

27TH ANNUAL REPORT
2015-2016

MOVING PICTURE COMPANY
(INDIA) LIMITED

CORPORATE INFORMATION

Mr. Ramesh Sharma	Director
Mr. Sanjiv Kaushik	Director
Mr. Bhim Sain Goyal	Director
Ms. Anjali Tomar	Director
Mr. Sanjay Dhawan	Director

COMPANY SECRETARY

Ms. Shruti Thakur

AUDITORS

K.L. Datta & Co.
Chartered Accountants
C-121, Greater Kailash-I,
Delhi-110048

REGISTERED OFFICE

405, Skylark Building, 60, Nehru Place,
New Delhi – 110019

BANKERS

Bank of India
Khan Market Branch, New Delhi

REGISTRAR & SHARE TRANSFER AGENT

MCS Limited
F-65, 1st Floor, Okhla Industrial Area
Phase-I, New Delhi-110020

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Mr. Sanjiv Kaushik (Chairman)
Mr. Sanjay Dhawan (Member)
Ms. Anjali Tomar (Member)

NOMINATION AND REMUNERATION COMMITTEE

Mr. Sanjiv Kaushik (Chairman)
Mr. Sanjay Dhawan (Member)
Ms. Anjali Tomar (Member)

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Sanjiv Kaushik (Chairman)
Mr. Sanjay Dhawan (Member)
Ms. Anjali Tomar (Member)

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NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of Moving Picture Company (India) Limited will be held on Tuesday, September 27th 2016 at 2:00 P.M. at 405, Skylark Building 60, Nehru Place, New Delhi-110019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Financial Statements of the Company for the year ended 31st March 2016 and the Reports of the Directors and Auditor thereon.
2. To appoint a Director in place of Mr. Ramesh Sharma (DIN: 00021655), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. K.L. Datta & Co., Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration for the financial year ending 31st March 2016 and to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. K. L. Datta & Co., Chartered Accountants (Firm Registration No. 001127C), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.”

**By order of the Board of Directors
For Moving Picture Company (India) Limited**

**Shruti Thakur
Company Secretary**

Date: 10.08.2016
Place: New Delhi

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS HOLDING IN AGGREGATE, NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.**
2. Members/ Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting along with the Annual Report.
3. Members are requested to notify their email addresses to the company's Share Transfer Agents.
4. The Register of Members and Share Transfer books of the Company shall remain closed from September 21, 2016 to September 27, 2016 (both days inclusive).
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11 a.m. and 1.00 p.m. up to the date of this Annual General Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.

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7. Members are requested to note that all correspondence relating to share transfer should be addressed to the Company's Share Transfer Agents, MCS Ltd., F/65, First Floor, Okhla Industrial Area Phase--I, New Delhi--110020.
8. Members are requested to notify the change in their addresses and bank account details, if any.
9. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
10. Resume of director proposed to be appointed at the ensuing Annual General Meeting is provided separately under the explanatory statement.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members are requested to
 - i. Note that copies of Annual Report will not be distributed at the Annual General Meeting and they will have to bring their copies of Annual Report;
 - ii. Quote the Folio/Client ID & DP ID Nos. in all correspondence;
 - iii. Note that no gifts/coupons/cash in lieu of gifts will be distributed at the Annual General Meeting as per section 118(10) of the Companies Act, 2013 read with secretarial standard for general meeting issued by Institute of Company Secretaries of India.

The Annual Report of the Company is also available on the company's website www.mpcindia.com.

As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21 and 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically

Dear Member,

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Moving Picture Company (India) Limited is offering e-voting facility to its members in respect of businesses to be transacted at the 27th Annual General Meeting scheduled to be held on Tuesday, the 27th Day of September 2016, at 2:00 P.M. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E- voting facilities. The Notice of the 27th AGM and its communication is also available at the company's website at www.mpcindia.com.

The Company has engaged Central Depository Services (India) Limited as the authorized agency to provide e-voting facility.

1. The instructions for shareholders voting electronically are as under:
 - i. The remote e-voting period begins on Saturday, 24th September 2016 at 10:00 A.M. and ends on Monday, 26th September 2016 at 5:00 P.M. During this period shareholder's of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. Log on to the e-voting website: www.evotingindia.com during the voting period.
 - iv. Click on Shareholders tab.
 - v. Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company. Next enter the verification code as displayed and click on login.
 - vi. Next enter the Image Verification code as displayed and Click on Logon
 - vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote on an earlier voting or any company, then your existing password is to be used.

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

For members holding shares in a demat form and physical form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in capital) (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in followed by 8 digits folio no. in the PAN field.In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in Capital Letters. E.g. if your name is Rajesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB*	Enter the Date of Birth as recorded in the Demat account/company records for the said folio in dd/mm/yyyy format.
Dividend Bank Details*	Please enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or dividend bank details in order to login. In case both the details are not recorded with the depository and company please enter the member ID/Folio No. in the dividend bank details field.

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then reach directly to the EVSN Selection Screen. However, members holding shares in demat form will now directly reach the 'Password Creation' menu wherein they are required to be mandatorily enter their login password in the new password field. Kindly note that this new password is to be used by the demat holde1rs for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in Physical form the details can be used only for e-voting on Resolutions contained in this notice.
- xii. Click on the EVSN for Moving Picture (India) Limited on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions Details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. Note for Non-Individual Shareholders and Custodians:**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on and then cast their vote on.

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- 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.
- xx. Pursuant to Section 107 of the Act read with rule 20 of the Companies (Management and administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the meeting and poll will be conducted in lieu of thereof.
- xxi. Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

GENERAL INSTRUCTIONS

- (A) The Voting period begins on Saturday, 24th September 2016 at 10:00 A.M. and ends on Monday 26th September 2016 at 5:00 P.M. During this period shareholder's of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21st September, 2016.
- (C) Mr. Himanshu Sharma, M/s Himanshu Sharma & Associates (Membership No. A-27235), Practicing Company Secretary, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and will make a Scrutinizer Report of the Votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.
- (D) In the event of Poll, Please note that the members who have exercise their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of The Companies Act, 2013 read with relevant rules. In such an event, Votes cast under poll taken together with the voted cast through e-voting shall be counted for the purpose of passing the Resolution(s). No voting by show of hands will be allowed at the meeting.

Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 27th Annual General Meeting of the Company scheduled to be held on 27th September, 2016. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mpcindia.com and on the website of CDSL within three (3) days of passing of the resolution at the AGM of the Company and communicated to all the participating Stock Exchanges(s).

**By order of the Board of Directors
For M/s Moving Picture (India) Company Limited**

**Shruti Thakur
Company Secretary**

Place: New Delhi

Dated: 10/08/2016

Shareholders holding shares in physical form are requested to provide the requisite information as per format given below by post or e-mail to:

MCS Limited

Email: admin@mcsdel.com

MOVING PICTURE COMPANY (INDIA) LIMITED

E-COMMUNICATION REGISTRATION FORM (Pursuant to Circular nos. 17/2011 dated 21.04.11 and. 18/2011 dated 29.04.11 issued by the Ministry of Corporate Affairs)

Folio No./ DP ID & Client ID :
Name of First Registered Shareholder :
Name(s) of Joint Shareholder(s) :
Registered Address :
E-mail address (to be registered) :

I/we, shareholders(s) of Moving Picture Company (India) Limited agree to receive all communication from the Company in electronic mode. Please register the above mentioned e-mail address in your records for sending communication through electronic mode.

Dated:

Signature of First Holder

Notes:

- The format given above is also available at the website of the Company at www.mpcindia.com.
- Shareholders holding shares in dematerialized form are requested to register their e-mail addresses with their Depository Participant, if not done so far.
- Please note that as a member of the Company you are entitled to receive all communications in physical form upon making specific request in this regard.
- Shareholder(s) are requested to keep the Company/Depository Participants informed as and when there is any change in their registered e-mail address.

Details of Director seeking re-appointment /appointment at 27th Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings.

