal Auditor	Secretarial Auditor
M/s Jayantilal Thakkar & Co. Chartered Accountants	M/s. Manish R. Mehta & Associates Chartered Accountants	M/s B.K.Pradhan & Associates Practising Company Secretary

REGISTERED OFFICE

Pooja Entertainment and Films Limited
Pooja House, 1st Floor, CTS No.892-893,
Opp. J.W. Marriott Hotel,
Juhu Tara Road, Juhu, Mumbai-400 049
Tel: 022-26121613/14 Fax: 022-26631275
Email: investor@poojaentertainmentandfilms.in
Website: www.poojaentertainmentandfilms.in
CIN No.: L99999MH1986PLC040559

REGISTRAR & SHARE TRANSFER AGENTS

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East, Mumbai- 400059
Tel: 022-62638200 Fax: 022-62638299
Email Id: investor@bigshareonline.com
Website: www.bigshareonline.com

EQUITY SHARES LISTING

Bombay Stock Exchange Limited
(BSE Limited)
Security Code: 532011



Pooja Entertainment and Films Limited are a leading Entertainment content house in India and an integrated player in the Media and Entertainment Industry.

Pooja Entertainment and Films Limited has been pioneer in creating a global platform for Indian Cinema equipped with strong balance sheet, a large content library and a well developed distribution.

During the year, the Company has released 11 movies in multiple languages.

List of movie released during FY 2017

FILM NAME	STAR CAST/ (DIRECTOR)	PRODUCTION/ CO-PRODUCTION/ DISTRIBUTION	GENRE	RELEASE DATE
Sarbjit	Starring by Aishwarya Rai Bachchan, Randeep Hooda (Omang Kumar)	Production	Biographical Drama	May 2016
Junoonyat	Starring by Pulkit Samrat, Yami Gautam (Vivek Agnihotri)	Distribution	Drama	June 2016
Madaari	Starring by Irrfan Khan (Nishikant Kamat)	Co-production	Social thriller	July 2016
Star Trek	Starring by John Cho, Simon Pegg (Justin Lin)	Distribution	Science fiction adventure	July 2016
Dishoom	Starring by John Abraham, Varun Dhawan, Akshaye Khanna, Jacqueline Fernandez (Rohit Dhawan)	Distribution	Action adventure	July 2016
Banjo	Starring by Ritesh Deshmukh, Nargis Fakhri (Ravi Jadhav)	Distribution	Musical action drama	September 2016
Freaky Ali	Nawazuddin Siddiqui, Arbaaz Khan, Amy Jackson, Jas Arora and Seema Biswas (Sohail Khan)	Distribution	Romantic-comedy-sports	September 2016
Raaz reboot	Emraan Hashmi and Kriti Kharbanda (Vikram Bhatt)	Distribution	Thriller	September 2016
Tutak Tutak Tutiya	Prabhu Deva, Tamannaah and Sonu Sood (A.L Vijay)	Distribution	Horror comedy	October 2016
Ventilator	Ashutosh Gowariker, Jitendra Joshi, Boman Irani, Sukanya Kulkarni, Sulabha Arya (Rajesh Mapuskar)	Distribution	Comedy drama	Nov 2016
Sarvann	Amrinder Gill, Simi Chahal, Ranjit Bawa (Karaan Guliani)	Co-production	Thriller	January 2017

At Pooja Entertainment and Films Limited, we take a balanced and educated view of success and firmly believe that every project depends on hard work and dedication of entire team members and with this team spirit we continue to move on, and we always look ahead-to tomorrow, to future.

NOTICE

Notice is hereby given that Thirtieth Annual General Meeting of Pooja Entertainment and Films Limited will be held on Friday, 29th day of September, 2017, at Pinnacle Business Park, CTC 252, 93PT, 94PT, Shanti Nagar, Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai – 400093 at 11.00 a.m., to transact the following business:

Ordinary Business:

- 1) To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2017 together with the Board Report and Auditors thereon.
- 2) To appoint Director in place of Mrs. Deepshikha Deshmukh (DIN: 02146210), who retires by rotation and, being eligible, offers herself for re-appointment.
- 3) To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules, circulars, notifications made/issued thereunder, including any amendment, modification, variation or re-enactment thereof, the appointment of M/s Jayantilal Thakkar & Co., Chartered Accountants (Firm’s Registration No. 104133W) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 31st October, 2014, for a term of 5 years i.e. from the conclusion of the Twenty Seventh Annual General Meeting until the conclusion of the Thirty Two Annual General Meeting, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

By order of the Board of Directors

Poonam Pokiya
Company Secretary & Compliance Officer

Place: Mumbai
Date: 01st September, 2017

Registered Office:
Pooja House, 1st Floor,
CTS No. 892 – 893,
Opp. J. W. Marriott Hotel,
Juhu Tara Road, Juhu,
Mumbai - 400049

NOTES

1. The profile of the Directors seeking appointment/re-appointment, as required in the terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.

3. The Company is registered with National Securities Depository Ltd. ('NSDL') and Central Depository Services (India) Limited ('CDSL'), for dematerialization of its Equity Shares and Company's ISIN is INE147C01017. Bigshare Services Private Limited is the Registrar and Transfer Agents of the Company.

4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 21st September, 2017 to 29th September, 2017 (both days inclusive) for the purpose of the Annual General Meeting.

5. In case of joint holders attending the Meeting, only such joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

7. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the 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 demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrars & Transfer Agents, Bigshare Services Private Limited.

8. Section 72 of the Companies Act, 2013, provides for Nomination by the Shareholders of the Company in the prescribed Form No. SH-13 for shares held in physical form required to be submitted to the Company. Blank forms will be supplied by Bigshare Services Private Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.

9. 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 the Company's Registrars & Transfer Agents, Bigshare Services Private Limited, for consolidation into a single folio.

10. Members are requested to:

- Intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts and holding shares in physical form are requested to advise any change of address immediately to the Company's Registrars & Transfer Agents, Bigshare Services Private Limited;
- Communicate on all matters pertaining to their shareholdings with the Company's Registered Office, quoting their respective Ledger Folio Numbers, Client ID and DP ID;

11. All documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting or any adjournment thereof.

12. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so as to enable the management to keep the information ready at the Meeting.

13. Non-Resident Indian Members are requested to inform the Company's Registrars & Transfer Agents, Bigshare Services Private Limited, immediately of:
- Change in their Residential status on return to India for permanent settlement.
 - Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.
14. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.poojaentertainmentandfilms.in 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. For any communication, the Shareholders may also send request to the Company's investor email id: investor@poojaentertainmentandfilms.in.
15. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolution set forth in this Notice. In order to enable its Member, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions(s) passed by Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.
17. Mr. Balkrishan Pradhan, Proprietor of M/s. Balkrishan Pradhan & Associates, Practising Company Secretary (Membership No. 8879), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
18. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
19. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their voting again.
20. Members can opt for only one mode of voting i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
21. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to investor@poojaentertainmentandfilms.in by mentioning their Folio/ DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. Balkrishan Pradhan, Proprietor of M/s. Balkrishan Pradhan & Associates at registered office of the Company not later than Thursday, 28th September, 2017 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
22. The instructions for e-voting are as under:
- The e-voting period begins on 9.00 a.m. on Tuesday 26th September, 2017 and ends on 5.00 p.m. on Thursday 28th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" tab.
 - Now enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - 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.
- E. Next enter the Image Verification as displayed and Click on Login.
- F. 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.

G. If demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.

H. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. 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. <p>Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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.

- I. After entering these details appropriately click on "SUBMIT" tab.
- J. 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.
- K. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- L. Click on the EVSN for the relevant <POOJA ENTERTAINMENT AND FILMS LIMITED> on which you choose to vote.
- M. 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.

- N. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- O. 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.
- P. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- Q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- R. 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.

S. 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 Corporate.
- 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 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.

T. 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.

23. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21st September, 2017.
24. A copy of this notice has been placed on the website of the Company and the website of CDSL.
25. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting submit a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
26. The results declared along with the Scrutinizer’s Report shall be place on the Company’s website www.poojaentertainmentandfilms.in and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) where the shares of the Company are listed.

By order of the Board of Directors

**Poonam Pokiya
Company Secretary & Compliance Officer**

Place: Mumbai

Date: 01st September, 2017

Registered Office:

Pooja House, 1st Floor,
CTS No. 892 – 893,
Opp. J. W. Marriott Hotel,
Juhu Tara Road, Juhu,
Mumbai - 400049

PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015
 Brief details in respect of the Director seeking appointment/re-appointment at the Annual General Meeting

Name of Director	Mrs. Deepshikha Deshmukh
DIN	02146210
Date of Birth	29.10.1983
Date of Appointment	30.06.2008
Educational Qualifications	Master in Commerce
Expertise in functional area	Commerce
Other Directorship	Nil
Other Committee Memberships	Nil
No. of Shares held	2,43,988 Equity Shares

The Route Map of AGM venue is as follow:



BOARD'S REPORT

To

The Members,

Pooja Entertainment and Films Limited

Your Directors are pleased to present the Thirtieth Annual Report on the business and operations of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

1. Financial Results:

- a. The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(₹ in Lacs)

Particulars	2016-2017	2015-2016
Total Income	12074.21	1893.75
Total expenditure	11756.41	1,841.40
Profit before taxation	317.80	52.35
Less :Tax Expenses	77.93	6.44
Profit after taxation and prior period adjustments	239.87	45.91
Prior period expenses	-	-
Profit for the year	239.87	45.91

2. Nature of Business:

The Company is engaged in the business of entertainment and films either through co-production and production of such films and subsequently exploiting and distributing such films in India through music release, theatrical distribution, DVD and VCD release, television licensing and other new media distribution avenues.

There was no change in the nature of the business of the Company during the year under review.

