



Tel. : 022 -2612 1613 / 14
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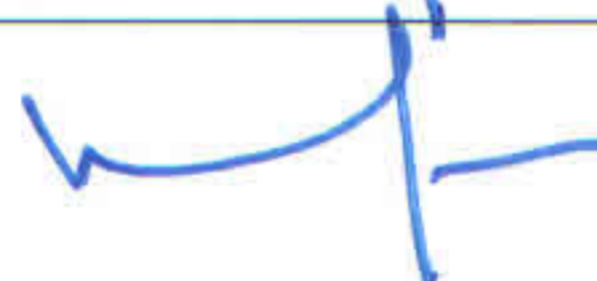


POOJA ENTERTAINMENT AND FILMS LTD.

[FORMERLY KNOWN AS DEAL (INDIA) LTD.]

Regd. Off. : Pooja House, 5th Floor, CTS No. 892-893, Juhu Tara Road, Opp. J. W. Marriott Hotel, Juhu, Mumbai - 400 049.
Email : pujafilms@hotmail.com • Website : thepoojagroup.com

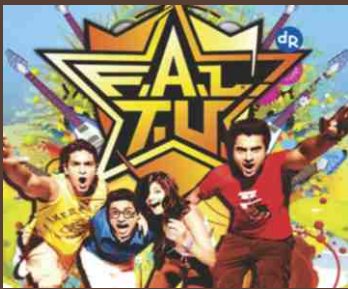
CIN : L99999MH1986PLC040559

FORM A

1.	Name of the Company	Pooja Entertainment And Films Limited
2.	Annual financial statements for the year ended	March 31, 2014
3.	Type of Audit observation	Unqualified
4.	Frequency observation	N.A.
5.	To be signed by -	
	• CEO/Managing Director	
	• CFO	
	• Auditor of the Company	
	• Audit Committee Chairman	



ANNUAL
REPORT
2013-14



POOJA ENTERTAINMENT
AND FILMS LIMITED



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Important Communication to Members

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

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Vashu Bhagnani	Managing Director
Mrs. Puja Bhagnani	Whole - Time Director

Non - Executive Directors

Mrs. Deepshikha Deshmukh	Non- Executive Director
Mr. Vivek Bhole	Independent Director
Mr. Manoj Nihalani	Independent Director
Mr. Kuki Abdul Khan	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Deepika Trivedi

SHARES LISTED AT

BSE Limited (BSE)

STATUTORY AUDITORS

M/s Khandelwal & Khandelwal Associates	Chartered Accountants
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INTERNAL AUDITORS

M/s. Khandelwal Jain & Co.	Chartered Accountant
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REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENTS

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



NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting (AGM) of the Members of Pooja Entertainment And Films Limited [Formerly Known as Deal (India) Limited] will be held on Friday, October 31, 2014 at 11.30 a.m. at Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu , Mumbai - 400049 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Accounts

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit and Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.

Item No. 2 - Re-appointment of Mrs. Deepshikha Deshmukh

To appoint a Director in place of Mrs. Deepshikha Deshmukh, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 - Appointment of Mr. Manoj Naraindas Nihalani as Independent Director

To consider and if thought fit, to pass, with or without modification, as an ORDINARY RESOLUTION, the following:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and

Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Manoj Nihalani (DIN : 01987300), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term up to the conclusion of the 32nd Annual General Meeting of the Company”

Item No. 4 - Appointment of Mr. Kuki Abdul Khan as Independent Director

To consider and if thought fit, to pass, with or without modification, as an ORDINARY RESOLUTION, the following:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Kuki Abdul Khan (DIN : 06535028), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an

Independent Director of the Company, to hold office for five consecutive years for a term up to the conclusion of the 32nd Annual General Meeting of the Company”

Item No. 5 - Appointment of Mr. Vivek Jagannath Bhole as Independent Director

To consider and if thought fit, to pass, with or without modification, as an ORDINARY RESOLUTION, the following:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Vivek Jagannath Bhole (DIN : 00274779), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term up to the conclusion of the 32nd Annual General Meeting of the Company”

Item No. 6 - Appointment of Statutory Auditors

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of

Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s. Khandelwal & Khandelwal Associates., Chartered Accountants, have resigned as the Statutory Auditors of the Company vide their letter dated August 14, 2014. The Board has proposed that M/s. Jayantilal Thakkar & Co, Chartered Accountants to be appointed as the Statutory Auditors of the Company to fill up the casual vacancy caused due to resignation of M/s. Khandelwal & Khandelwal Associates., and their appointment is subject to approval of members in the ensuing Annual General Meeting of the Company

Item No. 7 - To Create Security

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT the consent of the members be and is hereby granted in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) for the creation of mortgage, pledge, hypothecation or charge, in addition to the existing mortgages, pledges, hypothecations and charges created by the Company, in such form and manner and with such ranking and at



such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets of the Company, both present and future, and/or the whole or any part of the undertaking or undertakings of the Company, to or in favour of the lenders or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure borrowings by way of rupee term loans, working capital facilities, foreign currency loans, external commercial borrowings, debentures, bonds and other instruments/securities or otherwise, of the Company and/or its subsidiaries and/or its joint ventures and/ or the group companies, of an aggregate outstanding borrowings not exceeding ₹. 500 Crs. (Rupees Five Hundred Crore only) and interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation / revaluation/fluctuation in the rates of exchange and all other moneys payable in

terms of the loan agreement(s) / debenture trust deed (s) / security trustee agreements or any other document in respect of the said borrowings."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and agreements for creating the aforesaid mortgage, pledge, hypothecation or charge and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all

necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

Item No. 8 - Increasing Borrowing power

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

"RESOLVED THAT the consent of the members be and is hereby granted in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) to borrow from time to time all such sum(s) of money from various entities (natural or artificial), including but not limited to financial institutions, non banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts, individuals, limited liability partnerships, firms, association of persons/ individuals and other bodies corporate, whether by way of advances, loans, issue of debentures/bonds and/or other instruments or otherwise, including by way of external commercial borrowings in foreign denominated currencies from any foreign sources/foreign countries as prescribed by statutory guidelines in this regard, if any, in such manner and upon such terms and conditions and with or without security, as may be deemed

necessary and prudent by the Board for the purposes of the of the Company an aggregate outstanding borrowings not exceeding ₹. 500.00 Crore (Rupees Five Hundred Crore only) and interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other moneys payable in terms of the loan agreement(s) / debenture trust deed (s) / security trustee agreements or any other document in respect of the said borrowings. "

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and agreements for creating the aforesaid mortgage, pledge, hypothecation or charge and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all necessary acts, deed and things in order to comply with all the legal and procedural

formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

By order of the Board of Directors

Deepika Trivedi
Company Secretary & Compliance Officer

Place : Mumbai

Date : Sep 29, 2014

Registered Office:

