

Date: 29th September, 2018

To,
BSE Limited
PhirozeJeeJeebhoy Towers,
Dalal Street, Fort, Mumbai - 400001.

For submission through: BSE Listing Centre

SUB.: SUBMISSION OF "ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-18.

REF: SECURITY ID: POOJAENT. SECURITY CODE: 532011. ISIN: INE147C01017

Dear Sir/ Ma'am,

With reference to above captioned subject, we are hereby enclosing 31st Annual Report of the Company for the Financial Year 2017-18 which has been approved and adopted in the 31st Annual General Meeting of the Members of the Company ("AGM") held on Friday, 28th day of September, 2018 at 11.10 A.M. at Pinnacle Business Park, CTC 252, 93PT, 94PT, Shanti Nagar, Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai - 400093 pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.


This is for the information of the Exchange and members thereof.

Kindly take the same on your record.

Thanking You,

Yours Sincerely,

For, Pooja Entertainment And Films Limited


Poonam Pokiya
Company Secretary



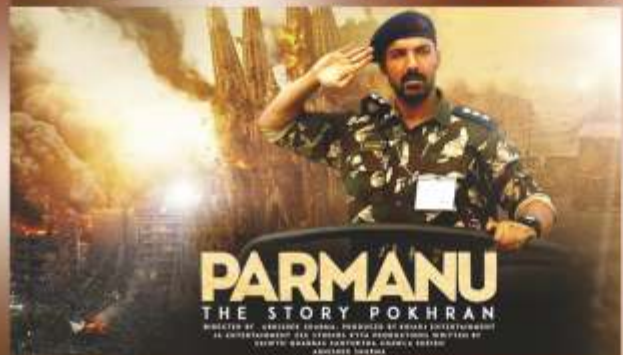
Encl: as above

POOJA ENTERTAINMENT AND FILMS LTD.

Email
info@poojaentertainmentandfilms.in
investor@poojaentertainmentandfilms.in

Website
poojaentertainmentandfilms.in

Tel. : 022 -2612 1613 / 14
Fax : 022 - 2663 1275





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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

| | |
|--------------------------|---|
| Mrs. Puja Bhagnani | Managing Director (with effect from 23.04.2018) |
| Mr. Vashu Bhagnani | 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 04 movies.

List of movie released during the year

| FILM NAME | STAR CAST/ (DIRECTOR) | PRODUCTION/ CO-PRODUCTION/ DISTRIBUTION | GENRE | RELEASE DATE |
|--------------------|--|---|-------------------------|---------------------------------|
| Welcome To Newyork | Starring by Diljit Dosanjh, Sonakshi Sinha, Karan Johar, Riteish Deshmukh, Lara Dutta, Boman Irani (Chakri Taleti) | Production | 3D Comedy Film | 23 rd February, 2018 |
| Pari | Starring by Anushka Sharma, Parambrata Chatterjee (Prosit roy) | Distribution | Horror Film | 2 nd March, 2018 |
| Dil Junglee | Starring by Taapsee Pannu, Saquib Saleem, Nidhi Singh, Abhilash Thapliyal, Srishti Shrivastava, Ayesha Kaduskar, Santosh Barmola (Aleya Sen) | Production | Romantic Comedy film | 9 th March, 2018 |
| Parmanu | Starring by John Abraham, Diana Penty, Boman Irani, Anuja Sathe | Distribution | Historical Action Drama | 25 th May, 2018 |

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 Thirty first Annual General Meeting of Pooja Entertainment and Films Limited will be held on Friday, 28th day of September, 2018, 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, 2018 together with the Board Report and Auditors thereon.
- 2) To appoint Director in place of Mr. Vashu Bhagnani (DIN: 00043481), who retires by rotation and, being eligible, offers himself for re-appointment..

Special Business:

- 3) **Appointment of Mrs. Puja Bhagnani as the Managing Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to other applicable provision of Articles of Association of the Company and such other consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for appointment of Mrs. Puja Bhagnani (DIN : 00044593), as the Managing Director of the Company, for a period of 5 (five) years with effect from 23rd April, 2018, liable to retire by rotation, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Managing Director approved by the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

- 4) **Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013**

To consider and approve, the following resolution with or without modification, as a Special Resolution:

“RESOLVED THAT subject to Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and

its Powers) Rules, 2014, any amendments/ enactments/ re-enactments thereof as are applicable, and subject to such approvals, consents, sanctions and permission as may be necessary and provision of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company referred to as Board, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to do the following transactions:

- i. To give loans to any person or any other Body corporate.
- ii. To give guarantees or provide security in connection with a loan(s) given by any other person to any Body Corporate or person.
- iii. To acquire by way of subscription, purchase or otherwise in the securities of any other Body corporate upto a limit is Rupees 100 Crore for such investments/ loans/guarantees, on such terms and conditions as the Board may deem fit and proper notwithstanding that the aggregate of investments and loans so far made or to be made and the guarantees so far given or to be given by the Company and securities so far provided and to be provided, to all persons or bodies corporate along with additional investments, loans, guarantees or securities proposed to made or given or provided by the Company as set out above exceeds the limits specified under section 186(2) of the Act, read with the Rules thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

Place: Mumbai
Date: 06th August, 2018

By order of the Board of Directors

Poonam Pokiya
Company Secretary &
Compliance Officer

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

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 as amended from time to time (the 'Act'), in respect of the business as set out in Item No. 3 and 4 above and the relevant details of the Director seeking re-appointment under Item No. 2 above as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and as required under Secretarial Standard-2 on General Meetings ('SS-2') are annexed hereto.

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. 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.

4. 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.

5. 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.

6. The Register of Members and the Share Transfer Books of the Company shall remain closed from 21st September, 2018 to 28th September, 2018 (both days inclusive) for the purpose of the Annual General 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:

- a) Change in their Residential status on return to India for permanent settlement.
- b) 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 31st Annual General Meeting and the Annual Report for 2017-2018 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 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. F8879), 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, 27th September, 2018 (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:
 - A. The e-voting period begins on 9.00 a.m. on Tuesday 25th

September, 2018 and ends on 5.00 p.m. on Thursday 27th September, 2018. 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 20th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- B. Log on to the e-voting website www.evotingindia.com.
- C. Click on "Shareholders" tab.
- D. Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 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 call on toll free no.: 1800-222-990 or write an email to helpdesk.evoting@cdslindia.com.
23. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
24. 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 20th September, 2018.
25. A copy of this notice has been placed on the website of the Company and the website of CDSL.
26. 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.
27. 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.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS

Item No. 3

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the appointment of Mrs. Puja Bhagnani as Managing Director for a period of five years with effect from April 23, 2018.

Mrs. Puja Bhagnani is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Managing Director of the Company. Mrs. Puja Bhagnani satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for her appointment.

A brief profile of Mrs. Puja Bhagnani, including nature of her expertise, is provided in page no.9 of this report.

The details of remuneration as reviewed by the Remuneration Committee and approved by Board subject to the approval of the Members is reproduced herein below:

Salary: Rs. 1,20,000/- (Rupees One Lac Twenty Thousand only) per month.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites in accordance with the applicable provisions of Schedule V of the Act, and subject to approval of Central Government.

The remuneration payable to Mrs. Puja Bhagnani will be accordingly decided by Nomination and Remuneration Committee of the Company within the overall limits provided under the act.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mrs. Puja Bhagnani as Managing Director of the Company. The Board recommend the resolution as set out in item no. 3 for approval of the members as a special resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment of Mrs. Puja Bhagnani as the Managing Director of the Company pursuant to Section 190 of the Companies Act, 2013.

None of the Directors except, Mr. Vashu Bhagnani, Mrs. Puja Bhagnani and Mrs. Deepshikha Deshmukh who are relatives of Mrs. Puja Bhagnani is concerned or interested in the resolution.

Item No. 4

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of its Members by way of a Special Resolution for giving loans, guarantees and making acquisitions by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (hundred percent) of its free reserves and securities premium account, whichever is more..

The management of the Company has growth and expansion plans for the future and keeping in mind the same, Company, proposes limit for additional loans, guarantee and investment in securities of upto such amount as mentioned in the body of the resolution.

The approval of the members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, or giving loans, or guarantees or providing securities (as specified in the special resolution) exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (hundred) of its free reserves and securities premium account, whichever is more.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorship and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided.

Place: Mumbai
Date: 06th August, 2018

By order of the Board of Directors

Poonam Pokiya
Company Secretary &
Compliance Officer

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 | Mr. Vashu Bhagnani | Mrs. Puja Bhagnani |
|------------------------------|---|---|
| DIN | 00043481 | 00044593 |
| Date of Birth | 19.04.1961 | 20.10.1962 |
| Date of Appointment | 31.01.2008 | 30.06.2008 |
| Educational Qualifications | Bachelor of Commerce | Bachelor of Commerce |
| Expertise in functional area | Commerce | Commerce |
| Other Directorship | <ul style="list-style-type: none"> • PVB Developers Private Limited • Beta Properties Private Limited • Puja Entertainment (India) Limited • Pooja Devcon Private Limited | <ul style="list-style-type: none"> • Puja Entertainment (India) Limited • Pooja Devcon Private Limited • PVB Developers Private Limited • Beta Properties Private Limited |
| Other Committee Memberships | Nil | Nil |
| No. of Shares held | 21,94,370 Equity Shares | 2,52,519 Equity Shares |

BOARD'S REPORT

To

The Members,

Pooja Entertainment and Films Limited

Your Directors are pleased to present the Thirty First Annual Report on the business and operations of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018.

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 | 2017-2018 | 2016-2017 |
|--|-----------|-----------|
| Total Income | 3044.91 | 12074.21 |
| Total expenditure | 2973.73 | 11756.40 |
| Profit before taxation | 71.18 | 317.81 |
| Less :Tax Expenses | 64.88 | 77.93 |
| Profit after taxation and prior period adjustments | 6.30 | 239.88 |
| Prior period expenses | - | - |
| Profit for the year | 6.30 | 239.88 |

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.

During the year, The Company has enhanced its business through a launch of Pooja Music, entering into the country's music market. The Company is doing business of music through creating, recording and publishing its own music different languages, or producing remix versions and acquiring musical rights of new film music. The strategy will be to build up the slate over time. With the cost of new music rising, the company will plan its acquisition strategy meticulously in terms of stature of the films, quality of the music and optimum pricing of music.

3. Review of Operations:

During the year under review, the Company recorded the turnover of ₹ 3044.91/- Lacs against previous year ₹ 12074.21/- Lacs; Profit before tax stood at ₹ 71.18/- Lacs for the year under review as compared to ₹ 317.81/- Lacs for the previous year; Profit after tax and prior period adjustment stood at ₹ 6.30/- Lacs for the year under review as compared to ₹ 239.88/- 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 2017-18.

5. Reserves:

It is not proposed to transfer any amount to reserves out of the profits earned during F.Y. 2017-18.

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:

During the year under review there is no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Company.