3. Review of Operations:

During the year under review, the Company recorded the turnover of ₹ 12074.21/- Lacs against previous year ₹ 1893.75/- Lacs; Profit before tax stood at ₹ 317.80/- Lacs for the year under review as compared to ₹ 52.35/- Lacs for the previous year; Profit after tax and prior period adjustment stood at ₹ 239.87/- Lacs for the year under review as compared to ₹ 45.91/- Lacs for the previous year.

4. Dividend:

With a view to strengthen the financial position of the Company, Directors did not recommend any dividend for the equity shareholders for the financial year 2016-17.

5. Reserves:

It is not proposed to transfer any amount to reserves out of the profits earned during F.Y. 2016-17.

6. Deposits:

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014.

7. Share Capital:

As on 31st March, 2017, the paid up capital is at Rs.4,53,31,750/- as against Rs.3,85,71,250/- as on 31st March, 2016. The increase in paid up capital is due to receipt of calls in arrears. During the year, calls in arrears amounting to Rs.67,60,500/- have been received and as on date there are call in arrears amounting to Rs.46,73,250/-.

8. Cash Flow Statement:

In conformity with the provisions of the Companies Act, 2013 and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Cash Flow Statement for the year ended 31st March, 2017 is attached in Annual Report.

9. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

10. Number of Meetings of the Board:

During the year under review five Board meeting were held on May 30, 2016, August 25, 2016, September 14, 2016, November 14, 2016 and February 10, 2017. The gap between two meetings did not exceed one hundred and twenty days.

Details of the Board of Directors and Attendance record of Directors during the financial year ended March 31, 2017 is as under:

Name of Director	Category	No. of meeting held	No. of meeting attended	Last AGM attended
Vashu Bhagnani	Managing Director	5	5	Yes
Puja Bhagnani	Whole time Director	5	5	Yes
Deepshikha Deshmukh	Non Executive Director	5	5	Yes
Vivek Bhole	Independent Director	5	5	Yes
Manoj Nihalani	Independent Director	5	5	Yes
Kuki Abdul Khan	Independent Director	5	5	No

11. Directors and Key Managerial Person:

Directors:

Pursuant to the provisions of Sections 149 and 152 of Companies Act, 2013 and in terms of the Articles of Association of the Company Mrs. Deepshikha Deshmukh, Non-Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

In compliance with Regulation 36(3) of the SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015, brief resume, expertise and other details of Director proposed to be re-appointed are provided in the Notice of the Annual General Meeting forming part of this Annual Report.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

Ms. Vaishali Rathod resigned from the post of Company Secretary w.e.f 18th April, 2016 and Ms. Poonam Pokiya was appointed for the post of Company Secretary and Compliance Officer of the Company on 30th May, 2016.

Key Managerial Personnel:

Pursuant to provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2017 are:

Mr. Dinesh Gupta, Chief Financial Officer and Ms. Poonam Pokiya, Company Secretary.

Independent Directors:

The Company has complied with the definition of Independence as per regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and according to the provisions of section 149 (6) of the Companies Act, 2013.

Pursuant to provision of Section 149 of the Act, Mr. Vivek Bhole, Mr. Kuki Khan and Mr. Manoj Nihalani were appointed as Independent Directors at the Annual General Meeting held on October 31, 2014. They have submitted a declaration that each of them meets

the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as an Independent Director during the year.

During the year, Independent Directors of the Company met once (1) on 12th January, 2017, without attendance of non-independent directors and members of management. All the Independent directors were present at the meeting.

The Independent Directors, inter alia, reviewed the performance of non-independent directors and the Board as a whole, assessed the quality, quantity and timeliness of flow of information between the Company, management and the Board, that is necessary for the Board to effectively and reasonably perform their duties.

12. Committees of Board:

a. **Audit Committee:**

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditor, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 read with part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee met 4 (four) times during the financial year on May 30, 2016, September 14, 2016, November 14, 2016 and February 10, 2017.

Composition, Name of Members and Attendance during the year is as follows:

Name of Director	Position	Category	No. Of meeting held	No. of meeting attended
Mr. Vivek Bhole	Chairman	Non-Executive Independent	4	4
Mr. Kuki Abdul Khan	Member	Non-Executive Independent	4	4
Mr. Manoj Nihalani	Member	Non-Executive Independent	4	4

B. **Nomination and Remuneration Committee:**

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

The Remuneration policy as adopted by the Company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization.

The employees in the Company including those rendering clerical, administrative and professional service are suitably remunerated according to Industry norms.

During the year under review, Nomination and Remuneration Committee met 1 (One) Committee Meetings in a year on May 30, 2016.

Composition, Name of Members and Attendance during the year is as follows:

Name of Director	Position	Meeting Details	
		Held	Attended
Mr. Kuki Abdul Khan	Chairman	01	01
Mr. Vivek Bhole	Member	01	01
Mr. Manoj Nihalani	Member	01	01

C. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee is constituted in accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto and as per Regulation 20 of SEBI Listing Regulations.

The Committee met 4 (four) times during the financial year on May 30, 2016, August 25, 2016, November 14, 2016 and February 10, 2017.

The table below highlights the composition and attendance of the Members of the Committee. The necessary quorum was present for all Meetings.

Name of Directors	Position	Category	Meeting Details	
			Held during the year	Attended
Mr. Kuki Abdul Khan	Chairman	Non-Executive Independent	4	4
Mr. Vivek Bhole	Member	Non-Executive Independent	4	4
Mr. Manoj Nihalani	Member	Non-Executive Independent	4	4

13. Details of establishment of Vigil Mechanism for Directors and Employees:

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Regulations, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website.

14. Risk Management Policy:

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk

reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organisation faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

15. Company's Policy Relating to Directors Appointment, Payment of remuneration and discharge of their duties:

The policy of the Company on Directors' appointment and remuneration including the criteria for determining qualifications, positive attributes, independence of Directors and other related matters as required under Section 178(3) of the Companies Act, 2013, is available on our website at www.poojaentertainmentandfilms.in.

The criteria for performance evaluation of the Board included aspects like Board composition and structure; effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee meetings etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

16. Particulars of Employees:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.

17. Policy on Sexual Harassment of Women at Workplace:

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013." The Company has in place a formal policy for prevention of sexual harassment of its women employees.

During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

18. Internal Audit & Controls:

Pursuant to Section 138 of the Companies Act, 2013 and Rules made there under, the Board of Directors of Company has appointed M/s. Manish R. Mehta & Associates, Chartered Accountant, as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

19. Listing:

As on date all the 50,00,500 Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE). The Company confirms that it has paid the Annual Listing fees for the year to the BSE where the Company's shares are listed.

20. Depository:

Equity shares of the Company are traded in demat form as well as in physical form. For dematerialization of shares, the Company has connectivity with the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

21. Corporate Social Responsibility:

The provisions of section 135 and Schedule VII of the Companies Act, 2013 in respect to CSR is not applicable on your Company.

22. Particulars of contracts or arrangements made with related parties:

All the transactions/contracts/arrangements of the nature as specified in Section 188(1) of the Companies Act, 2013 entered by the Company during the year under review with related party(ies) are in the ordinary course of business and on arms' length basis. Hence, Section 188(1) is not applicable and consequently no particulars in form AOC-2 have been furnished.

23. Particulars of Loans, Guarantees or Investments:

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

24. Subsidiaries, Joint Ventures and Associate Companies:

The Company does not have any Subsidiary, Joint venture or Associate Company.

25. Disclosure of Orders passed by Regulators or Courts or Tribunal:

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have an

impact on the going concern status and the Company's operations in future.

26. Material Changes and Commitments affecting Financial Position between the end of the Financial Year and Date of the Report

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2016-17 and the date of this report.

27. Statutory Auditors:

Pursuant to the provisions of Section 139(1) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Jayantilal Thakkar & Co., Chartered Accountants (Firm Registration No. 104133W), the Statutory Auditors of the Company, hold office upto the conclusion of the Thirty Two Annual General Meeting. However, their appointment as Statutory Auditors of the Company is required to be ratified by members at every Annual General Meeting. The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed.

Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of Annual General Meeting for seeking approval of members.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

28. Secretarial Audit:

In terms of Section 204 of the Companies Act, 2013, the Report in respect of the Secretarial Audit carried by M/s B. K. Pradhan & Associates, Company Secretary in Form MR-3 for the financial year 2016-17. The report of the Secretarial Auditors is enclosed as **Annexure "A"** to this report. The report is self-explanatory and do not call for any further comments.

29. Annual Return:

The extracts of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure "B"** and is attached to this Report.

30. Corporate Governance:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. As per the Regulation 15 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 the provision relating to Corporate Governance is not applicable to those listed entity having paid up equity share capital not exceeding rupees ten crore and net

worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

In view of the above provision the Company has not provided Report on Corporate Governance for the year ended March 31, 2017. However where the provisions of the regulations specified in this regulation becomes applicable to the company at a later date, Company shall comply with the requirements of those regulations within six months from the date on which the provisions became applicable to the listed entity.

31. Management Discussion and Analysis Report

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is set out in this Annual Report.

32. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company.

During the year ended 31st March, 2017, the Company has incurred/received following foreign exchange.

Particulars	2016-17 (₹ In Lacs)	2015-16 (₹ in Lacs)
Outgoings	1594.99	-
Earnings	-	-

33. Directors Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submit its responsibility Statement:—

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis; and
- the Directors, in the case of a listed Company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

34. Acknowledgement:

The Directors wish to place on record their sincere appreciation and acknowledge with gratitude the support and co-operation extended by the Bankers, Shareholders, customers, suppliers, contractors and other associates for their continued support to the Company. The Directors also place on record their sincere appreciation to the employees at all levels for their continuing support and efforts in ensuring the heights of success. We look forward to their continued support in the future.