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



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY - EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.
3. The Company is registered with National Securities Depository Ltd. ('NSDL') and Central Depository Services (India) Limited ('CDSL'), for dematerialization of its Equity Shares and Company's ISIN is INE147C01017. Sharex Dynamic (India) Private Limited is the Registrar and Transfer Agents of the Company.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 24th October, 2014 to 31st October, 2014 (both days inclusive) for the purpose of the Annual General Meeting.
5. In case of joint holders attending the Meeting, only such joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
6. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrars & Transfer Agents, Sharex Dynamic (India) Private Limited.
7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrars & Transfer Agents, Sharex Dynamic (India) Private Limited, for consolidation into a single folio.
8. Members are requested to:
 - Intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts and holding shares in physical form are requested to advise any change of address immediately to the Company's Registrars & Transfer Agents, Sharex Dynamic (India) Private Limited.;
 - Communicate on all matters pertaining to their shareholdings with the Company's Registered Office, quoting their respective

- Ledger Folio Numbers, Client ID and DP ID;
9. All documents referred to in the accompanying notice are open for inspection by the Members at the registered office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting or any adjournment thereof.
 10. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so as to enable the management to keep the information ready at the Meeting.
 11. Information about the director seeking reappointment required under Clause 49 of the Listing Agreement is annexed hereto separately and forms part of the Notice.
 12. Non-Resident Indian Members are requested to inform the Company's Registrars & Transfer Agents, Sharex Dynamic (India) Private Limited, immediately of:
 - a) Change in their Residential status on return to India for permanent settlement.
 - b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.
 13. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) unless any members has requested for hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
 14. Voting Through electronic means:
 - Pursuant to General Circular No. 20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, Government of India, the e-voting process has not been considered as mandatory till December 31, 2014. Pursuant to Clause 35B of the listing agreement, the Company is providing facility of e-voting and voting through ballot to all members as per the applicable regulations, the Company is providing facility to the members to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).
- The instructions for shareholders voting electronically are as under:
- A. The voting period begins on 9.00 A. M. on 25th October, 2014 and ends on 5.00 P.M. on 27th October, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th September, 2014, may



cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab
- (iii) Select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <POOJA ENTERTAINMENT AND FILMS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of



- the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 30th September, 2014
- C. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- D. Mr. Balkrishan Pradhan, Proprietor of M/s. B. K. Pradhan and Associates, Practicing Company Secretary (Membership No. 20739) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- E. 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 at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- F. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.thepoojagroup.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the Annual General Meeting and will be communicated to BSE Limited.
- G. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Balkrishan Pradhan, Scrutinizer, C/o. Pooja Entertainment and

Films Limited, Pooja House, 1st Floor, CTS No. 892-893, Opp. J. W. Marriott Hotel, Juhu Tara Road, Juhu, Mumbai-400 049, as to reach him on or before October 27, 2014 by 6.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

By order of the Board of Directors

Deepika Trivedi
Company Secretary & Compliance Officer

Place: Mumbai
Date: Sep 29, 2014

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



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 for

ITEM NO. 3, 4, AND 5

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Manoj Nihlani, Mr. Kuki Abdul Khan, and Mr. Vivek Bhole, Independent Directors were appointed by the Members of the Company. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In the transition to the Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed

five years. With the above changes, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Manoj Nihlani, Mr. Kuki Abdul Khan, and Mr. Vivek Bhole, being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Manoj Nihlani, Mr. Kuki Abdul Khan, and Mr. Vivek Bhole, as Independent Directors on the Board of the Company for a term upto five consecutive years, commencing from 30th June, 2014. A brief profile of proposed Independent Directors, including nature of their expertise, is provided in this Annual Report.

Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board, Mr. Manoj Nihlani, Mr. Kuki Abdul Khan, and Mr. Vivek Bhole fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also

available on the website of the Company www.thepoojagroup.com

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at item no. 3 to 5 for approval of the Members

ITEM NO : 6

In accordance with the approval of shareholders, the Board of Director in Board Meeting held 14th August, 2014 have taken the matter of that M/s Khandelwal & Khandelwal Associates, Chartered Accountants, Mumbai the existing Auditor of the Company have resigned from the office of Auditor of the Company, therefore creating casual vacancy in the office of Auditors. The Company has received a letter u/s 141 of the Companies Act, 2013 informing the eligibility signifying their intention to appoint M/s Jayantilal Thakkar & Co. Chartered Accountants, Mumbai to fill the Casual Vacancy.

In terms of provision of Section 139 of the Companies Act 2013, the Board recommends to to appoint M/s Jayantilal Thakkar & Co, Chartered Accountants, Mumbai as the Auditors of the Company in place of M/s Khandelwal & Khandelwal Associates, Chartered Accountants, Mumbai to hold office of the Auditors of the Company till the conclusion of 32nd Annual General Meeting of the Company on the

remuneration as may be fixed by the Board.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

ITEM NO : 7 & 8 :

In accordance with the approval of shareholders, the Board of Director in Board Meeting held 15th March, 2012 have unanimously under Section 293(1) (d) of the Companies Act, 1956 to borrow amounts upto ₹. 100.00 Crore (Rupees One Hundred Crore only) in excess of the aggregate of paid up capital and its free reserves u/s 293 (1) (d), to make loans (s) and / or investments (s) and/or give any guarantee(s)/ provide any security u/s 372A of Companies Act upto ₹. 100 Cr.

Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a company may borrow funds in excess of the aggregate of the paid up share capital and free reserves, subject to approval of the members of the Company by a special resolution. Hence, it is proposed to obtain approval of the members of the Company by way of special resolution for borrowing funds up to ₹. 500 Cr. (Rupees Five Hundred Crore only) and necessary delegation of authority to the Board for this purpose.

The proposed borrowings, may in certain cases, be secured by charges, mortgages and hypothecations of properties/ assets, both



present and future, of the Company and may attract the provisions of Section 180(1)(a) of the Companies Act, 2013 and hence it is considered appropriate to obtain members approval by way of special resolution under the provisions of said section.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 & 8 of the Notice.

Your Directors recommend the resolutions set out at Item No. 7 & 8 to be passed as Special Resolution resolutions by the members.

By order of the Board of Directors

Deepika Trivedi
Company Secretary & Compliance Officer

Place : Mumbai

Date : Sep 29, 2014

Registered Office:

Pooja House, 1st Floor,

CTS No. 892-893,

Opp. J. W. Marriott Hotel,

Juhu Tara Road, Juhu,

Mumbai - 400 049.

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT:-

Brief details in respect of the Directors seeking re-appointment at the ensuing Annual General Meeting:

Names of Director	Mrs. Deepshikha Deshmukh	Mr. Manoj Nihlani	Mr. Kuki Abdul Khan	Mr. Vivek Bhole
Date of Birth	October 29, 1983	November 07, 1966	June 09, 1965	June 01, 1971
Date of Appointment	June 30, 2008	February 15, 2013	March 01, 2013	April 04, 2008
Qualifications	Masters in Commerce			
Expertise in functional area	Commerce			
Other Directorship	Nil	Pacific Landmarks Private Limited	Nil	V M K Shelters Private Limited Vivek Bhole Consultants Private Limited Vivek Bhole Interior Designer Private Limited Vivek Bhole Architects Private Limited Vivek Bhole 3D Graphics Private Limited Vivek Bhole Urban Planners Private Limited Rite Matrix Architects And Consultants Private Limited Vivek Bhole Infrastructure Private Limited
Other Committee Memberships	Nil	Nil	Nil	Nil
Shares held by Director in the Company	2,43,988 equity shares			