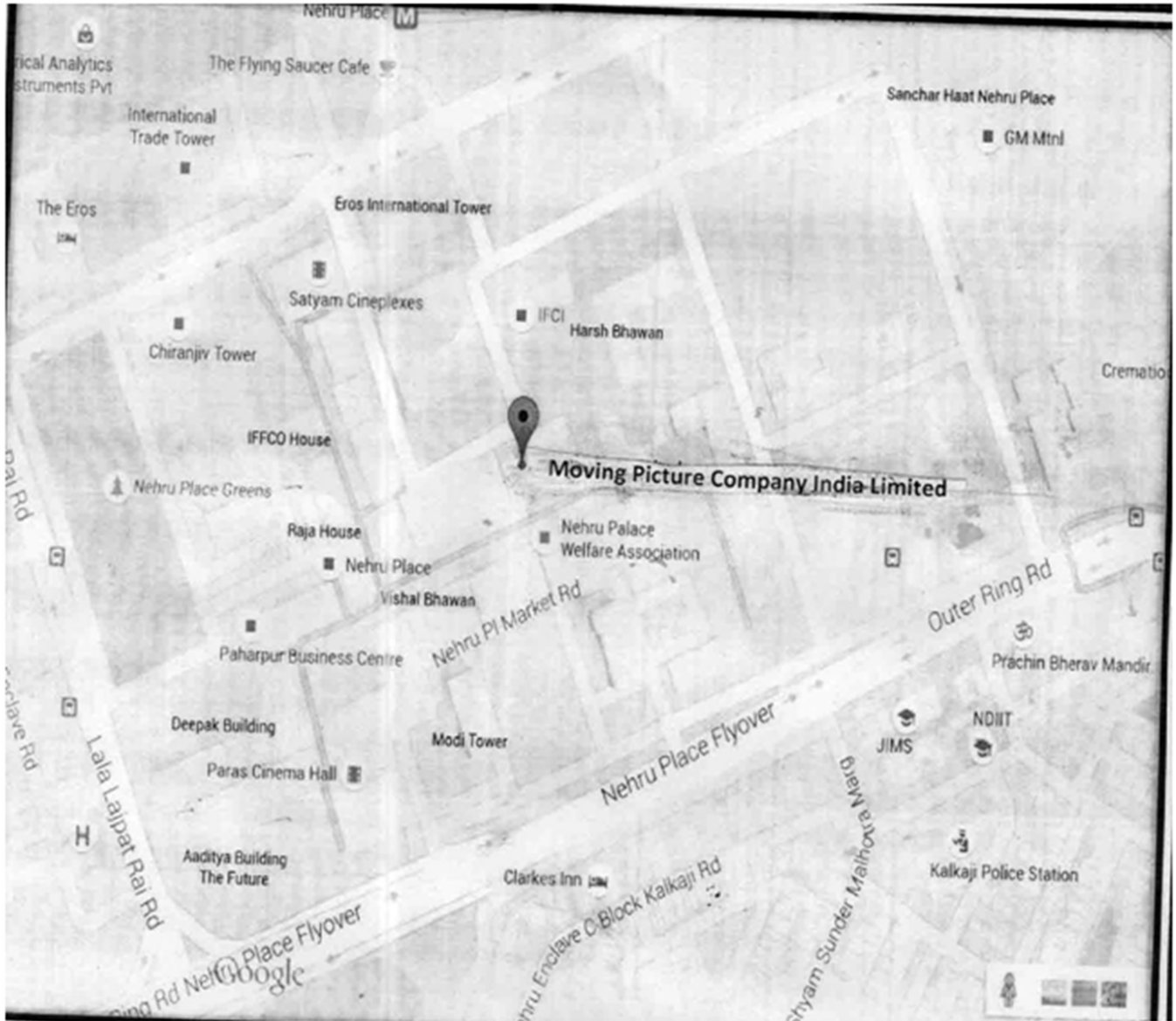
Sr. No.	Name of Director	Brief Profile/Expertise in Specific field of areas	Directorship held in other Companies as on 31.03.2016	Membership/ Chairmanship of Committees of other Companies as on 31.03.2016	Number of shares held in the Company
1.	Mr. Ramesh Sharma	Mr. Ramesh Sharma (DIN: 00021655), 66 years, is a famous Feature Film and Television Producer and Director. He is the member of Key Advisory Body to the Ministry of Information & Broadcasting, Govt. of India.	1	Nil	733490

By order of the Board of Directors
For M/s Moving Picture (India) Company Limited

Shruti Thakur
Company Secretary

Place: New Delhi
Dated: 10/08/2016

MOVING PICTURE COMPANY (INDIA) LIMITED
Venue: 405, Skylark Building 60, Nehru Place, New Delhi-110019



DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 27th Annual Report of the Company along with Audited Accounts for the Financial Year ended 31st March 2016.

1. FINANCIAL RESULTS:

The Company's financial performance is given hereunder:

(Rs.)

Particulars	Financial Year ended 31.03.2016	Financial Year ended 31.03.2015
Sales & other income	0	0
Profit before tax	(9,64,871.92)	(11,32,545.87)
Less Provision of Tax	0	0
Profit after tax	(964871.92)	(11,32,545.87)
Appropriations:		
Equity Dividend		
(i) Interim	0	0
(ii) Final	0	0
Corporate Tax on Dividend		
(i) Interim	0	0
(ii) Final	0	0
Transfer from Debenture Redemption Reserve	0	0
Balance of profit brought forward from previous year	(2,563,20,053.50)	(2,193,07,951.56)
Balance carried to Balance Sheet	(2,572,84,925.42)	(2,563,20,053.50)

2. DIVIDEND:

Due to loss incurred by the Company during the financial year, the Board has not recommended any dividend for the year ended 31st March 2016.

3. RESERVES:

No amount is proposed to be transferred to General Reserves for the financial year 2015-16.

4. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

The Company is engaged in production of T.V Serial Making. During the year, some of the major operations of the Company had been substantially reduced; the performance of the Company is expected to be better in the coming years.

5. CHANGE IN THE NATURE OF BUSINESS:

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

6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

7. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, no material or serious observations has been received from the Internal Auditors of the Company regarding inefficiency or inadequacy of such control.

8. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no Subsidiary/ Joint Ventures/Associate Companies.

9. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT

The Company has no Subsidiary/ Joint Ventures/Associate Companies.

10. DEPOSITS

The Company has not accepted any deposits during the financial year under review.

11. AUDITOR'S AND THEIR REPORT

Your Directors requested that the appointment of M/s K. L. Datta & Co., Chartered Accountants needs to be ratified at their Annual General Meeting and being eligible offers themselves for ratification. The Company has received a certificate from the auditors to the effect that their ratification if made, would be in accordance with the provision of section 141 of the Companies Act 2013.

Comments of the Auditors in their report and the notes forming part of the Accounts, are self explanatory and need no comments. During the year under review, the auditor needs not to be routed as they have not completed the tenure of 3 years.

12. COST AUDITOR'S AND THEIR REPORT

The Concept of Cost Audit is not applicable to the Company.

13. APPOINTMENT OF SECRETARIAL AUDITORS AND THEIR REPORT

The Company has appointed M/s Himanshu Sharma & Associates, Company Secretaries to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit Report and the Secretarial Audit Report (Form No. MR.3) is being attached with the Directors Report which is self explanatory and needs no comments. (Attached as Annexure – I).

14. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

15. 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 as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from M/s Himanshu Sharma & Associates, Company Secretaries of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

16. SHARE CAPITAL

A) Issue of equity shares with differential rights

The Company has not issued equity shares with differential rights.

B) Issue of sweat equity shares

The Company has not issued sweat equity shares.

C) Issue of employee stock options

The Company has not issued employee stock options.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

Since shares of the Company has not purchased by the employees or trustees for their benefits therefore there is no requirement for the provision of money to be made by the Company for the same purpose.

17. EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form No.MGT– 9. (Attached as Annexure – II)

18. DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A) Changes in Directors and Key Managerial Personnel

The Board consists of non-executive directors including independent directors who have wide and varied experience in different disciplines of corporate functioning.

During the year Mr. Lalit Varma resigned from the post of Director w.e.f 14 August 2015 and Mr. Sanjay Dhawan was appointed as Director of the Company.

Mr. Manish Chopra resigned from the post of Company Secretary w.e.f 14th August, 2015 and Ms. Tanu Chandel was appointed the new Company Secretary in his place.

Further Ms. Tanu Chandel, Company Secretary resigned w.e.f 10th February 2016 and Ms. Shruti Thakur was appointed w.e.f 28th March 2016 as Company Secretary in her place.

B) Formal Annual Evaluation

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- Attendance of Board Meetings and Board Committee Meetings
- Quality of contribution to Board deliberations
- Strategic perspectives or inputs regarding future growth of Company and its performance
- Providing perspectives and feedback going beyond information provided by the management
- Commitment to shareholder and other stakeholder interests.

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

19. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors met Five times during the financial year 2015-16 on 30th May 2015, 14th August 2015, 13th November 2015, 15th February 2016 and 28th March 2016 as detailed in the Corporate Governance Report.

20. MANAGERIAL REMUNERATION:

The Company did not have any employee falling under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Since no director of the Company was in receipt of any remuneration or commission therefore the company is not required to make disclosure under the applicable provisions of the Companies Act, 2013.

21. DISCLOSURE REGARDING VARIOUS COMMITTEES:

There are currently three Committee of the Board which is as follows:

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Stakeholders' Relationship Committee

Details of all the Committees along with their composition, charters and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

22. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report forming part of annual report.

23. RISK MANAGEMENT POLICY

In terms of new provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, contemporary practices of good Corporate Governance, Company has developed the policies & procedures to assess the risk associated with the company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with defined policies and procedures adopted by the company.