As at 31st March, 2018, the paid up capital is at Rs.4,53,31,750/-.

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, 2018 is attached in Annual Report.

9. 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 "A"** and is attached to this Report.

10. 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 of the Board and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members. Separate meeting of

the Independent Directors was also held to review the performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman of the Company taking into accounts the views of Managing Director and Non-Executive Directors. Thereafter, at the Board meeting, the performance of the Board, its Committees and individual Directors was discussed and deliberated. The Board of Directors expressed their satisfaction towards the process followed by the Company for evaluating the performance of the Directors, Board and its Committees.

11. Number of Meetings of the Board:

During the year under review four Board meeting were held on May 30, 2017, September 01, 2017, December 13, 2017 and February 13, 2018. 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, 2018 is as under:

| Name of Director | Category | No. Of meeting held | No. of meeting attended | Last AGM attended |
|---------------------|------------------------|---------------------|-------------------------|-------------------|
| Vashu Bhagnani | Director | 4 | 4 | Yes |
| Puja Bhagnani | Director | 4 | 4 | Yes |
| Deepshikha Deshmukh | Non Executive Director | 4 | 4 | Yes |
| Vivek Bhole | Independent Director | 4 | 4 | Yes |
| Manoj Nihalani | Independent Director | 4 | 3 | Yes |
| Kuki Abdul Khan | Independent Director | 4 | 4 | Yes |

12. 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 Mr. Vashu Bhagnani, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 Mrs. Puja Bhagnani is appointed as the Managing Director of the Company for a period of five years with effect from 23rd April, 2018.

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.

Mr. Vashu Bhagnani and Mrs. Puja Bhagnani's terms of appointment as Managing Director and Whole Time Director respectively has expired on 31st October, 2017. Mr. Vashu Bhagnani and Mrs. Puja Bhagnani continue as a Director of the Company.

Key Managerial Personnel:

Pursuant to provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2018 are:

- Mr. Dinesh Gupta, Chief Financial Officer
- 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 13th February, 2018, 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.

13. 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, 2017, September 01, 2017, December

13, 2017 and February 13, 2018.

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 | 3 |

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 February 13, 2018.

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. Kuki Abdul Khan | Chairman | Non-Executive Independent | 01 | 01 |
| Mr. Vivek Bhole | Member | Non-Executive Independent | 01 | 01 |
| Mr. Manoj Nihalani | Member | Non-Executive Independent | 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, 2017, September 01, 2017, December 13, 2017 and February 13, 2018.

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 | No. Of meeting held | No. of meeting 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 |

14. 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.

15. 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.

16. 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.

17. Particulars of Employees:

The details of employees remuneration as required under Section 197(12) of the Act, read with Rule 5(1)

of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure “B”**.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. 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.

18. 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.

19. 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 Accounts, 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.

20. 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.

21. 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).

22. 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.

23. 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.

24. Particulars of Loans, Guarantees or Investments:

The particulars of loans, guarantees and investments have been disclosed in the financial statements refer note no.4 and 10.

25. Subsidiaries, Joint Ventures and Associate Companies:

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

26. 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.

27. 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 2017-18 and the date of this report.

28. 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 subject to ratification by the members at every AGM held thereafter. 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.

Section 139 of the Act has been amended vide the Companies (Amendment) Act, 2017 by the Ministry of Corporate Affairs on May 7, 2018 and has done away with the requirement of seeking ratification of Members for appointment of Auditors at every AGM. Accordingly, no Resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing AGM.

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.

29. 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 2017-18. The report of the Secretarial Auditors is enclosed as **Annexure "C"** to this report.

Management Representations to the qualifications in the Secretarial Audit report:

Regulation 31 (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

- Clarification: Company is in process of converting its prompter's physical holding into 100% demat. The Company will comply the Regulation 31(2) of SEBI (LODR) Regulation, 2015 by end of this year.

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, 2018. 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, 2018, the Company has incurred/received following foreign exchange.

| Particulars | 2017-18 (₹ In Lacs) | 2016-17 (₹ in Lacs) |
|-------------|------------------------|------------------------|
| Outgoings | 135 | 1594.99 |
| Earnings | 208.14 | - |

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**

Puja Bhagnani
Managing Director
DIN: 00044593

Deepshikha Deshmukh
Director
DIN: 02146210

**Date: 06th August, 2018
Place: Mumbai**

ANNEXURE "A"

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

**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. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments , Makwana Road, Marol, Andheri East, Mumbai 400059. Contact - 022 – 62638200 |

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 | 2857385 | 49382 | 2906767 | 58.13 | 2885485 | 49382 | 2934867 | 58.69 | 28100 | 0.56 |
| 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) | 2857385 | 49382 | 2906767 | 58.13 | 2885485 | 49382 | 2934867 | 58.69 | 28100 | 0.56 |
| (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 |

| 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 | | |
| Total Shareholding of Promoter (A)= (A)(1)+(A)(2) | 2857385 | 49382 | 2906767 | 58.13 | 2885485 | 49382 | 2934867 | 58.69 | 28100 | 0.56 |
| 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) Cenntal 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 | 130515 | 0 | 130515 | 2.61 | 125780 | 0 | 125780 | 2.52 | (4735) | (0.09) |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto ₹1 lakhs | 131947 | 211860 | 343807 | 6.88 | 144167 | 191860 | 336027 | 6.72 | (7780) | (0.16) |
| ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs | 675500 | 938400 | 1613900 | 32.27 | 811374 | 790120 | 1601494 | 32.03 | (12406) | (0.25) |
| c) Others (specify) | | | | | | | | | | |
| Non Resident Indians | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Non Resident Indians (Non-repatriable) | 0 | 0 | 0 | 0 | 1291 | 0 | 1291 | 0.03 | 1291 | 0.03 |
| 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 | 5511 | 0 | 5511 | 0.11 | 1041 | 0 | 1041 | 0.02 | (4470) | (0.09) |
| Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Hindu Undivided family | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| SUB TOTAL (B)(2): | 943473 | 1150260 | 2093733 | 41.87 | 1083653 | 981980 | 2065633 | 41.31 | (28100) | (0.56) |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 943473 | 1150260 | 2093733 | 41.87 | 1083653 | 981980 | 2065633 | 41.31 | (28100) | (0.56) |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 3800858 | 1199642 | 5000500 | 100 | 3969138 | 1031362 | 5000500 | 100 | 0 | 0 |

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 | 21,66,270 | 43.32% | 0 | 21,94,370 | 43.88% | 0 | 0.56% |
| 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 | Jackky Bhagnani | 2,43,990 | 4.88% | 0 | 2,43,990 | 4.88% | 0 | 0 |
| | Total | 29,06,767 | 58.13% | 0 | 29,34,867 | 58.69% | 0 | 0.56% |

C) Change in Promoters' Shareholding (please specify, if there is no change):

| 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. | Vashu Bhagnani | | | | |
| | At the beginning of the year | 21,66,270 | 43.32 | | |
| | + Purchase | 28100 | 0.8 | 21,94,370 | 43.88 |
| | At the end of the year | - | - | 21,94,370 | 43.88 |
| 2. | Puja Bhagnani | | | | |
| | At the beginning of the year | 2,52,519 | 5.05 | 2,52,519 | 5.05 |
| | At the end of the year | - | - | 2,52,519 | 5.05 |
| 3. | Deepshikha Deshmukh | | | | |
| | At the beginning of the year | 2,43,988 | 4.88 | 2,43,988 | 4.88 |
| | At the end of the year | - | - | 2,43,988 | 4.88 |
| 4. | Jackky Bhagnani | | | | |
| | At the beginning of the year | 2,43,990 | 4.88 | 2,43,990 | 4.88 |
| | At the end of the year | - | - | 2,43,990 | 4.88 |

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 Bhanushali (HUF) | 59,140 | 1.18 | 59,140 | 1.18 | 0 | 0 |
| 9 | Vinod Pradhan Bhanushali | 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 – Director | | | | |
| | At the beginning of the year | 21,66,270 | 43.32 | | |
| | Purchase | 28100 | 0.8 | 21,94,370 | 43.88 |
| | At the end of the year | - | - | 21,94,370 | 43.88 |
| 2 | Mrs. Puja Bhagnani – Director | | | | |
| | At the beginning of the year | 2,52,519 | 5.05% | 2,52,519 | 5.05% |
| | At the end of the year | 2,52,519 | 5.05% | 2,52,519 | 5.05% |
| 3 | Mrs. Deepshikha Deshmukh – Non Executive Director | | | | |
| | At the beginning of the year | 2,43,988 | 4.88% | 2,43,988 | 4.88% |
| | 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 | 37,34,25,000 | 0 | 37,34,25,000 |
| 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 | 37,34,25,000 | | 37,34,25,000 |
| Change in Indebtedness during the financial year | | | | |
| Additions | 0 | 16,63,00,000 | | 16,63,00,000 |
| Reduction | 0 | 31,17,24,291 | 0 | 31,17,24,291 |
| Net Change | 0 | (14,54,24,291) | 0 | (14,54,24,291) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 0 | 22,80,00,709 | 0 | 22,80,00,709 |
| ii) Interest due but not paid | 0 | 3,29,01,412 | 0 | 3,29,01,412 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 26,09,02,121 | | 26,09,02,121 |

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 |
|--------|--|----------------------------|----------------------|------------------|
| 1 | Gross salary | Vashu Bhagnani (MD)* | Puja Bhagnani (WTD)* | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | 8,40,000 | 5,60,000 | 14,00,000 |
| | (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 Fee for attending board meetings | 7500 | 7500 | 15000 |
| | Total (A) | 8,47,500 | 5,67,500 | 14,15,000 |
| | Ceiling as per the Act | | | |

*Term of Mr. Vashu Bhagnani as a Managing Director and Mrs. Puja Bhagnani as a Whole-Time Director expired on 31/10/2017.