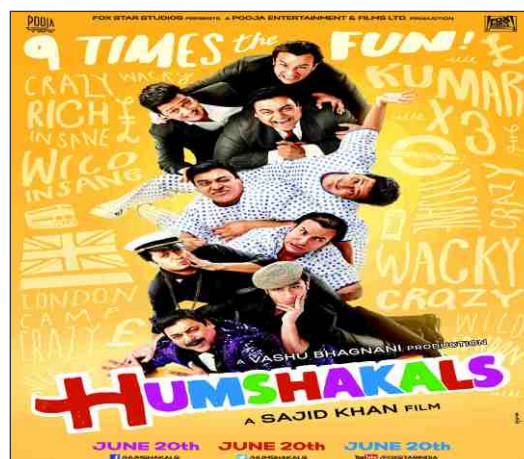
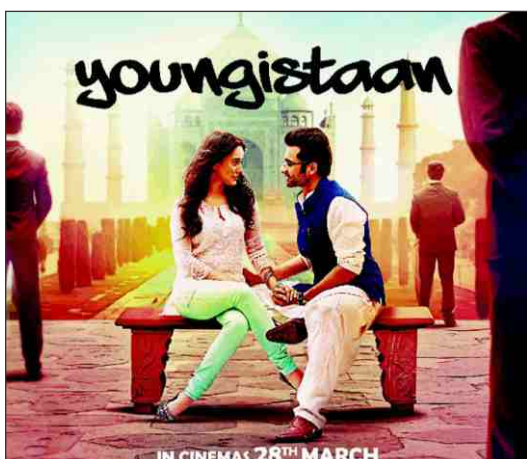
FILMS

Films in India are all about enjoyment and excitement its about dreams and fantasies.

Films in India are all about entertainment.

Pooja Entertainment And Films Limited ("PEFL") produce those films that provide wholesome entertainment.

It has produced / co-produced two movies in 2013-14 which performed well at the box office and were hits, they were as YOUNGISTAAN which was released on 28th March, 2014 which was liked alot among the audience while HUMSHAKAAL which was released on 20th June 2014 connected greatly with the audience, both these films have connected with home audience.



The movies which was released in mid of March 2013 are RANGREZZ which was released on 21st March, 2013 and HIMMATWALA which was released on 28th March, 2013.





Mr. Vashu Bhagnani
Managing Director

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

At Pooja Entertainment and Films Limited we believe in following this motivating quotes:-

Don't let the voice of critics paralyze you

Believe in yourself

You can achieve anything you set your mind to

Criticism should always lead to improvement

If the result of criticism is otherwise than that criticism is not healthy.

Close your ears to it, just check the path you are going is not wrong and

carry on with your goal Have faith in your ability

All big achievers were each, once, the favourite target of critics



DIRECTORS' REPORT

Dear Members,
Your Directors are pleased to present the Twenty Seventh Annual Report together with the audited financial statements of the Company for the financial year ended March 31, 2014.

FINANCIAL RESULTS

(` In lacs)

Particulars	Year ended 31.03.2014	Year ended 31.03.2013
Total Income	6933.86	7152.50
Total Expenditure	6632.12	7020.93
Profit (Loss) Before Taxation	301.74	131.57
Less: Provision for Taxation	145.87	Nil
Less: Prior Period Adjustment	51.15	Nil
Less: Tax Adjustments of Earlier Years	Nil	Nil
Profit/(Loss) After Taxation and Prior Period Adjustments	104.72	131.57
Surplus brought forward	142.99	11.43
Amount available for appropriation	247.71	142.99
Balance carried to Balance Sheet	247.71	142.99

OPERATIONAL REVIEW

During the year under review, the Company recorded a turnover of ` . 6933.86 Lacs, as compared to ` . 7152.50 Lacs during the previous year. Driving northward growth trend in theatrical revenues during the year, reflects the pace with which the Company is aspired to continue producing movies in future both in house and as a joint venture. The Company recorded a profit after tax and Prior period adjustment of ` . 104.72 Lacs

during the year as compared to profit of ₹. 131.57 Lacs during the previous year.

Your Company is engaged in the business of entertainment and films either through co-production and production of such films and subsequently exploiting and distributing such films in India through music release, theatrical distribution, DVD and VCD release, television licensing and other new media distribution avenues. Therefore, segment-wise reporting as per accounting standard (AS-17) is not applicable.

DIVIDEND

With a view to strengthen the financial position of the Company, Directors did not recommend any dividend for the equity shareholders for the financial year 2013-14.

LISTING

The equity shares of the Company are listed with BSE Limited. There are no arrears on account of payment of listing fees to the Stock Exchanges.

DEPOSITORY

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

FIXED DEPOSITS

Your Company has not accepted any fixed deposits within the scope of Section 58A of the Companies Act, 1956 during the year.

There are no unclaimed deposits/interest on deposits lying with the Company for more than seven years which are to be transferred to Investor Education & Protection Fund as per sub section 2(c) of Section 205C of the Companies Act, 1956.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed review of operations, performance, key events of the year, industry scenario, risk and future outlook of your Company and its businesses as stipulated in Clause 49 of the Listing Agreement is given in the Management Discussion and Analysis Report annexed hereto and forms part of the Annual Report.

CORPORATE GOVERNANCE

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

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



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

FUTURE OUTLOOK

The Hindi film industry is the largest contributor to the industry's revenue, In the 20th Century, Indian cinema took huge strides towards growth and in recent years Indian film industry has undergone a massive change. Today, 21st Century, Indian cinema stands at par with Hollywood cinema. Apart from regular screenings at major international film festivals, the overseas market contributes a sizeable chunk to box office collections. The Indian film industry has reached out further to international audiences through mediums such as DVDs and by screening of films in their country of residence wherever commercially feasible, which contribute substantially to the overall revenue to cinema. Regular foreign Investments made by major global studios such as 20th Century Fox, Sony Pictures, and Warner Bros put a stamp of confirmation that bollywood has etched itself on the global podium.

CASH FLOW STATEMENT

In conformity with the provisions of Clause 32 of the Listing Agreement with the Stock Exchanges, the cash flow statement for the year

ended 31st March, 2014 is annexed hereto.

DIRECTORS

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

Mr. Manoj Nihlani, Mr. Kuki Abdul Khan and Mr. Vivek Bhole, the Non-Executive Independent Directors, have been appointed as Independent Directors under the provisions of Listing Agreement and they also meet the criterion of independence as provided under Section 149(6) of the Companies Act, 2013. It is proposed to appoint them in the ensuing Annual General Meeting as Independent Directors in terms of Section 150(2) of the Companies Act, 2013 for a term of five consecutive years as stated in Section 149(10) of the Companies Act, 2013 and resolutions to this effect is incorporated in the Notice of the ensuing Annual General Meeting.

In terms of Section 149 (13) of the Companies Act, 2013, the provisions of Section 152(6) and (7) of the said Act in respect of retirement of Director by rotation shall not be applicable to appointment of Independent Directors.

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

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirements of Section 217 (2AA) of the Companies Act, 1956, and on the basis of the information furnished to them by the statutory auditors and management, the Directors confirm that:

- a. in preparation of the annual accounts, the applicable Accounting Standards have been followed and there are no material departures;
- b. they have 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 accounting year and of the profit of the Company for the year;
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities; and
- d. they have prepared annual accounts on a going concern basis.