24. LISTING

The shares of the Company are listed at Ahmadabad, Calcutta and Bombay Stock Exchange Ltd.

25. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Since the Company is not meeting any criteria laid down under Section 135(1) of the Companies Act, 2013, the Company is not required to constitute Corporate Social Responsibility Committee and also not required to contribute any amount towards the Corporate Social Responsibility Activities.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:-

The Company has not given any loan, guarantee or Investment pursuant to Section 186 of the Companies Act, 2013 during the financial year under review.

27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:-

The Company has not entered any contract or made any arrangement with the related parties during the financial year.

28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

29. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace. During the year Company has not received any complaint of harassment.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- (A) Conservation of energy: N.A.
- (B) Technology absorption: N.A.
- (C) Foreign exchange earnings and Outgo: N.A.

31. DIRECTORS' RESPONSIBILITY STATEMENT:

The Board hereby affirms:

- (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;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial control are adequate and were operating effectively; and
- (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.

ACKNOWLEDGEMENTS

The Directors wish to place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your Directors also wish to place on record their appreciation for the valuable co-operation

MOVING PICTURE COMPANY (INDIA) LIMITED

and support received from the Government of India, various state governments, the Banks/ financial institutions and other stakeholders such as, shareholders, customers and suppliers, among others. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to their continued support in future.

**By Order of the Board of Directors
For MOVING PICTURE COMPANY (INDIA) LIMITED**

**Ramesh Sharma
Director
DIN: 00021655**

**Bhim Sain Goyal
Director
DIN: 02139510**

**Place: New Delhi
Date: 10.08.2016**

Annexure –I to the Directors’ Report

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To,

The Members,

Moving Picture Company (India) Limited

405 Skylark Building -60, Nehru Place,

New Delhi-110019

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Moving Picture Company (India) Limited** having its registered office at **405 Skylark Building -60, Nehru Place, New Delhi-110019**. 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 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 period ended on 31st March, 2016 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Moving Picture Company (India) Limited** (“the Company”) for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder:-
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:- **Not Applicable**
- (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) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:- **Not Applicable**
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- **Not Applicable**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- **Not Applicable**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client:
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:- **Not Applicable**
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- **Not Applicable**
- (vi) Other applicable Laws to the Company.

MOVING PICTURE COMPANY (INDIA) LIMITED

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

- (j) Secretarial Standards issued by the Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with the Bombay and Calcutta and Ahmedabad Stock Exchange (s).

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 constituted with Non-Executive Directors and Independent Directors.

The Board of Directors of the Company is duly constituted in terms of the SEBI (LODR) Regulations, 2015. The number of independent directors on the Board is more than 50% of the original strength of the Board. At present there are only 4(Four) Independent Directors on the Board of the Company.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance.

During the period under review the Company has appointed Company Secretary as a Key Managerial Personnel. Apart from this no one is appointed as KMP as per provision of Section 203 of Companies Act 2013 read with Companies (Appointment and remuneration of Managerial personnel) Rule 2014.

Register of Member during the Audit period is maintained by RTA. All Mandatory register has been maintained by Company during Audit period.

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.

I further report that during the audit period, there were no other events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

I Further report that as per the management representation letter, the provision of labour law is not applicable on the company hence this aspect does not cover part of my Audit report.

**For Himanshu Sharma & Associates,
Company Secretaries**

**Himanshu Sharma
ACS No. : 27235
C.P No. : 11553**

Date: 10.08.2016

Place: New Delhi

MOVING PICTURE COMPANY (INDIA) LIMITED

Annexure –II to the Directors’ Report

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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	L74899DL1989PLC036474
2	Registration Date	01-06-1989
3	Name of the Company	MOVING PICTURE COMPANY (INDIA) LIMITED
4	Category/Sub-category of the Company	Company limited by shares
5	Address of the Registered office & contact details	405 Skylark Building 60, Nehru Place, New Delhi-110019; 011-40532002
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MCS Limited F – 65 1st Floor, Okhla Industrial Area Phase– I, New Delhi- 110020; Phone: 41406149, Fax: 41709881, Website: www.mcsregistrars.com

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 and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Film Production, Rendering Services in Media and Entertainment Industry.	5911	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2229435	-	2229435	16.89	2229435	-	2229435	16.89	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	2229435	-	2229435	16.89	2229435	-	2229435	16.89	-
(2) Foreign									
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
© Bodies Corporate	-	-	-	-	-	-	-	-	-

MOVING PICTURE COMPANY (INDIA) LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub - total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2229435	-	2229435	16.89	2229435	-	2229435	16.89	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	294271	-	294271	2.23	294271	-	294271	2.23	-
b) Banks / FI	5000	-	5000	0.03	5000	-	5000	0.03	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	100000	-	100000	0.76	100000	-	100000	0.76	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	399271	-	399271	3.02	399271	-	399271	3.02	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3514078	20000	3534078	26.77	3464548	20000	3484548	26.39	0.38
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) a) Individual shareholders holding nominal share capital up to Rs. 1 lakh (For year 2015)	2746878	57839	2804717	21.24	-	-	-	-	-
i) b) Individual shareholders holding nominal share capital up to Rs. 2 lakh (For year 2016)	-	-	-	-	3442231	57839	3500070	26.51	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh (For year 2015)	3803794	20010	3823804	28.96	-	-	-	-	-
i) b) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh (For year 2016)					3157971	20010	3177981	24.07	

MOVING PICTURE COMPANY (INDIA) LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)	-	375000	375000	2.84	-	375000	375000	2.84	-
1.Trusts & foundations									
2. Non Resident Individuals	35145	-	35145	0.27	35145	-	35145	0.27	-
Sub-total (B)(2):-	10099895	472849	10572744	80.08	10099895	472849	10572744	80.08	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	10499166	472849	10972015	83.11	10499166	472849	10972015	83.11	-
C). Shares held by Custodians for GDRs/ADRs									
Promoter and Promoter Group Public	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	12728601	472849	13201450	100.00	12728601	472849	13201450	100.00	-

(ii) Shareholding of Promoter:-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2015]			Shareholding at the end of the year [As on 31-March-2016]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	SANCHAITA GAJAPATI RAJU	1095543	8.30	-	1095543	8.30	-	-
2	RAMESH SHARMA	733490	5.55	-	733490	5.55	-	-
3	UMA GAJAPATI RAJU	299402	2.27	-	299402	2.27	-	-
4	VINAY JHA	101000	0.77	-	101000	0.77	-	-
	TOTAL	2229435	16.89	-	2229435	16.89	-	-

MOVING PICTURE COMPANY (INDIA) LIMITED

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

There are no changes in the Promoter's shareholding during the Financial Year 2015-16.

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) as on 31st March 2016:

Sr. No.	Shareholding of each of top 10 of shareholder of the company	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	SMIFS CAPITAL MARKETS LTD. At the beginning of the year	881600	6.678		
		There is no change during the financial year 2015-16			
	At the end of the year	881600	6.678	881600	6.678
2	JYOTI PORTFOLIO LIMITED At the beginning of the year	742326	5.623		
		There is no change during the financial year 2015-16			
	At the end of the year	742326	5.623	742326	5.623
3	SUSHMA MITTAL At the beginning of the year	650000	4.924	650000	4.924
		There is no change during the financial year 2015-16			
	At the end of the year	650000	4.924	650000	4.924
4	SHRI PARASRAM HOLDINGS PVT.LTD. At the beginning of the year	477419	3.616		
		There is no change during the financial year 2015-16			
	At the end of the year	477419	3.616	477419	3.616
5	NARINDER KUMAR GOYAL At the beginning of the year	447221	3.388		
		There is no change during the financial year 2015-16			
	At the end of the year	447221	3.388	447221	3.388

MOVING PICTURE COMPANY (INDIA) LIMITED

6	MULTIPLEX CAPITAL LTD At the beginning of the year	440000	3.333		
		There is no change during the financial year 2015-16			
	At the end of the year	440000	3.333	440000	3.333
7	MPCIL - ESOS Trust At the beginning of the year	375000	2.841		
		There is no change during the financial year 2015-16			
	At the end of the year	375000	2.841	375000	2.841
8	ADMINISTRATOR OF THE SPECIFIED UNDERTAKING OF THE UNIT TRUST OF INDIA-ASSET RECONSTRUCTION FUND At the beginning of the year	294271	2.229		
		There is no change during the financial year 2015-16			
	At the end of the year	294271	2.229	294271	2.229
9	DURGESH JINDAL At the beginning of the year	250000	1.894		
		There is no change during the financial year 2015-16			
	At the end of the year	250000	1.894	250000	1.894
10	GLOBE FINCAP LIMITED At the beginning of the year	196200	1.486		
		There is no change during the financial year 2015-16			
	At the end of the year	196200	1.486	196200	1.486

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Director/ KMP	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	Ramesh Sharma At the beginning of the year	733490	5.55		
		-	-		
	At the end of the year	733490	5.55	733490	5.55

MOVING PICTURE COMPANY (INDIA) LIMITED

(vi) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

The Company had no indebtedness with respect to secured or Unsecured Loans or Deposits during the financial year 2015-16.

