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POOJA ENTERTAINMENT AND FILMS LTD.

[FORMERLY KNOWN AS DEAL (INDIA) LTD.]

Regd. Off. : Pooja House, 5th Floor, CTS No. 892-893, Juhu Tara Road, Opp. J. W. Marriott Hotel, Juhu, Mumbai - 400 049.

Email : pujafilms@hotmail.com • Website : thepoojagroup.com

Email : poojaentertainment@gmail.com

CIN No : L99999MH1986PLC040559

FORM A

1.	Name of the Company	Pooja Entertainment And Films Limited
2.	Annual financial statements for the year ended	March 31, 2015
3.	Type of Audit observation	Unqualified
4.	Frequency observation	N.A.

For Jayantilal Thakkar & Co.

For Pooja Entertainment and Films Limited

Mr. Viral A Merchant
Partner

Mr. Vivek Bhole
Chairman of Audit Committee

Mr. Vashu Bhagnani
Managing Director



Mr. Dinesh Gupta
Chief Financial Officer



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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, Sharex Dynamic (India) Private Limited by sending email to sharexindia@vsnl.com

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Vashu Bhagnani
Mrs. Puja Bhagnani

Managing Director
Whole-Time Director

Non-Executive Directors

Mrs. Deepshikha Deshmukh
Mr. Vivek Bhole
Mr. Manoj Nihalani
Mr. Kuki Abdul Khan

Non-Executive Director
Independent Director
Independent Director
Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Vaishali Rathod

AUDIT COMMITTEE

Mr. Vivek Bhole
Mr. Kuki Abdul Khan
Mr. Manoj Nihalani

(Chairman)

NOMINATION AND REMUNERATION COMMITTEE

Mr. Kuki Abdul Khan
Mr. Vivek Bhole
Mr. Manoj Nihalani

(Chairman)

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Kuki Abdul Khan
Mr. Vivek Bhole
Mr. Manoj Nihalani

(Chairman)

BANKERS

IDBI Bank
Vijaya Bank
Saraswat Bank

SHARES LISTED AT

BSE Limited (BSE)

STATUTORY AUDITORS

M/s Jayantilal Thakkar & Co.
Chartered Accountants

INTERNAL AUDITORS

M/s. A. Dass & Co.
Chartered Accountants

REGISTERED OFFICE

Pooja House, 1st Floor, CTS No.892-893, Opp. J.W. Marriott Hotel,
Juhu Tara Road, Juhu, Mumbai-400 049.
Website: www.thepoojagroup.com

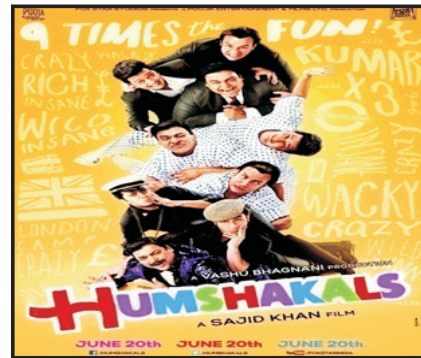
REGISTRAR & SHARE TRANSFER AGENTS

Sharex Dynamic (India) Private Limited
Unit-1, Luthra Ind. Premises, M.Vasanji Marg, Andheri - Kurla Road,
Safeed Pool, Andheri (East), Mumbai-400 072
Website: www.sharexindia.com



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

In the month of March, 2014 Youngistaan and in June, 2014 Humshakals movie was released and both were connected well with the audience.



Since there was only one release in the financial year 2014-15 & Company is working hard to prepare its upcoming production slate and discussions are underway with talent as well as studio partners to finalize these projects in the coming years.



Mr. Vashu Bhagnani
Managing Director

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 Twenty Eighth Annual General Meeting of Pooja Entertainment and Films Limited will be held on Tuesday 29th day of September, 2015 at 11.30 a.m. at Anchor Room No. II, 2nd Floor, Hotel Sun n Sand, Juhu, Mumbai - 400049, 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, 2015 together with the Report of the Directors and Auditors thereon.
- 2) To appoint Director in place of Mrs. Puja Bhagnani (DIN: 00044593), who retires by rotation and, being eligible, offers himself for re-appointment.
- 3) To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules, circulars, notifications made/issued thereunder, including any amendment, modification, variation or re-enactment thereof, the appointment of M/s Jayantilal Thakkar & Co., Chartered Accountants (Firm’s Registration No. 104133W) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 31st October, 2014, for a term of 5 years i.e. from the conclusion of the

Twenty Seventh Annual General Meeting until the conclusion of the 32nd Annual General Meeting, be and is hereby ratified.

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

By order of the Board of Directors

Vaishali Rathod
Company Secretary & Compliance Officer

Place: Mumbai
Date: 13th August, 2015

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

Notes

1. **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.**
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.
2. 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. Sharex Dynamic (India) Private Limited is the Registrar and Transfer Agents of the Company.
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from 25th September, 2015 to 29th September, 2015 (both days inclusive) for the purpose of the Annual General 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. 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.
6. 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, Sharex Dynamic (India) Private Limited.
7. 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, Sharex Dynamic (India) Private Limited, for consolidation into a single folio.
8. 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, Sharex Dynamic (India) 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.

9. 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.
10. 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.
11. Information about the director seeking reappointment required under Clause 49 of the Listing Agreement is annexed hereto separately and forms part of the Notice.
12. Non-Resident Indian Members are requested to inform the Company's Registrars & Transfer Agents, Sharex Dynamic (India) 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.
13. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any members have requested for hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
14. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.thepoojagroup.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the Shareholders may also send request to the Company's investor email id: poojaentertainment@gmail.com.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Clause 35B of the listing agreement, 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.
16. Mr. Balkrishan Pradhan, Proprietor of M/s. B.K. Pradhan and Associates, Company Secretaries (Membership No. 20739), 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.

17. 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.
18. 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.
19. 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.
20. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to poojaentertainment@gmail.com 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. B.K. Pradhan & Associates at C/o Pooja Entertainment and Films Limited, Pooja House, CTS No. 892-893, Opp. J.W. Marriott Hotel, Juhu Tara Road, Juhu, Mumbai - 400 049 not later than Monday, 28th September, 2015 (5.00 p.m. IST). Ballot Form received after this date will be treated

as invalid.

21. The instructions for e-voting are as under:

- A. The e-voting period begins on 9.00 a.m. on Saturday, 26th September, 2015 and ends on 5.00 p.m. on Monday, 28th September, 2015. 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 22nd September, 2015, 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
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. 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

	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.

	<ul style="list-style-type: none"> In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
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 Bank 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 Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

T. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

22. 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 22nd September, 2015.

23. A copy of this notice has been placed on the website of the Company and the website of CDSL.

24. 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, 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.

25. The results declared along with the Scrutinizer's Report shall be place on the Company's website www.thepoojagroup.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) where the shares of the Company are listed.

By order of the Board of Directors

Vaishali Rathod

Company Secretary & Compliance Officer

Place: Mumbai

Date: 13th August, 2015

Registered Office:

Pooja House, 1st Floor,

CTS No. 892 - 893,

Opp. J. W. Marriott Hotel,

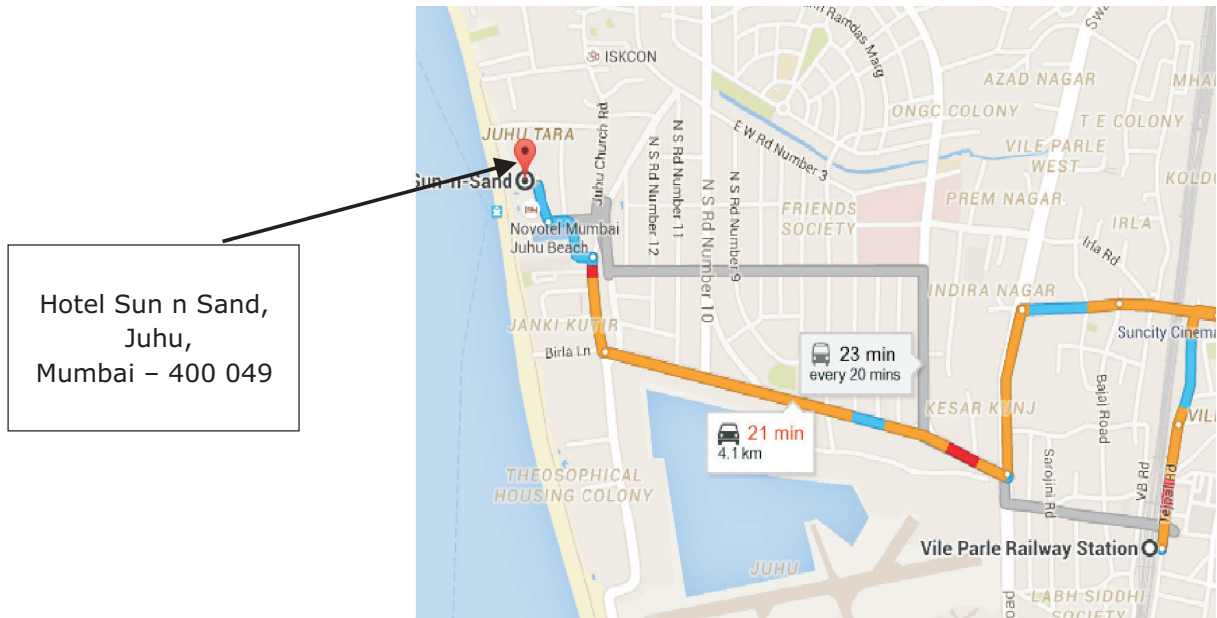
Juhu Tara Road, Juhu,

Mumbai - 400049

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT
 Brief details in respect of the Director seeking appointment/re-appointment at the Annual
 General Meeting

Names of Directors	Mrs. Puja Bhagnani
DIN	00044593
Date of Birth	20.10.1962
Date of Appointment	30.06.2008
Educational Qualifications	Commerce Graduate
Expertise in functional area	Film Production
Other Directorship	2
Other Committee Memberships	Nil
No. of Shares held	2,52,519 Equity Shares

The route map of the AGM venue is given below:



DIRECTOR'S REPORT

To
The Members,
Pooja Entertainment and Films Limited

Your Directors have pleasure in presenting before you the Twenty Eighth Annual Report of the Company on the business and operation of the Company, together with the Audited Statements of Accounts of for the year ended 31st March, 2015.