AUDITORS

M/s. Khandelwal & Khandelwal Associates., Chartered Accountants, have resigned as the Statutory Auditors of the Company vide their letter dated August 14, 2014. The Board has proposed that M/s. Jayantilal Thakkar & Co, Chartered Accountants be appointed as the

Statutory Auditors of the Company to fill up the casual vacancy caused due to resignation of M/s. Khandelwal & Khandelwal Associates., and their appointment is subject to approval of members in the ensuing Annual General Meeting of the Company. A resolution proposing appointment of M/s. Jayantilal Thakkar & Co., as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 forms part of the Notice.

AUDITORS' REPORT

The observations and comments given in the Auditors' Report read together with notes to accounts are self-explanatory and do not call for any further information and explanation under Section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956

No employee of the Company was in receipt of remuneration during the financial year 2013-14 in excess of the sum prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

There are no particulars to be furnished in this Report as required pursuant to the provisions of Section 217(1)(e) of the Companies Act, 1956 with respect to conservation of energy and technology absorption.



FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year ended March 31, 2014, the Company has incurred/received following foreign exchange:

Particulars	2013-14 (` In lacs)	2012-13 (` In lacs)
Outgoings	3749.08	303.96
Earnings	—	—

APPRECIATIONS AND ACKNOWLEDGEMENTS

The Board of Directors takes this opportunity to express their sincere appreciation to investors, bankers, customers, suppliers, auditors for their continued support and cooperation. The Directors extend their sincere gratitude to all the regulatory authorities like SEBI, Stock Exchanges, Registrar of Companies and other Central and State Government authorities / agencies for their support.

The Directors place on record their appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the Industry.

For and on Behalf of the Board of Directors

Vashu Bhagnani
Managing Director

Place : Mumbai
Date : May 30, 2014

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company's philosophy on Corporate Governance is founded upon rich legacy of fair, ethical and transparent governance practices, many of which were in place even before they were mandated. Your Company has relentlessly endeavored to go beyond the prescribed regulations and has adopted innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, maximizing stakeholders' value, discharging social responsibilities and above all, aligning its business structure in the lines of transparency, integrity, professionalism and accountability at higher level. Good corporate governance practices have been fundamental to the fulfillment of this commitment.

Your Company is committed to sound principles of Corporate Governance with respect to all of its procedures, policies and practices. The governance processes and systems are continuously reviewed to ensure highest ethical and responsible standards being practiced by your Company. Comprehensive disclosures, structured accountability in exercise of powers, adhering to best practices and commitment to compliance with regulations and statutes in letter as well as spirit have enabled your Company to enhance shareholder value. In fact, this has become an integral part of the way the business is done.

Your Company believes in adopting best corporate governance practices and has set its growth path on the foundation of fair business, efficient, safe and trusted financial policies and assures maintenance of highest standards of accountability and excellence in service of all stakeholders. Your Company uses this framework to maintain accountability in all its affairs and employ democratic and open processes. .

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. He ensures that all relevant information, details and documents are made available to the directors for effective decision making at the meetings. All the Directors of the Company have access to the services of the Company Secretary. The Company Secretary ensures that all the decisions and observations of the Board are covered and implemented.

The Company Secretary records the minutes of the proceedings of each Board and Committee Meetings. Draft Minutes are circulated to all the members of the Board / Committee for their comments.

The Company Secretary while preparing the Agenda, Notes on Agenda, Minutes etc. of the meeting(s), is responsible for and is required to ensure adherence to the applicable laws and regulations including the Companies Act, 1956 read with the Rules and Regulations issued there under, Listing Agreement with the Stock Exchanges, SEBI rules & regulations and the



Secretarial Standards recommended by the Institute of Company Secretaries of India.

2. BOARD OF DIRECTORS

Your Company is managed through a professional Board of Directors. The Board of Directors along with its Committees provides leadership and guidance to your Company's management and directs, supervises and controls the performance of your Company.

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management Committee of the Company is headed by the Managing Director and Whole Time Director and has business / functional heads as its members, which looks after the management of the day-to-day affairs of the Company

The composition of the Board of Directors meets with the requirements of corporate governance prescribed in the Listing Agreement. The Board consists of eminent persons with considerable professional experience and expertise.

As on March 31, 2014, the Board of Directors consisted of six (6) Directors comprising of two (2) Executive Director and four (4) Non-Executive Directors out of which three (3) were Independent Directors. The Board is headed by Managing Director.

All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under the existing Clause 49 of the Listing Agreement and Section 149 of the Act.

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees [Committees being, Audit Committee and Stakeholder Relationship Committee (Erstwhile Investors' Grievance Committee)] across all the Indian public limited companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than twenty companies, including ten public companies.

The Board meets at least once in a quarter to consider among other businesses, quarterly performance and financial results of the Company. To enable the Board to discharge its responsibilities effectively and to take informed decisions, necessary information is made available to the Board in timely manner.

The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated well in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board members may bring up any matter for consideration of the Board, in consultation with the Chairman.

During the year under review, five (5) meetings of the Board of Directors were held as per details given below:

Sr. Nos.	Date of the Meeting
1	May 30, 2013
2	July 10, 2013
3	August 14, 2013
4	November 14, 2013
5	February 14, 2014

The intervening period between the Board Meetings was within the maximum time gap prescribed under the Companies Act, 1956 and Clause 49 of the Listing Agreement.

The Board periodically reviews compliance reports in respect of laws and regulations applicable to the Company. During the year under review, all the relevant information required to be placed before the Board, as prescribed under Clause 49 of the Listing Agreement, were placed before the Board for its consideration.

Composition of the Board and attendance records of Directors:

Name of the Directors	Position / Category	Meeting Details		Attendance at the last AGM held on August 31, 2013
		Held during the year	Attended	
Mr. Vashu Bhagnani	Managing Director	5	5	Yes
Mrs. Puja Bhagnani	Director (WT)	5	5	Yes
Mrs. Deepshikha Deshmukh	Director (NE)	5	5	Yes
Mr. Vivek Bhole	Director (I)	5	5	Yes
Mr. Kuki Abdul Khan	Director (I)	5	1	No
Mr. Manoj Nihalani	Director (I)	5	2	Yes

WTD: Whole-Time, NE: Non-Executive, I: Independent



Number of Directorships and Committee Memberships held by Directors:

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

* Private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956 are excluded for the above purpose.

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

3. AUDIT COMMITTEE

The Audit Committee is constituted in compliance with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956. The Audit Committee comprises of experts specialized in areas of accounting/financial management.

During the year under review, four (4)

meetings of the Audit Committee were held as per details given below:

Sr. Nos.	Date of the Meetings
1	May 30, 2013
2	August 14, 2013
3	November 14, 2013
4	February 14, 2014

Composition of the Audit Committee and attendance records of Members:

Name of the Directors	Position / Category	Meeting Details	
		Held during the year	Attended
Mr. Vivek Bhole	Chairman (NE, I)	4	4
Mr. Kuki Abdul Khan	Member (NE, I)	4	4
Mr. Manoj Nihalani	Member (NE, I)	4	4

NE: Non-Executive, I: Independent

The Company Secretary acts as the Secretary to the Committee.