For and on behalf of the Board

For Pooja Entertainment and Films Limited

Vashu Bhagnani
Managing Director
DIN: 00043481

Puja Bhagnani
Whole Time Director
DIN: 00044593

Date: 01st September, 2017

Place: Mumbai

Annexure: "A"
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Pooja Entertainment and Films Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pooja Entertainment and Films Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31st March, 2017 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - E. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - F. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - G. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
 - H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
2. I have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
 - (ii) The Listing Agreement entered into by the Company with Stock Exchanges;
 - (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has complied with the following laws applicable specifically to the Company:

1. The Cinematograph Act, 1952
2. Income Tax Act, 1961 to the extent of Tax Deducted at Source under various Section and T.D.S. Returns filed.
3. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**For B. K. Pradhan & Associates
Company Secretaries**

**Balkrishan Pradhan
Proprietor**

M. No.: F8879

C. P. No.: 10179

Date: 01st September, 2017

Place: Mumbai

Annexure–(i)

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2017.
3. Minutes of the meetings of the Board of Directors, Audit Committee, Independent Directors, Remuneration Committee and Stakeholder's Relationship Committee along with Attendance Register held during the financial year under report.
4. Notices and Minutes of General Body Meetings held during the financial year under report.
5. Statutory Registers viz.
 - Register of Directors and KMPs and their Shareholding.
 - Register of loans, guarantees and security and acquisitions made by the Company (Form No. MBP-2)
 - Register of Charge (Form No. CHG-7)
 - Register of Contract (Form No. MBP-4)
6. Notice and agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
7. Disclosure of Interest received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013.
8. Declaration received from the Director of the Company pursuant to the provision of Section 164 for disqualification of Directors.
9. Code of conduct disclosure received from director of the Company.
10. Declaration given by Independent Directors as per section 149(7) about their status as an Independent Director.
11. E-Forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the financial year under report.
12. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement/ SEBI Regulations during the financial year under report.
13. Intimations received from directors under the SEBI (Prohibition of Insider Trading) Regulations, 1992.
14. The Policies related to:-
 - Code of conduct for directors and senior management personnel.
 - Whistle blower policy and vigil mechanism.
 - Terms and conditions related to appointment of Independent Directors.
 - Code of conduct for prevention of insider trading.
 - Policy on Related Party Transactions.

To,
The Members,

Pooja Entertainment and Films Limited
Pooja House, 1st Floor, CTS No. 892-893,
Juhu Tara Road, Opp. J. W. Marriott Hotel,
Juhu, Mumbai - 400049.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For B. K. Pradhan & Associates
Company Secretaries

Balkrishan Pradhan
Proprietor
M. No.: F8879
C. P. No.: 10179

Date: 01st September, 2017
Place: Mumbai

ANNEXURE 'B'
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L99999MH1986PLC040559
2	Registration Date	05-08-1986
3	Name of the Company	Pooja Entertainment and Films Limited
4	Category/Sub-category of the Company	Company Limited by Shares / Indian Non – Government Company
5	Address of the Registered office & contact details	Pooja House, 1 st Floor, CTS No. 892-893, Juhu Tara Road, Opp. J. W. Marriott Hotel, Juhu, Mumbai - 400049.
6	Whether listed Company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai - 400072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

(All the business activities contributing 10% or more of the total turnover of the Company shall be stated)

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Production of Movies/Copyrights	59	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
	NA	NA	NA	NA	NA

IV. SHAREHOLDING PATTERN

(Equity Share capital Break up as % of total Equity):

A) Category-Wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	2337019	529748	2866767	57.33	2857385	49382	2906767	58.13	40000	0.8
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	2337019	529748	2866767	57.33	2857385	49382	2906767	58.13	40000	0.8
(2) Foreign										
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2337019	529748	2866767	57.33	2857385	49382	2906767	58.13	40000	0.8

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
c) Central govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0	0
(2) Non Institutions										
a) Bodies corporate										
i) Indian	125501	5000	130501	2.61	130515	0	130515	2.61	14	0
ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals										
i) Individual shareholders holding nominal share capital upto ₹1 lakhs	107472	241860	349332	6.986	131947	211860	343807	6.88	(5525)	0.11
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	109000	1544900	1653900	33.075	675500	938400	1613900	32.27	40000	0.80
c) Others (specify)										
Non Resident Indians	0	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	5511	0	5511	0.11	5511	0.11
Trusts	0	0	0	0	0	0	0	0	0	0
Foreign Bodies – DR	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	341973	1791760	2133733	42.67	943473	1150260	2093733	41.87	40000	0.8
Total Public Shareholding (B)= (B)(1)+(B)(2)	341973	1791760	2133733	42.67	943473	1150260	2093733	41.87	40000	0.8
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2678992	2321508	5000500	100	3800858	1199642	5000500	100		

B) Share Holding of Promoters:

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Vashu Bhagnani	21,26,270	42.52%	0	21,66,270	43.32%	0	0.8%
2	Puja Bhagnani	2,52,519	5.05%	0	2,52,519	5.05%	0	0
3	Deepshikha Deshmukh	2,43,988	4.88%	0	2,43,988	4.88%	0	0
4	Jacky Bhagnani	2,43,990	4.88%	0	2,43,990	4.88%	0	0
	Total	28,66,767	57.33%	0	29,06,767	58.13%	0	0.8%

C) Change in Promoters' Shareholding:

Sr. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
1.	At the beginning of the year	28,66,767	57.33	28,66,767	57.33
2.	Increase/decrease in Promoters Share holding	40,000	0.8	29,06,767	58.13
	Reason	Purchase			
3.	At the end of the year	29,06,767	58.13	29,06,767	58.13

D) Shareholding pattern of top ten Shareholders:

Sr. No.	Top Ten Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Net Changes During the Year	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Himanshu P Sheth	6,06,500	12.13	6,06,500	12.13	0	0
2	Kamalshri Agarwal	2,21,600	4.43	2,21,600	4.43	0	0
3	Mangola Farms Private Limited	1,25,000	2.5	1,25,000	2.5	0	0
4	Murlidhar Agarwal	1,00,000	2	1,00,000	2	0	0
5	Jyoti Agarwal	1,00,000	2	1,00,000	2	0	0
6	Usha Agarwal	1,00,000	2	1,00,000	2	0	0
7	Sarvesh Agarwal	1,00,000	2	1,00,000	2	0	0
8	Vinod Pradhan Bhansali (HUF)	59,140	1.18	59,140	1.18	0	0
9	Vinod Pradhan Bhansali	59,140	1.18	59,140	1.18	0	0
10	Rinku Vinod Bhanushali	59,140	1.18	59,140	1.18	0	0

E) Shareholding of Directors and KMP

Sr. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Mr. Vashu Bhagnani				
	At the beginning of the year	21,26,270	42.52%	21,26,270	42.52%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	40,000	0.8	21,66,270	43.32%
	At the end of the year	21,66,270	43.32%	21,66,270	43.32%
2	Mrs. Puja Bhagnani				
	At the beginning of the year	2,52,519	5.05%	2,52,519	5.05%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	0	0	0	0
	At the end of the year	2,52,519	5.05%	2,52,519	5.05%
3	Mrs. Deepshikha Deshmukh				
	At the beginning of the year	2,43,988	4.88%	2,43,988	4.88%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	0	0	0	0
	At the end of the year	2,43,988	4.88%	2,43,988	4.88%

V) INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	98,50,000	0	98,50,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	98,50,000	0	98,50,000
Change in Indebtedness during the financial year				
Additions	0	1,01,33,50,000	0	1,01,33,50,000
Reduction	0	64,97,75,000	0	64,97,75,000
Net Change	0	36,35,75,000	0	36,35,75,000
Indebtedness at the end of the financial year				
i) Principal Amount	0	37,34,25,000	0	37,34,25,000
ii) Interest due but not paid	0	3,18,99,415	0	3,18,99,415
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	40,53,24,415		40,53,24,415

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A) Remuneration to Managing Director, Whole time director and/or Manager:

Sr. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Vashu Bhagnani (MD)	Puja Bhagnani (WTD)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	14,40,000	9,60,000	24,00,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others (specify)	0	0	0
5	Others, please specify	0	0	0
	Total (A)	14,40,000	9,60,000	24,00,000
	Ceiling as per the Act			

B) Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of the Directors		
		Mr. Vivek Bhole	Mr. Manoj Nihalani	Mr. Kuki Abdul Khan
1	Independent Directors			
	(a) Fee for attending board committee meetings	0	0	0
	(b) Commission	0	0	0
	(c) Others, please specify	0	0	0
	Total (1)	0	0	0
2	Other Non Executive Directors			
	(a) Fee for attending board committee meetings	0	0	0
	(b) Commission	0	0	0
	(c) Others, please specify.	0	0	0
	Total (2)	0	0	0
	Total (B)=(1+2)	0	0	0
	Total Managerial Remuneration	0	0	0
	Overall Ceiling as per the Act.	0	0	0

C) Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Ms. Poonam Pokiya, Company Secretary*	Mr. Dinesh Gupta, CFO
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0	3,30,000	10,26,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	30,000	85,500
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others, specify	0	0	0
		0	0	0
	Total	0	3,60,000	11,11,500

* Ms. Poonam Pokiya, has appointed as Company Secretary of the Company w.e.f. 30 May, 2016.

VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
B. DIRECTORS					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
C. OTHER OFFICERS IN DEFAULT					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

CEO/CFO CERTIFICATION

To

The Board of Directors,

Pooja Entertainment and Films Limited,

Mumbai

In accordance with Regulation 17(8) of SEBI (LODR) Regulations, 2015 regarding Corporate Governance, we hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2017, if any, and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal and violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Pooja Entertainment And Films Limited

Vashu Bhagnani
Managing Director

Dinesh Gupta
Chief Financial Officer

Place: Mumbai

Date: 30th May, 2017

DECLARATION-CODE OF CONDUCT

To,
The Board of Directors,
Pooja Entertainment and Films Limited,
Mumbai

Dear Sir,

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and the Senior Management of the Company. The Code of Conduct has also been posted on the website of the Company.

It is further confirmed that all Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2017, as envisaged in Regulation 34(3) And 53(F) of Listing Regulations.