B) Remuneration to other directors:

| Sr. No. | Particulars of Remuneration | Name of the Directors | | | Total |
|---------|--|---------------------------------|---------------------------|----------------------------|--------------|
| 1 | Independent Directors | Mr. Vivek Bhole | Mr. Manoj Nihalani | Mr. Kuki Abdul Khan | |
| | (a) Fee for attending board and committee meetings | 20000 | 15000 | 20000 | 55000 |
| | (b) Commission | 0 | 0 | 0 | 0 |
| | (c) Others, please specify | 0 | 0 | 0 | 0 |
| | Total (1) | 20000 | 15000 | 20000 | 55000 |
| 2 | Other Non Executive Directors | Mrs. Deepshikha Deshmukh | | | Total |
| | (a) Fee for attending board and committee meetings | 7500 | | | 7500 |
| | (b) Commission | 0 | | | 0 |
| | (c) Others, please specify. | 0 | | | 0 |
| | Total (2) | 7500 | | | 7500 |
| | Total Remuneration (1)+(2) | | | | 62500 |
| | Ceiling as per the Act | | | | |

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 | 3,63,420 | 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 | 3,93,420 | 11,11,500 |

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) | Appeall 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 |

**For and on behalf of the Board
For Pooja Entertainment and Films Limited**

Puja Bhagnani
Managing Director
DIN: 00044593

Deepshikha Deshmukh
Director
DIN: 02146210

Date: 06th August, 2018
Place: Mumbai

Annexure “B”

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i). The ratio of remuneration of each Director to the median remuneration of the employees for FY2017-18 and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the FY2017-18 are as under:

| Name of Director/KMP | Designation | Ratio of remuneration of Director to the Median remuneration | % increase in Remuneration in FY 2017-18 |
|----------------------|-------------------------|--|--|
| Vashu Bhagnani* | Director | NA | - |
| Puja Bhagnani* | Director | NA | - |
| Dinesh Gupta | Chief Financial Officer | 4.93:1 | - |
| Poonam Pokiya | Company Secretary | 1.74:1 | - |

*Term of Mr. Vashu Bhagnani as a Managing Director and Mrs. Puja Bhagnani as a Whole-Time Director expired on 31/10/2017. Both continued as a Director of the Company.

Notes: No Director received any remuneration other than sitting fees during the financial year 2017-18.

- (ii) In financial year 2017-18, there was no increment in the median remuneration of employees.
- (iii) There were 5 employees on the rolls of Company as on March 31, 2018.
- (iv) There was no increment in the salaries of employees and no increase in managerial remuneration.
- (v) It is affirmed that the remuneration paid as per the Remuneration policy for Directors, Key Managerial Personnel and other employees.

For and on behalf of the Board
For Pooja Entertainment and Films Limited

Puja Bhagnani
Managing Director
DIN: 00044593

Deepshikha Deshmukh
Director
DIN: 02146210

Date: 06st August, 2018
Place: Mumbai

Annexure: "C"

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[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. (CIN: L99999MH1986PLC040559)** (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, 2018 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, 2018 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 (upto May 14, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - vi. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company during the financial year:
 - a. 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;
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - c. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
 - f. 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.

During the financial year under report and as per the explanations and the clarifications given to us and the representation made by the Management of the Company, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable and subject to the following observation

i. *Regulation 31 (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015*

Pursuant to Regulation 31(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.

However, during the year under review the Company has not complied with the Regulation 31 (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

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.

This Report is to be read with my letter of even date which is annexed as Annexure I and forms an integral part of this Report.

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

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

**Date: 06th August, 2018
Place: Mumbai**

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. I 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. Wherever 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 and Associates
Company Secretaries**

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

**Date: 06th August, 2018
Place: Mumbai**

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, 2018, 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

| | |
|--------------------------|--------------------------------|
| Puja Bhagnani | Dinesh Gupta |
| Managing Director | Chief Financial Officer |

Place: London

Date: 5th June, 2018

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, 2018, as envisaged in Regulation 34(3) And 53(F) of Listing Regulations.

For Pooja Entertainment and Films Limited

Puja Bhagnani
Managing Director

Place: London

Dated: 5th June, 2018

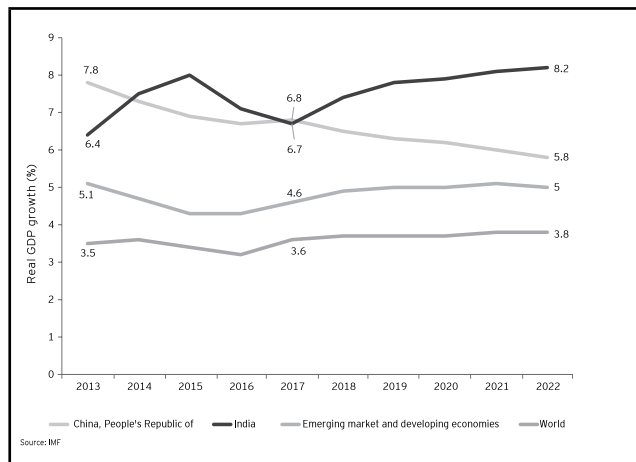
Management Discussion and Analysis for



Economic Outlook

Indian Macroeconomic Outlook

India continues to be one of the fastest growing economies in the world. The calendar year 2017 was a great year for the Indian economy. Retail Inflation was the lowest in almost four decades, the rupee strengthened against the US dollar for the first time in the seven years and several reforms such as Goods and Services Tax (GST), recapitalisation of banks and the Insolvency and bankruptcy Code were implemented. After enjoying the status of the world's fastest growing major economy for a couple of years, India was overtaken by China in FY 18.

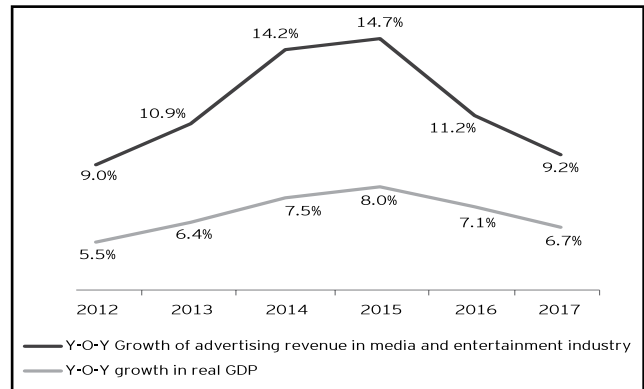


Indian Media and Entertainment Industry

As per FICCI-EY Report 2018 Indian film industry witnessed a growth of 27% due to a combination of high growth in overseas theatrical releases, growth in satellite rights values and domestic box office collections. The proliferation of digital infrastructure will enable shifts in consumption patterns which will be based not as much as on geographic, gender and age criteria, but more on the ability to pay. Mass consumer would form the largest segment of the M&E sector in 2020. These consumers would consume traditional media (either pay or free) and free OTT content, on the back of falling data charges and growing free Wi-fi access. Media and Entertainment has become a necessity of life, and provides exciting opportunities for existing and new companies as it heads towards an INR2 trillion (USD31 billion) industry by 2020.

India is witnessing a rise in collaborations between Indian production houses and foreign studios. International studios are spending heavily in their effort to gain a foothold in Bollywood and have established their domestic divisions in collaboration with small production houses. Further, to give impetus to co-productions and collaboration between Indian and overseas filmmakers, the Indian Government has entered into co-production treaties with various countries such as China, Canada, France, Germany, Brazil, Italy, New Zealand and the UK.

Most multilateral agencies see India grow above 7% in the medium term. The medium term outlook for the economy will have a positive effect on India's M&E Industry as advertisements account for around 50% of revenues. More so, export-led entertainment companies are expected to gain from global growth. The graph below shows the movement of ad revenues in tandem with GDP. Further the year-on-year growth in circulation can be seen with a stable trend of per capita growth in GDP.



MOVIES

As per the FICCI-EY Report, the Indian movie industry grew by 28% YoY to ` 156 billion in CY17. Domestic theatrical revenues grew at 12.5% YoY to ` 96.3 billion while overseas theatrical collections tripled to ` 25 billion. Strong growth in overseas revenues was driven by the success of a few movies in foreign markets. Revenue from sale of digital rights also rose 42% YoY to ` 8.5 billion. The Indian movie industry is estimated to grow 7.2% CAGR over CY17-20 as per the Report.

Digital movie rights and international box office revenue streams have significantly strengthened the economics for Indian movie producers. The sharp increase in content consumption on digital devices is driving up the price of digital rights of movies. For some small budget niche movies, revenues from the sale of digital rights is now equaling the box office collections. Similarly, the international box office is also emerging as an important additional revenue source, especially for large movies.

MUSIC

Indian music is blissful and touches the deepest chords of the human heart globally. The digital platform (mobile and internet services) has strengthened Indian music's global recognition. This technological advancement will take Indian music to new heights of achievement. Identifying the opportunities in Indian Music industry.

India is one of the countries where digital music sales have overtaken physical sales. Sales of digital music or through digital channels account for around 65% of overall music sales in India. However, despite the high level of consumption, the music industry accounts for less than 1% of the Indian M&E industry. Revenue leakages through piracy, the steady decline of physical formats, disintermediation due to the emergence of new media, price erosion due to disintermediation and high content-acquisition costs have been roadblocks in the industry's growth.

In India, music produced for movies, both Bollywood and regional, is the key driver for the music industry. This is different than most other countries, where artists are brands themselves and drive the sale of music. In India, the music publishing labels own the rights, including IP rights, of the music and are able to monetize it across platforms. Owning the IP rights to music provides music labels alternate streams of monetization including producing the music in different languages, or producing remix versions.

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.

During the year, The Company has enhanced its business through a launch of Pooja Music, entering into the country's music market. The Company is doing business of music through creating, recording and publishing its own music different languages, or producing remix versions and acquiring musical rights of new film music. The strategy will be to build up the slate over time. With the cost of new music rising, the company will plan its acquisition strategy meticulously in terms of stature of the films, quality of the music and optimum pricing of music.

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 emphasis 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 4 movies worldwide. These include –

- Welcome to Newyork
- Pari
- Dil Junglee
- Parmanu

Company continues its focus on building a strong movie slate for the future.

PEFL has added audio & video rights of 2 new film songs during the year. The monetisation of these songs started immediately through streaming platforms, Youtube, CRBT on telecom platforms and music video licensing.

DISCUSSION OF FINANCIAL ANALYSIS

For the financial year Net operational profit for the Company is Rs. 6,30,694 as compare to Rs. 2,39,87,483 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:

Global M&E companies view India as a highly attractive market today with huge potential going forward based on demographic and economic factors. With growing middle class, young demographic, uptake on digital and a rise in the consumer's income, the propensity to spend on media and entertainment is growing faster than the economy itself. India's conducive regulatory environment and high volume of content consumption hold significant potential for foreign investments in the M&E sector.

Owing to a strong macro – economic growth trend, favourable demographic dividend, increased smartphone penetration and improving and affordable internet infrastructure, the Indian M&E industry is in the middle of a strong digital revolution. Every segment of the industry is undergoing rapid digital transformation, both on the consumer side (in terms of media consumption patterns) as well as on the content creation and distribution supply chain. Such technology-led advancement presents a disruptive opportunity to all media companies to reinvent their business models and cement their market position for the next phase of growth.

RISK FACTOR

The rise of “new-age” digital media consumption

In the age of digital disruption the means of access to films for consumers have increased abundantly through multiple OTT platforms. OTT Video on Demand (VoD) platforms like Amazon Prime Video, Netflix and local players like Hotstar, Voot, SonyLiv, ALT Balaji have become very active – looking for exclusive deals with production houses and producing own content. There are over 40 OTT platforms in India offering services at very competitive rates. Netflix offers basic subscription plan for INR 500 per month which is equivalent to watching 2-3 films in a multiplex cinema. Some domestic players offer services for as low as INR 100 per month whereas some operate on a freemium model. This has increased the risk of lower footfalls in the cinema exhibition halls.