1. Financial Results:

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

Particulars	(₹ in Lacs)	
	2014-2015	2013-2014
Total Income	2,510.32	6,933.86
Total expenditure	2,455.02	6,632.12
Profit before taxation	55.30	301.74
Less: Provision for taxation	24.50	145.87
Less: Prior period adjustments	17.92	51.15
Less: Tax adjustments for earlier years	NIL	NIL
Profit after taxation and prior period adjustments	29.01	104.72
Surplus brought forward	247.71	142.99
Amount available for appropriation	276.73	247.71
Balance carried to balance sheet	276.73	247.71

2. Nature of Business:

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

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

3. Results Of Operations:

During the year under review, the Company recorded the turnover of Rs. 2,510.32/- Lacs against previous year Rs. 6,933.86/- Lacs representing an decrease of 63.80%; Profit before tax stood at Rs. 55.30/- Lacs for the year under review as compared to Rs. 301.74/- Lacs for the previous year representing an decrease of 81.67%; Profit after tax and prior period adjustment stood at Rs. 29.01/- Lacs for the year under review as compared to Rs. 104.72/- Lacs for the previous year representing an decrease of 72.30%.

4. Segment Performance:

Your 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. Therefore, segment-wise reporting as per accounting standard (AS-17) is not applicable.

5. Review of Business Operations and Future Prospects:

Since there was only one release in financial year 2014-15 a decline in revenue has been observed as compared to the earlier year, current year revenue mainly comprises of theoretical realizations and sale of satellite rights for the movies released in earlier years.

The Company is also working hard to prepare its upcoming production slate and discussions are underway with talent as well as studio partners to finalize these projects in the coming years.

6. 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 2014-15.

7. Reserves:

It is not proposed to transfer any amount to reserves out of the profits earned during F.Y. 2014-15.

8. 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.

9. Share Capital:

As on 31st March, 2015, the paid up capital is at Rs. 38,571,250/- as against Rs. 35,978,500/- on 31st March, 2014. The increase in paid up capital is due to receipt of calls in arrears. During the

year, calls in arrears amounting to Rs. 2,592,750/- have been received and as on date there are call in arrears amounting to Rs. 11,433,750/-.

10. Cash Flow Statement:

In conformity with the provisions of the Companies Act, 2013 and Clause 32 of the Listing Agreement with the Stock Exchanges, the Cash Flow Statement for the year ended 31st March, 2015 is attached in Annual Report.

11. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

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

12. Number of Board Meetings conducted during the year under review:

The Company had 6 (Six) Board Meetings during the Financial Year under review. For further details, please refer report on Corporate Governance on page no. 31 of this Annual report.

13. Directors and Key Managerial Person:

Pursuant to the provisions of Sections 149 and 152 of Companies Act, 2013 and in terms of the Articles of Association of the Company Ms. Puja Bhagnani, Whole Time Director of the Company are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

In compliance with Clause 49 IV(G) of the Listing Agreement, brief resume, expertise and other details of Director proposed to be re-appointed are attached along with the Notice to the ensuing Annual General Meeting.

During the year, Ms. Deepika Trivedi, Company Secretary of the Company resigns from the post of Company Secretary & Compliance Officer of the Company w.e.f 30th October, 2014 and Appointment of Ms. Sneha Poojari, appointed for the post of Company Secretary and Compliance Officer of the Company on 31st October, 2014.

Ms. Sneha Poojari, Company Secretary of the Company resigns from the post of Company Secretary & Compliance Officer of the Company w.e.f 19th January, 2015 and appointment of Ms. Vaishali Rathod, appointed for the post of Company Secretary and Compliance Officer of the Company on 14th April, 2015.

14. Declaration of Independent Directors:

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfil the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

15. Committees of Board:

A. Audit Committee:

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is applicable to the Company.

The Audit Committee comprises of Mr. Vivek Bhole who serves as the Chairman of the Committee and Mr. Kuki Abdul Khan and Mr. Manoj Nihalani as other members. The Company had 4 (Four) Audit Committee Meetings during the Financial Year under review. All the recommendations made by the Audit Committee during the year were accepted by the Board.

B. Nomination and Remuneration Committee:

A Nomination and Remuneration Committee is in existence in accordance with the provisions of subsection (3) of Section 178. Kindly refer section on Corporate Governance, under the head, 'Nomination, Remuneration, Compensation and Management Development Committee' for matters relating to constitution, meetings, functions of the Committee and the remuneration policy formulated by this Committee.

The Nomination and Remuneration Committee comprises of Mr. Kuki Abdul Khan serves as Chairman of the Committee and Mr. Manoj Nihalani and Mr. Vivek Bhole as other members.

C. Stakeholders Relationship Committee:

The provision of section 178 of the Companies Act, 2013 is applicable to the Company.

The composition and terms of reference of the Stakeholders' Relationship Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

The Stakeholders Relationship Committee comprises of Mr. Kuki Abdul Khan who serves as the Chairman of the Committee and Mr. Vivek Bhole and Mr. Manoj Nihalani as other members. The Company had 5 (Five) Meetings during the Financial Year under review.

D.Details of Establishment of Vigil Mechanism for Directors and Employees:

The Vigil Mechanism of the Company, which also incorporates a whistle bowler policy in terms of the Listing Agreement, includes and 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.

E. 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 Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the

Companies Act, 2013, have formed Nomination & Remuneration Committee.

17. Particulars of Employees

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

18. Internal Audit & Controls:

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

19. Listing:

As on date all the 5000500 Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE). The Listing fees have been paid to the Bombay Stock Exchange Limited (BSE) for the year 2015-16.

20. Depository:

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

21. Corporate Social Responsibility:

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

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

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

23. Particulars of Loans, Guarantees or Investments:

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

24. Subsidiaries, Joint Ventures and Associate Companies:

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

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

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

26. Statutory Auditors:

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

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

27. 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 Secretaries in Form MR-3 for the financial year 2014-15. The report of the Secretarial Auditors is enclosed as **Annexure “A”** to this report. The report is self-explanatory and do not call for any further comments.

28. Comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors:

There was no qualifications, reservations or adverse remarks made by the either by the Auditors in their reports.

29. Annual Return:

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

30. Corporate Governance:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best Corporate Governance practices as prevalent globally.

The Report on Corporate Governance alongwith the Practising Company Secretary Certificate regarding compliance of the conditions of Corporate Governance pursuant to Clause 49 of the Listing Agreement is annexed hereto and forms part of the Annual Report.

In terms of sub-clause (v) of Clause 49 of the Listing Agreement, a certificate from Managing Director and Head of Finance of the Company, inter-alia, confirming the correctness of the financial statements, adequacy of internal control measures and reporting of matters to the Audit Committee in terms of the said clause, is also enclosed as part of the Annual Report.

31. Management Discussion and Analysis Report

The Management Discussion and Analysis report has been separately furnished in the Annual Report and forms a part of the 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, 2015, the Company has incurred/received following foreign exchange.

(₹ in Lacs)

Particulars	2014-15	2013-14
Outgoings	1,354.09	3,749.08
Earnings	-	-

33. Directors Responsibility Statement:

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

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material

- departures;
- (b) 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;
 - (c) 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;
 - (d) the directors had prepared the annual accounts on a going concern basis; and
 - (e) 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.
- Internal financial control means the policies and procedures adopted by the Company 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.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

34. Acknowledgement:

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

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

**Vashu Bhagnani
(Managing Director)
DIN: 00043481**

Date: 13th August, 2015

Place: Mumbai

Annexure: "A"

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST March, 2015

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

To,
The Members,
Pooja Entertainment and Films Limited

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 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, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into effect from 12th September, 2013 and sections and rules notified and came into effect from 1st April, 2014;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agent) Regulations, 1993 regarding the Companies Act and dealing with client;
2. 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 under the financial year under report:-
- i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - ii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and
 - v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
3. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

I have also examined compliance with the applicable clauses of the following:

- i Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

I further report that:

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

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

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

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

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

Balkrishan Pradhan
Proprietor
Membership No.: A20739
C. P. No.: 10179

Date: 13th August, 2015
Place: Mumbai

Annexure–(i)

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2014.
3. Minutes of the meetings of the Board of Directors, Audit Committee, Independent Directors, Remuneration Committee and Stakeholder's Relationship Committee along with Attendance Register held during the financial year under report.
4. Notices and Minutes of General Body Meetings held during the financial year under report.
5. Statutory Registers viz.
 - Register of Directors and KMPs and their Shareholding.
 - Register of loans, guarantees and security and acquisitions made by the Company (Form No. MBP-2)
 - Register of Charge (Form No. CHG-7)
 - Register of Contract (Form No. MBP-4)
6. Notice and agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
7. Disclosure of Interest received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013.
8. Declaration received from the Director of the Company pursuant to the provision of Section 164 for disqualification of Directors.
9. Code of conduct disclosure received from director of the Company.
10. Declaration given by Independent Directors as per section 149(7) about their status as an Independent Director.
11. E-Forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the financial year under report.
12. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement/SEBI Regulations during the financial year under report.
13. Intimations received from directors under the SEBI (Prohibition of Insider Trading) Regulations, 1992.
14. The Policies related to:-
 - Code of conduct for directors and senior management personnel.
 - Whistle blower policy and vigil mechanism.
 - Terms and conditions related to appointment of Independent Directors.
 - Code of conduct for prevention of insider trading.
 - Policy on Related Party Transactions.