Power of Audit Committee

The Audit Committee shall have powers, which includes the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice; and
- to secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee, in accordance with the provisions of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, has been entrusted with the responsibility of:

- overseeing the Company's financial reporting process and disclosure of financial information of the Company to ensure authentic and credible financial information;
- recommending to the Board, the appointment, reappointment of Statutory

Auditors, fixation of audit fees and approving payments for any other services;

- reviewing, with the management, the annual and quarterly financial statements before submission to the Board for approval, with particular reference to the following:
 - matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions; and



- qualifications in the draft audit report.
- d. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- e. reviewing, with the management, performance of Statutory and Internal Auditors and adequacy of the internal control systems;
- f. reviewing the adequacy of internal audit function;
- g. discussing with Internal Auditors of any significant findings and follow-up thereon;
- h. reviewing the findings of any internal investigations by the Internal Auditors;
- i. discussing with Statutory Auditors before the commencement of audit, about the nature and scope of audit as well as after completion of audit for ascertaining any area of concern;
- j. looking into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
- k. approving the appointment of CFO (i.e., the whole-time Finance Director or any

other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and

- l. reviewing the following information:
 - management discussion and analysis of financial conditions and results of operations;
 - statement of significant related party transactions;
 - management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - internal audit reports relating to internal control weaknesses;
 - the appointment, removal and remuneration of the Internal Auditors; and
 - financial statements and investments made by the unlisted subsidiary companies.

The Audit Committee is vested with the necessary powers to achieve its objectives.

Mr. Vivek Bhole, Chairman of the Board Audit Committee was present at the last Annual General Meeting of the Company held on 31st August 2013 at Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai 400 049.

4. Nomination and Remuneration Committee

As on date, the Nomination and Remuneration Committee comprises of three (3) Non-Executive Directors, viz.,

Mr. Vivek Bhole, Mr. Kuki Abdul Khan and Mr. Manoj Nihlani. A Nomination Committee was constituted in addition to the duly constituted Remuneration Committee by the Board at its meeting held on 20th January, 2014. In compliance with Section 178 of the Companies Act, 2014 read with Rule No. 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and revised Clause 49 of the Listing Agreement, both the Committees were merged and re-constituted as one Committee i.e. "Nomination and Remuneration Committee" of the Board of Directors of the Company.

The role of Nomination and Remuneration Committee is as follows:

- determining / recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
 - determining / recommending the criteria for qualifications, positive attributes and independence of Directors;
 - identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
 - reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- Recommend to the Board a policy relating to the remuneration for the directors (including specific remuneration packages for Executive Directors including pension rights and any compensation payment), key managerial personnel and other employees. While formulating the policy, it shall ensure that -
 - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
 - reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
 - determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
 - evaluating performance of each Director and performance of the Board as a whole;



Composition of the Nomination and Remuneration Committee

Name of the Directors	Position / Category
Mr. Kuki Abdul Khan	Chairman (NE, I)
Mr. Vivek Bhole	Member (NE, I)
Mr. Manoj Nihalani	Member (NE, I)

NE: Non-Executive, I: Independent

5. Stakeholder Relationship Committee

During the financial year 2013-14, the nomenclature and terms of reference of Shareholders / Investors Grievance Committee was changed to Stakeholders Relationship and Investors Grievance Committee pursuant to Section 178 of the Companies Act, 2013

The role of Stakeholders' Relationship Committee is as follows:

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

During the year under review, Four (4) meetings of the Shareholders / Investors Grievance Committee were held as per details given below:

Sr. Nos.	Date of the Meetings
1	May 30, 2013
2	August 14, 2013
3	November 14, 2013
4	February 14, 2014

Composition of the Shareholders / Investors Grievance Committee and attendance records of Members:

Name of the Directors	Position / Category	Meeting Details	
		Held during the year	Attended
Mr. Vivek Bhole	Member (NE, I)	4	4
Mr. Kuki Abdul Khan	Chairman (NE, I)	4	4
Mr. Manoj Nihalani	Member (NE, I)	4	4

NE: Non-Executive, I: Independent

Ms. Deepika Trivedi, Company Secretary, is the Compliance Officer of the Company.

Statement of various complaints received and resolved during the financial year 2013-14:

Particulars	No. of Complaints
No. of Complaints pending as on 1st April, 2013	Nil
No. of Complaints received during the year ended March 31, 2014	Nil
No. of Complaints resolved during the year ended March 31, 2014	Nil
No. of Complaints pending as on 31st March, 2014	Nil

6. SUBSIDIARY COMPANIES

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

7. SECRETARIAL STANDERD AND SECRETARIALAUDIT REPORT

The Company has undertaken Secretarial Standards Audit for the year 2013-14 for audit of secretarial records and procedures followed by the Company in compliance with relevant Secretarial Standards issued by the Institute of Company Secretaries of India. The Secretarial Standards Audit Report is attached with this Report.

8. CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT

The Company has formulated and implemented a Code of Conduct for all the

Directors and Senior Management of the Company in compliance with Clause 49(I)(D) of the Listing Agreement. All the Board Members and Senior Management of the Company have affirmed compliance with the said Code of Conduct for the financial year ended March 31, 2014. A declaration to this effect signed by Mr. Vashu Bhagnani, Managing Director of the Company forms part of this Report.

9. CEO/CFO CERTIFICATION

In accordance with the requirements of Clause 49(V) of Listing Agreement, a certificate from Mr. Vashu Bhagnani, Managing Director of the Company, on the financial statements of the Company was placed before the Board in the Meeting held on May 30, 2014 and the same is annexed to this Report.



10. GENERAL BODY MEETINGS

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

Year	Meeting Day, Date & Time	Venue	Special
2012-13	Saturday, August 31, 2013 at 11.30 a.m.	Anchor Room No. II, 1st Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	1. Re-appointment of Mr. Vashu Bhagnani as Managing Director 2. Appointment of Mrs. Puja Bhagnani as Whole-Time Director
2011-12	Friday, September 21, 2012 at 11.30 a.m.	Anchor Room No. II, 1st Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	Nil
2010-11	Saturday, September 17, 2011 at 11.30 a.m.	Anchor Room No. II, 1st Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	Nil

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

Pursuant to the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, during the year under review, no resolution was passed through Postal Ballot.

11. DISCLOSURES

- A) Disclosure on materially significant related party transactions having potential conflict with the interest of the Company at large

The particulars of related party transactions have been given in the Notes to Accounts. However, these transactions were carried out on an arms-length basis and are not likely to have any potential conflict with the interests of the Company.

- B) Disclosure of Accounting Treatment

Your Company follows Accounting Standards prescribed by the Companies Accounting Standard Rules, 2006, relevant provisions of the Companies Act, 1956 or/by the Institute of Chartered Accountants of India. In preparation of financial statements, the Company has not adopted a treatment different from that prescribed in the Accounting Standards.

C) Risk Management Frame Work

The Company has identified the major risk areas and the Board of Directors periodically reviews the risk assessment and control process in the Company and the risk minimization procedures.

D) Details of non-compliance by the Company, penalties, stricture imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to Capital Markets, during the last three years

The Company has complied with all the provisions of Listing Agreement with Stock Exchanges and regulations and guidelines of SEBI, as applicable from time to time.

There were no instances of non-compliance of any matter related to the capital markets during the last three years.