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

DISCLOSURE AS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULE, 2014 AS AMENDED BY THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016 (As on 31.03.2016)

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

B. Remuneration to other directors: NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil	1,29,876	Nil	1,29,876
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	1,29,876	Nil	1,29,876

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

By Order of the Board of Directors
For MOVING PICTURE COMPANY (INDIA) LIMITED

Ramesh Sharma
Director
DIN: 00021655

Bhim Sain Goyal
Director
DIN: 02139510

Place: New Delhi
Date: 10.08.2016

Annexure –III to the Directors’ Report

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE, DEVELOPMENTS, OPPORTUNITIES

With 180 million television households in 2016, India stood as the third largest television market with US\$ 1157 billion revenue in 2016. It also has one of the largest broadcasting industries in the world with approximately 800 satellite television channels, 245 FM channels and more than 100 operational community radio networks. The total subscriber base for the Indian television industry is expected to increase to 173 million by 2016 from 95 million in 2009.

The market size of the Indian entertainment industry is anticipated to grow at a compound annual growth rate (CAGR) of 14.2 per cent during 2013-18 and reach US\$ 29 billion. The entertainment industry is dominated by the television segment with 45 per cent of the market share, which is expected to reach 50 per cent by 2018.

The Government of India has supported this sector’s growth by taking various initiatives such as digitising the cable distribution sector to attract greater institutional funding, increasing foreign direct investment (FDI) limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

OUTLOOK

The MPC has identified media and entertainment as one of the thrust area, in the industry MPC is known for its quality programming. Its experience in doing daily programmes has meant that Doordarshan as well as satellite channels like ZOOM, SET MAX, SONY, SAHARA, STAR GOLD and MTV have commissioned major projects to MPC.

RISK AND CONCERNS

Business is exposed to external and internal risks. Some risks can be predicted and minimized with careful planning and implementing the measures to mitigate them, while some risks cannot be insured against. Your Company recognizes that these risks need to be managed to protect customers, employees, shareholders and other stakeholders to achieve our business objectives. The possibility of occurrence of the risk event and the magnitude of their consequences on the organization is determined and used to prioritize risk management.

HUMAN RESOURCES

The company is taking various initiatives to increase productivity of its employees and emphasizes on the highest levels of professional ethics, personal decorum, and adherence to deadlines and compliance to standards. To save on costs, the company is appointing non-experienced staff and taking initiatives for internal training and development of skills. This will help in enhancing their emotional and intellectual engagement with the company. It also promotes team building and encourages new ideas and innovations.

INTERNAL CONTROL SYSTEM AND ADEQUACIES

Your company has an adequate Internal Control System and the Board of Directors of the company appointed M/s Nayak Saluja & Associates, Chartered Accountants as an Internal Auditors of the Company for the financial year 2015-2016. The Internal Auditors independently evaluate adequacy of internal controls and audit the transactions undertaken by the Company. The Audit Committee of the Board of Directors which comprises of majority of Independent Directors, inter alia, reviews the adequacy and effectiveness of internal Control and monitors implementation of Internal Audit observations.

FORWARD LOOKING STATEMENT

Statements in this report on Management Discussion and Analysis, describing the company’s objectives, projections, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Domestic consumption, price trends, change in government regulations and tax structure can make a difference in company’s performance in future.

The company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

Annexure –IV to the Directors' Report

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance assumes a great deal of importance in the future business strategies of the Company. The Company is taking all initiatives to implement policies at all levels to spur growth.

2. BOARD OF DIRECTORS

Composition of Board

The Board of Directors has an optimum combination of Executive and Independent Directors. The composition of the Board of Directors as on 31st March 2016 is as follows:

A. Promoter Directors

Name	Date of Appointment	Designation	Number of memberships in Boards of other Companies as on 31st March 2016
Mr. Ramesh Sharma	June 01, 1989	Chairman & Managing Director	-

B. Independent Non Executive Directors

Name	Date of Appointment	Designation	Number of memberships in Boards of other Companies as on 31st March 2016
Mr. Sanjiv Kaushik	June 28, 2005	Non Executive Independent Director	-
Mr. Sanjay Dhawan	August 14, 2015	Non Executive Independent Director	2
Ms. Anjali Tomar	January 31, 2013	Non Executive Independent Director	-
Mr. B. S. Goyal	May, 9, 2012	Director	2

(1) Exclusive of the Directorship in Private Limited, Foreign Companies, , Non-Corporate Institutions, foreign Companies and Section 8 Companies.

None of the non-executive directors of the Company have any pecuniary relationship or transactions with the Company.

D. Details of Board Meetings held during 2015-2016

Date	Board Strength	No. of directors present
30 th May 2015	5	5
14 th August 2015	5	5
13 th November 2015	5	5
15 th February 2016	5	5
28 th March	5	5

Name of Director	No. of Board Meetings Attended	Whether Attended Last A.G.M.
Mr. Ramesh Sharma	5	Yes
Mr. Sanjiv Kaushik	5	Yes
Mr. Lalit Varma	5	No
Mr. Bhim Sain Goyal	5	Yes
Mr. Sanjay Dhawan	4	Yes
Ms. Anjali Tomar	5	Yes

MOVING PICTURE COMPANY (INDIA) LIMITED

The Board periodically reviews Compliance reports of all laws applicable to the company and has put in place procedure to review steps taken by the company to rectify the instances of non compliances. if any.

3. AUDIT COMMITTEE

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement. The primary objective of the Committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, by Internal Auditors and Statutory Auditors and notes the processes and safeguards employed by each of them. Some of the important functions performed by the Committee are:

1. 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.
2. Recommendation of appointment, remuneration and terms of appointment of the auditors and the fixation of audit fees.
3. Approval of payment to Statutory Auditors for any other services rendered by them.
4. 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 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.
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
6. Scrutiny of Inter-Corporate loans and Investments.

The composition of the Audit Committee is as under:

Chairman:	Mr. Sanjiv Kaushik	Status: Non-Executive Independent Director
Members:	Mr. Sanjay Dhawan	Status: Non-Executive Independent Director
	Ms. Anjali Tomar	Status: Non-Executive Independent Director

Detail of Audit Committee Meetings held during the year 2015-2016: -

Date	Committee Strength	No. of members present
30 th May 2015	3	3
14 th August 2015	3	3
13 th November 2015	3	3
15 th February 2016	3	3
28 th March	3	3

4. REMUNERATION COMMITTEE/ NOMINATION AND REMUNERATION COMMITTEE

- The Board of the Company has decided that the committee will also be known with the name Nomination and Remuneration Committee as required under section 178 of the Companies Act, 2013. The Committee recommends remunerations, promotions, increments and considers the appointment of Executives Directors as and when required.

The composition of the Audit Committee as at March 31, 2014 and details of the Members participation at the Meetings of the Committee are as under:

MOVING PICTURE COMPANY (INDIA) LIMITED

Chairman Mr. Sanjiv Kaushik Status: Non-Executive Independent Director

Members: Ms Anjali Tomar Status: Non-Executive Independent Director

Mr. Sanjay Dhawan Status: Non-Executive Independent Director

5. REMUNERATION OF DIRECTORS

A. The Company is not paying any remuneration to its non-executive directors.

B. The detail of actual payment made to the Executive Directors of the Company during the financial year 2015-2016 is as under:

	Ramesh Sharma (Rs.)
Salary	Nil
Other payments	Nil

4. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board has decided that Shareholders'/ Investors' Grievance Committee of the Company will also be known as Stakeholder Relationship Committee as required under the Companies Act, 2013. The Board had delegated the power to consider and resolve grievance of security holders of the company to Shareholders'/ Investors' Grievance Committee /Stakeholders Relationship committee.

The composition of the Audit Committee as at March 31, 2016 and details of the Members participation at the Meetings of the Committee are as under:

Chairman: Mr. Sanjiv Kaushik Status: Non-Executive Independent Director

Members: Ms. Anjali Tomar Status: Non-Executive Independent Director

Members: Mr. Ramesh Sharma Status: Managing Director

Details of Complaints Received and Resolved:

Particular	No. of Complaints
Complaints pending as on 1st April, 2015	Nil
Complaints received during the period 1st April 2015 to 31st March 2016	Nil
Complaints disposed off during the period 1st April 2015 to 31st March 2016	Nil
Complaints outstanding as on 31st March 2016	Nil

5. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on March 15, 2016, inter alia, to discuss:

- 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.
- All the Independent Directors were present at the Meeting.