ANNEXURE 'B'

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015

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, 1st 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.	Sharex Dynamic (India) Private Limited Unit - 1, Luthra Ind. Premises, M. VasANJI Marg, Andheri - Kurla Road, Safeed Pool, Andheri (East), Mumbai - 400072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sr No	Name & Address of the Company	CIN /GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	NA	NA	NA	NA	NA

IV. SHAREHOLDING PATTERN

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

A) Category-Wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian	2337019	234848	2571867	51.432	2337019	459848	2796867	55.932	225000	4.5
a) Individual/HUF	0	0	0	0	0	0	0	0	0	0
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/Fl	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	2337019	234848	2571867	51.432	2337019	459848	2796867	55.932	225000	4.5
(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/Fl	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2337019	234848	2571867	51.432	2337019	459848	2796867	55.932	225000	4.5
B. PUBLIC SHAREHOLDING										

(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI0	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
l) 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 corporates										
i) Indian	125500	5000	130500	2.61	125500	5000	130500	2.61	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	107473	241860	349333	6.986	107473	241860	349333	6.986	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	109000	1839800	1948800	38.972	109000	1614800	1723800	34.473	225000	-4.499
c) Others (specify)										
Non Resident Indians	0	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0	0

Trusts	0	0	0	0	0	0	0	0	0	0
Foreign Bodies - DR	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	341973	2086660	2428633	48.568	341973	1861660	2203633	44.069	225000	-4.5
Total Public Shareholding (B)= (B)(1)+(B)(2)	341973	2086660	2428633	48.568	341973	1861660	2203633	44.069	225000	-4.5
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2678992	2321508	5000500	100	2678992	2321508	5000500	100	450000	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 total shares	
1	Vashudev Bhagnani	185466	3.71%	0	410466	8.21%	0	4.50%
2	Puja Bhagnani	252519	5.05%	0	252519	5.05%	0	0
3	Deepshikha Deshmukh	24690	0.49%	0	24690	0.49%	0	0
4	Jackky Bhagnani	24692	0.49%	0	24692	0.49%	0	0
5	Vashu Bhagnani	1645904	32.91%	0	1645904	32.91%	0	0
6	Deepshikha Deshmukh	219298	4.39%	0	219298	4.39%	0	0
7	Jackky Vashudev Bhagnani	219298	4.39%	0	219298	4.39%	0	0
	Total	2571867	51.42%	0	2796867	55.93%	0	0

C) Change in Promoters' Shareholding:

Sr. No.	Particulars	Shareholding at the beginning 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	At the beginning of the year	2571867	51.432%	2571867	51.432%
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer /bonus /sweat equity etc)	225000	4.50%	2796867	55.932%
3	At the end of the year	2796867	55.932%	2796867	55.932%

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	Mangola Farms Private Limited	125000	2.5	125000	2.5	0	0
2	Vinod Pradhan Bhansali (HUF)	59140	1.18	59140	1.18	0	0
3	Himanshu P Sheth	606500	12.129	606500	12.129	0	0
4	Usha Agarwal	100000	2	100000	2	0	0
5	Murlidhar Agarwal	100000	2	100000	2	0	0
6	Satya Narayan Gadiya	294900	5.897	69900	1.398	225000	4.49
7	Kamalshri Agarwal	50000	1	221600	4.432	171600	3.43
8	Jyoti Agarwal	100000	2	100000	2	0	0
9	Rinku Vinod Bhanushali	59140	1.18	59140	1.18	0	0
10	Sarvesh Agarwal	100000	2	100000	2	0	0

E) Shareholding of Directors and KMP

Sr. No.	Particulars	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 (Vashudev Bhagnani)				
	At the beginning of the year	1831370	36.62%	1831370	36.62%
	Date wise increase/ decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (Transfer on 30th March, 2015)	225000	4.49%	225000	4.49%
	At the end of the year	2056370	41.12%	2056370	41.12%
2	Mrs. Puja Bhagnani				
	At the beginning of the year	252519	5.05%	252519	5.05%
	Date wise increase/ decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer / bonus /sweat equity etc)	0	0	0	0
	At the end of the year	252519	41.12%	252519	41.12%
3	Mrs. Deepshikha Deshmukh				
	At the beginning of the year	243988	4.88%	243988	4.88%
	Date wise increase/ decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer/bonus/sweat equity etc)	0	0	0	
	At the end of the year	243988	4.88%	243988	4.88%

★ No other Directors & KMPs hold shares other than above said Directors & KMPs

V) INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
I) Principal Amount	0	161,028,690	0	161,028,690
ii) Interest due but not paid	0	4,519,747	0	4,519,747
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	165,548,437	0	165,548,437
Change in Indebtedness during the financial year				
Additions	0	131,341,083	0	131,341,083
Reduction	0	199,356,830	0	199,356,830
Net Change		(68015747)		(68015747)
Indebtedness at the end of the financial year				
i) Principal Amount	0	103,532,690	0	103,532,690
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	103,532,690	0	103,532,690

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Vashu Bhagnani (MD)	Puja Bhagnani (WTD)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	1,440,000	960,000	2,400,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0

	as % of profit	0	0	0
	others (specify)	0	0	0
5	Others, please specify	0	0	0
	Total (A)	1,440,000	960,000	2,400,000
	Ceiling as per the Act			

B) Remuneration to other directors:

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

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary	CFO
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0	176,154	0
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others, specify	0	0	0
5	Others, please specify	0	0	0
	Total	0	176,154	0

★ KMP as per Companies Act, 2013

VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 49 of Listing Agreement with BSE Limited (BSE), the report containing the details of Corporate Governance systems and processes at Pooja Entertainment and Films Limited (PEFL) is as follows:

At Pooja Entertainment and Films Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders, employees, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses.

Company Philosophy on Code of Governance:

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organization. We are committed to meet the aspirations of all our stakeholders. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

Shareholders' Communication:

The Board recognizes the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner. PEFL's corporate website

(www.thepoojagroup.com) has information for institutional and retail shareholders alike. Shareholders seeking information related to their shareholding may contact the Company directly or through any of the Investor service centers of the Company's Registrars and Transfer Agents, details of which are available on the Company's website. PEFL ensures that complaints and suggestions of its shareholders are responded to in a timely manner. A comprehensive and informative shareholder's reference is appended to this Annual report.

Role of Company Secretary in Overall Governance Process:

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

I. BOARD OF DIRECTORS:

1. Composition / Category of Directors / Attendance at Meetings / Directorships and Committee Memberships in other Companies as on 31st March, 2015:

The Composition of the Board of Directors meets with the requirements of corporate governance

prescribed in the Listing Agreement. The Board consists of eminent persons with considerable professional experience and expertise.

As on 31st March, 2015 the Board of Directors consisted of six (6) Directors comprising of two (2) Executive Directors and four (4) Non-Executive Directors out of which three (3) were Independent Directors. The Chairman of the Board is Executive Director.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in

advance to facilitate the Directors to plan their schedules.

The notice of each Board Meeting is given in writing to each Director. The Agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

The details of each member of the Board along with the number of Directorship/Committee Membership are as given below:

A. Composition of the Board and attendance records of Directors:

Name of the Director	Category of Director	Meeting Details		Attendance at the last AGM held on October 31, 2014
		Held during the year	Attended	
Mr. Vashu Bhagnani	Executive Chairman	6	6	Yes
Mrs. Puja Bhagnani	Executive Director	6	6	Yes
Mrs. Deepshikha Deshmukh	Non-Executive Director	6	6	Yes
Mr. Vivek Bhole	Independent Director	6	6	Yes
Mr. Kuki Abdul Khan	Independent Director	6	6	Yes
Mr. Manoj Nihalani	Independent Director	6	6	Yes

B. Number of Directorship and Committee Memberships held by Directors:

Name of the Directors	No. of Directorship in other public Companies*	No. of Committee positions held in other public companies**	
		Chairman	Member
Mr. Vashu Bhagnani	1	NIL	NIL
Mrs. Puja Bhagnani	1	NIL	NIL
Mrs. Deepshikha Deshmukh	NIL	NIL	NIL
Mr. Vivek Bhole	NIL	NIL	NIL
Mr. Kuki Abdul Khan	NIL	NIL	NIL
Mr. Manoj Nihalani	NIL	NIL	NIL

* Private limited companies, foreign companies and companies under section 8 of Companies Act, 2013 are excluded for the above purpose.

** The committees considered for the purpose are those prescribed in the Listing Agreement i.e. Audit Committee and the Shareholders/Investors Grievance Committee.

2. Number of Board Meetings and dates of Board Meetings:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules.

The Notice of each Board Meeting is given in writing to each Director. The Agenda alongwith the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

In the financial year 2014-15, the Board met Six times. The meetings were held on:

- i. 30th May, 2014,
- ii. 14th August, 2014,
- iii. 31st October, 2014,
- iv. 14th November, 2014,
- v. 19th December, 2014 and
- vi. 13th February, 2015.

The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and the Listing Agreement.

Additionally a separate meeting of Independent Directors was held on 18th March, 2015, which was attended by the following Independent Directors:

- i. Mr. Vivek Bhole,
- ii. Mr. Kuki Khan,
- iii. Mr. Manoj Nihalani.

3. Procedure of Board/Committee Meeting:

The agenda papers with relevant explanatory notes and material documents relating to matters for perusal of the Board/ Committee are

circulated in advance, so as to facilitate discussion and informed decision making in the meeting.

The routine business brought to the relevant meetings includes, inter alia, the following:

- Annual business plan and budgets.
- Quarterly results and update on operations.
- Financial results for the relevant period along with limited review /audit report thereon.
- Minutes of various committee meetings of the Company.
- Shareholding pattern as per Clause 35 of the Listing Agreement.
- Statement of shareholder grievance received/disposed during each quarter.
- The information on recruitment and remuneration of senior officers just below the board level.
- Approval of related party transactions.

4. Independent Directors:

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Rules made thereunder and meet the requirement of Clause 49 of Listing Agreement entered into with the Stock Exchanges. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Agreement has been issued and disclosed on the website of the Company viz. www.thepoojagroup.com. None of the Independent Directors has any pecuniary relationship, transaction or association with the Company.

5. Information given to the Board:

The Company provides the information as set out in Clause 49 of the Listing Agreement to the Board and the Board Committees to the extent it is applicable and relevant. Such

information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

6. Post Meeting Mechanism:

The important decisions taken at the Board/Board Committee meetings are communicated to the concerned departments/divisions.