E) Compliance with non-mandatory requirements of Clause 49 of the Listing Agreement

The Company has complied with the following non-mandatory requirements in terms of Clause 49 of the Listing Agreement:

i) The Board

The Company has an Executive Chairman and his office, with required facilities, is provided and maintained by the Company. No policy has been fixed for tenure of appointment of Independent Directors.

ii) Remuneration Committee

Details have already been given under the caption 'Remuneration Committee' in the earlier part of the Report.

iii) Shareholders Rights

In addition to publishing in leading English and Marathi newspapers having wide circulation, the Company publishes its quarterly and annual financial results on its website www.thepoojagroup.com.

iv) Audit Qualifications

For the financial year 2013-14, there were no audit qualifications to the Company's financial statements. The Company continues to adopt best practices to ensure unqualified financial statements.

v) Training to Board Members

Considering the experience of the Members of the Board in their respective areas of specialisation, no specific training programme is considered necessary for the Board Members. However, the Board, at its various meetings is apprised of the business strategy, operations, changes in the technology, regulatory changes and various corporate actions which facilitates the Board Members to stay abreast with the changes in the business environment. An individual joining the Board is presented with a brief background of the Company and is informed of Company's important policies including the Code of Conduct for the Directors and Senior Management of the Company.



vi) Mechanism for evaluating Performance of Non Executive Board Members

The Company does not have a formal mechanism for evaluation of performance of the Non-Executive Board Members. The Board, at its discretion, may consider such requirement in future.

vii) Whistle Blower Policy

The Management has always encouraged the employees of the Company to raise their concerns relating to fraud, malpractice or any other activity or event which is against the Company's interest. Every employee who observes unethical behavior can bring to the attention of the immediate reporting officer who is required to report the same to the Managing Director / Audit Committee. Apart from that, any employee may report directly to the Managing Director / Audit Committee, any matter requiring immediate redressal.

12. MEANS OF COMMUNICATION

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

specific communications.

The quarterly/half yearly/annual results are regularly submitted to the Stock Exchanges in accordance with the provisions of the Listing Agreement and regulations issued by Securities and Exchange Board of India and are published in newspapers like The Free Press Journal and Navshakti. These are not sent individually to the Shareholders

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

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

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

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

Management Discussion and Analysis forms part of the Annual Report.

13. RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by the Securities and Exchange Board of India, M/s. B. K. Pradhan & Associates, Practising Company Secretaries carried out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital.

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

14. GENERAL SHAREHOLDERS INFORMATION

i	Annual General Meeting Day, Date and Time Venue	Friday, October 31st , 2014 Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.
ii	Financial Calendar Financial Year Financial reporting of results Annual audited results Quarterly unaudited results	April 01, 2014 to March 31, 2015. Within sixty days from the end of the last quarter. Within forty five days from the end of the quarter.
iii	Book Closure Date	Friday, 24th October, 2014 to Friday, 31st October 2014 (both days inclusive)
iv	Dividend Payment Date	The Company has not recommended any dividend on equity shares for the financial year 2013-14.
v	Registrar & Share Transfer Agents	M/s. Sharex Dynamic (India) Private Limited Share Transfer Agents Unit - 1, Luthra Ind. Premises, M. Vasanji Marg, Andheri - Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072. Tel No. : 022 - 28515606/5644, Fax No.: 022 - 28512885 E mail: sharexindia@vsnl.com



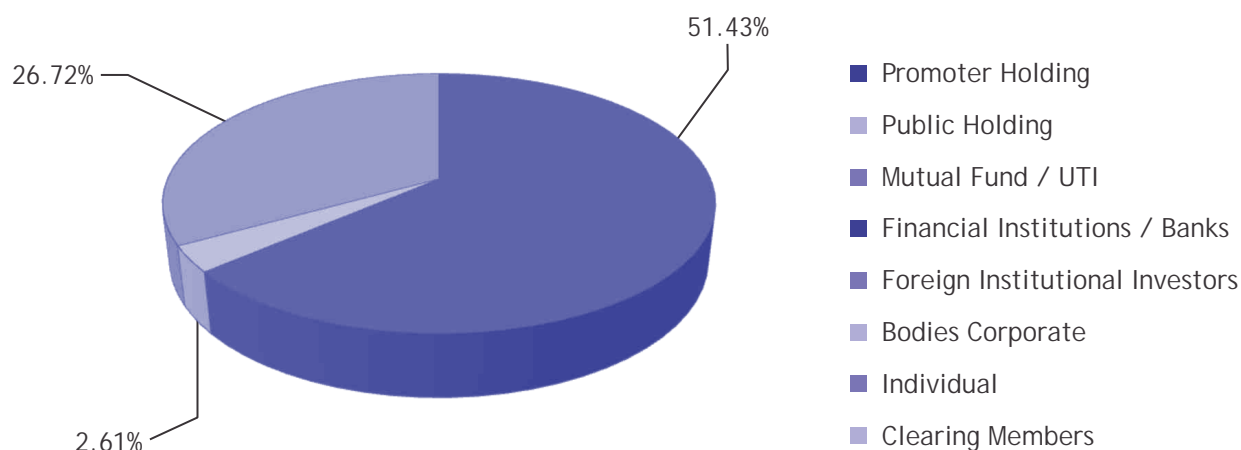
14. GENERAL SHAREHOLDERS INFORMATION (Contd.)

vi	Share Transfer System	<p>Share transfers in physical form have to be lodged with the Registrar and Share Transfer Agents.</p> <p>All shares received for transfer are registered and returned within a period of thirty days from the date of lodgement, provided the documents are valid and complete in all respects.</p> <p>In accordance with the SEBI guidelines, the Company offers the facility of transfer-cum-demat to Members after share transfers are registered in physical form.</p>
vii	Corporate Identification Number (CIN)	L99999MH1986PTC040559
viii	Listing on Stock Exchange	<p>BSE Limited (BSE)</p> <p>Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai - 400 001 (Scrip Code: 532011)</p>
ix	Demat ISIN No. For Equity Shares	<p>INE147C01017</p> <p>The Company has paid custodian fees for the year 2013-14 to National Securities Depository Limited and Central Depository Services (India) Limited.</p>
x	Outstanding GDRs / ADRs / Warrants / Convertible Instruments and their impact on Equity	<p>The Company does not have any outstanding GDRs / ADRs / Warrants / Convertible Instruments as on March 31, 2014.</p>

XI Shareholding Pattern

Category of Shareholders	As on March 31, 2014		As on March 31, 2013	
	No. of Shares held	% to total shareholding	No. of Shares held	% to total shareholding
Promoter Holding	25,71,867	51.43%	25,71,867	51.43%
Public Holding:				
Mutual Funds / UTI	Nil	Nil	Nil	Nil
Financial Institutions / Banks	Nil	Nil	Nil	Nil
Foreign Institutional Investors	Nil	Nil	Nil	Nil
Bodies Corporate	1,30,500	2.61%	20,34,300	40.69%
Individual	22,98,133	45.96%	3,94,333	7.88%
Clearing Members	Nil	Nil	Nil	Nil
NRI	Nil	Nil	Nil	Nil
Trusts	Nil	Nil	Nil	Nil
Total Public Shareholding	24,28,633	48.57%	24,28,633	48.57%
Total Shareholding	50,00,500	100.00%	50,00,500	100.00%