6. GENERAL BODY MEETINGS

Location and time for the last three Annual General Meetings of the Company:-

Meeting	Dated on which held	Time	Venue	No. of Special Resolution Passed
26th A.G.M	30 th September 2015	11:00 A.M.	405, Skylark Building, 60, Nehru Place, New Delhi – 110019	Nil
25th A.G.M	29 th September 2014	05:30 P.M	100/28, Rajapur, Sector-9, Rohini, New Delhi – 110085	Nil
24th A.G.M	27 th September 2013	04:30 P.M	405, Skylark Building, 60, Nehru Place, New Delhi - 110019	Nil

MOVING PICTURE COMPANY (INDIA) LIMITED

7. DISCLOSURES

Related Party Transaction

There was no materially significant related party transactions i.e. Transactions of the Company of material nature with its promoters, its directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.

Disclosure of Accounting Treatment

During the year, there has been no change in the accounting treatment of Accounting Standard applicable to the Company.

Risk Management

In terms of new provision of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 & contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

Report on Corporate Governance

The quarterly compliance report has been submitted to the stock exchanges where the companies' equity shares are listed in the requisite format and duly signed by the compliance officer.

8. MEANS OF COMMUNICATION

The quarterly, half yearly results as well as yearly financial results of the company are published in national daily newspapers as per statutory requirement. Notice of Board Meetings is also published in leading newspapers (usually Business Standard).

9. (1) DISTRIBUTION OF SHARE HOLDING AS ON MARCH 31, 2016: -

No. of Shares	Shareholders		No. of Shares	
	Number	%	Number	%
1-500	1537	55.4273	311564	2.3601
501-1000	439	15.8312	404806	3.0664
1001-2000	295	10.6383	523384	3.9646
2001-3000	120	4.3274	308587	2.3375
3001-4000	61	2.1998	222933	1.6887
4001-5000	91	3.2816	442269	3.3502
5001-10000	116	4.1832	916520	6.9426
10001-50000	88	3.1735	1820954	13.7934
50001-100000	8	0.2885	576513	4.3670
100001 & above	18	0.6491	7673950	58.1296
TOTAL	2773	100.0000	13201450	100.0000

(2) DETAIL OF SHARE HOLDING PATTERN AS ON MARCH 31, 2016: -

Sr. No.	Category	No. of Shares	% of Holding
1	Promoter	2229435	16.89
2	Financial Institutions /Bank /Insurance	399271	3.0245
3	Corporate Bodies	3534078	26.77
4	Individuals	6628521	50.21
5	MPCIL-ESOS Trust	375000	2.841
6	NRIs	35145	0.266
	Total	13201450	100.00

10. RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by the Securities and Exchange Board of India, a qualified practicing Company Secretary carried

MOVING PICTURE COMPANY (INDIA) LIMITED

out the Secretarial Audit to reconcile the total admitted capital with 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 confirms that the total issued and listed capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with CDSL) and total of number shares in physical form.

11. CEO/CFO CERTIFICATION

As required under SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Certificate duly signed by Mr. Ramesh Sharma, Chairman cum Managing Director was placed before the Board of Directors at its meeting held on August 10, 2016.

10. COMPLIANCE OF CODE OF CONDUCT

Your Company has laid down a Code of Conduct for all the Board Members and Senior Management personnel of the Company. All Board Members and the Senior Management personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2016. The declaration to this effect duly signed by Mr. Ramesh Sharma, Chairman cum Managing Director is given hereunder:

DECLARATION UNDER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION 2015 FOR COMPLIANCE WITH THE CODE OF CONDUCT

As per the requirement of SEBI (Listing Obligation And Disclosure Requirement) Regulation 2015, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management.

I, Ramesh Sharma, Chairman cum Non Executive Director of the Company confirm the compliance of this Code of Conduct by myself and other members of the Board of Directors and Senior Management personnel as affirmed by them individually.

For **Moving Picture Company (India) Ltd.**

RAMESH SHARMA

(DIN: 00021655)

Chairman cum Managing Director

Place: New Delhi

Date: 10.08. 2016

11. GENERAL SHAREHOLDER INFORMATION

- Compliance Officer: Ms Shruti Thakur, Company Secretary
- The Annual General Meeting - 2016 of the Company is being held on Tuesday, September 27, 2016 at 2:00 P.M. at 405, Skylark Building, 60, Nehru Place, New Delhi – 110019.
- The Financial year of the Company is from April 1st of a year to March 31st of the next year.
- The register of members and the transfer books of the Company shall remain closed from 21th September 2016 to 27th September 2016 (both days inclusive).
- The shares of the Company are listed on Bombay, Calcutta and Ahmedabad Stock Exchanges. Annual Listing Fee for 2015-16 has been paid by the Company to these Stock Exchanges.
- Annual custodian fee for the year 2015-2016 has been paid to NSDL and CDSL.
- The Shares of the company are being traded on the Stock Exchange Mumbai under the permitted securities category (B group).
- Stock code of the securities at BSE is 590011.
- Stock code of the securities at the Delhi Stock Exchange is 13333.
- Market Price Data:
- The high/low market price of the Company's shares in each month during the last financial period under review 2015-16 was:

MOVING PICTURE COMPANY (INDIA) LIMITED

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume (No. of Shares)
April	1.87	1.27	18,238
May	2.25	1.80	1,410
June	3.00	2.35	2,539
July	3.23	2.66	2,132
August	2.53	1.47	14,988
September	1.49	1.43	2,856
October	1.91	1.40	24,373
November	1.73	1.43	1,711
December	1.54	1.28	50,493
January	1.61	1.23	18,464
February	1.41	1.41	200
March	1.34	0.90	22,613

- Name and Address of the Registrar and Transfer agents:
MCS Ltd.
F – 65 1st Floor,
Okhla Industrial Area, Phase – I,
New Delhi – 110020
- Share Transfer System: Shareholders should contact the Registrar and transfer agents directly at the address given above.
- 96.42 % Shares of the Company are in dematerialized form and the balance shares are held in physical form.
- International Securities Identification Numbers (ISIN): INE691B01016
Fully paid shares: 1,32,01,450
- Till date, Company has not issued any debt instruments.
- No. of Shareholder complaints/grievances received during the year: Nil
- No. of shareholder complaints/ grievances pending during the year: Nil
- Number not solved to the satisfaction of shareholders: Nil
- Number of pending share transfers: Nil
- Address for correspondence with the Company is as under:

Registered Office:

Moving Picture Company (India) Limited
405, Skylark Building, 60,
Nehru Place, New Delhi-110019
Ph: 91-11-41096129
E-mail:- mailtompc2014@gmail.com
Website:- www.mpcindia.com

**By Order of the Board of Directors
For MOVING PICTURE COMPANY (INDIA) LIMITED**

Ramesh Sharma
Director
DIN: 00021655

Bhim Sain Goyal
Director
DIN: 02139510

Place: New Delhi
Date: 10.08.2016

Annexure –V to the Directors' Report

CERTIFICATE OF CORPORATE GOVERNANCE

To,

The Members of

Moving Picture Company (India) Limited

We have examined the compliance of conditions of Corporate Governance by Moving Picture Company (India) Limited for the year ended on March 31, 2016 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to Stakeholders Relationship Committee.

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 Himanshu Sharma & Associates

Sd/-

(Himanshu Sharma)

Company Secretary

M.No: 27235

CP No: 11553

Place: New Delhi

Date: 10.08.2016

CEO/CFO Certification

To,

The Board of Directors

Moving Picture Company (India) Limited

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief, certify that:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2015-2016 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit committee that:
 - There are no significant changes in internal control over financial reporting during the year;
 - There are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - There are no instances of significant fraud of which they 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.

**By Order of the Board of Directors
For MOVING PICTURE COMPANY (INDIA) LIMITED**

**Ramesh Sharma
Director
DIN: 00021655**

**Bhim Sain Goyal
Director
DIN: 02139510**

**Place: New Delhi
Date: 10.08.2016**

Independent Auditor's Report

To the Members of

M/s Moving Picture Company (India) Limited.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of M/s Moving Picture Company (India) Limited. ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31st, 2016;
- b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1. As required by the Companies (Auditor's Report) Order, 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

MOVING PICTURE COMPANY (INDIA) LIMITED

Specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss, Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014; and
 - e. On the basis of written representations received from the directors as on 31 March 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016, from being appointed as a director in terms of section 164(2) of the Act.
 - f. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company did not have any pending litigations.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For : K L Datta and Company
Chartered Accountants
FRN: 001127C

(V.K. Datta)
(Partner)

Membership No. : 070466

Place: New Delhi
Date: 30.05.2016

The Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of the Our Report of even date to the members of M/s Moving Picuture Company (India) Limited, on the accounts of the company for the year ended 31st March, 2016.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. As explained to us, the company is not in the business of trading, manufacturing, mining or processing and as such, it does not hold inventory and hence did not require physical verification, as such para3(ii) of the order is not applicable to the Company.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a) and iii(b) of the order are not applicable to the Company.