7. Board's Support:

The Company Secretary attends the Board/Board Committee meetings and advises on Compliances with applicable laws and governance.

8. Familiarization Programme for Independent Directors:

The Independent Directors are familiarized, interalia, with the Company, their duties, roles and responsibilities, the nature of the industry, the business model of the Company.

9. Code of Conduct:

The Company has adopted Code of Conduct which is applicable to the Board of Directors and Senior Management Team (one level below the Board) of the Company. The Board of Directors and the members of Senior Management team are required to affirm semi-annual Compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity conduct themselves in professional, courteous and respectful manner. The Code is displayed on the website of the Company viz. www.thepoojagroup.com. A declaration to this effect signed by the CEO of the Company is given in the Annual Report.

10. Directors' Remuneration:

During the year under review, the Directors are being paid remuneration in accordance with the terms and conditions contained in the employment contract entered into with the Company. The details of the remuneration paid to the Directors during the Financial Year ended 31st March, 2015:

Sr. No	Directors	Salary & Allowances	Perquisites	Sitting Fees	Commission	Total
1.	Mr. Vashu Bhagnani	1,440,000	-	-	-	1,440,000/-
2.	Mrs. Puja Bhagnani	960,000	-	-	-	960,000/-

11. Appointment/reappointment of Directors:

In terms of Section 152 read with Section 149(13) of the Companies Act, 2013, Mrs. Puja Bhagnani is liable to retire by rotation. The said Director has offered herself for

reappointment and resolution for her reappointment, is incorporated in the Notice of the ensuing Annual General Meeting.

12. Shareholding of Directors in the Company as on 31st March, 2015:

Sr. No.	Name	Number of Equity Shares	% of total paid up share capital
1.	Mr. Vashu Bhagnani	2,056,370	41.12%
2.	Mrs. Puja Bhagnani	252,519	5.05%
3.	Mrs. Deepshikha Deshmukh	243,988	4.88%

II. COMMITTEES OF BOARD:

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and need a closer view. The Board Committees are formed with approval of the Board and function under their respective Charters. These Board Committees play an important role in overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. To ensure good governance, the Minutes of the Committee Meetings are placed before the Board for their noting.

The Board has currently the following Committees:

1. Audit Committee:

Audit Committee of the Board of Directors (“the

Audit Committee”) is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Audit Committee is constituted in compliance with the provisions of Clause 49 of Listing Agreement with the Stock Exchange read with Section 177 of Companies Act, 2013. The Audit Committee comprises of experts specialized in areas of accounting/financial management.

During the year under review, four (4) meetings of the Audit Committee as per the details given below:

- i. 30th May, 2014
- ii. 14th August, 2014
- iii. 14th November, 2014
- iv. 14th February, 2015

The necessary quorum was present for all Meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company. The table below provides the attendance of the Audit Committee members:

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

A. Terms of Reference:

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on quarterly, half-yearly and annual financial results, interaction with Statutory and Internal Auditor, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory and Cost Auditors and their remuneration, recommendation for the appointment and remuneration of Internal

Auditors, review of Business Risk Management Plan, review of Forex Policy, Management Discussion & Analysis, review of Internal Audit Reports, significant related party transactions.

B. Power of Audit Committee:

The Audit Committee shall have powers, which should include the following:

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.

- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

C. Role of Audit Committee:

The Role of the Audit Committee, inter-alia includes the following:

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal

requirements relating to financial statements.

- f. Disclosure of any related party transactions.
- g. Qualifications in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the Company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

xiv. Discussion with internal auditors of any significant findings and follow up there on;

xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

xviii. To review the functioning of the Whistle Blower mechanism;

xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

xx. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

2. Nomination And Remuneration Committee:

Section 178(1) of the Companies Act, 2013 and Clause 49 of Listing Agreement requires every listed Company to constitute a Nomination and Remuneration Committee.

No meeting was held during the financial year 2014-2015.

The composition of this Committee as on 31st March, 2015 is as under:

Name of Directors	Position	Category
Mr. Kuki Abdul Khan	Chairman	Non-Executive Independent
Mr. Vivek Bhole	Member	Non-Executive Independent
Mr. Manoj Nihalani	Member	Non-Executive Independent

Role of Nomination and Remuneration Committee is as follows:

- Determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determining/ recommending the criteria for qualifications, positive attributes and independence of Directors;
- Identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- Reviewing and determining all elements of remuneration package of all the Executives Directors i.e. salary, benefits, bonus, stock options, pension etc;

- Recommend to the Board a policy relating to the remuneration for the directors (including specific remuneration packages for Executive Directors including pension rights and any compensation payment), key managerial personnel and other employees. While formulating the policy, it shall ensure that -
 - (a) The level composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the equality required to run the Company successfully;
 - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- Reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- Determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Evaluating performance of each Director and performance of the Board as a whole;

3. Stakeholder Relationship Committee:

Section 178(5) of the Companies Act, 2013 requires every listed Company to constitute a 'Stakeholders/Investors Relationship Committee'. This Committee comprises of Three Directors. Mr. Kuki Abdul Khan, Non-executive Independent Director is the Chairman of this Committee. The table below highlights the composition and attendance of the Members of the Committee. The necessary quorum was present for all Meetings.

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

The role of Stakeholder's Relationship Committee is as follows:

- Considering and resolving the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc.;
- Ensuring expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- Evaluating performance and service standards of the Registrar and Share Transfer Agent of the Company;

During the year under review, Five (5) meetings of the Shareholders / Investor Grievance Committee were held as per details given below:

- 30th May, 2014
- 14th August, 2014
- 14th November, 2014
- 13th February, 2015
- 30th March, 2015

Investor Grievance Redressal:

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Particulars	No. of Complaints
No. of Complaints pending as on 1st April, 2014	NIL
No. of Complaints received during the year ended 31st March, 2015	NIL
No. of Complaints resolved during the year ended 31st March, 2015	NIL
No. of Complaints pending as on 31st March, 2015	NIL

III. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 18th March, 2015, inter alia, to discuss:

- Noting of appointment of Mr. Vikas Bhole as Lead Independent Director.
- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to

effectively and reasonably perform its duties.

IV. SUBSIDIARY COMPANIES:

The Company does not have any material non-listed Indian subsidiary Company and hence, it is not mandatory to have an Independent Director of the Company on the Board of such subsidiary Company.

V. GENERAL BODY MEETINGS:

The venue, time and particulars of special resolutions passed at the last three Annual General Meetings of the Members of the Company are as follows:

Year	Meeting Day, Date & Time	Venue	No of Special resolutions set out at the AGMs
2013-14	Friday, October 31, 2014 at 11.30 a.m.	Anchor Room No. II, 1st Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	Three
2012-13	Saturday, August 31, 2013 at 11.30 a.m.	Anchor Room No. II, 1st Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049	Two
2011-12	Friday, September 21, 2012 at 11.30 a.m.	Anchor Room No. II, 1st Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	Nil

All special resolutions set out in the Notices for the Annual General Meetings were passed by the Members at the respective meetings with requisite majority.

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, during the year under review, no resolution was passed through Postal Ballot.

VI. CEO/CFO CERTIFICATION

A certificate in accordance with the requirements of Clause 49(V) of the Listing Agreement, duly signed by the Chairman & Managing Director (CEO)/ (CFO) in respect of the year under review was placed before the Board and taken on record by it. The CEO/CFO Certification is annexed to this report.

VII. AFFIRMATIONS AND DISCLOSURE:

1. Compliances with Governance Framework:

The Company is in compliance with all mandatory requirements of Clause 49 of Listing Agreement.

2. Related Party Transactions:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Clause 49 of Listing Agreement during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. Related party transactions have been disclosed under the Note 27 of significant accounting policies and notes forming part of the financial statements in accordance with "Accounting Standard 18". A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

As required under Clause 49, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. www.thepoojagroup.com.

None of the transactions with related parties

were in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis or fair value.

3. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchange as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

4. Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Clause 49 Listing Agreement, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

5. Reconciliation of share capital audit:

As stipulated by the Securities and Exchange Board of India, M/s. B. K. Pradhan & Associates, Company Secretaries carried out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National

Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The audit, inter-alia, confirms that the total listed and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

VIII. MEANS OF COMMUNICATION:

Effective communication of information is an essential component of corporate governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

The quarterly/half yearly/annual results are regularly submitted to the Stock Exchanges in accordance with the provisions of the Listing Agreement and regulations issued by Securities and Exchange Board of India and are published in newspapers like The Free Press Journal and

Navshakti. These are not sent individually to the Shareholders

The annual report, and Quarterly Unaudited Financial Results of the Company are also put up on the Company's corporate website: www.thepoojagroup.com. The Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website.

All important information pertaining to the Company is also mentioned in the Annual Report of the Company which is circulated to the members and others entitled thereto for each financial year.

Your Company provides necessary information to the Stock Exchanges in terms of the Listing Agreement and other rules and regulations issued by the Securities Exchange Board of India.

Additionally, the results and other important information's are also posted on the Company's website i.e. www.thepoojagroup.com.

Management Discussion and Analysis forms part of the Annual Report.