Online Piracy:

Despite being fully digitised, the Indian film segment is grappled with the menace of piracy which has been rampant in the market. The entire value-chain is affected under such dynamics where the films are made available within hours of its theatrical release. In some of the cases, the films have leaked before their release dates as well. Film sub-sector alone, annually loses US\$2.8 billion of its total revenue to piracy. Also, movie theatre business model is threatened by a rise in digital downloads by consumers and easy availability of inexpensive rental options.

Regulatory

Implementation of new regime pursuant to new copyright law is taking some more time as many large users still are unclear about their obligation under new law. This is creating difficulties for various stakeholders to decide their business strategies.

Cost of new content going up

The Company operates in a highly competitive environment with multiple players trying to acquire new film music. This may result in the cost of content acquisition going up in the short run.

INTERNAL CONTROL SYSTEMS AND THIER 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 31st March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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. In conducting 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 and the Order issued under section 143(11) of the Act.

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 obtained by us 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, 2018, and its profit, total comprehensive income, the changes in equity 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 section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 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 (including other comprehensive income), the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
- (e) on the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the internal financial controls with reference to financial statements of the Company, 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 disclosed the impact, if any, of 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; and
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR JAYANTILAL THAKKAR & CO.
Chartered Accountants
(Firm Reg. No. 104133W)

PLACE: MUMBAI
DATED : 5th June, 2018

VIRAL A. MERCHANT
Partner
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 2018, 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, Duty of Customs, Excise Duty and Service Tax that have been deposited with the appropriate authorities on account of dispute. The dues in respect of Sales Tax / VAT for the Financial year 2012-13 amounting to Rs. 21.61 lakhs is disputed and an appeal has been filed before Joint Commissioner of Sales Tax.
- (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
Membership No.116279

PLACE: MUMBAI
DATED : 5th June, 2018

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 2018 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an internal financial controls with reference to financial statements as at 31st March, 2018, 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)

PLACE: MUMBAI
DATED : 5th June, 2018

VIRAL A. MERCHANT
Partner
Membership No.116279

BALANCE SHEET AS AT 31st MARCH, 2018

(₹ in Lakhs)

| PARTICULARS | Note No. | As at 31 st March, 2018 | As at 31 st March, 2017 | As at April 1, 2016 |
|--|----------|---------------------------------------|---------------------------------------|------------------------|
| I ASSETS | | | | |
| 1 NON CURRENT ASSETS | | | | |
| (a) Property, Plant and equipment | 3 | 9.45 | 10.23 | 8.49 |
| (b) Financial Assets | | | | |
| (i) Investments | 4 | - | - | 409.35 |
| (ii) Other Financial Assets | 5 | 11.26 | 5.76 | 5.76 |
| (c) Income Tax Assets (net) | 6 | 303.45 | 275.76 | 395.04 |
| Total Non-Current Assets | | 324.16 | 291.75 | 818.65 |
| 2 CURRENT ASSETS | | | | |
| (a) Inventories | 7 | 2,432.90 | 2,541.92 | 482.30 |
| (b) Financial Assets | | | | |
| (i) Trade Receivables | 8 | 2,682.27 | 1,003.91 | 81.97 |
| (ii) Cash and Cash Equivalents | 9 | 74.50 | 12.87 | 13.27 |
| (iii) Loans | 10 | 203.00 | 1,203.00 | 3.00 |
| (iv) Other Financial Assets | 11 | 82.42 | 21.06 | - |
| (c) Other current assets | 12 | 1,136.72 | 1,376.43 | 1,336.21 |
| TOTAL CURRENT ASSETS | | 6,611.81 | 6,159.19 | 1,916.75 |
| TOTAL ASSETS | | 6,935.97 | 6,450.94 | 2,735.40 |
| II EQUITY AND LIABILITIES | | | | |
| Equity | | | | |
| (a) Share Capital | 13 | 453.32 | 453.32 | 385.71 |
| (b) Other Equity | 14 | 578.00 | 571.70 | 331.82 |
| TOTAL EQUITY | | 1,031.32 | 1,025.02 | 717.54 |
| Liabilities | | | | |
| 1 NON-CURRENT LIABILITIES | | | | |
| (a) Deferred Tax Liabilities (Net) | 15 | 197.81 | 147.45 | 156.61 |
| TOTAL NON-CURRENT LIABILITIES | | 197.81 | 147.45 | 156.61 |
| 2 CURRENT LIABILITIES | | | | |
| (a) Financial Liabilities | | | | |
| (i) Borrowings | 16 | 2,280.01 | 3,734.25 | 98.50 |
| (ii) Trade Payables | 17 | 978.83 | 988.06 | 231.79 |
| (iii) Other financial liabilities | 18 | 83.55 | 324.24 | 1,518.02 |
| (b) Other current liabilities | 19 | 2,364.45 | 231.92 | 12.94 |
| TOTAL CURRENT LIABILITIES | | 5,706.84 | 5,278.48 | 1,861.25 |
| TOTAL EQUITY AND LIABILITIES | | 6,935.97 | 6,450.94 | 2,735.40 |
| SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS | 1 to 37 | | | |

The Notes referred to above form an integral part of the Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

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

Puja Bhagnani
Managing Director
DIN: 00044593

Deepshikha Deshmukh
Director
DIN: 02146210

Dinesh Gupta
Chief Financial officer

Viral A. Merchant
Partner
Membership No.116279

Poonam Pokiya
Company Secretary

Place: Mumbai
Date : 05th June, 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

(₹ in Lakhs)

| PARTICULARS | Note No. | Year Ended 31-03-2018 | Year Ended 31.03.2017 |
|--|----------|--------------------------|--------------------------|
| I Revenue from operations | 20 | 2,851.05 | 11,989.22 |
| II Other Income | 21 | 193.86 | 84.99 |
| III Total Revenue (I+II) | | 3,044.91 | 12,074.21 |
| IV Expenses : | | | |
| Cost of production and Distribution of films | 22 | 2,470.57 | 11,129.26 |
| Changes in inventories of finished goods and work-in-progress | 23 | - | - |
| Employee benefits expense | 24 | 59.26 | 73.22 |
| Finance Cost | 25 | 366.40 | 356.18 |
| Depreciation and other amortisation expense | 26 | 2.12 | 1.69 |
| Other Expenses | 27 | 75.38 | 196.05 |
| Total Expenses | | 2,973.73 | 11,756.40 |
| V Profit before tax ((III-IV) | | 71.18 | 317.81 |
| Add: Exceptional Item | | - | - |
| (Loss)/Profit after Exceptional Item | | 71.18 | 317.81 |
| VI Tax expense: | | | |
| - Current tax | | 14.51 | 87.10 |
| - Deferred tax | | 50.37 | (9.17) |
| VII (Loss)/Profit after Tax (V-VI) | | 6.30 | 239.88 |
| VIII Other comprehensive Income (OCI) | | | |
| items that will be reclassified to Profit and Loss | | - | - |
| items that will not be reclassified to Profit and Loss | | - | - |
| Total comprehensive income for the period (VII + VIII) | | 6.30 | 239.88 |
| IX Earnings per equity share: | | | |
| Basic and Diluted | 32 | 0.14 | 5.29 |
| SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS | 1 to 37 | | |

The Notes referred to above form an integral part of the Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

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

Puja Bhagnani
Managing Director
DIN: 00044593

Deepshikha Deshmukh
Director
DIN: 02146210

Dinesh Gupta
Chief Financial officer

Viral A. Merchant
Partner
Membership No.116279

Poonam Pokiya
Company Secretary

Place: Mumbai
Date : 05th June, 2018

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED AS AT 31ST MARCH 2018

(a) Equity share capital

| | No. of Shares | (₹ in Lakhs) |
|---------------------------------|---------------|--------------|
| Balance as at 1st April 2016 | 3,857,125 | 385.71 |
| Changes in equity share capital | 676,050 | 67.61 |
| Balance as at 31st March 2017 | 4,533,175 | 453.32 |
| Changes in equity share capital | - | - |
| Balance as at 31 March 2018 | 4,533,175 | 453.32 |

(b) Other Equity

(₹ in Lakhs)

| Particulars | Reserves and Surplus | | Statement of other comprehensive Income | Total other equity |
|---|----------------------|-------------------|---|--------------------|
| | General Reserve | Retained earnings | Remeasurements of the net defined benefit Plans | |
| Balance as at 1st April 2016 | 7.88 | 323.95 | - | 331.82 |
| Total Comprehensive | | | | |
| Profit for the year | - | 0.00 | - | 0.00 |
| Transactions with owners of the company | | | | |
| Transferred from Retained Earnings | - | - | - | - |
| Transferred to General Reserve | - | - | - | - |
| Balance as at 31st March 2017 | 7.88 | 323.95 | - | 331.83 |
| Total Comprehensive | | | | |
| Profit for the year | - | 0.00 | - | 0.00 |
| Transferred to General Reserve | - | - | - | - |
| Balance as at 31st March 2018 | 7.88 | 323.95 | - | 331.83 |

As per our report of even date

For and on behalf of the Board of Directors

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

Puja Bhagnani
Managing Director
DIN: 00044593

Deepshikha Deshmukh
Director
DIN: 02146210

Dinesh Gupta
Chief Financial officer

Viral A. Merchant
Partner
Membership No.116279

Poonam Pokiya
Company Secretary

Place: Mumbai
Date : 05th June, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31 , 2018

(₹ in Lakhs)

| PARTICULARS | For the year ended March 31 , 2018 | For the year ended March 31 , 2017 |
|--|---------------------------------------|---------------------------------------|
| A. Cash flow from operating activities | | |
| Profit before tax | 71.18 | 317.81 |
| Adjustments for: | | |
| Investment Written off | - | 59.35 |
| Depreciation | 2.12 | 1.69 |
| Finance Costs | 366.40 | 356.18 |
| Interest income | (187.76) | (74.87) |
| Prior Period Items | - | - |
| Operating profit before working capital changes | 251.94 | 660.17 |
| Changes in working capital: | | |
| Adjustments for operating assets: | | |
| Decrease/(Increase) in inventories | 109.02 | (2,059.62) |
| Decrease/(Increase) in trade receivables | (1,678.36) | (921.94) |
| Decrease/(Increase) in Loans, Other Financial Assets and Other current Assets | 1,172.85 | (1,338.01) |
| Adjustments for operating liabilities: | | |
| (Decrease)/Increase in trade payables, Other current liabilities and other financial Liabilities | 1,882.61 | (218.53) |
| Cash used in operating activities | 1,486.12 | (4,538.09) |
| Direct Taxes and Income Tax Assets (Net) | (42.21) | 108.92 |
| Net cash flow inflow/(Outflow) used in operating activities (A) | 1,695.86 | (3,769.01) |
| B. Cash flow from investing activities | | |
| Purchase of Fixed assets | (1.34) | (3.43) |
| Interest received | 187.76 | 74.87 |
| Redemption of Fixed Deposit | - | 350.00 |
| Net cash flow from investing activities (B) | 186.42 | 421.44 |
| C. Cash flow from financing activities | | |
| Receipt of call money | - | 67.61 |
| Proceeds/(Repayment) from short -term borrowings (Net) | (1,454.24) | 3,635.75 |
| Finance Costs | (366.40) | (356.18) |
| Net cash flow (Outflow)/inflow from financing activities (C) | (1,820.64) | 3,347.17 |
| Net (decrease)/Increase in cash and cash equivalents (A+B+C) | 61.63 | (0.40) |
| Cash and cash equivalents at the beginning of the year | 12.87 | 13.27 |
| Cash and cash equivalents at the end of the year** | 74.50 | 12.87 |
| **Cash and cash equivalents comprises of: | | |
| Cash in hand | 1.68 | 0.66 |
| Balance with scheduled banks in: | | |
| - Current accounts | 72.82 | 12.21 |
| | 74.50 | 12.87 |