MOVING PICTURE COMPANY (INDIA) LIMITED

4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. Based on the audit procedures applied by us and according to the information and explanations provided by the management, directives issued by Reserve Bank of India and the provision of section 73 to 76 or any other relevant provisions of Companies Act is not applicable to the deposits accepted by the company.
6. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under sub-section (1) of section 148 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
7. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2016 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
(c) According to the information and explanations given to us, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provision of the Companies Act 2013.
8. The company has an accumulated loss of Rs. 257218236.01/- until the end of the year under review.
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
10. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
11. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
12. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For : K L Datta and Company
Chartered Accountants
FRN: 001127C

(V.K. Datta)
(Partner)

Membership No. : 070466

Place: New Delhi
Date: 30.05.2016

Balance Sheet As At 31st March, 2016

	Particulars	Note	As At March 31, 2016		As At March 31, 2015	
I	EQUITY AND LIABILITIES					
1	SHAREHOLDERS' FUNDS					
	(a) Share capital	1	132,014,500.00		132,014,500.00	
	(b) Reserves and surplus	2	(106,504,366.52)		(105,539,494.60)	
				25,510,133.48		26,475,005.40
2	NON-CURRENT LIABILITIES					
	(a) Long-term borrowings	3	332,986.00		5,000.00	
	(b) Long-term provisions	4	229,022.00	562,008.00	229,022.00	234,022.00
3	CURRENT LIABILITIES					
	(a) Trade payables	5	2,373,007.00		2,373,007.00	
	(b) Other current liabilities	6	458,933.00	2,831,940.00	396,357.00	2,769,364.00
	TOTAL			28,904,081.48		29,478,391.40
II	ASSETS					
1	NON CURRENT ASSETS					
	(a) Fixed assets					
	(i) Tangible assets	7	603,836.40		991,846.91	
				603,836.40		991,846.91
	(b) Long-term loans and advances	8	15,411,396.18		15,411,396.18	
				15,411,396.18		15,411,396.18
	(c) Investments	9	1.00	1.00	1.00	1.00
			-	-	-	-
2	CURRENT ASSETS					
	(a) Trade receivables	10	12,748,525.00		12,903,525.00	
	(b) Cash and Cash Equivalents	11	140,322.90		171,622.31	
	(c) Short-term loans and advances	12	-		-	
	(d) Other current assets	13	-	12,888,847.90	-	13,075,147.31
	TOTAL			28,904,081.48		29,478,391.40

Notes 1 to 20 form part of the consolidated financial statements.

In terms of our report attached

For : K.L. Datta & Co.

Chartered Accountants

Firm Registration No. 001127C

For and behalf of the Board of Directors

(V.K.Datta)

Partner

M. No.- 070466

Place:- New Delhi

Date:- 30.05.2016

B.S. Goyal

Director

DIN: 02139510

Ramesh Sharma

Director

DIN: 00021655

Shruti Thakur

Company Secretary

Statement of Profit and Loss for the year ended 31st March 2016

(Rs. in Lac)

	Particulars	Note	Year ended March 31, 2016	Year ended March 31, 2015
I	Revenue from operations	14	-	-
II	Other income	15	0.00	-
III	Total revenue (I + II)		0.00	-
IV	Expenses			
	Employee benefit expenses	16	129,876.00	120,786.00
	Finance costs	17	1,736.41	482.50
	Other Expenses	18	445,249.00	243,855.80
	Depreciation and amortization expense	8	388,010.51	767,421.57
	Total expenses		964,871.92	1,132,545.87
V	Profit before exceptional and extraordinary items and tax (III-IV)		(964,871.92)	(1,132,545.87)
VI	Add / (Less) : Exceptional items		-	-
VII	Profit before extraordinary items and tax (V-VI)		(964,871.92)	(1,132,545.87)
VIII	Add / (Less) : Extraordinary items		0.00	-
IX	Add / (Less) : Prior Period Items		0.00	-
X	Profit before taxation (VII-VIII)		(964,871.92)	(1,132,545.87)
XI	Tax expense:			
	(1) Current tax		-	-
	(2) Tax relating to earlier period		-	-
	(3) Deferred tax		-	-
	Total tax expenses (X)		-	-
XIII	Profit for the period (X-XI)		(964,871.92)	(1,132,545.87)
XIV	Earnings per equity share (Face value per share Rupee 10/-):	19		
	(1) Basic		(0.07)	(0.09)
	(2) Diluted		(0.07)	(0.09)

Notes 1 to 20 form part of the consolidated financial statements.

In terms of our report attached

For : K.L. Datta & Co.

Chartered Accountants

Firm Registration No. 001127C

For and behalf of the Board of Directors

(V.K.Datta)**Partner****M. No.- 070466****B.S. Goyal****Director**

DIN: 02139510

Ramesh Sharma**Director**

DIN: 00021655

Shruti Thakur**Company Secretary**

Place:- New Delhi

Date:- 30.05.2016

Cash Flow Statement for the year ended March 31, 2016

(Rs. in Lac)

Sr. No	Description	For the year ended	For the year ended
		31st March'2016	31st March'2015
		Rs.	Rs.
A	Cash flow from Operating Activities		
	Net Profit /(Loss) before Tax	(964,871.92)	(1,132,545.87)
	Add:		
	Depreciation	388,010.51	767,421.57
	Loss on sale of Fixed Assets	-	15,436.80
	Interest Paid		
	Bad debt Written off		
	Interest income		
	Amount written Off		
	Operating Profit before Working Capital Changes	(576,861.41)	(349,687.50)
	Adjustments For :-		
	Increase/ (decrease) in Current Liabilities	390,562.00	58,599.00
	(Increase) / decrease in Current Assets	155,000.00	221,000.00
	Taxes Paid		
	Net Cash Inflow / Outflow from Operating activities (a)	(31,299.41)	- 70,088.50
B	Cash flow from Investing Activities		
	Purchase of Fixed Assets	0.00	-
	Sale of Fixed Assets	0.00	120,000.00
	Interest income	0.00	-
	Net Cash Inflow / Outflow from Investing activities (b)	0.00	120,000.00
C	Cash Flow from Financing Activities		
	Proceeds/Repayment of Loan		
	Proceeds/ Repayment From Vehicle Loans (Net)		
	Interest paid		
	Net Cash Inflow / Outflow from Financing activities (c)	-	-
	Net increase/Decrease in Cash & Cash Equivalent (a + b + c)	(31,299.41)	49,911.50
	Opening Cash & Cash Equivalents	171,622.31	121,710.81
	Closing Cash & Cash Equivalents	140,322.90	171,622.31

Note: (1) Figures in Bracket denote outflow

(2) The above Cash Flow Statement has been prepared under the " Indirect Method" set out in Accounting Standard (AS-3) " Cash Flow Statements"

As per our Report attached of even date
in terms of our report attached**For : K.L. Datta & Co.**

Chartered Accountants

Firm Registration No. 001127C

For and behalf of the Board of Directors

(V.K.Datta)**Partner****M. No.- 070466****B.S. Goyal****Director**

DIN: 02139510

Ramesh Sharma**Director**

DIN: 00021655

Shruti Thakur**Company Secretary**

Place:- New Delhi

Date:- 30.05.2016

MOVING PICTURE COMPANY (INDIA) LIMITED

Notes to the Financial Statements for the year ended 31st March 2016

Note 1: Share capital

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number	Amount	Number	Amount
Authorised Capital				
Equity Shares of Rupees 10/- each	20,000,000	200,000,000	20,000,000	200,000,000
Issued Capital				
Equity Shares of Rupees 10/- each	13,201,450	132,014,500	13,201,450	132,014,500
Subscribed and Paid up Capital				
Equity Shares of Rupees 10/- each fully paid (refer foot note no. i, ii and iii)	13,201,450	132,014,500	13,201,450	132,014,500
Total	13,201,450	132,014,500	13,201,450	132,014,500

Foot Notes:

i. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

Particulars	As at March 31, 2016		As at March 31, 2015	
	Equity Shares		Equity Shares	
	No. of Shares	Rs.	No. of Shares	Rs.
Shares outstanding at the beginning of the year	13,201,450	132,014,500	13,201,450	132,014,500
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	13,201,450	132,014,500	13,201,450	132,014,500

ii. Term/rights attached to equity shares

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.

iii. Details of Shareholders holding more than 5% shares in the Company

Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
	No. of Shares held	% of total holding	No. of Shares held	% of total holding
Sanchaita Gajapati Raju	1,095,543	8.30%	1,095,543	8.30%
Ramesh Sharma	733,490	5.56%	733,490	5.56%
Smifs Capital Markets Limited	881,600	6.68%	881,600	6.68%
Total	2,710,633	20.53	2,710,633	20.53