IX. GENERAL SHAREHOLDERS INFORMATION:

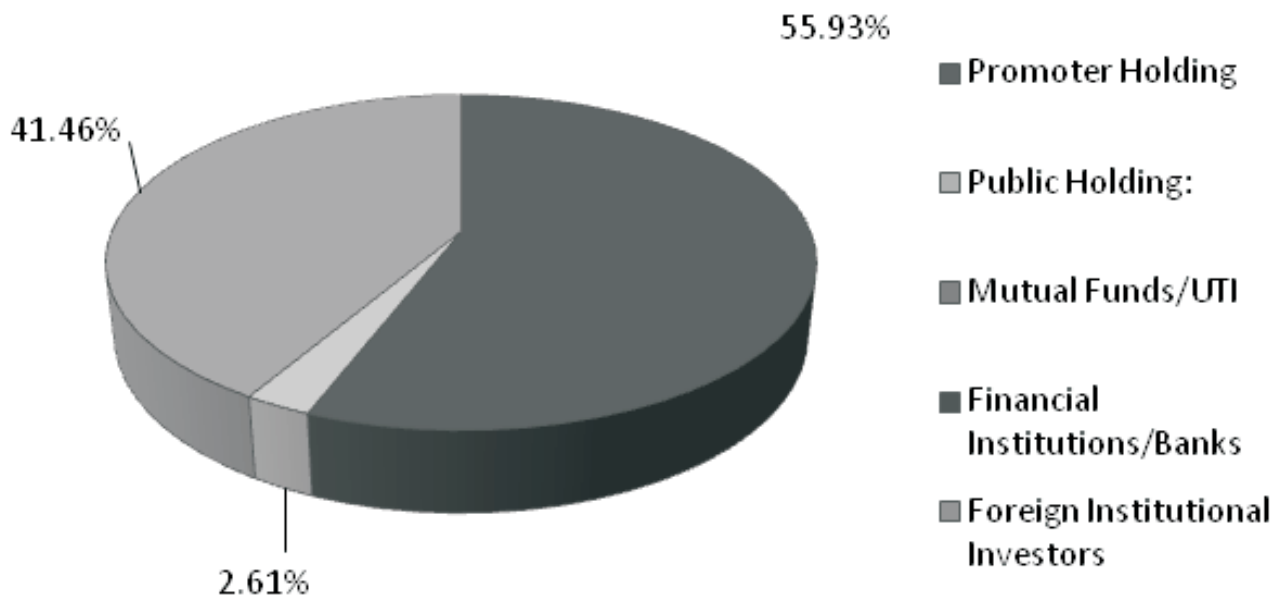
I	Annual General Meeting Day, Date and Time Venue	Tuesday 29 th September, 2015 at 11.30 a.m., at Anchor Room No. II, 2 nd Floor, Hotel Sun n Sand, Juhu, Mumbai - 400 049
II	Financial Calendar Financial Year Financial reporting of results Annual audited results Quarterly unaudited results	April 01, 2015 to March 31, 2016. Within sixty days from the end of the last quarter. Within forty five days from the end of the quarter.
III	Book Closure Date	25 th September, 2015 to 29 th September, 2015 (both days inclusive)
IV	Dividend Payment Date	The Company has not recommended any dividend on equity shares for the financial year 2014-15.

V Registrar & Share Transfer Agents	M/s. Sharex Dynamic (India) Private Limited Share Transfer Agents Unit - 1, Luthra Ind. Premises, M. Vasanji Marg, Andheri - Kurla Road., Safed Pool, Andheri (East), Mumbai - 400 072 Tel No. : 022 - 28515606/5644, Fax No.: 022 - 28512885, E mail : sharexindia@vsnl.com
VI Share Transfer System	Share transfers in physical form have to be lodged with the Registrar and Share Transfer Agents. All shares received for transfer are registered and returned within the stipulated time period of the documents being valid and complete in all respects. In accordance with the SEBI guidelines, the Company offers the facility of transfer-cum-demat to Members after share transfers are registered in physical form.
VII Corporate Identification Number (CIN)	L99999MH1986PTC040559
VIII Listing on Stock Exchange	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai - 400 001 (Scrip Code: 532011)
IX Demat ISIN No. For Equity Shares	INE147C01017 The Company has paid custodian fees for the year 2014-15 to National Securities Depository Limited and Central Depository Services (India) Limited.
X Outstanding GDRs/ADRs/ Warrants/ Convertible Instruments and their impact on Equity	The Company does not have any outstanding GDRs / ADRs / Warrants / Convertible Instruments as on 31st March, 2015.
XI Dematerialisation of Shares	The Company's shares are held in dematerialised form to the extent of 53.57% of the total issued and paid up shares as on 31st March, 2015.
XII Address for Correspondence	Ms. Vaishali Rathod, Company Secretary & Compliance Officer Pooja Entertainment And Films Limited Pooja House, 1st Floor, CTS No. 892-893, Juhu Tara Road, Opp. J. W. Marriott Hotel, Juhu, Mumbai-400 049 Tel No. : 022 - 26121613/14, Fax No.: 022 - 26161091, E - mail : poojaentertainment@gmail.com

X. SHAREHOLDING PATTERN:

Category of Shareholders	As on March 31, 2015		As on March 31, 2014	
	No. of Shares held	% to Total Shareholding	No. of Shares held	% to Total Shareholding
Promoter Holding	2796867	55.93%	2571867	51.43%
Public Holding:				
Mutual Funds/UTI	Nil	Nil	Nil	Nil
Financial Institutions/Banks	Nil	Nil	Nil	Nil
Foreign Institutional Investors	Nil	Nil	Nil	Nil
Bodies Corporate	130500	2.61%	130500	2.61%
Individual	2073133	41.46%	2298133	45.96%
Clearing Members	Nil	Nil	Nil	Nil
NRI	Nil	Nil	Nil	Nil
Trusts	Nil	Nil	Nil	Nil
Total Public Shareholding	2203633	44.07%	2428633	48.57%
Total Shareholding	5000500	100.00%	5000500	100.00%

Shareholding Pattern as on March 31, 2015



XI.DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015

Shareholding of Nominal Value (Rs.)	Shareholders		Share Amount (Rs.)	
	Number	% of total	₹	% of total
Upto - 5000	277	60.22	804,490	1.61
5001 - 10000	96	20.87	763,270	1.53
10001 - 20000	17	3.70	266,000	0.53
20001 - 30000	13	2.83	349,000	0.70
30001 - 40000	6	1.30	225,000	0.45
40001 - 50000	18	3.91	881,000	1.76
50001 - 100000	3	0.65	259,570	0.52
100001 and above	30	6.52	46,456,670	92.90
Total	460	100.00	50,005,000.00	100.00

CEO/CFO CERTIFICATION

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

Dear Sir,

In accordance with clause 49(IX) of the listing agreement with the BSE Limited, we hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2015, 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 statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal and violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Pooja Entertainment And Films Limited

Vashu Bhagnani
Managing Director

Dinesh Gupta
Chief Financial Officer

Place: Mumbai

Date: 30th May, 2015

DECLARATION-CODE OF CONDUCT

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

Dear Sirs,

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 31st March, 2015, as envisaged in Clause 49 of the Listing Agreement with the Stock Exchanges.

For Pooja Entertainment and Films Limited

Vashu Bhagnani
Managing Director

Place: Mumbai
Dated: May 30, 2015

CERTIFICATE ON CORPORATE GOVERNANCE

Certificate of Compliance of Corporate Governance as per Clause 49 of the Listing agreement with Stock Exchanges.

**To the Members of
Pooja Entertainment And Films Ltd.**

We have examined the compliance of conditions of Corporate Governance by Pooja Entertainment And Films Limited ('The Company') for the financial year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement entered by the Company with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the aforementioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

**Balkrishan Pradhan
Membership No. 20739
COP No. 10179**

**Place: Mumbai
Dated: 13th August, 2015**

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

The Global economy continued with its challenge of building strong growth. According to the International Monetary Fund (IMF), the world global output for the year 2014 grew by a modest 3.4 percent, same as 2013. Complex factors like the geo-political situation in Ukraine and the Middle East and uncertainty in Greece impacted growth. Another key event in the year was the dramatic fall in international oil prices, particularly since September 2014, this had a positive impact, driving consumption and reducing prices.

In India, the year 2014 was a year that will be remembered as a year of structural reforms. The new government initiated several reforms in core sectors like banking, insurance, infrastructure and defense. These had a positive cascading impact across sectors and industries. Investor and consumer confidence revived remarkably during the year. Moreover, with the new methodology for measuring GDP growth, the

Indian GDP growth was revised to 7.3 percent for the year 2014-15 compared to 6.9 percent in the year 2013-14. Inflation remained at begin levels, falling to around 5 percent towards the latter half of the year due to falling oil prices and below 5 percent in April 2015.

THE INDIAN MEDIA AND ENTERTAINMENT INDUSTRY

The overall sentiments in the Indian M&E industry reflected the renewed positivity and optimism of the Indian economy. There were many positive developments for the M&E industry during the year. Digitization continues with its rapid strides penetrating deeper into rural areas, helped by proliferation of low-cost smart devices and falling internet costs. One of the highlights of the year was the announcement of DIGITAL INDIA initiative by the government. A programme aimed at digitally empowering the society and knowledge economy.

Revenue (INR Billion)	2010	2011	2012	2013	2014p	2015p	2016p	2017p	2018p	2019p	2013-14 (YoY growth)	CAGR 2014-19
Domestic Theatrical	62.0	68.8	85.1	93.4	93.5	99.9	113.6	123.5	133.7	145.1	0.1%	9.2%
Overseas Theatrical	6.6	6.9	7.6	8.3	8.6	9.6	10.9	11.9	12.9	13.9	3.5%	10.1%
Home Video	2.3	2.0	1.7	1.4	1.2	1.0	0.9	0.8	0.7	0.6	-15.0%	-12.2%
Cable & Satellite Rights	8.3	10.5	12.6	15.1	14.7	15.5	17.6	19.2	20.8	22.5	-2.7%	8.8%
Ancillary Revenue Streams	4.1	4.7	5.4	7.0	8.4	10.3	12.5	15.4	18.3	21.8	19.7%	21.0%
Total	83.3	92.9	112.4	125.3	126.4	136.3	155.6	170.7	186.3	204.0	0.9%	10.0%

The M&E industry grew by 11.7 percent in 2014 to US\$ 1,026 billion, as per report by FICCI-Frames 2015. Digital advertising continued its relentless march, growing by 44.5 percent in 2014. This is hardly surprising, considering that in 2014, India topped as the world's fastest growing by 44.5 per cent in 2014.

This is hardly surprising, considering that in 2014, India topped as the world's fastest growing Smartphone market. By the end of 2014, India already had around 116 million interests enable Smartphone's, and by 2019, this is expected to rise to 435 million.

FUTURE OUTLOOK

India is back on the fast-track of economic growth. Both the International Monetary Fund (IMF) and the World Bank have forecast the country to grow at 7.5 per cent for the year 2015 and 7.8 per cent in the year 2016. The long-term structural reforms taken by the

government will continue to drive further growth in the key sectors. Oil prices are expected to remain low in the short-term, easing pressure on inflation as well as prices. Investor confidence and sentiments are likely to remain positive.