The accompanying notes form an integral part of the Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

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

Puja Bhagnani
Managing Director
DIN: 00044593

Deepshikha Deshmukh
Director
DIN: 02146210

Dinesh Gupta
Chief Financial officer

Viral A. Merchant
Partner
Membership No.116279

Poonam Pokiya
Company Secretary

Place: Mumbai
Date : 05th June, 2018

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE - 1 CORPORATE INFORMATION

Pooja Entertainment and Films Limited ("the Company" or "PEFL") is engaged in film production and other related activities. The company is a public limited company incorporated and domiciled in India and has its registered office at Pooja House, 1st Floor, CTS No. 892-893, Opp. J.W.Marriott Hotel, Juhu Tara Road, Juhu, Mumbai - 400049.

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.

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.

2.12 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs(upto 2 decimal)as per the requirement of Schedule III, unless otherwise stated.

2.13 Standards issued or modified but not yet effective up to the date of issuance of the company's financial statements:

Appendix B to Ind AS 21 Foreign currency transactions and advance consideration: On March 28, 2018, Ministry of Corporate Affairs("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paidadvance consideration in a foreign currency. The amendment will come into force from 1 April2018. The Company is evaluating the requirement of the amendment and the impact on the financialstatements. The effect on adoption of Ind AS 21 is expected to be insignificant.

Ind AS 115

"In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 ("amended rules"). As per the amended rules, Ind AS 115"Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts"andInd AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognized when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from 1 April 2018.

The standard permits two possible methods of transition: Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors. Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach). The effect on adoption of Ind AS 115 is expected to be insignificant.

PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS AT 31ST MARCH 2018

(₹ in Lakhs)

| | GROSS BLOCK (AT COST) | | | DEPRECIATION (INCLUDING AMORTISATION) | | | | NET BLOCK | | |
|-------------------------------------|--------------------------|---|--|---------------------------------------|-----------------------|---------------|----------------------------|-----------------------|------------------|------------------|
| Property, Plant and Equipment | Balance As at 01.04.2017 | Additions/ Adjustments During the year# | Deductions/ Adjustments During the year# | Balance As at 31.03.2018 | Total upto 31.03.2017 | *For the Year | Deductions During the year | Total upto 31.03.2018 | As At 31.03.2018 | As At 31.03.2017 |
| Tangible Assets: | | | | | | | | | | |
| Plant and Equipment | 8.18 | 1.34 | - | 9.52 | 0.91 | 0.96 | - | 1.87 | 7.65 | 7.27 |
| Office Equipment | 0.77 | - | - | 0.77 | 0.15 | 0.14 | - | 0.28 | 0.48 | 0.62 |
| Computer | 2.98 | - | - | 2.98 | 0.64 | 1.02 | - | 1.66 | 1.32 | 2.34 |
| TOTAL PROPERTY, PLANT AND EQUIPMENT | 11.93 | 1.34 | - | 13.26 | 1.69 | 2.12 | - | 3.81 | 9.45 | 10.23 |

PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS AT 31ST MARCH 2017

(₹ in Lakhs)

| | GROSS BLOCK (AT COST) | | | | DEPRECIATION (INCLUDING AMORTISATION) | | | | NET BLOCK | |
|--|--------------------------------|--|---|-----------------------------|---------------------------------------|---------------|----------------------------------|--------------------------|---------------------|---------------------|
| | Balance As at 01.04.2016 | Additions/ Adjustments During the year# | Deductions/ Adjustments During the year# | Balance As at 31.03.2017 | Total upto 01.04.2016 | *For the Year | Deductions During the year | Total upto 31.03.2017 | As At 31.03.2017 | As At 31.03.2016 |
| Tangible Assets: | | | - | | | | | | | |
| (A) Plant and Equipment | 8.18 | - | - | 8.18 | - | 0.91 | | 0.91 | 7.27 | 8.18 |
| (B) Office Equipment | 0.15 | 0.62 | - | 0.77 | - | 0.15 | | 0.15 | 0.62 | 0.15 |
| (C) Computer | 0.16 | 2.81 | - | 2.98 | - | 0.64 | | 0.64 | 2.34 | 0.16 |
| TOTAL PROPERTY, PLANT AND EQUIPMENT | 8.49 | 3.43 | - | 11.93 | - | 1.69 | - | 1.69 | 10.23 | 8.49 |

The Company has availed the deemed cost exemption in relation to property, plant and equipments on date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date.

(₹ in Lakhs)

| | Gross Block As at April 1st, 2016 | Acc. Dep. As at April 1st, 2016 | Net Block As at April 1st, 2016 |
|---------------------|-----------------------------------|---------------------------------|---------------------------------|
| Office equipments | 0.48 | 0.33 | 0.15 |
| Computer | 12.92 | 12.76 | 0.16 |
| Plant and machinery | 10.97 | 2.78 | 8.18 |
| Total | 24.37 | 15.87 | 8.49 |

NOTE NO. 4
INVESTMENTS (NON CURRENT)

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|--|-------------------------|-------------------------|------------------------|
| Non Trade Investments (valued at cost) | | | |
| (a) Investment in Equity Instruments | | | |
| Investment in unquoted equity shares: | | | |
| Fully paid up | | | |
| Goodyear Property and Investments Private Limited (1,00,000 (Previous year-1,00,000) Equity shares of ₹ 10/- each fully paid up) | - | - | 15.00 |
| Mehta Trend Analysis Consultancy Private Limited. (5,000 (Previous year-5000)Equity shares of ₹ 10/- each fully paid up) | - | - | 0.50 |
| Saiba Hotels & Properties Private Limited. (3,00,000 (Previous year-3,00,000) Equity shares of ₹ 10/- each fully paid up) | - | - | 30.00 |
| Vimochan Pictures Limited (1,00,000 (Previous year-1,00,000) Equity shares of ₹ 10/- each fully paid up) | - | - | 10.00 |
| Cosmic Bio-Tech & Herbals Limited (15,000 (Previous year-15,000)Equity shares of ₹ 10/- each fully paid up) | - | - | 3.85 |
| (b) Investment in Debentures | | | |
| Zero Coupon Convertible Debentures (in Pooja Devcon Pvt. Ltd.) | - | - | 350.00 |
| Total | - | - | 409.35 |

NOTE NO. 5
OTHER FINANCIAL ASSETS

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|------------------------------------|-------------------------|-------------------------|------------------------|
| Other advances - Security Deposits | 11.26 | 5.76 | 5.76 |
| | 11.26 | 5.76 | 5.76 |

NOTE NO. 6
INCOME TAX ASSETS (NET)

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|--|-------------------------|-------------------------|------------------------|
| - Advance Payments of Taxes and Tax deducted at source (Net of Provisions) | 303.45 | 275.76 | 395.04 |
| | 303.45 | 275.76 | 395.04 |

NOTE NO. 7
INVENTORIES

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|--------------------------------|-------------------------|-------------------------|------------------------|
| Cost of films under production | 1,543.68 | 2,001.09 | 5.92 |
| Unamortised cost of production | 889.22 | 540.82 | 476.37 |
| | 2,432.90 | 2,541.92 | 482.30 |

NOTE NO. 8
TRADE RECEIVABLES

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|---|-------------------------|-------------------------|------------------------|
| Trade Receivables outstanding for a period less than Six Months | | | |
| Unsecured Considered good | 1,662.84 | 924.46 | 32.54 |
| Trade Receivables outstanding for a period exceeding Six Months | | | |
| Unsecured Considered good | 1,019.43 | 79.45 | 49.44 |
| | <u>2,682.27</u> | <u>1,003.91</u> | <u>81.97</u> |

NOTE NO. 9
CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|--|-------------------------|-------------------------|------------------------|
| - Balances with banks in current account | 72.82 | 12.21 | 2.31 |
| - Cash on hand | 1.68 | 0.66 | 10.96 |
| | <u>74.50</u> | <u>12.87</u> | <u>13.27</u> |

NOTE NO. 10
LOANS

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|-----------------------------------|-------------------------|-------------------------|------------------------|
| Advance related to film projects | 200.00 | 1,200.00 | - |
| - Loans and advances to employees | 3.00 | 3.00 | 3.00 |
| | <u>203.00</u> | <u>1,203.00</u> | <u>3.00</u> |

NOTE NO. 11
OTHER CURRENT FINANCIAL ASSETS

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|------------------------|-------------------------|-------------------------|------------------------|
| - Interest Receivables | 82.42 | 21.06 | - |
| | <u>82.42</u> | <u>21.06</u> | <u>-</u> |

NOTE NO. 12
OTHER CURRENT ASSETS

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|-------------------------------------|-------------------------|-------------------------|------------------------|
| - Advance payment for Film Projects | 1,136.33 | 1,376.10 | 1,335.97 |
| Prepaid Exp. | 0.39 | 0.33 | 0.24 |
| | <u>1,136.72</u> | <u>1,376.43</u> | <u>1,336.21</u> |

NOTE NO. 13
EQUITY SHARE CAPITAL

(₹ In Lakhs)

| Share Capital | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|---|-------------------------|-------------------------|------------------------|
| Authorised | | | |
| 3,00,00,000/- Equity Shares of ₹ 10 each with voting rights | 3,000.00 | 3,000.00 | 3,000.00 |
| Issued | | | |
| 50,00,500/- Equity Shares of ₹ 10 each with voting rights | 500.05 | 500.05 | 500.05 |
| Subscribed & Paid up | | | |
| 50,00,500/- Equity Shares of ₹ 10 each with voting rights fully called up | 500.05 | 500.05 | 500.05 |
| Less: Calls in Arrears | 46.73 | 46.73 | 114.34 |
| Total | 453.32 | 453.32 | 385.71 |

3.1 Reconciliation of number of Shares outstanding at the beginning and end of the year

| Particulars | 2017-18 | | 2016-2017 | |
|---|-----------|--------------|-----------|--------------|
| | Number | (₹ In Lakhs) | Number | (₹ In Lakhs) |
| Equity Shares : | | | | |
| Shares outstanding at the beginning of the year | 4,533,175 | 453.32 | 3,857,125 | 385.71 |
| Shares outstanding at the end of the year | 4,533,175 | 453.32 | 4,533,175 | 453.32 |