MOVING PICTURE COMPANY (INDIA) LIMITED

Note 2 : Reserves and surplus

Particulars	As at March 31, 2016		As at March 31, 2015	
(a) Securities Premium Account				
Opening balance	103,985,083.00		103,985,083.00	
(+) Securities premium credited on Share issue	-		-	
Closing balance		103,985,083.00		103,985,083.00
(b) Capital Reserve Account				
Opening balance	46,672,725.90		46,672,725.90	
(+) Securities premium credited on Share issue	-		-	
Closing balance		46,672,725.90		46,672,725.90
(c) Surplus / (Deficit) in the Statement of Profit and Loss				
Opening balance	(256,320,053.50)		(219,307,951.56)	
(-) Writing off vehicle	-		202,632.48	
(-) Writing off media library	-		35,676,923.59	
(+) Profit / (Loss) for the current year	(964,871.92)		(1,132,545.87)	
Closing balance		(257,284,925.42)		(256,320,053.50)
(d) Share Forfeiture Account		122,750.00		122,750.00
Total		(106,504,366.52)		(105,539,494.60)

Note 3 : Long-term borrowings

Particulars	As at March 31, 2016		As at March 31, 2015	
(a) Deposits				
Inter Corporate Deposits from non-related parties	-		-	
Inter Corporate Deposits from related parties (Refer Footnote i)	<u>332,986.00</u>	332,986.00	<u>5,000.00</u>	5,000.00
Total		332,986.00		5,000.00

Foot Note:

i) The Deposits represents Intercompany Deposit received from following related parties:

Inter Corporate Deposits	(As at 31.03.2016)	(As at 31.03.2015)
Name of the party		
Ace Securities Private Limited	150,000.00	-
Sachdev Securities Limited	86,000.00	-
TAVM India Private Limited	91,986.00	-
Laughing Buddha Media Pvt. Limited	5,000.00	5,000.00
	332,986.00	5,000.00

MOVING PICTURE COMPANY (INDIA) LIMITED

Note 4: Long-term provisions

Particulars	As at March 31, 2016		As at March 31, 2015	
Provision for employees Benefits				
Provision for Leave Encashment	111,768.00		111,768.00	
Provision for Bonus	<u>117,254.00</u>		<u>117,254.00</u>	
		229,022.00		229,022.00
Total		229,022.00		229,022.00

Note 5 : Trade Payables

Particulars	As at March 31, 2016		As at March 31, 2015	
Trade Payables				
To related parties	-		-	
To others	2,373,007.00	2,373,007.00	2,373,007.00	2,373,007.00
(Refer foot note)				
Total		2,373,007.00		2,373,007.00

Footnote:

According to the records available with the Company, there were no dues to Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the end of the year with the interest paid / payable as required under the said Act have not been given.

Note 6: Other current liabilities

Particulars	As at March 31, 2016	As at March 31, 2015
(a) Expenses Payable	167,001.00	142,505.00
(b) Movico Technologies (P) Ltd.	212,713.00	212,713.00
D.B.S. Prakashan Pvt. Ltd.	79,219.00	41,139.00
Total	458,933.00	396,357.00

Note 8: Long-term loans and advances

Particulars	As at March 31, 2016		As at March 31, 2015	
(a) Security Deposits				
Unsecured, considered good	<u>50,000.00</u>		<u>50,000.00</u>	
		50,000.00		50,000.00
(b) Loans and advances				
Unsecured, considered good	<u>15,000,000.00</u>	15,000,000.00	<u>15,000,000.00</u>	15,000,000.00
(c) Balance with Revenue Authorities				
-Service Tax Receivable	213,465.00		213,465.00	
-TDS /Advance Tax	66,014.18		66,014.18	
		279,479.18		279,479.18
(d) Prepaid Expenses	<u>81,917.00</u>		<u>81,917.00</u>	
		81,917.00		81,917.00
Grand Total		15,411,396.18		15,411,396.18

Note 7: Fixed Assets

Particulars	Gross Block			Depreciation				Net Block		
	Opening Balance as on 01.04.2015	Additions during the year	Writing off/ Deductions during the year	Total as on 31.03.2016	Upto 31.03.2015	During the year	On Disposals/ adjustment	Total upto 31.03.2016	As on 31.03.2016	As on 01.04.2015
<u>Tangible Assets</u>										
Vehicles	5,041,415.52	-	-	5,041,415.52	4,049,568.61	388,010.51	-	4,437,579.12	603,836.40	991,846.91
Total	5,041,415.52	-	-	5,041,415.52	4,049,568.61	388,010.51	0.00	4,437,579.12	603,836.40	991,846.91
Preivous year	86,271,979	-	-	86,271,979	37,243,212.47	5,627,252.59	0.00	42,870,465.00	43,401,513.94	49,028,765.53

MOVING PICTURE COMPANY (INDIA) LIMITED

Note 9: Investments

Particulars	As at March 31, 2016		As at March 31, 2015	
Unquoted Investment				
4900000 (previous Year :- 9,80,000) Equity Share of Rs.10/- each in Subsidiary Company TVAM (India) pvt. Ltd.	4,900,000.00		4,900,000.00	
Less:- Provision for Diminution				
Less:- Investment Written Off	<u>4,899,999.00</u>	1.00	<u>4,899,999.00</u>	1.00
Total		1.00		1.00

Note 10: Trade receivables

Particulars	As at March 31, 2016		As at March 31, 2015	
(a) Trade receivables outstanding for a period less than six months from the date they are due for payment				
Unsecured, considered good	-	-	-	-
(b) Trade receivables outstanding for a period exceeding six months from the date they are due for payment	<u>12,748,525.00</u>	-	<u>12,903,525.00</u>	-
Less:- Provision For Doubtful debts	-		-	
	<u>12,748,525.00</u>	12,748,525.00	<u>12,903,525.00</u>	12,903,525.00
Total		12,748,525.00		12,903,525.00

Note 11: Cash and Cash Equivalents

Particulars	As at March 31, 2016		As at March 31, 2015	
Balances with Bank				
- Bank of India	8,544.29		8,447.70	
-Fixed Deposit (pledged with Bank as Margin Money)	-		-	
- Nainital Bank Ltd	115,407.50		37,803.50	
Cash on hand	16,371.11		125,371.11	
Fixed Deposits placed for a period less than 3 months		140,322.90		171,622.31
** if more than 12 months than other current assets	-	-	-	-
Total		140,322.90		171,622.31

Note 12: Short-term loans and advances

Particulars	As at March 31, 2016		As at March 31, 2015	
Balance with Revenue Authorities				
-Service Tax Receivable	-		-	
-TDS /Advance Tax	-		-	
Total		-		-

MOVING PICTURE COMPANY (INDIA) LIMITED

Note 13 : Other current assets

Particulars	As at March 31, 2016		As at March 31, 2015	
(a) Prepaid Expenses ** under short term loan and advances	-	-	-	-
Total		-		-

Note 14: Revenue from operations

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
Income from Programme	-	-	-	-
		-		-

Note 15: Other income

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
Interest on Income Tax Refund	-	-	-	-
Profit on Sale of Shares	-	-	-	-
Amount Written Back	-	-	-	-
Other Income	-	-	-	-
		-		-

Note 16: Employee benefit expenses

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
(a) Salaries and wages	129,876.00		120,786.00	
(b) Staff welfare expenses	-	129,876.00	-	120,786.00
		129,876.00		120,786.00

Note 17: Finance costs

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
(a) Interest expenses Interest Charges	-	-	-	-
(b) Finance Charges Bank Charges	1,736.41	482.50		
		1,736.41		482.50
		1,736.41		482.50

Note 18: Other Expenses

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
Auditors Remuneration	21,000.00		21,000.00	
Advertisement Expenses	-		60,588.00	
Courier Charges	1,344.00		-	
ROC filing Fees	15,000.00		-	
A.G.M. Expenses	48,483.00		6,599.00	

MOVING PICTURE COMPANY (INDIA) LIMITED

Listing Fees	28,500.00		-	
Legal & Professional charges	193,995.00		79,445.00	
Misc. Expenses	500.00		9,214.00	
Motor Vehicle Insurance	38,623.00		23,223.00	
Printing & Stationery Expenses	54,240.00		28,350.00	
Custodian Fees	34,350.00		-	
Website maintenance Expenses	9,214.00		-	
Loss on sale of furniture	-		15,436.80	
		445,249.00		243,855.80
		445,249.00		243,855.80

Note 19: Earnings per equity share

Particulars	Unit	Year ended March 31, 2016	Year ended March 31, 2015
Profit available for Equity Shareholders	Rupees	(964,871.92)	(1,132,545.87)
Weighted number of Equity Shares outstanding	Numbers	13,201,450.00	13,213,725
Nominal Value of each equity share	Rupees	10.00	10.00
Basic Earnings per share	Rupees	(0.07)	(0.09)
Equity shares used to compute diluted earnings per share	Numbers	13,201,450.00	13,213,725
Diluted Earnings per share	Rupees	(0.07)	(0.003)