The Indian media and entertainment industry: size and projections

Overall Industry size (INR billion) (For Calendar Years)	2008	2009	2010	2011	2012	2013	2014	Growth in 2014 over 2013	2015P	2016P	2017P	2018P	2019P	CAGR (2014-2019P)
TV	241.0	257.0	297.0	329.0	370.1	417.2	474.9	13.8%	543.02	631.2	739.6	854.6	975.5	15.5%
Print	172.0	175.2	192.9	208.8	224.1	243.1	263.4	8.3%	284.5	307.1	331.9	358.0	386.8	8.0%
Films	104.4	89.3	83.3	92.9	112.4	125.3	126.4	0.9%	136.3	155.6	170.7	186.3	204.0	10.0%
Radio	8.4	8.3	10.0	11.5	12.7	14.6	17.2	17.6%	19.6	22.3	27.0	32.7	39.5	18.1%
Music	7.4	7.8	8.6	9.0	10.6	9.6	9.8	2.3%	10.4	12.0	14.2	16.9	18.9	14.0%
OOH	16.1	13.7	16.5	17.8	18.2	19.3	22.0	14.0%	24.4	27.1	29.6	32.2	35.1	9.8%
Animation and VFX	17.5	20.1	23.7	31.0	35.3	39.7	44.9	13.1%	51.0	58.7	68.5	80.6	95.5	16.3%
Gaming	7.0	8.0	10.0	13.0	15.3	19.2	23.5	22.4%	27.5	31.8	35.4	40.0	45.8	14.3%
Digital Advertising	6.0	8.0	10.0	15.4	21.7	30.1	43.5	44.5%	62.5	84.0	115.3	138.2	162.5	30.2%
Total	580	587	652	728	821	918	1,026	11.7%	1,159	1,330	1,532	1,740	1,964	13.9%

Source : KPMG in India analysis

The India M&E industry is also expected to continue with its growth trajectory. It is expected to grow at a Compounded Annual Growth Rate (CAGR) of 13.9 per cent from 2014-19 and reach INR 1964 billion in 2019. The highest growth is expected to grow at a CAGR of 30.2 per cent from 2014-19, while the film and music segments are expected to grow at CAGR of 10 per cent to 14 per cent in the same period.

OPPORTUNITIES

The opportunities observed are based on the trends noticed in past couple of year, which continues to be relevant. Some of the key ones are as follows:

Digitization:

Digitization has impacted all aspects of the M&E industry-right from production to distribution to exhibition to sales of tickets. The next wave of growth in the overall M&E industry is expected to be driven by increased digitization. Over the year, there have been far-reaching changes in the form of availability of low-cost smart devices and dropping data plans. In spite of this, India still has a low internet penetration of around 19 per cent, indicating a huge growth potential. The advent of 4G services, the increasing adoption of 3G in urban areas and 2G in rural areas are all strong signals of the immense growth potential that will be unlocked by digitization.

Regional Markets:

The Year 2014 saw a huge surge in production and release of regional films. From Tamil to Telugu and from Marathi to Punjabi, all the regional film markets performed excellently. The share of theatrical revenues from regional films has been rising from around 12-13% in 2013 to almost 20-21% in 2014, particularly in Tier 2 and Tier 3 cities, as per industry data.

Overseas Theatricals:

The growing popularity of Bollywood films in the overseas markets is another growing opportunity. Over the year, new markets like China and Europe have seen a huge surge in interest in Hindi Films. However, the share of overseas theatricals is still around 10-25 per cent, much lower than the almost 60 per cent for Hollywood films. As more and more new markets like Lebanon, Burma and Iraq continue to be mesmerized by Hindi films, the overseas theatrical avenue is poised for a big leap.

THREATS

Some of the risks and threats that the Company is exposed to are:-

Piracy Risk:

Piracy has been one of the biggest problems for the M&E industry globally. The industry has been working relentlessly to reduce this key threat. With the advent of internet and digitization, this threat continues to be a major source of revenue loss for all the stakeholders in the industry.

The industry has been co-operating with the government to clamp down on this threat. During the year 2014, there was a 10 per cent reduction in piracy cases registered in India. The industry is increasingly leveraging latest advancement in technology to cope with this issue. An example of this is the use of Cube

technology to catch film exhibitors and syndicates using pirated versions of films.

Production Risk:

Production risks can be defined as the risk getting production extended the projected date or the risk of over spending during production. It requires large outlays of money that cannot be recovered if the project fails at any stage. The planned release may have to be delayed beyond schedule. Such delay in production may throw the whole production schedule out of gear and escalate the cost of the movie.

Spiraling Costs:

The two largest cost components of a film are the fee of stars and the cost of promotion. The a list stars continue to command exorbitantly high fees, that can sometimes go as high as 40 per cent of the total budget of the film. Advertising and Promotions account for 15-20 per cent of the total film budget. With the theatrical revenue window narrowing down to the first weekend, most producers are forced to make this enormous marketing spend, as it has a direct impact on the box office collections of the film.

Infrastructure and Talent Development:

While India is the largest producer in terms of films produced, it lacks a long way behind in both infrastructure and talent development. For example, compared to 125 screens per million people in the USA, India still has only 7 Screens per million people. In terms of other infrastructure too, India lags behind considerably. There are only four film cities in the country, indicating a huge gap. Opening more institutions like Film and Television Institute of India will go a long way in augmenting India's talent pool for the industry.

DISCUSSION OF FINANCIAL ANALYSIS

The Company's financial performance is discussed in

details under the head “Results of Operations” in Directors Report to the Members.

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. 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 Standalone Financial Statements

We have audited the accompanying standalone financial statements of Pooja Entertainment and Films Limited ("the Company) which comprise the Balance Sheet as at 31 March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and

according to the explanations given to us, the aforesaid standalone 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, 2015, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the cash flow statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March,

2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) The company has adequate internal financial control and in our opinion the same is operating effectively.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has no pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. According to the records of the Company and the information and explanations given to us, there were no amounts required to be transferred to Investor education and protection fund.

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

Viral A. Merchant
Partner
Membership No. 116279

Mumbai
Dated: 30th May, 2015

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

(Annexure referred to in paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date.)

- (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 has been conducted by the management at intervals during the year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii) a) As explained to us, the inventories which are in the tangible form were physically verified during the period by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories 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 companies, firms or other parties as covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a) and (b) of the order are not applicable.
- (iv) In our opinion and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and for the sale of services. There were no purchase of fixed assets and sale of goods during the year. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.
- (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.
- (v) We are informed that the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 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, Wealth 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, 2015 outstanding for a period of more than six months from the date they become payable.

- (b) According to the records of the Company and the information and explanations given to us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess that have not been deposited on account of any dispute.
- (c) According to the records of the Company and the information and explanations given to us, there were no amounts required to be transferred to Investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) The Company neither has any accumulated losses at the end of the financial year nor has incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and the explanations given to us by the management, the Company has not borrowed money from any bank or financial institution nor has any debenture holders.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) In our opinion and according to the information and the explanations given to us, the Company has not taken any term loans during the year.
- (xii) 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 on or by the Company has been noticed or reported during the year.

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

Viral A. Merchant
Partner
Membership No. 116279

Mumbai
Dated: 30th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in ₹)

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	38,571,250	35,978,500
(b) Reserves and surplus	4	28,460,355	25,558,888
		67,031,605	61,537,388
2 Non-current liabilities			
Deferred tax liabilities (Net)	5	16,017,033	14,587,295
		16,017,033	14,587,295
3 Current liabilities			
(a) Short-term borrowings	6	123,249,980	161,028,690
(b) Trade payables	7	22,648,623	131,827,002
(c) Other current liabilities	8	9,905,515	15,752,044
		155,804,118	308,607,736
Total		238,852,756	384,732,419
B ASSETS			
1 Non-current assets			
(a) Fixed assets	9		
Tangible assets		1,295,572	2,227,407
(b) Non-current investments	10	5,935,000	5,935,000
(c) Long-term loans and advances	11	325,000	325,000
		7,555,572	8,487,407
2 Current assets			
(a) Inventories	12	72,267,173	178,814,305
(b) Trade receivables	13	6,738,258	40,168,413
(c) Cash and bank balances	14	588,046	5,925,554
(d) Short-term loans and advances	15	151,703,707	151,336,740
		231,297,184	376,245,012
Total		238,852,756	384,732,419

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

As per our report of even date.
For **Jayantilal Thakkar and Co.**
Chartered Accountants

For and on behalf of the Board of Directors

Viral A. Merchant
Partner

Vashu Bhagnani
Managing Director
DIN : 00043481

Puja Bhagnani
Whole Time Director
DIN : 00044593

Vaishali Rathod
Company Secretary
& Compliance Officer
M.No. A29205

Dinesh Gupta
Chief Financial Officer

Place : Mumbai
Date : 30th May, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
1 Revenue from operations	16	244,384,269	692,768,829
2 Other income	17	6,648,087	617,496
3 Total revenue (1+2)		251,032,356	693,386,325
4 Expenses			
Cost of production / operating expenses	18	198,814,339	626,880,829
Employee benefits expense	19	4,107,582	4,396,876
Finance costs	20	22,505,744	15,998,976
Depreciation	9	931,835	152,105
Other expenses	21	19,142,442	15,782,715
Total expenses		245,501,942	663,211,501
5 Profit before tax and prior period items (3-4)		5,530,414	30,174,824
6 Tax expense:			
Current tax		1,020,000	5,145,000
Deferred tax Liability		1,429,739	14,587,295
MAT credit		-	(5,145,000)
		2,449,739	14,587,295
7 Profit after tax but before prior period items (5-6)		3,080,675	15,587,529
8 Prior period items			
Prior period expenses (net)	22	179,208	5,115,606
9 Profit for the year (7-8)		2,901,467	10,471,923
10 Earnings per equity share (of Rs. 10/- each):			
Basic and Diluted	23	0.75	2.91

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

As per our report of even date.
For **Jayantilal Thakkar and Co.**
Chartered Accountants