3.2 Shareholders holding more than 5% of the Share Capital

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|------------------------|-------------------------|-------------------------|------------------------|
| | Number | Number | (₹ In Lakhs) |
| Equity Shares : | | | |
| Vashu Bhagnani | 2,194,370 | 2,166,270 | 2,126,270 |
| % Holding | 43.88 | 43.32 | 42.52 |
| Puja Bhagnani | 252,519 | 252,519 | 252,519 |
| % Holding | 5.05 | 5.05 | 5.05 |
| Himanshu P Sheth | 606,500 | 606,500 | 606,500 |
| % Holding | 12.13 | 12.13 | 12.13 |

3.3 Details of Unpaid Call

| Particulars | As at March 31, 2018 | | As at March 31, 2017 | | As at April 1, 2016 | |
|-------------|-------------------------|--------------|-------------------------|--------------|------------------------|--------------|
| | Number | (₹ In Lakhs) | Number | (₹ In Lakhs) | Number | (₹ In Lakhs) |
| By Others | 623,100 | 46.73 | 623,100 | 46.73 | 1,524,500 | 114.34 |
| | 623,100 | 46.73 | 623,100 | 46.73 | 1,524,500 | 114.34 |

3.4 The Company has only one class of equity shares having a par value of Rs.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 NO. 14
OTHER EQUITY**

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|---|-------------------------|-------------------------|------------------------|
| a. General Reserves | | | |
| Opening Balance | 7.88 | 7.88 | - |
| Add: Addition during the year | - | - | - |
| Closing Balance | 7.88 | 7.88 | 7.88 |
| b. Surplus | | | |
| Opening Balance | 563.82 | 323.95 | - |
| Add: Excess Provision for Income Tax Written Back | - | - | - |
| Add: Profit/(Loss) for the year | 6.30 | 239.87 | - |
| | 570.12 | 563.82 | 323.95 |
| c. Other Comprehensive Income (OCI) | | | |
| Closing Balance | 578.00 | 571.70 | 331.82 |

**NOTE NO. 15
DEFERRED TAX LIABILITIES (NET)**

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|----------------------------|-------------------------|-------------------------|------------------------|
| Net Deferred Tax Liability | 197.81 | 147.45 | 156.61 |

**NOTE NO. 16
BORROWINGS- CURRENT**

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|---------------------------|-------------------------|-------------------------|------------------------|
| Unsecured | | | |
| Loans repayable on demand | | | |
| - from Related Parties | 2,280.01 | 3,734.25 | 98.50 |
| | 2,280.01 | 3,734.25 | 98.50 |

**NOTE NO. 17
TRADE PAYABLE**

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|--|-------------------------|-------------------------|------------------------|
| Unsecured | | | |
| Payables for supplies and services | 978.83 | 986.88 | 227.75 |
| Payable for accrued salaries and wages | - | 1.19 | 4.04 |
| | 978.83 | 988.06 | 231.79 |

NOTE NO. 18
OTHER FINANCIAL LIABILITIES

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|----------------------------|-------------------------|-------------------------|------------------------|
| Interest on unsecured loan | 78.30 | 318.99 | 1,512.77 |
| Other Payable | 5.25 | 5.25 | 5.25 |
| | 83.55 | 324.24 | 1,518.02 |

NOTE NO. 19
OTHER CURRENT LIABILITIES

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|---|-------------------------|-------------------------|------------------------|
| - Advance From Cutomers | 2,262.24 | 72.37 | 10.07 |
| - Statutory dues towards TDS/VAT/CST/Service Tax etc. (Net) | 102.21 | 159.55 | 2.87 |
| | 2,364.45 | 231.92 | 12.94 |

NOTE NO. 20
REVENUE FROM OPERATIONS

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|--------------------------------|------------------------------|------------------------------|
| - Revenue From Film Production | 2,851.05 | 11,989.22 |
| | 2,851.05 | 11,989.22 |

NOTE NO. 21
OTHER INCOME

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|-----------------------------|------------------------------|------------------------------|
| Interest Income from: | | |
| - Bank Deposits | 2.92 | 5.04 |
| Others | 184.84 | 69.83 |
| Credit Balance Written Back | - | 3.34 |
| Provision written back | 6.10 | 6.78 |
| | 193.86 | 84.99 |

NOTE NO. 22
COST OF PRODUCTION/ OPERATING EXPENSES

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|---|------------------------------|------------------------------|
| Cost of under production films brought forward | 2,001.09 | 5.92 |
| Unamortised cost at the beginning of the year | 540.82 | 476.37 |
| Add: Cost incurred during the year | 1,768.69 | 11,382.57 |
| Less: Unamortised cost at the close of the year | 889.22 | 540.82 |
| Less: Cost of underproduction films carried forward | 1,543.68 | 2,001.09 |
| | 1,877.71 | 9,322.95 |
| Add: print and publicity | 592.86 | 1,806.32 |
| | 2,470.57 | 11,129.26 |

NOTE NO. 23
CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|-----------------------------|------------------------------|------------------------------|
| Net Decrease in Inventories | - | - |
| | - | - |

NOTE NO. 24
EMPLOYEE BENEFIT EXPENSES

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|----------------------|------------------------------|------------------------------|
| - Salaries and wages | 59.26 | 73.22 |
| | 59.26 | 73.22 |

NOTE NO. 25
FINANCE COST

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|------------------------|------------------------------|------------------------------|
| Interest on Borrowings | 366.40 | 354.43 |
| Others | - | 1.75 |
| | 366.40 | 356.18 |

NOTE NO. 26
DEPRECIATION AND AMORTISATION EXPENSES

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|-------------------------------|------------------------------|------------------------------|
| Depreciation and amortisation | 2.12 | 1.69 |

NOTE NO. 27
OTHER EXPENSES

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|--|------------------------------|------------------------------|
| Brokerage & Commission | 0.93 | - |
| Rent | 12.00 | 72.00 |
| Professional tax | 0.03 | 0.03 |
| Legal and professional fees | 26.92 | 29.52 |
| Interest paid to others | 11.37 | 1.75 |
| Listing & others fees | 2.50 | 2.00 |
| Annual Custodian charges | 0.60 | 0.47 |
| AGM expenses | 0.10 | 0.17 |
| Travelling and conveyance | 0.53 | 1.63 |
| Computer repair and maintenance | 0.29 | 0.64 |
| Electricity | 4.19 | 1.72 |
| Advertisement | 0.38 | 0.42 |
| Business Promotion | 4.35 | 2.50 |
| Share transfer agent fees | 0.54 | 0.89 |
| Website expenses | 0.72 | 0.96 |
| Printing & Stationery | 0.55 | 1.69 |
| Sundry balances Written off | 4.78 | 0.02 |
| ROC Charges | 0.07 | 59.35 |
| Sitting fees | 0.78 | 12.84 |
| Title Registration | 0.19 | 0.40 |
| Penalty for service tax/ income tax/ vat | 0.30 | 0.03 |
| Shop establishment expenses | 0.05 | 0.05 |
| Office expenses | 3.22 | 3.39 |
| Miss. Exp. | - | 3.59 |
| | 75.38 | 196.05 |

NOTE NO. 28

First - time adoption of Ind AS

I. Transition to Ind AS

These are the company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the presentation of an opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amount reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position and financial performance is set out in the following tables and notes.

II. Exemptions from retrospective application

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Deemed cost for Property, Plant and Equipment (PPE)

Ind AS 101 permits a first time adopters to continue with the carrying value for all its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the company has elected to measure all of its PPE at their previous GAAP carrying values.

The remaining voluntary exemptions as per Ind AS 101 - First time adoption either do not apply or are not relevant to the Company.

III. Exceptions from full retrospective application:

a) Estimates

Upon an assessment of the estimates made under Indian GAAP, the Company has concluded that there was no necessity to revise such estimates under Ind AS, except where estimates were required by Ind AS and not required by Indian GAAP.

b) Classification and measurement of financial assets

The Company has classified and measured the financial assets on the basis of facts and circumstances that exist at the date of transition to Ind AS.

The remaining mandatory exceptions either do not apply or are not relevant to the Company.

IV. Reconciliations under Ind AS 101

(a) Reconciliation of Equity as at 31 March 2017

(₹ in Lakhs)

| Particulars | Notes to first-time adoption | I GAAP* | Effects of transition to Ind AS | Ind AS |
|---------------------------------|------------------------------|-----------------|---------------------------------|-----------------|
| ASSETS | | | | |
| Non current assets: | | | | |
| Property, Plant and Equipment | | 10.23 | - | 10.23 |
| Financial Assets: | | | | |
| i. Other financial assets | | 5.76 | - | 5.76 |
| ii. Income tax assets | | 275.76 | - | 275.76 |
| Total non current assets | | 291.75 | - | 291.75 |
| Current assets: | | | | |
| Inventories | | 2,541.92 | - | 2,541.92 |
| Financial Assets: | | | | |
| i. Trade receivables | | 1,003.91 | - | 1,003.91 |
| ii. Cash and cash equivalents | | 12.87 | - | 12.87 |
| iii. Loans | | 1,203.00 | - | 1,203.00 |
| iv. Other financial assets | | 21.06 | - | 21.06 |
| Other current assets | | 1,376.43 | - | 1,376.43 |
| Total current assets | | 6,159.19 | - | 6,159.19 |
| Total assets | | 6,450.94 | - | 6,450.94 |

(₹ in Lakhs)

| Particulars | Notes to first-time adoption | I GAAP* | Effects of transition to Ind AS | Ind AS |
|--------------------------------------|------------------------------|-----------------|---------------------------------|-----------------|
| EQUITY AND LIABILITIES | | | | |
| Equity: | | | | |
| Equity Share Capital | | 453.32 | - | 453.32 |
| Other Equity | | 571.70 | - | 571.70 |
| Total equity | | 1,025.02 | - | 1,025.02 |
| LIABILITIES | | | | |
| Non-current Liabilities | | | | |
| Deferred Tax Liabilities (Net) | | 147.45 | - | 147.45 |
| Total Non current liabilities | | 147.45 | - | 147.45 |
| Current Liabilities: | | | | |
| Financial liabilities | | | | |
| i. Borrowings | | 3,734.25 | - | 3,734.25 |
| ii. Trade payables | | 988.06 | - | 988.06 |
| iii. Other financial liabilities | | 324.24 | - | 324.24 |
| Other current liabilities | | 231.92 | - | 231.92 |
| Total current liabilities | | 5,278.48 | - | 5,278.48 |
| Total liabilities | | 5,425.92 | - | 5,425.92 |
| Total equity and liabilities | | 6,450.94 | - | 6,450.94 |

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(b) Reconciliation of Equity as at 1st April 2016