Shareholding Pattern as on March 31, 2014





XII Distribution of shareholding as on March 31, 2014

Shareholding of Nominal Value (₹.)	Shareholders		Share Amount (₹.)	
	Number	% of Total	Amount ₹.	% of Total
Upto - 5000	277	60.09	8,04,490.00	1.61
5001 - 10000	96	20.82	7,63,270.00	1.53
10001 - 20000	19	4.12	2,99,000.00	0.60
20001 - 30000	13	2.82	3,49,000.00	0.70
30001 - 40000	5	1.08	1,92,000.00	0.38
40001 - 50000	18	3.90	8,81,000.00	1.76
50001 - 100000	3	0.65	2,59,570.00	0.52
100001 and above	30	6.51	4,64,56,670.00	92.90
Total	441	100.00	5,00,05,000.00	100.00

xiii	Dematerialisation of Shares	The Company's shares are held in dematerialised form to the extent of 53.45% of the total issued and paid up shares as on March 31, 2014.
xiv	Address for Correspondence	Company Secretary & Compliance Officer Pooja Entertainment and Films Limited Pooja House, 1st Floor, CTS No. 892-893, Juhu Tara Road, Opp. J. W. Marriott Hotel, Juhu, Mumbai - 400 049. Tel No. : 022 - 26121613/14, Fax No.: 022 - 26161091, E mail: poojaentertainment@gmail.com

DECLARATION - CODE OF CONDUCT

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

Dear Sirs,

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

It is further confirmed that all Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2014, as envisaged in Clause 49 of the Listing Agreement with the Stock Exchanges.

For Pooja Entertainment And Films Limited

Vashu Bhagnani
Managing Director

Place : Mumbai
Dated : May 30, 2014



CERTIFICATE ON CORPORATE GOVERNANCE

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

To the Members of

Pooja Entertainment And Films Ltd.

We have examined the compliance of conditions of Corporate Governance by Pooja Entertainment And Films Limited ('The Company') for the financial year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement entered by the Company with the Stock Exchanges in India.

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

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

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

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

Balkrishan Pradhan
Membership No. 20739
COP No. 10179

Place : Mumbai
Dated : May 30, 2014

CEO / CFO CERTIFICATION

The Board of Directors,
Pooja Entertainment And Films Limited,
Mumbai

Dear Sirs,

We hereby certify that:

- (a) We have reviewed financial statements for the financial year ended March 31, 2014, if any, and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal and violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit committee:
 - (i) significant changes in internal control during financial year ended March 31, 2014, if any;
 - (ii) significant changes in accounting policies during financial year ended March 31, 2014, if any have been disclosed in the notes to the financial statements; and
 - (iii) that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Pooja Entertainment And Films Limited

Vashu Bhagnani
Managing Director

Place : Mumbai
Date : May 30, 2014



MANAGEMENT DISCUSSION AND ANALYSIS

INDIAN ECONOMY

India is likely to grow by 5.6 per cent in 2014-15 against a projected growth of less than 5 per cent in the current fiscal, a report by India Ratings and Research

The economic growth in FY15 is likely to be contributed majorly by the industrial sector, which is estimated to grow by 4.1 per cent. This is good news for Centre as well state government finances. The merchandise exports to grow by 8-10 per cent in the next fiscal year. It expects a minor slippage in consolidated state deficit from the budgeted FY14 estimate. Aggregate state's fiscal slippage in FY14 is estimated at 0.1 per cent of GDP. Consolidated state fiscal deficit in FY14 is likely to 2.3 per cent of GDP vis-a-vis 2.2(BE). The state governments' debt in 2013-14 is estimated to increase marginally to 21.7 per cent of GDP from

budget estimate of 21.5 per cent. However, it maintains a stable outlook on state government finances for the next fiscal.

INDIAN ENTERTAINMENT AND MEDIA INDUSTRY

The Indian media and entertainment (M&E) industry has grown by 11.8 per cent in 2013, vis-à-vis 2012, and touched ₹. 918 billion. It is expected to touch ₹.1785.8 billion by 2018, with a CAGR of 14.2 per cent. By the end of 2014, the industry is expected to stand at ₹. 1039 billion. Additionally, digital advertising has shown promising growth in 2013, vis-à-vis 2012, which is about 38.7 per cent, followed by gaming which grew by 25.5 per cent (Source: The FICCI-KPMG 2014 Report is titled 'The Stage Is Set').

Film Industry Performance												
Revenue (INR Billion)	2009	2010	2011	2012	2013	2014p	2015p	2016p	2017p	2018p	2012-13 (year-on-year growth)	CAGR 2013-18
Domestic Theatrical	68.5	62.0	68.8	85.1	93.4	102.2	116.9	133.3	146.3	160.2	9.8%	11.4%
Overseas Theatrical	6.8	6.6	6.9	7.6	8.3	9.4	10.3	11.4	12.0	12.7	9.4%	8.9%
Home Video	4.3	2.3	2.0	1.7	1.4	1.2	1.0	0.9	0.8	0.7	-18.0%	-13.0%
Cable & Satellite Rights	6.3	8.3	10.5	12.6	15.1	16.1	18.4	20.9	23.0	25.2	20.2%	10.7%
Ancillary Revenue Streams	3.5	4.1	4.7	5.4	7.0	9.1	11.7	14.7	17.8	21.0	29.3%	24.7%
Total	83.1	83.3	92.9	112	125	138	158.3	181.3	200	219.8	11.5%	11.9%

Source: KPMG in India analysis

The focus has been shifted from top line growth to bottom line growth with companies focusing on operations and efficiency. In spite of a very challenging macro environment, the industry grew 12%, a far better performance than many other industries. The structural changes taking place in the industry - especially in television and digital, continued to take the industry down the path of fulfilling its potential.

Increasing digitisation across sub-sectors of M&E industry, rate increases in TV, channel packaging by MSOs, innovative strategies to monetise digital content, rapid growth of new media powered by increasing smart phone penetration, and campaign spending during the general elections are likely to be the key levers of growth for the Indian M&E industry in 2014. A well thought out, consistent and long term outlook on regulation is also the key to create an M&E industry that is world class in scale and plays its part in transforming India.

FUTURE OUTLOOK

With more than 600 television channels, 100 million pay-TV households, 70,000 newspapers and 1,000 films produced annually, India's vibrant media and entertainment (M&E) industry provides attractive growth opportunities for global corporations. Enticed by economic liberalization and high volumes of consumption, many of the world's media giants have been present in the Indian market for more than two decades. However, in recent years,

with near double-digit annual growth and a fast-growing middle class, there has been a renewed surge in investments into the country by global companies.

Media sectors regarded as "sunset" industries in mature markets and are flourishing in India, presenting global media companies with exciting opportunities to counter declining revenues. For example, the newspaper industry, which is facing declining readership in many international markets because of digital media, continues to thrive in India, driven by increasing literacy rates and consumer spending as well as the growth of regional markets and specialty newspapers.

Newspapers account for 42% of all advertising spend in India, the highest in all media streams.

India's favorable regulatory environment and recent reforms are creating investment opportunities in a number of M&E sectors. Entry restrictions for foreign companies have been relaxed and Foreign Direct Investment (FDI) caps have been recently increased in key sectors, including Direct-To-Home (DTH) and radio. Mandatory digitization of the country's TV distribution infrastructure has spurred the growth of digital cable and DTH, and created the need for these companies to fund their expansion. The third round of radio license auctions (phase III), expected in the near future, is expected see radio networks adding around 700 radio stations across the country.