For and on behalf of the Board of Directors

Viral A. Merchant
Partner

Vashu Bhagnani
Managing Director
DIN : 00043481

Puja Bhagnani
Whole Time Director
DIN : 00044593

Vaishali Rathod
Company Secretary
& Compliance Officer
M.No. A29205

Dinesh Gupta
Chief Financial Officer

Place : Mumbai
Date : 30th May, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31 , 2015

(Amount in ₹)

Particulars	For the year ended March 31 , 2015	For the year ended March 31 , 2014
A. Cash flow from operating activities		
Profit before tax	5,530,414	30,174,824
Adjustments for:		
Depreciation	931,835	152,105
Finance Costs	22,505,744	15,998,976
Interest income	(856,088)	(257,808)
Provisions written back	(399,937)	(14,040)
Credit Balance written back	(4,508,245)	-
Net Loss on foreign Currency Fluctuation	(1,839,839)	-
Prior Period Items	(179,208)	-
Operating profit before working capital changes	<u>15,654,262</u>	(5,115,606)
	<u>21,184,676</u>	<u>10,763,627</u>
Changes in working capital:		
Adjustments for operating assets:		
Decrease in inventories	106,547,131	54,679,225
Decrease in trade receivables	33,430,155	105,750
Decrease/(Increase) in short-term loans and advances	28,533,414	(33,654,420)
Adjustments for operating liabilities:		
(Decrease)/Increase in trade payables	(104,670,133)	66,109,072
(Decrease) in other current liabilities	(4,006,692)	(205,679,959)
Cash used in operating activities	<u>59,833,875</u>	(118,440,331)
Taxes paid	<u>(29,520,443)</u>	<u>(77,501,880)</u>
Net cash flow inflow/(Outflow) used in operating activities (A)	<u>51,498,108</u>	<u>25,727,511</u>
	<u>51,498,108</u>	<u>(51,774,369)</u>
B. Cash flow from investing activities		
Purchase of Fixed assets	-	(710,028)
Interest received	856,088	257,808
Redemption of Fixed Deposit	-	512,748
Net cash flow from investing activities (B)	<u>856,088</u>	<u>60,528</u>
C. Cash flow from financing activities		
Receipt of call money	2,592,750	-
Repayment from short -term borrowings	(37,778,710)	40,787,575
Finance Costs	(22,505,744)	(15,998,976)
Net cash flow (Outflow)/inflow from financing activities (C)	<u>(57,691,704)</u>	<u>24,788,599</u>
Net (decrease) in cash and cash equivalents (A+B+C)	<u>(5,337,508)</u>	<u>(26,925,242)</u>
Cash and cash equivalents at the beginning of the year	<u>5,925,554</u>	<u>32,850,796</u>
Cash and cash equivalents at the end of the year**	<u>588,046</u>	<u>5,925,554</u>
**Cash and cash equivalents comprises of:		
Cash in hand	464,895	1,988,115
Balance with scheduled banks in:		
-Current accounts	123,151	3,737,439
-Flexi deposit account	-	200,000
	<u>588,046</u>	<u>5,925,554</u>

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

Viral A. Merchant

Partner

Vashu Bhagnani

Managing Director

DIN : 00043481

Puja Bhagnani

Whole Time Director

DIN : 00044593

Vaishali Rathod

Company Secretary

& Compliance Officer

M.No. A29205

Dinesh Gupta

Chief Financial Officer

Place : Mumbai

Date : 30th May,2015

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE - 1 CORPORATE INFORMATION

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

NOTE - 2 SIGNIFICANT ACCOUNTING POLICIES

2.01 Basis of preparation of financial statements

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

2.02 Use of estimates

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

2.03 Fixed Assets

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.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONT..)

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."

In case of film production on contract basis, revenue is recognised on the basis of bills raised to the customer in accordance with the terms of agreement .Accordingly proportionate estimated cost of production of film is charged to the profit & loss account of that year. Final adjustment if any is made at the time of completion of the movie.

Interest income

Interest income is recognised on a time proportion basis.

2.07 Depreciation:

Depreciation on 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

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONT..)

to equity shareholders by the weighted average number of the equity shares outstanding during the period.

2.10 Impairment of Tangible assets

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

2.11 Provisions and contingencies

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

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

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2015**

NOTE 3- SHARE CAPITAL

(Amount in ₹)

Particulars As at	31st March, 2015		As at 31st March, 2014	
	No. of Shares	(Amount in ₹)	No. of Shares	(Amount in ₹)
Authorised Equity shares of Rs.10 each with voting rights	30,000,000	300,000,000	30,000,000	300,000,000
Issued Equity shares of Rs.10 each with voting rights	5,000,500	50,005,000	5,000,500	50,005,000
Subscribed and Paid Up Equity shares of Rs. 10 each with voting rights fully called up	5,000,500	50,005,000	5,000,500	50,005,000
Less: Calls in Arrears	(1,524,500)	(11,433,750)	1,870,200	(14,026,500)
Total		38,571,250		35,978,500

NOTE 3.1- Terms/Rights attached to Equity Share

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

Sr. no.	Name of Shareholder	31st March, 2015		As at 31st March, 2014	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Vashu Bhagnani	2,056,370	41.12	1,831,370	36.62
2	Puja Bhagnani	252,519	5.05	252,519	5.05
3	Himanshu P Sheth	606,500	12.13	606,500	12.13

NOTE 3.3- Details of Unpaid Call

Unpaid Calls	31st March, 2015		As at 31st March, 2014	
	No. of Shares	(Amount in ₹)	No. of Shares	(Amount in ₹)
By Directors	-	-	-	-
By Others	1,524,500	11,433,750	1,870,200	14,026,500

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE 4 - RESERVES AND SURPLUS

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
a. General Reserves		
Opening Balance	787,558	787,558
(+) Current Year Transfer from Surplus	-	-
Closing Balance	787,558	787,558
b. Surplus in statement of profit and loss		
Opening balance	24,771,330	14,299,407
(+) Net Profit for the year ended	2,901,467	10,471,923
Closing Balance	27,672,797	24,771,330
Total	28,460,355	25,558,888

NOTE 5 - DEFERRED TAX LIABILITIES (NET)

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
(a) Deferred Tax Liabilities		
Difference between the books and tax written down value of fixed assets	-	190,266
Difference of unamortised cost of film production between the books and tax	23,326,361	32,791,401
Total (a)	23,326,361	32,981,667
(b) Deferred Tax Assets		
Difference between the books and tax written down value of fixed assets	12,826	-
Carried forward business loss as per Income Tax Act, 1961	7,296,502	18,394,372
Total (b)	7,309,328	18,394,372
Total (a-b)	16,017,033	14,587,295

NOTE 6 - SHORT -TERM BORROWINGS

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Unsecured		
Loans and advances from related parties	119,442,690	161,028,690
Others	3,807,290	-
Total	123,249,980	161,028,690

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2015**

NOTE 7 - TRADE PAYABLES

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Payables for supplies and services	22,648,623	131,827,003
Total	22,648,623	131,827,003

NOTE 8 - OTHER CURRENT LIABILITIES

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Advance from customers	1,007,372	2,179,258
Statutory dues payable towards TDS, VAT and Service Tax	1,025,011	8,171,770
Others	7,873,132	5,401,016
Total	9,905,515	15,752,044

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2015**

Particulars	NOTE 9- FIXED ASSETS										(Amount in ₹)		
	Gross Block			Depreciation/Amortisation			Net Block						
	As at April 1st, 2014	Additions /(Disposals)	As at March 31st, 2015	As at April 1st, 2014	Depreciation charge for year	Adjustment on Disposals	As at March 31st, 2015	As at March 31st, 2015	As at March 31st, 2015	As at March 31st, 2014	As at March 31st, 2014	As at March 31st, 2014	
Office equipments	47,782		47,782	2,851	16,855	-	19,706	28,076	44,931		44,931		
Computer	1,274,861		1,274,861	92,388	824,071	-	916,459	358,402	1,182,473		1,182,473		
Plant and machinery	1,096,655	-	1,096,655	96,652	90,909	-	187,561	909,094	1,000,003		1,000,003		
Total	2,419,298	-	2,419,298	191,891	931,835	-	1,123,726	1,295,572	1,295,572	-	-	-	
Previous Year	1,709,270	710,028	2,419,298	39,786	152,105	-	191,891	-	-	-	2,227,407		

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2015**

NOTE 10 - NON CURRENT INVESTMENTS

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Non Trade Investments (valued at cost)		
Investment in unquoted equity shares: (refer Note - 29)		
Fully paid up		
Goodyear Property and Investments Private Limited (1,00,000 (Previous year-1,00,000) Equity shares of Rs. 10/- each fully paid up)	1,500,000	1,500,000
Mehta Trend Analysis Consultancy Private Limited. (5,000 (Previous year-5000)Equity shares of Rs. 10/- each fully paid up)	50,000	50,000
Saiba Hotels & Properties Private Limited. (3,00,000(Previous year-3,00,000) Equity shares of Rs. 10/- each fully paid up)	3,000,000	3,000,000
Vimochan Pictures Limited (1,00,000 (Previous year-1,00,000)Equity shares of Rs. 10/- each fully paid up)	1,000,000	1,000,000
Cosmic Bio-Tech & Herbals Limited (15,000 (Previous year-15,000)Equity shares of Rs. 10/- each fully paid up)	385,000	385,000
Total	5,935,000	5,935,000

NOTE 11 - LONG-TERM LOANS AND ADVANCES

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Security Deposits		
Unsecured, Considered Good	325,000	325,000
Total	325,000	325,000

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2015**

NOTE 12- INVENTORIES

(Amount in ₹)

(For mode of valuation, refer note 2.04)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Cost of films under production	372,085	372,085
Unamortised cost of production	71,895,088	178,442,220
Total	72,267,173	178,814,305

NOTE 13 - TRADE RECEIVABLES

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Unsecured, Considered Good		
(a) Trade receivables outstanding for the period exceeding six months from the date they were due for payment	3,012,500	4,314,337
(b) Others	3,725,758	35,854,076
Total	6,738,258	40,168,413