For Pooja Entertainment and Films Limited

Vashu Bhagnani
Managing Director

Place: Mumbai

Dated: 30th May, 2017

Management Discussion and Analysis for



ECONOMIC OUTLOOK

India a bright spot

As per the KPMG-FICCI report 2017, the global economy has been sluggish in 2016 with a growth rate of 2.6%, hampered by slow pick up in the U.S. economy and slowdown in growth rates in china. In this uncertain global economic scenario, the Indian economy has been one of the brightest spots with an expected growth of 7.1% in FY2017 despite the late impact on account of demonetisation. Further, domestic consumption has remained strong, accounting for around 70% of the Gross Domestic product (GDP) in FY2017. In FY2018, the GDP is expected to continue to grow above 7%, while in the long term both, demonetisation and the Goods and Services Tax (GST) are likely to provide a boost to the country's GDP.

Indian Media and Entertainment Industry

The Indian media and entertainment industry in 2016 was able to sustain a healthy growth on the back of strong economic fundamentals and steady growth in domestic consumption coupled with growing contribution of rural markets across key segments.

These factors aided the industry to grow at 9.1 per cent on the back of advertising growth of 11.2 per cent, despite demonetisation shaving off 150 to 250 basis points in terms of growth across all sub-segments at the end of the year.

Compared to 2016, the industry is projected to grow at a faster pace of 14 per cent over the period of 2017-21, with advertising revenues expected to increase at a CAGR of 15.3 per cent.

The year 2017 is likely to witness a marginally slower rate of 13.1 per cent as the economy recovers from the lingering effects of demonetisation and initial uncertainties arising from GST implementation.

The Indian M&E industry: Size

Overall Industry size (INR billion) (For calendar years)	2011	2012	2013	2014	2015	2016	Growth in 2016 over 2015
TV	329.0	370.1	417.2	474.9	542.2	588.3	8.5%
Print	208.8	224.1	243.2	263.4	283.4	303.3	7.0%
Films	92.9	112.4	125.3	126.4	138.2	142.3	3.0%
Digital advertising	15.4	21.7	30.1	43.5	60.1	76.9	28.0%
Animation & VFX	31.0	35.3	39.7	44.9	51.1	59.5	16.4%
Gaming	13.0	15.3	19.2	23.5	26.5	30.8	16.2%
OOH	17.8	18.2	19.3	23.5	26.5	30.8	16.2%
Radio	11.5	12.7	14.6	17.2	19.8	22.7	14.6%
Music	9.0	10.6	9.6	9.8	10.8	12.2	13.0%
Total	728.4	821.0	918.1	1025.5	1156.5	1262.1	9.1%

The Indian M&E industry: Projections

Overall Industry size (INR billion) (For calendar years)	2016	2017P	2018P	2019P	2020P	2021P	CAGR (2016- 2021P)
TV	588.3	651.0	750.9	876.8	1014.5	1165.6	14.7%
Print	303.3	325.0	350.4	378.5	405.6	431.1	7.3%
Films	142.3	155.0	166.0	178.2	191.6	206.6	7.7%
Digital advertising	76.9	101.5	134.0	174.3	226.5	294.5	30.8%
Animation & VFX	59.5	69.5	81.2	95.5	111.9	131.7	17.2%
Gaming	30.8	37.2	44.2	52.2	60.7	71.0	18.2%
OOH	26.1	29.0	32.5	36.4	40.8	45.7	11.8%
Radio	22.7	26.4	30.7	35.9	41.5	47.8	16.1%
Music	12.2	14.0	16.3	19.0	22.1	25.4	15.8%
Total	1262.1	1408.7	1606.2	1846.7	2115.2	2419.4	13.9%

Television

The TV industry clocked slower growth in 2016 at 8.5% and expected to grow at a CAGR of 14.7% over the next five years. The longterm forecast for the television segment remains robust due to strong economic fundamentals and rising domestic consumption coupled with the delayed, but inevitable, completion of digitisation.

Print

Print continued to witness a slowdown at 7% in 2016. Print is expected to grow at 7.3%. However, rise in digital content consumption poses a long-term risk to the industry.

Films

Films grew at a crawling pace of 3% in 2016. The segment was impacted by decline in core revenue streams of domestic theatricals and satellite rights, augmented by poor box-office performance of Bollywood and Tamil films.

The films segment is expected to bounce back and is forecast to grow at a CAGR of 7.7%, as the revenue streams broaden, driven by the growing depth of regional content, expansion in overseas markets and higher contribution of digital revenue streams. However, slow growth in screen count, along with inconsistency in content quality would act as the primary limiting factors.

Digital advertising

Continuing to ride on a high growth trajectory with a 28% growth in 2016, digital advertising has captured 15% share in overall advertising revenues, with a minor hiccup due to demonetisation. It is expected to grow at a CAGR of 31% to reach INR294.5 billion by 2021, contributing 27.3% to the total advertising revenues by that point. As digital infrastructure continues to develop and data costs are driven down, digital consumption is likely to become more frequent and more mainstream.

Radio

Radio is expected to grow the fastest amongst the traditional sectors at a CAGR of 16.1%, with operationalisation of new stations in both existing and new cities, introduction of new genres and radio transitioning into a reach medium.

KEY DEVELOPMENTS IN 2016

Demonetisation

Demonetisation has significant impact on the M&E sector, both directly and indirectly. Cash crunch resulted in slowdown in consumption, which in turned impacted both spends and consumption in the M&E Sector.

Impact of demonetisation on M&E industry:

Single screen theatres lost more than multiplexes

Demonetisation negatively impacted revenues of exhibitors, especially single screen theatres and especially those in

tier 2 cities. Lack of support for digital payments resulted in poor ticket sales show cancellations. The occupancy rate fell down to 5-7 % and revenue was hit by 20-25% in first week post demonetisation.

In terms of advertising revenues, single screens are impacted more because of their dependence on local or regional advertiser spends. On the other hand, most of the advertisers in multiplexes are national.

Good content reigned

Demonetisation had a negative impact to a greater extent on movies with weak storylines as compared to strong content driven movies.

Regional markets

Production of movies in regional markets (South, Bengal or Bhojpuri) was severely impacted because majority of transactions for film financing occur in cash. Some of the projects in the regional market stopped for up to a month due to the lack of cash. On the other hand, Bollywood got less affected than regional market due to more corporatized financing structure of Bollywood. Many movies postponed their release date due to fear of losses that ultimately affected the box office collections. This trend was more notable among small budget movies.

Goods and Service Tax (GST)

The GST, which is expected to be implemented in FY18, is likely to streamline the multiple incidences of taxes currently being levied by both the central and state governments. While the introduction of GST is likely to have varied levels of impact across the various media segments on an overall basis, M&E industry is expected to be a net beneficiary. This is primarily due to availability of input credits across the board and inclusion of entertainment tax within the ambit of GST.

Positive impact

- Ambiguity on whether licensing of copyright will be classified as goods or services resolved; under GST, it is specified the same will be treated as service.
- Decrease in overall cost of production due to availability of input tax credit since cross credits between goods and services will be available.
- Decrease in effective rate of tax on account of state level entertainment tax being subsumed.

Negative impact

- Increase in compliance's due to state wise registration and return requirements.
- Free supplies made to related persons will be subject to GST.
- Increase in effective rate of tax.
- Decrease in effective rate of tax on account of state level entertainment tax being subsumed.
- Place of Supply (POS) needs to be appropriately determined as per location where cable or dish antenna is installed.
- POS on account of advertisement service provided to non-government entities.

It is expected that in 2017, there would be an initial adverse impact on advertising spend as organisations across the board struggle with the implementation of GST. However, in the long term, with the formalisation of the economy and widening of tax base, there could be a positive impact on the country's GDP and consequently on advertising spends.

BUSINESS OVERVIEW

Pooja Entertainment And Films Limited (BSE Script Code: 532011) is a leading Entertainment content house in the India and an Integrated player in the Media and Entertainment Industry. It co-produces and produces films, as well as exploits and distributes films in India and also in overseas through music release, theatrical distribution, DVD and VCD release, television licensing, and other new media distribution avenues.

BUSINESS STRATEGY

The company is having a twofold focus approach; one with development of own high quality content and second in distributing Bollywood as well as international movies.

Our focus is on growth while delivering exceptional values to our customers, viewers and stakeholders. We strive to build strong competitive position in M&E industry on the back of quality content.

We emphasize on the need of the consumer which varies based on various factors like age-group, geography and language. We maintain our position by predicting audience preferences.

At PEFL, we distribute our content globally, using a robust network that we have built over decades. We are able to use our distribution strength to effectively monetise content and capture higher value.

Operational Overview

During the year, PEFL has released 11 movies in multiple languages comprising 1 film in Tamil, Telugu and in Hindi, 1 Marathi, 1 Punjabi and others in Hindi. These include Sarbjit (Overseas), Junooniyat, Madaari, Star Trek (Hollywood Film), Dishoom, Banjo, Freaky Ali, Raaz Reboot, Tutak Tutak Tutiya (Tamil, Telugu, Hindi), Ventilator (Marathi), Sarvann (Punjabi/ Overseas).

Highlights:

- In FY 2017, PEFL has released 11 movies across 4 languages of which 4 were produced while 7 were distributed.
- Sarbjit, Indian biographical drama film was released worldwide on May, 2016 and turned out to be a successful film at the box office. Aishwarya Rai Bachchan, the female lead, has won the Best Actress award at the International Film Festival and Awards of Australia (IFFAA) for her performance in the film.
- Ventilator, Indian Marathi comedy drama film, was released on November, 2016. The film was awarded as Best film. The film was won in three categories at National Film Awards - Rajesh Mapuskar won Best Director, while Best Editing award went to Rameshwar Bhagat and Best Sound Mixing to Alok De for the film.