(₹ in Lakhs)

| Particulars | Notes to first-time adoption | I GAAP* | Effects of transition to Ind AS | Ind AS |
|---------------------------------|------------------------------|-----------------|---------------------------------|-----------------|
| ASSETS | | | | |
| Non current assets | | | | |
| Property, Plant and Equipment | | 8 | - | 8 |
| Financial Assets: | | | | |
| i. Investments | | 409.35 | - | 409.35 |
| ii. Other financial assets | | 5.76 | - | 5.76 |
| Income tax assets | | 395.04 | - | 395.04 |
| Total non current assets | | 818.65 | - | 818.65 |
| Current assets: | | | | |
| Inventories | | 482.30 | - | 482.30 |
| Financial Assets: | | | | |
| i. Trade receivables | | 81.97 | - | 81.97 |
| ii. Cash and cash equivalents | | 13.27 | - | 13.27 |
| iii. Loans | | 3.00 | - | 3.00 |
| Other current assets | | 1,336.21 | - | 1,336.21 |
| Total current assets | | 1,916.75 | - | 1,916.75 |
| Total assets | | 2,735.40 | - | 2,735.40 |

(₹ in Lakhs)

| Particulars | Notes to first-time adoption | I GAAP* | Effects of transition to Ind AS | Ind AS |
|--------------------------------------|------------------------------|-----------------|---------------------------------|-----------------|
| EQUITY AND LIABILITIES | | | | |
| Equity | | | | |
| Equity Share Capital | | 385.71 | - | 385.71 |
| Other Equity | | 331.82 | - | 331.82 |
| Total equity | | 717.54 | - | 717.54 |
| LIABILITIES | | | | |
| Non-current Liabilities | | | | |
| Deferred Tax Liabilities (Net) | | 156.61 | - | 156.61 |
| Total non current liabilities | | 156.61 | - | 156.61 |
| Current Liabilities: | | | | |
| Financial liabilities | | | | |
| i. Borrowings | | 98.50 | - | 98.50 |
| ii. Trade payables | | 231.79 | - | 231.79 |
| iii. Other financial liabilities | | 1,518.02 | - | 1,518.02 |
| Other current liabilities | | 12.94 | - | 12.94 |
| Total current liabilities | | 1,861.25 | - | 1,861.25 |
| Total liabilities | | 2,017.87 | - | 2,017.87 |
| Total equity and liabilities | | 2,735.40 | - | 2,735.40 |

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(c) **Reconciliation of profit or loss for the year ended 31 March 2017**

(₹ in Lakhs)

| | Particulars | Notes to first-time adoption | I GAAP* | Effects of transition to Ind AS | Ind AS |
|------|---|------------------------------|------------------|---------------------------------|------------------|
| I | Revenue from operations | | 11,989.22 | - | 11,989.22 |
| II | Other income | | 84.99 | - | 84.99 |
| III | Total Income (I + II) | | 12,074.21 | - | 12,074.21 |
| IV | Expenses | | | | |
| | Cost of Production and Distribution of Films | | 11,129.26 | - | 11,129.26 |
| | Changes in inventories of finished goods and work in progress | | - | - | - |
| | Employee Benefits Expenses | | 73.22 | - | 73.22 |
| | Finance costs | | 356.18 | - | 356.18 |
| | Depreciation and amortisation expense | | 1.69 | - | 1.69 |
| | Other expenses | | 196.05 | - | 196.05 |
| | Total Expenses (IV) | | 11,756.40 | - | 11,756.40 |
| V | Profit before tax (III-IV) | | 317.81 | - | 317.81 |
| VI | Income Tax expense | | | | |
| | Current tax | | 87.10 | - | 87.10 |
| | Deferred tax | | (9.17) | - | (9.17) |
| | Total tax expense | | 77.93 | - | 77.93 |
| VII | Profit after tax (V-VI) | | 239.88 | - | 239.88 |
| VIII | Other Comprehensive Income/(loss) | | | | |
| | (i) Items that will not be reclassified to profit or loss | | - | - | - |
| | (ii) Items that will be reclassified to profit or loss | | - | - | - |
| | Other Comprehensive Income/(loss) | | - | - | - |
| IX | Total Comprehensive Income/(loss) (VII+VIII) (Comprising Profit and Other Comprehensive Income for the period) | | 239.88 | - | 239.88 |

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(d) **Reconciliation of Total Equity as at 31st March 2017 and 1st April 2016**

(₹ in Lakhs)

| Particulars | Footnote ref. | As on 31 March 2017 | As on 1 April 2016 |
|--------------------------|---------------|---------------------|--------------------|
| Net worth under IGAAP | | 1,025.02 | 717.54 |
| Total Ind AS adjustments | | - | - |
| Net worth under Ind AS | | 1,025.02 | 717.54 |

(e) **Reconciliation of Comprehensive income for the year ended on 31st March 2017**

(₹ in Lakhs)

| Particulars | Footnote ref. | As on 31 March 2017 |
|-----------------------------------|---------------|---------------------|
| Comprehensive income under IGAAP | | 239.88 |
| Total Ind AS adjustments | | - |
| Comprehensive income under Ind AS | | 239.88 |

(f) **Reconciliation of statement of Cash Flow**

There are no material adjustments to the statement of cash flow as reported under previous GAAP.

NOTE NO. 29

i) **Tax Reconciliation**

(a) **The Income tax expense consists of the following:**

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|---------------------------------|------------------------------|------------------------------|
| Current income tax | 14.51 | 87.10 |
| Deferred tax expense | 50.37 | (9.17) |
| Tax expense for the year | 64.88 | 77.93 |

(b) **Amounts recognised in other comprehensive income:**

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|---|------------------------------|------------------------------|
| Items that will not be reclassified to profit or loss | - | - |
| Net of tax | - | - |

The reconciliation of estimated income tax expenses at statutory income tax rate to income tax expense reported in statement of Profit and loss is as follows:

(₹ In Lakhs)

| Particulars | Year Ended March 31, 2018 | Year Ended March 31, 2017 |
|--|------------------------------|------------------------------|
| Profit before tax | 71.18 | 317.81 |
| Indian statutory income tax rate | 25.750% | 33.063% |
| Expected income tax expenses | 18.33 | 105.08 |
| Tax effect of adjustments to reconcile expected income tax expense to reported income tax expenses:- | | |
| Additional allowances/deductions | 50.37 | (9.17) |
| Impact of differential tax rate | (3.82) | (17.98) |
| Total Income Tax expenses | 64.88 | 77.93 |
| Effective Tax Rate | 91.15% | 24.52% |

ii) **Deferred Tax Disclosure**

(a) **Movement in deferred tax balances:**

(₹ In Lakhs)

| Particulars | Net balance as at 1st April, 2017 | Recognised in profit or loss | Recognised in OCI | Net Deferred tax asset as at 31st March, 2018 |
|-----------------------------------|--------------------------------------|---------------------------------|-------------------|--|
| Deferred tax asset/ (liabilities) | | | | |
| Property, plant and equipment | 0.66 | 0.57 | - | 1.23 |
| Other items | (148.11) | (50.94) | - | (199.04) |
| Tax assets/ (liabilities) | (147.45) | (50.37) | - | (197.81) |

(b) **Movement in deferred tax balances:**

(₹ In Lakhs)

| Particulars | Net balance as at 1st April, 2016 | Recognised in profit or loss | Recognised in OCI | Net Deferred tax asset as at 31st March, 2017 |
|-----------------------------------|--------------------------------------|---------------------------------|-------------------|--|
| Deferred tax asset/ (liabilities) | | | | |
| Property, plant and equipment | (157.49) | 9.38 | - | (148.11) |
| Other items | 0.87 | (0.21) | - | 0.66 |
| Tax assets/ (liabilities) | (156.61) | 9.17 | - | (147.45) |

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

NOTE NO.30

FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ In Lakhs)

| Financial assets | As at 31 March 2018 | | | | | | |
|--|--|-------------------|----------|------------|---------|---------|-------|
| | Carrying amount | | | Fair value | | | |
| | Fair value through profit and loss | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Cash and cash equivalents (Including other bank balances) | - | 74.50 | 74.50 | - | - | - | - |
| Loans | - | 203.00 | 203.00 | - | - | - | - |
| Trade and other receivables | - | 2,682.27 | 2,682.27 | - | - | - | - |
| Other financial assets | - | 93.68 | 93.68 | - | - | - | - |
| TOTAL | - | 3,053.45 | 3,053.45 | - | - | - | - |
| Financial liabilities | | | | | | | |
| Other financial liabilities | - | 83.55 | 83.55 | - | - | - | - |
| Borrowings | - | 2,280.01 | 2,280.01 | - | - | - | - |
| Trade and other payables | - | 978.83 | 978.83 | - | - | - | - |
| TOTAL | - | 3,342.39 | 3,342.39 | - | - | - | - |

(₹ In Lakhs)

| Financial assets | As at 31 March 2017 | | | | | | |
|---|------------------------------------|----------------|----------|------------|---------|---------|-------|
| | Carrying amount | | | Fair value | | | |
| | Fair value through profit and loss | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Cash and cash equivalents (Including other bank balances) | - | 12.87 | 12.87 | - | - | - | - |
| Loans | - | 1,203.00 | 1,203.00 | - | - | - | - |
| Trade and other receivables | - | 1,003.91 | 1,003.91 | - | - | - | - |
| Other financial assets | - | 26.82 | 26.82 | - | - | - | - |
| TOTAL | - | 2,246.60 | 2,246.60 | - | - | - | - |
| Financial liabilities | | | | - | - | - | - |
| Other financial liabilities | - | 324.24 | 324.24 | - | - | - | - |
| Borrowings | - | 3,734.25 | 3,734.25 | - | - | - | - |
| Trade and other payables | - | 988.06 | 988.06 | - | - | - | - |
| TOTAL | - | 5,046.56 | 5,046.56 | - | - | - | - |

(₹ In Lakhs)

| Financial assets | As at 1 April 2016 | | | | | | |
|---|------------------------------------|----------------|----------|------------|---------|---------|--------|
| | Carrying amount | | | Fair value | | | |
| | Fair value through profit and loss | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Cash and cash equivalents (Including other bank balances) | | 13.27 | 13.27 | - | - | - | - |
| Loans | | 3.00 | 3.00 | - | - | - | - |
| Trade and other receivables | | 81.97 | 81.97 | - | - | - | - |
| Investments | | 409.35 | 409.35 | | - | 409.35 | 409.35 |
| Other financial assets | | 5.76 | 5.76 | - | - | - | - |
| TOTAL | - | 513.36 | 513.36 | - | - | 409.35 | 409.35 |
| Financial liabilities | | | | | | | |
| Other financial liabilities | | 1,518.02 | 1,518.02 | - | - | - | - |
| Borrowings | | 98.50 | 98.50 | - | - | - | - |
| Trade and other payables | | 231.79 | 231.79 | - | - | - | - |
| TOTAL | - | 1,848.31 | 1,848.31 | - | - | - | - |

Fair values for financial instruments carried at amortised cost approximates the carrying amount, accordingly the fair values of such financial assets and financial liabilities have not been disclosed separately.