Note 20: Related Party Disclosures

Nature of Relationship	Name of Entity
Subsidiary Company	TVAM (India) Pvt. Limited
Enterprise over which the key Management Personnel exercise significant influence :	First Channel India Pvt. Ltd.
	Laughing Buddha Media Pvt. Ltd.
Relative of Key Management Personnel	
Key Management personnel :	Ramesh Sharma, Director

2. Details of balances and transactions during the period with related parties

Account head	Name of Entity	As At March 31, 2016	As At March 31, 2015
Balances:	Intercompany deposit balance payable		
	First Channel India Pvt. Ltd.	-	-
	Laughing Buddha Media Pvt. Ltd.	5,000.00	5,000.00
	Other Outstanding Balance Payable		
	Ramesh Sharma	-	-
	Uma Gajapati Raju	-	-
	Sanchaita Gajapati Raju	-	-

MOVING PICTURE COMPANY (INDIA) LIMITED

Transactions:		Year ended March 31, 2016	Year ended March 31, 2015
	Advances received		
	Ramesh Sharma	0	0
	Uma Gajapati Raju	-	-
	Sanchaita Gajapati Raju	-	-
	Amount repaid		
	Ramesh Sharma	0	0
	First Channel India Pvt. Ltd.	0	0
	Uma Gajapati Raju	0	0
	Sanchaita Gajapati Raju	0	0
	Director Remuneration Written Back		
	Ramesh Sharma	0	0
	Uma Gajapati Raju	0	0
	Sanchaita Gajapati Raju	0	0
	Intercompany deposit received by the company		
	Laughing Buddha Media Pvt. Ltd.	-	-

Note No. 21

A. Significant Accounting Policies:

(i) Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention in accordance with the applicable Accounting Standards and the provisions of the Companies Act, 2013 as adopted consistently by the company. All income and expenditure having a material bearing on the financial statements are recognised on accrual basis.

(ii) Fixed Assets:

Fixed Assets are stated at their historical cost less accumulated depreciation. Additions, Improvements and major renewals are capitalized. Maintenance, repair and minor repairs are charged to the Statement of Profit & Loss.

(iii) Depreciation:

Depreciation has been provided on the Straight line method as per the Useful life of vehicle prescribed in Schedule II to the Companies Act, 2013 amounting to Rs. 388010.51 in place of Straight line method as per rates prescribed in Schedule XIV to the Companies Act, 1956 followed in earlier years.

(iv) Revenue Recognition

- In respect of feature films, revenue is recognised as and when it is accrued.
- In respect of sponsored programmes, revenue is recognised as and when the relevant episodes of the programmes are telecast.
- In respect of commissioned programmes, revenue is recognised as and when the relevant episodes of the programmes are delivered to the channels.
- Interest Income is recognised on time proportion basis, inclusive of related tax deducted at source.
- Dividend income is accounted for when right to receive is established.

In all other cases, revenue (income) is recognised when no significant uncertainty as to its determination or realisation exists.

(v) Miscellaneous Expenditure:

Miscellaneous Expenditure is written off in the period in which it is incurred.

(vi) Investments:

Long Term Investments

Investments are valued at cost. Diminution in the value of investments is recognized only if such decline is other than temporary in the management's opinion.

Current Investments

Current investments are stated at lower of cost and fair value.

(vii) Classification of Current/Non-current Assets and Liabilities:

An asset is classified as current when it satisfies following criteria:

- a) It is expected to be realized in or is intended for provisioning of service in, the company's operating cycle;
- b) It is expected to be realized within 12 months after the reporting date;
- c) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.
- d) All other assets are classified as Non-current.

A liability is classified as current when it satisfies any of following criteria:

- a) It is expected to be settled in the company's normal operating cycle;
- b) It is due to be settled within 12 months after the reporting date;
- c) The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as Non-current

(viii) Amortisation:

Exploited Television software are amortised on the following basis:

	In the year of telecast	In next 3 years	Residual
Commissioned Software	100%	-	-
News and Current Software	100%	-	-
Infotainment Software	80%	Based on no. of telecast of the programme or portion thereof.	10%

Notes: i) Cost of infotainment software is amortised in view of its regular use in ongoing and future programmes.

ii) For the purpose of taxation production cost are revenue expenses and treated as such.

(ix) Retirement Benefits

Short-term employee benefits

These are recognised as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

Long-term employee benefits

Gratuity

The company provides for gratuity to its employees in the form of defined benefit retirement plan (the "Gratuity Plan") covering all employees. The Plan provides a lump sum payment to vested employees at retirement, death or on termination of employment of an amount based on the respective employee's salary and the years of employment with the company. The company provides for gratuity based on the actuarial valuation.

Leave Encashment

Liability in respect of Provision for Leave Encashment is made, based on the actuarial valuation made by an independent actuary as at the Balance Sheet date.

MOVING PICTURE COMPANY (INDIA) LIMITED

(x) Foreign Exchange Transactions

Foreign currency transactions arising during the year are recorded at the exchange rate prevailing on the date of transaction. Closing balance of current Assets and Liabilities are converted at the rate of exchange prevailing at the end of the year. Any increase or decrease arising out of the above is taken to the Statement of Profit & Loss.

(xi) Taxation

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the Provisions of Income Tax Act, 1961.

Company has not provided deferred tax asset on unabsorbed depreciation and on carry forward losses of previous years since there is no certainty that company will have income, therefore, no provision for deferred tax have been made in the books of accounts.

Note No. 22

Contingent Liabilities

Bank Guarantees issued by the bank on behalf of the company (net of margin) was nil
(Previous year Rs. NIL).

Capital and other commitments: - Rs. Nil

	31.03.2016 Amount (Rs.)	31.03.2015 Amount (Rs.)
Note No. 23		
Payment to Auditors*		
i) Audit Fee	21000.00	21000.00
ii) Tax Audit Fees	0.00	0.00
iii) Income Tax Matters	0.00	0.00
Total	21000.00	21000.00

* Net of Service Tax

Note No. 24

Value of Raw Stock (Tapes)

Consumed during the year

Imported	Nil	Nil
% to total consumption	Nil	Nil
Indigenous	-	-
% to total consumption	-	-

Note No. 25

Remuneration paid to Directors	Nil	Nil
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Note No. 26

Earning in foreign currency

From production of Documentaries	-	-
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Note No. 27

Loans and Advances include Rs.1,50,00,000/- (Previous Year Rs.1,50,00,000/-) advanced to MPCIL- ESOS Trust.

MOVING PICTURE COMPANY (INDIA) LIMITED

Note No. 28

No provision for Deferred tax has been made.

Note No. 29

Net Cost of Production is Rs Nil (Previous Year Nil).

Note No. 30

Additional Information as required under revised Schedule VI has been given to the extent applicable.

For : K.L. Datta & Co.

Chartered Accountants

Firm Registration No. 001127C

For and behalf of the Board of Directors

(V.K.Datta)

Partner

M. No.- 070466

B.S. Goyal

Director

DIN: 02139510

Ramesh Sharma

Director

DIN: 00021655

Shruti Thakur

Company Secretary

Place:- New Delhi

Date:- 30.05.2016

Moving Picture Company (India) Limited

Registered Office: 405, Skylark Building, 60, Nehru Place, New Delhi-110019

E-mail: mailtomp2014@gmail.com Website: www.mpcindia.com

CIN: L74899DL1989PLC036474

Form No. MGT-11

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 the member (s): _____

Registered address: _____

E-mail ID: _____ Folio No./ DP ID and Client ID: _____

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.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual general meeting of the company, to be held on the Tuesday, September 27th, 2016 at 02:00 P.M at 405, Skylark Building, 60, Nehru Place, New Delhi - 110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March 2016.		
2	Re-appointment of Mr. Ramesh Sharma as Director.		
3	Ratification of appointment of M/s. K. L. Datta & Co., Statutory Auditors and to fix their remuneration for the financial year ending 31st March 2016.		

Signed this..... day of..... 2016

Signature of shareholder

Affix Revenue Stamp

- *1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
3. 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.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

I hereby record my presence at the 27th Annual General Meeting of the members of Moving Picture Company (India) Limited will be held on Tuesday, September 27th, 2016 at 02:00 P.M at 405, Skylark Building, 60, Nehru Place, New Delhi - 110019

Name of the Shareholder:

Signature _____

Name of Proxy:

Signature _____

Notes:

- 1) Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signature registered with the Company. The admission will, however, be subject to verification of signatures and such other checks, as may be necessary. Under no circumstances will any duplicate slip be issued at the entrance to the meeting hall.
- 2) No Gifts/Coupons will be distributed at the meeting.

BOOK POST

If undelivered please return to:

Moving Picture Company (India) Limited

405, Skylark Building, 60, Nehru Place,
New Delhi - 110019