DISCUSSION OF FINANCIAL ANALYSIS

For the financial year Net operational profit for the Company is Rs. 2,39,87,483 as compare to Rs. 45,90,748 of the last year. The Company's financial performance is discussed in details under the head "Results of Operations" in Directors Report to the Members.

OPPORTUNITY:

The opportunities observed are based on the trends noticed in past couple of the years, which continues to be relevant. Some of the notable trends are:

Increasing success of content driven movies

Differentiated, strong, message-based quality content became the indispensable factor for the success of the movie in 2016, further highlighting the fact that audiences have become more discerning in content consumption.

Content has become indispensable for the movie's success irrespective of movie's budget and star cast. Movies with differentiated content perform well. Low budget movies with strong storyline were commercially successful pointing towards a consumer need for quality content.

Rise of Biopics

Biographical or biopics dominated the box office collections in 2016. Sports oriented biopics have found an audience over the last few years. Technology is playing an increasingly important role in creating such movies which showcase the entire journey of the movie's protagonist.

Growth in value of digital rights

The value of digital rights of movies saw a major upward trend in 2016. Digital rights attributed to up to 30-35% of the overall rights value. The value of digital rights depends on the release of the movie on the platform. Amazon Prime has signed most of the deals with filmmakers for an exclusive window before the television premiere of their upcoming films.

Digital as key revenue stream for niche movies

Most of the small budget/independent movies have not been able to get a wide screen release due to the current challenges in the exhibition sector. However, as audiences are becoming more discerning in terms of the type of content they consume along with an increasing affinity for digital content, these content driven movies have been increasing their footprint in digital space. This has led to such movies being less reliant on theatrical revenues with digital contributing around 70-80% of overall collections. Thus, an emerging trend is a clear demarcation between high budget movies releasing in theatres and small budget/ content driven movies consumed mostly on digital platforms.

In-cinema advertising

In cinema advertising continued its growth trend and is expected to grow at a rate of around 25% in 2016. Currently, it constitutes 1% of the total advertising revenue pie but has huge growth potential. The numbers of in cinema advertisers have grown from 50-100 in 2010 to over 2500 in 2016.

Overseas Theatricals

Overseas theatricals contributed 8% to the overall industry's revenue in 2016. The segment grew by 14% from INR9.5 billion in 2015 to INR10.9 billion in 2016.

For Bollywood movies, U.S. (30%), U.K. (20%), and Middle East (25%) together contribute to 75% of total overseas revenues.

Regional Industry

Over the past few years, regional movies have performed well at the box office, due to impressive content and the relative untapped nature of the regional markets. While the Hindi films struggled to perform at the box office, some of the south Indian films pushed the envelope and registered revenues to be categorised as blockbusters, thus opening up new possibilities for the regional film industry. Also, increasing demand for films in non-metro cities with distinct cultures, languages and content preferences provides a variety of opportunities to deliver localized and regional content.

Telugu, Tamil, Malayalam, Bengali, Marathi, Gujarati, and Punjabi, all the regional film markets performed excellently.

Dubbed regional language releases

Over the past few years, the audiences have grown more discerning about the movies they watch, appreciate different genres and have become language agnostic. Good cinematic experience of Hollywood movies has been appreciated by audiences across different demographics in India. This has led to an increase in the number of these movies being dubbed into regional languages. Over last 2-3 years, nearly 40% of English releases are dubbed in at least one local language. Dubbing into different Indian languages helps to reach wider audience base leading to increase in the contribution from dubbed versions to overall revenue collection in Indian market.

Launch of government fund for film's promotion

The Indian government has launched a new initiative to promote Indian movies selected for academy awards and major international festivals under the foreign film category. Under this initiative, monetary assistance is provided to independent film makers for film's promotion and the amount allotted depends on the award function for which the film is selected. For example, the films selected for Oscars get a support of INR5-10 million. The fund takes care of expenses like the engagement of publicist, travel of director, maker and key talent to make appearances at the red carpet and press meets, accommodation, screenings, advertising and networking. This support helps in better film promotion which can lead to increased chances of nomination among top movies and thus winning.

Multiplexes driving growth in exhibition

India's challenge for low screen density (8 screen/million) is an opportunity which the multiplexes are capitalising on. In 2016, the multiplexes together added approximately 200 screens across India. Industry discussions indicate that the industry is likely to continue to grow at a similar pace - adding 150-200 screens per year.

VFX in domestic productions: getting bigger and better

The Indian VFX industry took a tremendous leap in terms of growth in the last few years. Nearly all the A-listed Indian films have a built-in VFX element. Film-makers in India are beginning to acknowledge and accept how VFX can support and enhance their storytelling, giving rise to a cultural shift in perceptions of the process.

RISK FACTOR

Risks are an inherent part of any business. Some of the risks and threats that the company is exposed to are -

Online Piracy:

Piracy continues to be one of the major issue affecting the Indian film industry with an annual loss of substantial revenues, to the tune of around INR180 billion every year accompanied by a loss of 60,000 jobs every year. Over time, movie piracy has shifted from CDs and DVDs to online platforms. The modus-operandi involves use of sophisticated smart phones and camcorders to record films in theatres and then publishes them on rogue websites. The latest challenge is leakage of pirated copies even before the official release of the film. Even sophisticated technologies

like the watermarking of prints, which allow producers or rights holders to monitor the usage and movement of each print across the globe, have also not been able to stop piracy.

Single screen theatres fight for survival

Single screen theatres continue to play a significant role in exhibition industry. They account for more than 70% of total screens in India. However, the trend in reduction of number of single screen theatres continued in 2016 due to inherent challenges including:

- Limited content and programming flexibility
- Low occupancy rates and low revenue realisation from F&B and advertising streams
- Lack of infrastructure support due to which many single screens have not been able to upgrade to latest sound and projection technology, especially in centres with low ticket prices.

On an average 3-4% of single screen theatres have been closing every year. Challenges faced by single screens are strong competition from nearby multiplexes in terms of overall service quality and facilities, limited screening of movies. This is due to non-uniformity of terms with distributors and cost effective distribution strategy followed by distributors based on movie's target market.

Foreign exchange rate fluctuation

The Company receives a significant portion of its revenues and incurs a significant portion of its expenses in foreign currencies. Accordingly, the Company is exposed to fluctuations in the exchange rates between those currencies and the Rupee, which is the Company's reporting currency. This may have a substantial impact on its revenues and expenses.

Uncertainty in rules & regulations

The M&E industry is governed by the rules and regulations framed by the Ministry of Information & Broadcasting as well as industry bodies such as TRAI. The rules such as price regulation have a direct bearing on the revenue potential of the Company. The existing as well as future rules and regulations can impact the financial performance of the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Adequate systems of internal controls that commensurate with the size of operation and the nature of business of the Company have been implemented. Risks and controls are regularly viewed by senior and responsible officers of the Company that assure strict adherence to budgets and effective and optimal use of resources. The Internal control systems are implemented to safeguard Company's assets from unauthorized use or disposition, to provide constant check on cost structure, to provide adequate financial and accounting controls and implement accounting standards.

HUMAN RESOURCES

At Pooja Entertainment and Films Limited, we believe that human resources represent one of the most important organizational assets and it takes pride in its open non-bureaucratic culture marked by high access to decision makers. The Company places major emphasis on providing

a safe & healthy working environment to all its employees. HR has successfully inculcated a strong family value system among the employees, nurturing the “WE” feeling and a strong sense of belonging among all.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company’s objectives, projections, estimates

and expectations may be ‘forward looking statements’ within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company’s operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in Government regulations, tax laws and other factors such as litigation and industrial relations.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

POOJA ENTERTAINMENT AND FILMS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Pooja Entertainment and Films Limited ("the Company") which comprise the Balance Sheet as at 31 March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable

assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash flow statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company has no pending litigations on its financial position in its financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

**For Jayantilal Thakkar & Co.
Chartered Accountants
(Firm Reg. No. 104133W)**

**Viral A. Merchant
Partner**

**Place: Mumbai
Dated: 30TH May, 2017**

Membership No.116279

ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2017, we report that:

- (i) (a) In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As explained to us, physical verification of these fixed assets is being conducted by the management at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no immovable properties owned by the Company.
- (ii) As explained to us, the inventories which are in tangible form were physically verified during the period by management. Verification of inventory has been conducted at reasonable intervals by the management and no discrepancies were noticed on such physical verification between physical stocks and book records.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties as covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to loans, investments and guarantees made.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit within the meaning of Section 73 to 76 of the Act, and the rules framed thereunder.
- (vi) We are informed that the maintenance of cost records has not been specified by Central Government under Section 148 (1) of the Act.
- (vii) (a) According to the records of the Company and the information and explanations given to us, the Company has generally been regularly depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Service tax, Customs Duty, Excise Duty, Value added Tax, Cess and any other statutory dues applicable to it. There are no undisputed statutory dues as referred to above as at 31st March, 2017 outstanding for a period of more than six months from the date they become payable.
 - (b) According to the information and explanations given to us, there are no dues in respect of Income Tax, Sales Tax, Duty of Customs, Excise Duty and Service Tax that have been deposited with the appropriate authorities on account of dispute.