B. Measurement of fair values

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the Balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to un-observable inputs (Level 3 measurements). Fair value of derivative financial assets and liabilities are estimated by discounting expected future contractual cash flows using prevailing market interest rate curves. The three levels of the fair-value-hierarchy under Ind AS 107 are described below:

Level 1: Level 1 Hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. e.g. unlisted equity and debt securities.

Transfers between Levels

There have been no transfers between Levels during the reporting periods

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

| Type | Valuation technique | Significant unobservable inputs | Inter-relationship between significant unobservable inputs and fair value measurement |
|-----------------------------------|---------------------|---------------------------------|---|
| Level 3: | | | |
| Unquoted Equity / Debt Securities | At Cost | Not applicable | Not applicable |

There are no transfers between the levels

C. Financial risk management

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. The board of directors is responsible for developing and monitoring the Company risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Trade and other receivables

Around 7.3% of the sales are export sales. For major part of the sales, customer credit risk is managed by requiring domestic and export customers to pay advances before transfer of ownership, therefore substantially eliminating the Company's credit risk in this respect.

Based on prior experience and an assessment of the current economic environment, management believes that no provision is required for credit risk wherever credit is extended to customers.

Impairment

The ageing of trade and other receivables that were not impaired was as follows:

(₹ in Lakhs)

| Particulars | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|----------------------------------|---------------------------|---------------------------|--------------------------|
| Neither past due nor impaired | 738.38 | 891.92 | 14.59 |
| Past due but not impaired | | | |
| Past due 1–90 days | | | |
| Past due 91–180 days | 924.46 | 32.54 | 17.95 |
| Past due 181–270 days | - | - | - |
| Past due 271–365 days | 1,019.43 | 79.45 | 49.44 |
| | 2,682.27 | 1,003.91 | 81.97 |

NOTE NO. 31

CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Company monitors capital using a ratio of 'net debt' to 'equity'. For this purpose, net debt is defined as total debt, comprising loans and borrowings less cash and cash equivalents and current investments.

The Company's net debt to equity ratio as at 31st March 2018, 31st March 2017 and 1st April 2016 was as follows:

(₹ in Lakhs)

| Particulars | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|----------------------------------|---------------------------|---------------------------|--------------------------|
| Current Borrowings | 2,280.01 | 3,734.25 | 98.50 |
| Gross Debt | 2,280.01 | 3,734.25 | 98.50 |
| Less - Cash and Cash Equivalents | 74.50 | 12.87 | 13.27 |
| Less - Current Investments | - | - | - |
| Net debt | 2,205.51 | 3,721.38 | 85.23 |
| Total equity | 1,031.32 | 1,025.02 | 717.54 |
| Net debt to Equity ratio | 2.14 | 3.63 | 0.12 |

NOTE NO.32

EARNING PER SHARE (EPS):

Basic EPS and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

(₹ in Lakhs)

| Particulars | Year ended 31st March, 2018 | Year ended 31st March, 2017 |
|---|--------------------------------|--------------------------------|
| Profit attributable to equity holders (₹ in Lakhs) | 6.30 | 239.88 |
| Weighted average number of shares outstanding during the year | 4,533,175 | 4,533,175 |
| Nominal Value of Equity Shares (₹ in Lakhs) | 10.00 | 10.00 |
| Earning Per Share Basic and Diluted (₹ in Lakhs) | 0.14 | 5.29 |

NOTE NO.33

RELATED PARTY DISCLOSURES *

(Where transactions have taken place)

I. Related Party Relationships

| | | |
|----|--|---|
| a) | Key Management Personnel (KMP) | Vashu Bhagnani (Managing Director-Upto 31st October, 2017. Wef from 1st November, 2017 Director), Puja Bhagnani (Whole Time Director-Upto 31st October, 2017 w.e.f. 1st November, 2017 Director) and Deepshikha Deshmukh (Director) |
| b) | Relatives of KMP | Jackky Bhagnani |
| c) | Other Related Parties - (Enterprises - KMP having significant influence/owned by major shareholders) | Puja Entertainment (India) Limited, Pooja Devcon Private Limited, Puja Motion Pictures Private Limited, Beta Properties Private Limited, Pooja Constructions, Pooja Leisure & Lifestyle, Golden Crest, Red Line, Rising Sun, Kamal Enterprises, Platinum, Superkey Associates, Extremist, Dynamix, New Age Associates, Catalyst, Hexagon Associates, Eminence |

II. Related Party Transactions *

(₹ In Lakhs)

| Transactions | As at 31st March, 2018 | | | As at 31st March, 2017 | | |
|----------------------------------|------------------------|------------------|--|------------------------|------------------|--|
| | KMP | Relatives of KMP | Entities under direct or indirect control or substantial influence | KMP | Relatives of KMP | Entities under direct or indirect control or substantial influence |
| Expenses | | | | | | |
| Rent | - | - | 12.00 | - | - | 72.00 |
| Interest on Borrowings | 365.57 | - | - | 354.43 | - | - |
| Managing Director's Remuneration | 14.00 | - | - | 24.00 | - | - |
| Director's Sitting Fees | 0.23 | - | - | - | - | - |
| Salary Paid | 15.05 | - | - | 14.06 | - | - |

(₹ in Lakhs)

| Outstanding Balances | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|-------------------------------|---------------------------|---------------------------|--------------------------|
| Assets | | | |
| Short Term Loans & Advances | | | |
| (i) KMP | 2,080.01 | 3,734.25 | 98.50 |
| Liabilities | | | |
| Remuneration payable to KMP | - | 0.41 | 2.32 |
| Short Term Provisions for KMP | 78.30 | 318.99 | - |

Terms and conditions of transactions with related parties.

* All the related party transactions were made on terms equivalent to those that prevail in an arm's length transactions.

* Parties identified by the Management and relied upon by the auditors.

No amount in respect of related parties have been written off/back or are provided for.

NOTE NO.34

- a) As at 31st March, 2018, there are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.

NOTE NO.35**CONTINGENT LIABILITIES AND COMMITMENTS**

(₹ in Lakhs)

| Particulars | As at 31st March, 2018 | As at 31st March, 2017 | As at 1st April, 2016 |
|---|---------------------------|---------------------------|--------------------------|
| (i) Contingent Liabilities | | | |
| a. Guarantees given by the Company's bankers on behalf of the Company for the Company | - | - | - |
| b. other money for which the Company is contingently liable: | | | |
| (1) Letter of Credit outstanding | - | - | - |
| (2) Sales Tax (See Note 35.1) | 21.61 | - | - |
| (3) Income Tax | - | - | - |
| | 21.61 | - | - |
| (ii) Commitments | | | |
| a. Estimated amount of contracts remaining to be executed on capital account and not provided for | - | - | - |
| b. Uncalled liability on shares and other investments partly paid | - | - | - |
| c. Other commitments | - | - | - |
| | - | - | - |
| | 21.61 | - | - |

- 35.1 The figure of ₹ 21.61 lakhs for FY 2012-13 is as per the order dated May 9, 2017 of the Deputy Commissioner of Sales Tax, Mumbai. Thereafter, the Company had preferred an appeal before the Joint Commissioner of Sales Tax.

NOTE NO.36**PAYMENT TO AUDITORS**

(₹ in Lakhs)

| Particulars | Year ended 31st March 2018 | Year ended 31st March 2017 |
|--|-------------------------------|-------------------------------|
| Statutory Auditors | | |
| - Audit Fees | 2.00 | 2.00 |
| - For Tax Audit | 0.50 | 2.00 |
| - For Taxation Matters | - | 1.00 |
| - For Company Law matters | - | |
| - For Quarterly-Limited Review/Audit | 1.50 | 1.50 |
| - For Other services - Certification, etc. | - | |
| - For reimbursement of expenses | | |
| Total | 4.00 | 6.50 |

NOTE NO.37

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

As per our report of even date**For and on behalf of the Board of Directors****For Jayantilal Thakkar and Co.**

Chartered Accountants
(Firm Reg. No. 104133W)

Puja Bhagnani

Managing Director
DIN: 00044593

Deepshikha Deshmukh

Director
DIN: 02146210

Dinesh Gupta

Chief Financial officer

Viral A. Merchant

Partner
Membership No.116279

Poonam Pokiya

Company Secretary

Place: Mumbai

Date : 05th June, 2018

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

31st Annual General Meeting to be held on 28th September, 2018

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 Thirty First Annual General Meeting of the Company to be held on Friday, 28th September, 2018, 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.

----- cut here -----

ELECTRONIC VOTING PARTICULARS

| EVSN (Electronic Voting Sequence Number) | User Id | (Pan/Seq. No.) |
|---|----------------|-----------------------|
| 180825022 | | |

NOTE: please read the complete instructions given under the Note to the Notice of Annual General Meeting. The voting time starts from September 25, 2018 from 9.00 A.M. and ends on September 27, 2018 at 5.00 P.M. the voting module shall be disabled by CDSL for voting thereafter.



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

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 31st Annual General Meeting of the Company, to be held on Friday, 28th September, 2018, 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,
Juhu, Mumbai (Maharashtra) - 400049

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 31st March, 2018 together with the Report of the Directors and Auditors thereon. | | |
| 2. | Re-appointment of Mr. Vashu Bhagnani, who retire by rotation. | | |
| Special Resolution | | | |
| 3. | Appointment of Mrs. Puja Bhagnani as the Managing Director of the Company. | | |
| 4. | Investment(s), Loans, Guarantees and Security in excess of limits specified under section 186 of the Companies Act, 2013. | | |

Signed this _____ day of _____ 2018.

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 31st 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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Juhu, Mumbai (Maharashtra) - 400049

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

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): 180825022
6. User ID:
7. Password:

I hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 31st Annual General Meeting of the Company to be held on Friday, 28th September, 2018, 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, 2018 together with the Report of the Directors and Auditors thereon. | | |
| 2. | Re-appointment of Mr. Vashu Bhagnani, who retire by rotation. | | |
| Special Resolution | | | |
| 3. | Appointment of Mrs. Puja Bhagnani as the Managing Director of the Company. | | |
| 4. | Investment(s), Loans, Guarantees and Security in excess of limits specified under section 186 of the Companies Act, 2013. | | |

* 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

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

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 at Pooja House, 1st Floor, CTS No. 892- 893, Opp. J. W. Marriott Hotel, Juhu Tara Road, Juhu, Mumbai (Maharashtra) – 400049.
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 20th September, 2018 (“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. 20th September, 2018, 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, 27th September, 2018. 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.

[illegible]

[illegible]



Pooja Entertainment And Films Limited

Registered Office

Pooja House, 1st Floor, CTS No. 892-893, Juhu Tara Road,
Juhu, Mumbai - 400049.

Email: investor@poojaentertainmentandfilms.in

Website: www.poojaentertainmentandfilms.in