NOTE 14 - CASH AND BANK BALANCES

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Cash and cash equivalents		
Cash in hand	464,895	1,988,115
Balance with banks in current account	123,151	3,737,439
Balance with banks in flexi deposit account	-	200,000
Total	588,046	5,925,554

NOTE 15 - SHORT -TERM LOANS AND ADVANCES

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Unsecured, considered Good		
Advance tax (net of provision for income tax)	60,620,247	32,119,804
Advances related to film projects	36,318,375	36,732,275
Security deposits	251,000	808,615
Prepaid expenses	12,192	20,233
MAT credit entitlement	7,673,000	7,673,000
Inter corporate deposits	6,958,945	6,958,945
Others	39,869,948	67,023,868
Total	151,703,707	151,336,740

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2015**

NOTE 16 - REVENUE FROM OPERATIONS

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Sale of Products		
Revenue from film production	244,384,269	692,768,829
Total	244,384,269	692,768,829

NOTE 17 - OTHER INCOME

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Interest Income on:		
- Bank deposits	856,088	257,808
Credit Balance written back	4,508,245	-
Provisions written back	399,937	14,040
Others	883,817	345,648
Total	6,648,087	617,496

NOTE 18- COST OF PRODUCTION /OPERATING EXPENSES

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Cost of under production films brought forward	372,085	5,000,000
Unamortised cost at the beginning of the year	178,442,220	228,493,530
Add: Cost incurred during the year	53,146,270	526,261,774
Less: Unamortised cost at the close of the year	71,895,088	178,442,220
Less: Cost of underproduction films carried forward	372,085	372,085
	159,693,402	580,940,999
Add: Print and publicity	39,120,937	45,337,082
Commission	-	602,748
Total	198,814,339	626,880,829

NOTE 19- EMPLOYEE BENEFITS EXPENSES

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Salaries	4,107,582	4,396,876
Total	4,107,582	4,396,876

NOTE 20- FINANCE COSTS

(Amount in ₹)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Interest on Borrowings	22,402,314	15,956,058
Others	103,430	42,918
Total	22,505,744	15,998,976

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2015**

NOTE 21 - OTHER EXPENSES Particulars	(Amount in ₹)	
	As at 31st March, 2015	As at 31st March, 2014
Rent	7,200,000	7,200,000
Professional tax	2,500	2,500
Legal and professional fees	1,540,152	2,644,392
Interest paid to others	3,704,356	612,324
Listing & others fees	128,090	28,090
Insurance	-	179,169
Annual custodian charges	30,000	30,000
AGM expenses	45,764	24,577
Travelling and conveyance	47,135	148,102
Computer repair and maintenance	84,547	126,117
Electricity	313,280	310,019
Advertisement	59,052	97,524
Business promotion	706,450	1,536,011
Share transfer agent fees	44,333	39,627
Membership & subscription	3,550	6,100
Website expenses	21,000	-
Printing & stationery	84,825	209,354
Payment to auditors (Refer to Note 21.1)	400,000	300,000
Sundry balances written off	25,701	-
Service Tax/Vat receivable written off	1,416,071	1,319,937
Commission	450,000	-
Penalty for service tax	40,000	-
Net loss on foreign currency fluctuation	1,839,839	-
Incomre Tax of earlier years	16,800	-
Office expenses	320,865	471,444
Miscellaneous expenses	618,132	497,428
Total	19,142,442	15,782,715

NOTE 21.1- DETAILS OF PAYMENT TO AUDITOR Particulars	(Amount in ₹)	
	As at 31st March, 2015	As at 31st March, 2014
"Payment to the auditor : "		
Audit Fees	400,000	300,000
Reimbursement of service tax	49,440	37,080
Total	449,440	337,080

NOTE 22 - PRIOR PERIOD EXPENSES (net) Particulars	(Amount in ₹)	
	As at 31st March, 2015	As at 31st March, 2014
(a) Prior period expenses		
Interest to others (TDS ,Service tax)	179,208	5,165,793
Publicity	-	200,147
Professional fee	-	15,000
Total (a)	179,208	5,380,940
(b)Prior period income		
Miscellaneous income	-	265,334
Total (b)	-	265,334
Total(a-b)	179,208	5,115,606

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE - 23 BASIC & DILUTED EARNINGS PER SHARE

Particulars	(Amount in ₹)	
	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Net profit after tax for the year	2,901,467	10,471,923
Equity shares outstanding as at the year end	5,000,500	5,000,500
Weighted average number of shares	3,857,125	3,597,850
Nominal value per share ₹	10	10
Earnings per share ₹ (Basic and diluted)	0.75	2.91

Note - 24 SEGMENT REPORTING

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

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

Based on the information available with the company, there are no suppliers who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006" as at 31st March, 2015.

NOTE - 26 EXPENDITURE IN FOREIGN CURRENCY

Particulars	(Amount in ₹)	
	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Expenditure in foreign currency - Film Production Expenses	135,409,723	374,908,069

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

Details of Related Parties :

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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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

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

Note: Related parties have been identified by the Management.

Details of related party transactions for the year ended March 31, 2015:

Nature of the Transactions	KMP	Entities in which KMP / relatives of KMP have significant influence	Total
Short term Borrowings			
- Puja Entertainment (India) Limited		111,179,000 (162,650,000)	111,179,000 (162,650,000)
- Vashu Bhagnani	23,710,000		23,710,000
	-		-
Repayment of short term borrowing			
- Puja Entertainment (India) Limited		168,675,000 (219,067,797)	168,675,000 (219,067,797)
- Vashu Bhagnani	7,800,000		7,800,000
	-		-
Outstanding Balance of Short term borrowings			
- Puja Entertainment (India) Limited		103,532,690 (161,028,690)	103,532,690 (161,028,690)
- Vashu Bhagnani	15,910,000		15,910,000
	-		-
Interest due on Short Term borrowings during the year			
- Puja Entertainment (India) Limited		22,402,314 (15,956,058)	22,402,314 (15,956,058)
Payment of Interest on short-term borrowings			
- Puja Entertainment (India) Limited		24,681,830 (15,534,514)	24,681,830 (15,534,514)
Rent			
-Pooja Leisure & lifestyle		7,200,000 (7,200,000)	7,200,000 (7,200,000)
Remuneration			
-Vashu Bhagnani	1,440,000 (1,440,000)		1,440,000 (1,440,000)
-Puja Bhagnani	960,000 (960,000)		960,000 (960,000)

Note: Figures in bracket relates to the previous year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE - 28

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

NOTE - 29

The management of the company is of the opinion that the decline in the fair value, if any of its investments is temporary in nature and hence, has valued the investment on "cost" basis. No provision has been made for the difference between Cost and fair value of the Investments.

NOTE - 30 EMPLOYEE BENEFITS

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

NOTE - 31

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

NOTE - 32 PREVIOUS YEAR'S FIGURES

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

Signature to the statements of notes to financial statements.

As per our report of even date.
For **Jayantilal Thakkar and Co.**
Chartered Accountants

For and on behalf of the Board of Directors

Viral A. Merchant
Partner

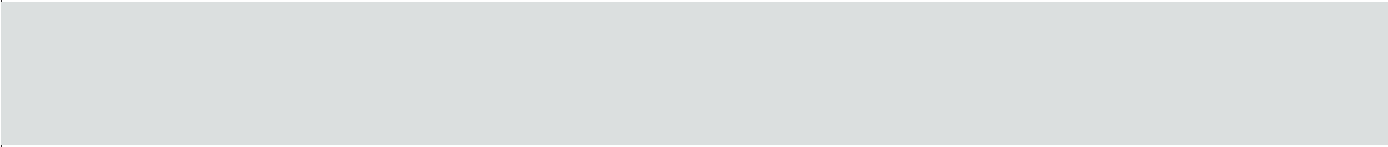
Vashu Bhagnani
Managing Director
DIN : 00043481

Puja Bhagnani
Whole Time Director
DIN : 00044593

Vaishali Rathod
Company Secretary
& Compliance Officer
M.No. A29205

Dinesh Gupta
Chief Financial Officer

Place : Mumbai
Date : 30th May, 2015



NOTES:

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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: poojaentertainment@gmail.com

Website: www.thepoojagroup.com

CIN: L99999MH1986PLC040559

Proxy Form

[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

2. Name:

Address:

E-mail Id:

Signature: _____, or failing him

3. 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 28th Annual General Meeting of the Company, to be held on Tuesday, 29th September, 2015 at 11.30 a.m. at Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai-400 049 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: poojaentertainment@gmail.com

Website: www.thepoojagroup.com

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, 2015 together with the Report of the Directors and Auditors thereon.		
2.	Re-appointment of Mrs. Puja Bhagnanai, who retire by rotation.		
3.	Ratification of Appointed of Auditors.		

Signed this _____ day of _____ 2015.

Signature of shareholder(s): _____

Signature of Proxy holder(s) : _____

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 28th 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.

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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]

Sr. No.	Particular	Details
1.	Name of Shareholder	
2.	Postal address	
3.	DP Client ID/Folio Number	
4.	Number of Share held	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my 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, 2015 together with the Report of the Directors and Auditors thereon.		
2.	Re-appointment of Mrs. Puja Bhagnanai, who retire by rotation.		
3.	Ratification of Appointed of Auditors.		

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

Place:

Date:

Signature of Member

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: poojaentertainment@gmail.com

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CIN: L99999MH1986PLC040559

Instructions for Members for casting vote through Ballot:

1. In terms of clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, this Ballot Form is being provided.
2. A member desiring to exercise vote by Ballot shall complete this Ballot Form with assent (for) or dissent (against) and send it to Mr. Balkrishan Pradhan, C/o Pooja Entertainment and Films Limited, Pooja House, CTS No. 892-893, Opp. J.W. Marriott Hotel, Juhu Tara Road, Juhu, Mumbai - 400 049 so as to reach him on or before the closure of working hours on 28th September, 2015. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
3. In case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
4. Members who have neither voted electronically nor through ballot, will be permitted to deposit the filled in Ballot Forms, physically at the AGM to enable them to exercise their vote.