- (viii) Based on our audit procedures and according to the information and explanations given by the management, and as per the records of the Company, during the year there were no loans or borrowings from any financial institution, bank, government or debenture holders.
- (ix) In our opinion and according to the information and the explanations given to us, the short term loans have been applied for the purposes for which they were obtained, there were no defaults on repayments of principal amount and the interest for the same. Further as per the records, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments).
- (x) Based upon the audit procedures performed and to the best of our knowledge and belief and according to the information and explanations given to us no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Jayantilal Thakkar & Co.
Chartered Accountants
(Firm Reg. No. 104133W)

Viral A. Merchant
Partner

Place: Mumbai
Dated: 30TH May, 2017

Membership No.116279

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Pooja Entertainment and Films Limited ("the Company") as of 31 March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Jayantilal Thakkar & Co.
Chartered Accountants
(Firm Reg. No. 104133W)

Viral A. Merchant
Partner

Place: Mumbai
Dated: 30th May, 2017

Membership No.116279

BALANCE SHEET AS AT 31st MARCH, 2017

(Amount in ₹)

Particulars	Note No.	As at 31 st March, 2017	As at 31 st March, 2016
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	45,331,750	38,571,250
(b) Reserves and surplus	4	57,169,800	33,182,317
		102,501,550	71,753,567
2 Non-current liabilities			
Deferred tax liabilities (Net)	5	14,744,525	15,661,488
		14,744,525	15,661,488
3 Current liabilities			
(a) Short-term borrowings	6	373,425,000	9,850,000
(b) Trade payables	7	98,806,434	23,178,825
(c) Other current liabilities	8	55,616,183	153,096,354
		527,847,617	186,125,179
	Total	645,093,692	273,540,234
B ASSETS			
1 Non-current assets			
(a) Fixed assets	9		
Tangible assets - Property Plant and Equipment		1,023,105	849,453
(b) Non-current investments	10	-	40,935,000
(c) Long-term loans and advances	11	325,000	325,000
		1,348,105	42,109,453
2 Current assets			
(a) Inventories	12	254,191,712	48,229,543
(b) Trade receivables	13	100,391,074	8,197,496
(c) Cash and bank balances	14	1,287,330	1,327,216
(d) Short-term loans and advances	15	287,875,471	173,676,526
		643,745,587	231,430,781
	Total	645,093,692	273,540,234

The accompanying notes form an integral part of the financial statements.

As per our report of even date.

For Jayantilal Thakkar and Co.

Chartered Accountants
(Firm Reg. No. 104133W)

Viral A. Merchant
Partner

Place : Mumbai
Date : 30th May, 2017

For and on behalf of the Board of Directors

Vashu Bhagnani
Managing Director
DIN: 00043481

Poonam Pokiya
Company Secretary

Puja Bhagnani
Whole Time Director
DIN: 00044593

Dinesh Gupta
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017

(Amount in ₹)

Particulars	Note No.	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
1 Revenue from operations	16	1,198,922,422	185,983,018
2 Other income	17	8,499,057	3,392,213
3 Total revenue (1+2)		1,207,421,479	189,375,231
4 Expenses			
Cost of production /operating expenses	18	1,112,926,283	149,893,044
Employee benefits expense	19	7,322,007	5,369,773
Finance costs	20	35,618,405	7,800,906
Depreciation	21	169,410	463,418
Other expenses	22	19,604,854	20,612,849
Total expenses		1,175,640,959	184,139,990
5 Profit before tax (3-4)		31,780,520	5,235,241
6 Tax expense:			
Current tax		8,710,000.00	4,970,000
MAT credit		-	(3,969,962)
Deferred tax asset		(916,963)	(355,546)
		-	-
		7,793,037	644,493
7 Profit for the period (5-6)		23,987,483	4,590,748
10 Earnings per equity share(of Rs. 10/- each):			
Basic and Diluted	23	4.80	0.94

The accompanying notes form an integral part of the financial statements.

As per our report of even date.
For Jayantilal Thakkar and Co.
 Chartered Accountants
 (Firm Reg. No. 104133W)

Viral A. Merchant
 Partner

Place : Mumbai
Date : 30th May, 2017

For and on behalf of the Board of Directors

Vashu Bhagnani
 Managing Director
 DIN: 00043481

Puja Bhagnani
 Whole Time Director
 DIN: 00044593

Poonam Pokiya
 Company Secretary

Dinesh Gupta
 Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(Amount in ₹)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
A. Cash flow from operating activities		
Profit before tax	31,780,520	5,235,241
Adjustments for:		
Investment Written off	5,935,000	
Depreciation	169,410	463,418
Finance Costs	35,618,405	7,800,906
Interest income	(7,486,679)	(132,585)
Prior Period Items	-	
Operating profit before working capital changes	66,016,657	13,366,981
<i>Changes in working capital:</i>		
Adjustments for operating assets:		
(Increase) /Decrease in inventories	(205,962,169)	24,037,631
Increase in trade receivables	(92,193,578)	(24,415,327)
Increase in short-term loans and advances	(133,800,759)	
Adjustments for operating liabilities:		
(Decrease)/Increase in trade payables	(21,852,562)	143,721,041
(Decrease) in other current liabilities		-
		143,343,345
Cash used in operating activities	(453,809,067)	156,710,326
Taxes paid/Refund received	10,891,813	114,446
Net cash flow inflow/(Outflow) used in operating activities (A)	(376,900,598)	156,824,772
B. Cash flow from investing activities		
Purchase of Fixed assets	-	(17,300)
Interest received	-	7,486,679
Redemption of Fixed Deposit	-	35,000,000
Net cash flow from investing activities (B)	42,143,617	(34,884,715)
C. Cash flow from financing activities		
Receipt of call money	6,760,500	-
Proceeds/(Repayment) from short -term borrowings (Net)	363,575,000	(113,399,980)
Finance Costs	(35,618,405)	(7,800,906)
Net cash flow (Outflow)/inflow from financing activities (C)	334,717,095	(121,200,886)
Net (decrease)/Increase in cash and cash equivalents (A+B+C)	(39,886)	739,171
Cash and cash equivalents at the beginning of the year	1,327,216	588,046
Cash and cash equivalents at the end of the year**	1,287,330	1,327,216
**Cash and cash equivalents comprises of:		
Cash in hand	66,022	1,096,326
Balance with scheduled banks in:		
-Current accounts	1,221,308	230,890
	1,287,330	1,327,216

The accompanying notes form an integral part of the financial statements.

As per our report of even date.
For Jayantilal Thakkar and Co.
 Chartered Accountants
 (Firm Reg. No. 104133W)

For and on behalf of the Board of Directors

Viral A. Merchant
 Partner

Vashu Bhagnani
 Managing Director
 DIN: 00043481

Puja Bhagnani
 Whole Time Director
 DIN: 00044593

Place : Mumbai
Date : 30th May, 2017

Poonam Pokiya
 Company Secretary

Dinesh Gupta
 Chief Financial Officer

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE - 1 CORPORATE INFORMATION

Pooja Entertainment and Films Limited ("the Company" or "PEFL") is engaged in film production and other related activities.

NOTE - 2 SIGNIFICANT ACCOUNTING POLICIES

2.01 Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) read with General Circular 15/2013 dated September 13, 2013 issued by the Ministry of Corporate Affairs in respect of Section 133 of Companies Act, 2013 and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.02 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise. Significant estimates used by the management in the preparation of these financial statements include, classification of assets and liabilities into current and non-current, estimates of the economic useful lives of fixed assets. Any revision to accounting estimates is recognised prospectively.

2.03 Tangible Fixed Assets - Property Plant and Equipment

Tangible fixed assets are stated at cost less accumulated depreciation. Cost comprises of the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

2.04 Inventories

Inventory comprises of unamortised cost of films and cost incurred till date for under production films. The cost of films is amortised in the ratio of current revenue to expected total revenue. At the end of each accounting period, balance unamortised cost is compared with net expected revenue. If net expected revenue is less than unamortised cost, the same is written down to net expected revenue.

Expenses of under production films incurred till the films are ready for release are inventorised.

2.05 Investments:

All long term investments are valued at cost. Provision for diminution in the value of each long term investment is made to recognise a decline other than a temporary nature. Current Investments are carried individually at lower of cost or fair value and the resultant decline is charged to the revenue.

2.06 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The amount recognised as revenue is exclusive of value added tax, service tax and net of trade discounts.

Film production and related income

Revenue from production of movie is recognized on assignment/ sale of the rights in the concerned movie from the date of their availability for exploitation or on the date of release of the movie and in some other cases as per the terms of movie production agreements entered into with the customer, as applicable.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Revenue from other rights in the movie such as satellite rights, overseas rights, music rights, video rights, etc., is recognized on assignment/ sale of the rights in the concerned movie from the date of their availability for exploitation, as applicable.

Interest income

Interest income is recognised on a time proportion basis.

2.07 Depreciation:

Depreciation on tangible fixed assets are provided for in accordance with schedule II of the Companies Act, 2013. Depreciation on addition/deduction during the year has been provided on Pro-rata basis.

2.08 Taxation

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Provision for current income tax is made on current tax rate based on assessable income computed under Income Tax Act 1961 or Book profit is computed under section 115JB (MAT) whichever is higher. MAT credit is recognised subject to requirement of virtual certainty that sufficient future taxable income will be available for set off.

Deferred tax assets and liabilities are recognised for future tax consequences attributable to the timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using tax rates enacted or substantively enacted as at the Balance Sheet date. Deferred Tax assets are not recognized unless, in the management judgment, there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax is reviewed at each balance sheet date.

2.09 Earning Per Share:

Earning Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of the equity shares outstanding during the period.

2.10 Impairment of Tangible assets

Carrying amount of assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. An asset is treated as impaired when the carrying amount of assets exceeds its recoverable value. An impairment loss is charged to the statement of profit & loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.11 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the company.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE 3- SHARE CAPITAL

(Amount in ₹)

Particulars	As at 31 st March, 2017		As at 31 st March, 2016	
	No. of Shares	(Amount in ₹)	No. of Shares	(Amount in ₹)
<u>Authorised</u>				
Equity shares of ₹ 10 each with voting rights	30,000,000	300,000,000	30,000,000	300,000,000
<u>Issued</u>				
Equity shares of ₹ 10 each with voting rights	5,000,500	50,005,000	5,000,500	50,005,000
<u>Subscribed and Paid Up</u>				
Equity shares of ₹ 10 each with voting rights fully called up	5,000,500	50,005,000	5,000,500	50,005,000
Less: Calls in Arrears	(623,100)	(4,673,250)	(1,524,500)	(11,433,750)
Total		45,331,750		38,571,250

NOTE 3.1- Terms/Rights attached to Equity Share

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTE 3.2- Details of shares held by each shareholder holding more than 5% shares:

SR. NO.	Name of Shareholder	As at 31 st March, 2017		As at 31 st March, 2016	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Vashu Bhagnani	2,166,270	43.32	2,126,270	42.52
2	Puja Bhagnani	252,519	5.05	252,519	5.05
3	Himanshu P Sheth	606,500	12.13	606,500	12.13

NOTE 3.3- Details of Unpaid Call

Unpaid Calls	As at 31 st March, 2017		As at 31 st March, 2016	
	No. of Shares	(Amount in ₹)	No. of Shares	(Amount in ₹)
By Others	623,100	4,673,250	1,524,500	11,433,750

NOTE 4 - RESERVES AND SURPLUS

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
a. General Reserves		
Opening Balance	787,558	787,558
(+) Current Year Transfer from Surplus		
Closing Balance	787,558	787,558
b. Surplus in statement of profit and loss		
Opening balance	32,394,759	27,672,797
(+) Excess provision for Income Tax Written back	-	131,214
(+) Net Profit for the year ended	23,987,483	4,590,748
Closing Balance	56,382,242	32,394,759
Total	57,169,800	33,182,317

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE 5 - DEFERRED TAX LIABILITIES (NET)

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
(a) Deferred Tax Liabilities		
Difference between the books and tax written down value of fixed assets		-
Difference of unamortised cost of film production between the books and tax	14,810,943	15,748,944
Total (a)	14,810,943	15,748,944
(b) Deferred Tax Assets		
Difference between the books and tax written down value of fixed assets	66,418	87,456
Total (b)	66,418	87,456
Total (a-b)	14,744,525	15,661,488

NOTE 6 - SHORT -TERM BORROWINGS

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Unsecured		
Loans and advances from related parties	373,425,000	9,850,000
Total	373,425,000	9,850,000

NOTE 7 - TRADE PAYABLES

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Payables for supplies and services	98,687,802	22,775,176
Payables for accrued salaries and wages	118,632	403,649
Total	98,806,434	23,178,825

NOTE 8 - OTHER CURRENT LIABILITIES

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Advance from customers	7,236,876	1,007,372
Statutory dues payable towards TDS,VAT and Service Tax	15,955,161	286,756
Others	32,424,146	151,802,226
Total	55,616,183	153,096,354

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017**

Particulars		Gross Block			Depreciation/Amortisation			Net Block	
		As at April 1 st , 2016	As at March 31 st , 2017	As at April 1 st , 2016	Depreciation charge for the year	Adjustment on Disposals	As at March 31 st , 2017	As at March 31 st , 2016	
Office equipments	47,782	109,422	32,806	14,530	-	47,336	14,976		
Computer	1,292,161	1,573,583	1,275,869	63,971	-	1,339,840	16,292		
Plant and machinery	1,096,655	1,096,655	278,470	90,909	-	369,379	818,185		
Total	2,436,598	2,779,660	1,587,145	169,410	-	1,756,555	-		
Previous Year	2,419,298	2,436,598	1,123,726	463,418	-	1,587,145	849,453		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE 10 - NON CURRENT INVESTMENTS

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Non Trade Investments (valued at cost)		
(a) Investment in Equity Instruments		
Investment in unquoted equity shares: (refer Note - 29)		
Fully paid up		
Goodyear Property and Investments Private Limited (1,00,000 (Previous year-1,00,000) Equity shares of Rs. 10/- each fully paid up)	-	1,500,000
Mehta Trend Analysis Consultancy Private Limited. (5,000 (Previous year-5000)Equity shares of Rs. 10/- each fully paid up)	-	50,000
Saiba Hotels & Properties Private Limited. (3,00,000(Previous year-3,00,000) Equity shares of Rs. 10/- each fully paid up)	-	3,000,000
Vimochan Pictures Limited (1,00,000 (Previous year-1,00,000)Equity shares of Rs. 10/- each fully paid up)	-	1,000,000
Cosmic Bio-Tech & Herbals Limited (15,000 (Previous year-15,000)Equity shares of Rs. 10/- each fully paid up)	-	385,000
(b) Investment in Debentures		
Zero Coupon Convertible Debentures (in Pooja Devcon Pvt. Ltd.)	-	35,000,000
Total	-	40,935,000

NOTE 11 - LONG-TERM LOANS AND ADVANCES

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Security Deposits		
Unsecured, Considered Good	325,000	325,000
Total	325,000	325,000

NOTE 12- INVENTORIES

(For mode of valuation, refer note 2.04)

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Cost of films under production	200,109,419	592,085
Unamortised cost of production	54,082,293	47,637,458
Total	254,191,712	48,229,543

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017**

NOTE 13 - TRADE RECEIVABLES

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Unsecured, Considered Good		
Trade receivables outstanding for the period less than Six Months		
(a) Unsecured, considered good	92,445,741	3,253,889
Trade receivables outstanding for the period exceeding Six Months		
(a) Unsecured, considered good	7,945,333	4,943,607
Total	100,391,074	8,197,496

NOTE 14 - CASH AND BANK BALANCES

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Cash and cash equivalents		
Balance with banks in current account	1,221,308	230,890
Cash in hand	66,022	1,096,326
Total	1,287,330	1,327,216

NOTE 15 - SHORT -TERM LOANS AND ADVANCES

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Unsecured, considered Good		
Advance tax(net of provision for income tax)	27,575,653	39,504,466
Advances related to film projects	246,068,716	86,114,423
Security deposits	251,000	251,000
Prepaid expenses	33,199	24,176
MAT credit entitlement	-	7,673,000
Others	13,946,903	40,109,462
Total	287,875,471	173,676,526

NOTE 16 - REVENUE FROM OPERATIONS

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Sale of Products		
Revenue from film production	1,198,922,422	185,983,018
Total	1,198,922,422	185,983,018

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE 17 - OTHER INCOME

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Interest Income on:		
- Bank deposits	503,772	132,585
Others	6,982,907	
Credit Balance written back	334,385	56,023
Provisions written back	677,993	-
Others	-	3,203,605
Total	8,499,057	3,392,213

NOTE 18- COST OF PRODUCTION /OPERATING EXPENSES

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Cost of under production films brought forward	592,085	372,085
Unamortised cost at the beginning of the year	47,637,458	71,895,088
Add: Cost incurred during the year	1,138,256,856	125,573,740
Less: Unamortised cost at the close of the year	54,082,293	47,637,458
Less: Cost of underproduction films carried forward	200,109,419	592,085
(A)	932,294,686	149,611,371
Add: Print and publicity	(B) 180,631,596	281,673
Total	1,112,926,283	149,893,044

NOTE 19- EMPLOYEE BENEFITS EXPENSES

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Salaries	7,322,007	5,369,773
Total	7,322,007	5,369,773

NOTE 20 - FINANCE COSTS

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Interest on Borrowings	35,443,494	7,797,677
Others	174,911	3,229
Total	35,618,405	7,800,906

NOTE 21 - DEPRECIATION

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Depreciation	169,410	463,418
Total	169,410	463,418

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2017**

NOTE 22 - OTHER EXPENSES

(Amount in ₹)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Rent	7,200,000	7,200,000
Professional tax	2,500	2,500
Legal and professional fees(Refer Note22.1)	2,951,840	1,510,439
Interest paid to others	175,135	22,019
Listing & others fees	200,000	200,000
Annual custodian charges	46,500	31,500
AGM expenses	16,600	28,200
Travelling and conveyance	163,204	60,414
Computer repair and maintenance	63,821	78,062
Electricity	172,248	254,464
Advertisement	41,756	75,376
Business promotion	250,455	308,867
Share transfer agent fees	89,259	48,559
Website expenses	95,555	148,000
Printing & stationery	168,614	96,504
Sundry balances written off	2,239	8,003,397
Investments written off(refer note no.29)	5,935,000	-
Service Tax/Vat Expense	1,283,799	1,817,149
Title registration	39,641	-
Penalty for service tax/Income Tax	3,200	4,700
Net loss on foreign currency fluctuation	-	389,457
Shop establishment expense	4,800	-
Office expenses	339,431	190,163
Miscellaneous Expenses	359,257	143,080
Total	19,604,854	20,612,849

NOTE 22.1- DETAILS OF PAYMENT TO AUDITOR

(Amount in ₹)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Payment to the auditor :		
Audit Fees	200,000	400,000
Reimbursement of service tax	30,000	58,000
Total	230,000	458,000

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE - 23 BASIC & DILUTED EARNINGS PER SHARE

(Amount in ₹)

Particulars	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
Net profit after tax for the year	23,987,483	4,590,748
ADD: Excess provision for Income Tax Written back	-	131,214
	23,987,483	4,721,962
Equity shares outstanding as at the year end	5,000,500	5,000,500
Weighted average number of shares	4,533,175	-
Nominal value per share ₹	10	10
Earnings per share ₹ (Basic and diluted)	4.80	0.94

NOTE - 24 SEGMENT REPORTING

The Company is predominantly engaged in the business of film production, which constitute a single business segment and therefore, disclosure under Accounting Standard (AS-17) on "Segment Reporting" issued by the ICAI is not applicable.

NOTE - 25 DISCLOSURES REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT 2006

Based on the information available with the company, there are no suppliers who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006" as at 31st March, 2017.

NOTE - 26 EXPENDITURE IN FOREIGN CURRENCY:

Particulars	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
	₹	₹
Expenditure in foreign currency - Film Production Expenses	159,499,846.00	-

NOTE - 27 DISCLOSURES UNDER ACCOUNTING STANDARD 18, RELATED PARTIES DISCLOSURES

Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel (KMP)	1) Mr. Vashu Bhagnani, Managing Director of the company 2) Mrs. Puja Bhagnani, Whole Time Director of the company 3) Mrs. Deepshikha Deshmukh, Director of the company
Relatives of Key Management Personnel	Mr. Jacky Bhagnani

Entities in which KMP / Relatives of KMP can exercise significant influence

1) Puja Entertainment (India) Limited	11) Platinum
2) Pooja Devcon Private Limited	12) Superkey Associates
3) Puja Motion Pictures Private Limited	13) Extremist
4) Beta Properties Private Limited	14) Dynamix
5) Pooja Constructions	15) New Age Associates
6) Pooja Leisure & Lifestyle	16) Catalyst
7) Golden Crest	17) Hexagon Associates
8) Red Line	18) Eminence
9) Rising Sun	19) Pooja Infra (India) Private Limited
10) Kamal Enterprises	

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Note: Related parties have been identified by the Management.

Details of related party transactions for the year ended March 31, 2017:

Nature of the Transactions	KMP	Entities in which KMP / relatives of KMP have significant influence	Total
Short term Borrowings			
- Puja Entertainment (India) Limited		-	-
		(1,500,000)	(1,500,000)
- Vashu Bhagnani	993,350,000		993,350,000
	(98,150,000)		(98,150,000)
- Deepshikha Deshmukh	20,000,000		20,000,000
	(NIL)		(NIL)
Repayment of short term borrowing			
- Puja Entertainment (India) Limited		-	-
		(118,532,690)	(118,532,690)
- Vashu Bhagnani	649,775,000		649,775,000
	(104,210,000)		(104,210,000)
Outstanding Balance of Short term borrowings			
- Puja Entertainment (India) Limited	353,425,000		353,425,000
	(9,850,000)		(9,850,000)
- Deepshikha Deshmukh	20,000,000		20,000,000
	-		-
Interest due on Short Term borrowings during the year			
- Puja Entertainment (India) Limited		-	-
		(7,797,677)	(7,797,677)
- Vashu Bhagnani	35,443,494		35,443,494
	-		-
Payment of Interest on short-term borrowings			
- Puja Entertainment (India) Limited		-	-
		(7,017,909)	(7,017,909)
- Vashu Bhagnani	31,899,145		31,899,145
	-		-
Rent			
-Pooja Leisure & lifestyle		7,200,000	7,200,000
		(7,200,000)	7,200,000
Remuneration			
-Vashu Bhagnani	1,440,000		1,440,000
	(1,440,000)		(1,440,000)
-Puja Bhagnani	960,000		960,000
	(960,000)		(960,000)

Note: Figures in bracket relates to the previous year.

NOTE - 28

In case of movie production contract, cost of production/expenses are charged to statement of profit & loss in proportion to the revenue recognised for the reporting period considering the total estimated cost/expenses of such contract. Final adjustments, if any are made at the time of completion of the movie. These estimates as made by the management, being of technical nature, have been relied upon by auditors.

NOTE - 29

The management of the company has decided to write off investments of the carrying value of ₹ 59,35,000 in view of the decline in the fair value of the said investments.

NOTE - 30 EMPLOYEE BENEFITS

The Company has not made any provisions towards gratuity and other retirement benefits as in the view of management, no provision is required to be made.

NOTE - 31

In the opinion of Board, Current Assets, Loans & Advances unless stated otherwise, are approximately of value which are stated in the Balance Sheet if realised in the ordinary course of business.

NOTE - 32 DISCLOSURE ON SPECIFIED BANK NOTES (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below:

(Amount in ₹)

Particulars	SBNs*	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	971,500	427	971,927
(+) Permitted receipts	-	24,000	24,000
(-) Permitted payments	-	1,000	1,000
(-) Amount deposited in Banks	971,500	-	971,500
Closing cash in hand as on December 30, 2016	-	23,427	23,427

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

NOTE - 33 PREVIOUS YEAR'S FIGURES

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Signature to the statements of notes to financial statements.

As per our report of even date.

For Jayantilal Thakkar and Co.Chartered Accountants
(Firm Reg. No. 104133W)**Viral A. Merchant**
Partner**Place : Mumbai**
Date : 30th May,2017**For and on behalf of the Board of Directors****Vashu Bhagnani**
Managing Director
DIN: 00043481**Poonam Pokiya**
Company Secretary**Puja Bhagnani**
Whole Time Director
DIN: 00044593**Dinesh Gupta**
Chief Financial Officer

POOJA ENTERTAINMENT AND FILMS LIMITED

Reg. Office: Pooja House, 1st Floor, CTS No. 892- 893, Opp. J. W. Marriott Hotel, Juhu Tara Road,
Juhu, Mumbai (Maharashtra) - 400049

Tel: 022 26121613 E-mail: investor@poojaentertainmentandfilms.in

Website: www.poojaentertainmentandfilms.in

CIN: L99999MH1986PLC040559

ATTENDANCE SLIP

30th Annual General Meeting to be held on 29th September, 2017

DP ID/ Client ID/ Folio No. _____

Name of Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

No. of Shares _____

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Thirtieth Annual General Meeting of the Company to be held on Friday, 29th September, 2017, at Pinnacle Business Park, CTC 252, 93PT, 94PT, Shanti Nagar, Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai – 400093 at 11.00 a.m.

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members/ proxy are requested to bring a copy of the Annual Report at the meeting.

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User Id	(Pan/Seq. No.)
170821073		

NOTE: please read the complete instructions given under the Note to the Notice of Annual General Meeting. The voting time starts from September 26, 2017 from 9.00 A.M. and ends on September 28, 2017 at 5.00 P.M. the voting module shall be disabled by CDSL for voting thereafter.

POOJA ENTERTAINMENT AND FILMS LIMITED

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PROXY FORM Form MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)	
Address	
E-mail ID	
DP ID/ Client/Folio No.	

I/We, being the Member(s) of _____, shares of the above named Company, hereby appoint

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 29th September, 2017, at Pinnacle Business Park, CTC 252, 93PT, 94PT, Shanti Nagar, Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai – 400093, at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

POOJA ENTERTAINMENT AND FILMS LIMITED

Reg. Office: Pooja House, 1st Floor, CTS No. 892-893, Opp. J.W. Marriott Hotel, Juhu Tara Road,
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Tel: 022 26121613 E-mail: investor@poojaentertainmentandfilms.in

Website: www.poojaentertainmentandfilms.in

CIN: L99999MH1986PLC040559

Sr. No.	Resolution	I Assent to the resolution	I dissent from the resolution
Ordinary Resolution			
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 st March, 2017 together with the Report of the Directors and Auditors thereon.		
2.	Re-appointment of Mrs. Deepshikha Deshmukh, who retire by rotation.		
3.	Ratification of Appointed of Auditors.		

Signed this _____ day of _____ 2017.

Signature of shareholder(s): _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statement and notes please refer to the notice of the 30th Annual General Meeting.
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
5. A member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other member.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion to the vote of the other joint holders. Seniority shall be determined by the order in which the name stand in the register of members

POOJA ENTERTAINMENT AND FILMS LIMITED

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Website: www.poojaentertainmentandfilms.in

CIN: L99999MH1986PLC040559

BALLOT PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]

1. Name and Registered address of the sole/first named member:
2. Name(s) of the Joint holder (if any):
3. Registered Folio No./ DP ID No. and client ID No.:
4. Number of share(s) held:
5. EVSN (Electronic Voting Sequence Number): 170821073
6. User ID:
7. Password:

I hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 30th Annual General Meeting of the Company to be held on Friday, 29th September, 2017, by sending my/our assent or dissent to the said resolution in the following manner:

Sr. No.	Resolution	I Assent to the resolution	I dissent from the resolution
Ordinary Resolution			
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2017 together with the Report of the Directors and Auditors thereon.		
2.	Re-appointment of Mrs. Deepshikha Deshmukh, who retire by rotation.		
3.	Ratification of Appointed of Auditors.		

* Please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of member/ proxy wishes his/ her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'

Place:

Date:

Signature of Member

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CIN: L99999MH1986PLC040559

GENERAL INSTRUCTIONS:

1. This Ballot Paper is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot Paper shall be treated as invalid.
3. For detailed instructions on e-voting, please refer the notes appended to the Notice of AGM.
4. Facility of voting through Ballot Paper shall also be made available at the venue of the AGM. Members attending the AGM, who have not cast their vote by remote e-voting or through Ballot Paper, shall be able to exercise their right at the AGM.
5. Members who have cast their vote by remote e-voting or through Ballot Paper prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING BALLOT PAPER:

6. Please complete and sign the Ballot Paper (no other Paper or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Balkrishan Pradhan, Practising Company Secretary through self-addressed Business Reply envelope.
7. The Ballot Paper should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Ballot Paper should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of POA. Exercise of vote by Ballot is not permitted through proxy.
8. In case the shares are held by companies, financial institutions, trusts, bodies corporate, societies, etc; the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization letter.
9. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed the Member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
10. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on 21 September, 2017 ("Cut-Off Date"). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Paper, or voting at the venue of the meeting through ballot.
11. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the Cut Off date i.e. 21 September, 2017, may request the Company / Registrar and Transfer Agent and obtain Ballot Paper to cast the vote or can download the same from the website of the Company at www.poojaentertainmentandfilms.in.
12. Duly completed Ballot Paper should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Thursday, 28 September, 2017. Ballot Paper(s) received after this time and date will be strictly treated as if the reply from the members has not been received.
13. A Member may request for a duplicate Ballot Paper, if so required. However, duly filled in and signed duplicate Ballot Paper should reach the Scrutinizer not later than the date and time specified in serial no. 12 above.
14. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Paper(s) will be rejected. Ballot Paper may be rejected if it is torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
15. The decision of Scrutinizer on the validity of the Ballot Paper and any other related matter shall be final.
16. The results of the voting shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Company. The Chairman or any other person authorised by the Chairman shall declare the result of voting forthwith.
17. The Results along with the Scrutinizers Report shall be placed on the Company's website www.poojaentertainmentandfilms.in and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to BSE Limited.



Pooja Entertainment And Films Limited

Registered office

Pooja house, 1st floor, CTS No.892-893, Juhu Tara Road,
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Website: www.poojaentertainmentandfilms.in