OVERALL INDUSTRY SIZE AND PROJECTION

Overall Industry Size (INR Billion)	2008	2009	2010	2011	2012	2013	Growth in 2013 Over 2012	2014p	2015p	2016p	2017p	2018p	CAGR 2013-18
TV	241	257	297.0	329.0	370.1	417.2	12.7%	478.9	567.4	672.4	771.9	885.0	16.2%
Print	172	175.2	192.9	208.8	224.1	243.1	8.5%	264.0	287.0	313.0	343.0	374.0	9.0%
Films	104.4	89.3	83.3	92.9	112.4	125.3	11.5%	138.0	158.3	181.3	200.0	219.8	11.9%
Radio	8.4	8.3	10.0	11.5	12.7	14.6	15%	16.6	19.0	23.0	27.8	33.6	18.1%
Music	7.4	7.8	8.6	9.0	10.6	9.6	-9.9%	10.1	11.3	13.2	15.1	17.8	13.2%
OOH	16.1	13.7	16.5	17.8	18.2	19.3	5.9%	21.2	23.1	25.2	27.5	30.0	9.2%
Animation and VFX	17.5	20.1	23.7	31.0	35.3	39.7	12.5%	45.0	51.7	60.0	70.2	82.9	15.9%
Gaming	7.0	8.0	10.0	13.0	15.3	19.2	29.3%	23.5	28.0	32.3	36.1	40.6	16.2%
Digital Advertising	6.0	8.0	10.0	15.4	21.7	30.1	29.3%	41.2	55.1	69.7	88.1	102.2	27.7%
Total	580	587	83.3	728	821	918	11.8%	1039	1201	1390	1580	1786	14.2%

Source: KPMG in India analysis

There are India's diverse content markets. The bulk of the country's urban consumption is from non-metro cities (the tier 2 and tier 3 towns) and comprises regional markets with distinct cultures, languages and content preferences. These markets, which are huge markets within markets, provide global M&E companies with a variety of opportunities to deliver localized content. Many global film studios and TV broadcasters have already entered these markets and are producing regional language content. Finally, there is the evolution of consumption of digital content, which is at an inflection point in India. Although internet penetration is currently low in the country, the recent launch of 3G services and the eventual launch of 4G are expected to bring a late surge in wireless-based broadband adoption. In conjunction with India's mobile phone user base of more than 750 million subscribers, the scale

and impact of the country's potential for digital content consumption is huge. This presents M&E companies, foreign and domestic, with an exciting opportunity to develop digital businesses that cater to a new generation of broadband users. While there are many opportunities to tap, there are also unique differences and challenges. Diverse content preferences and the low price point and high volumes of content consumption are some of the critical differences that global M&E companies need to assess when entering the Indian market. Companies that understand and adapt to the economic and social fabric of the country's operating environment and that invest in tailored content and services are likely to maximize their success.

M&E companies operating in India continue to be exposed to risks ranging from local

competition to fraud, corruption and piracy. Furthermore, although the development of corporate governance norms and ongoing structural and regulatory reforms are expected to mitigate these threats, global M&E companies need to develop flexible business plans and identify and develop mitigation strategies for key risks.

OPPORTUNITIES

Increasing importance of new media along with customers increasingly adapting their preferences to the new media devices and technologies, the media and entertainment sector certainly is marching towards new horizons of growth. Regional media consumption is expected to grow phenomenally in foreseeable future. Realizing the potential and power of regional media, many national and foreign players have already forayed into the segment, and many others are likely to follow suit, going forward this foray will increase regional media consumption. There is a huge demand for premium and special interest content like comedy, thriller, horror and action movies and demand for different type of music is also increasing. This can be seen with so many dedicated music channels coming up on television. To tap this niche market and understand the preferences of the consumer in this market through user behavior, creating/repurposing content for different platform is needed and this will effectively open more channels to monetize content leading to growth of the industry and the Company.

THREATS

Economy risk

Investment in the film industry is highly speculative and inherently risky. There can be no assurance of the economic success of any picture since the revenues derived from the production and distribution of a picture depend primarily upon its acceptance by the public, which cannot be predicted. The commercial success of a picture also depends upon the quality and acceptance of other competing films released into the marketplace at or near the same time, general economic factors and other tangible and intangible factors, all of which can change and cannot be predicted with certainty.

High Talent cost

There has been a constant increase in the talent cost leading to increase in cost of production and making it difficult to recover the cost. The Company has deep relationships with artists at every level which help them sign stars at correct costs, thereby keeping a check on unreal production costs.

Piracy

The problem of piracy assumes a different proportion in a country such as India with an area of 3.3 million sq. km. and a population of over 1 billion speaking 22 different languages. It impacts all segments of the industry especially



films, music and television. Most of the credible efforts today to combat piracy have been initiated by industry bodies themselves. On part of the government, lack of empowered officers for enforcement of anti-piracy laws remains the key issue that is encouraging the menace of piracy. This, coupled with the lengthy legal and arbitration process, is being viewed as a deterrent to the crusade against pirates.

INTERNAL CONTROL SYSTEMS

The Company recognizes the importance of internal controls and their adequacy and has taken commensurate steps in this regard. The Company has in process the systems that are needed to manage the business of the scale and size which the company has evolved into. Risks and controls are regularly viewed by senior and responsible officers of the Company that assure strict adherence to budgets and effective and optimal use of resources.

DISCUSSION OF FINANCIAL ANALYSIS

The Company's financial performance is discussed in details under the head "Results of Operations" in Directors Report to the Members.

HUMAN RESOURCES

At Pooja Entertainment And Films Limited, we believe that human resources represent one of the most important organizational assets and it takes pride in its open non-bureaucratic culture marked by high access to decision makers. HR has successfully inculcated a strong family value system among the employees, nurturing the "WE" feeling and a strong sense of belonging among all.

CAUTIONARY STATEMENT

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

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF POOJA ENTERTAINMENT AND FILMS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Pooja Entertainment And Films Limited (the Company), which comprise the Balance Sheet as at March 31, 2014, 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 Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on

these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 on the effectiveness of the Company's internal control. 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 aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

(b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and

(c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. We have 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, the Statement of Profit and Loss, and the Cash Flow

Statement dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
- e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

For **Khandelwal & Khandelwal Associates**
Chartered Accountants
Firm Registration No. : 008389C

Achal Dass
Partner
Membership No. 120074

Place: Mumbai
Date: May 30, 2014

Annexure to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification of the fixed assets is reasonable having regard to the size of the company and nature of its assets.
(c) No fixed assets has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories were physically verified during the year by the Management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were generally reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories.
3. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
(b) The Company has taken unsecured loan from one entity covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹. 1610.28 Lacs. and the year end balance of loan taken from such entity was ₹. 1610.28 Lacs.
(c) According to the information and explanations given to us, in our opinion the rate of interest and other term and conditions for such loan are prima-facie not prejudicial to the interest of the company.
(d) In respect of the loan taken, repayment of the principal and interest amount is regular.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventory & fixed assets and for the sale of film rights. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
5. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the



management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956, and exceeding the value of Rs. 5 Lacs in respect of any party during the year, have been made at prices which are reasonable having regard to prevailing market price at the relevant time, where such market prices are available with the Company.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
 7. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
 8. The Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any of the products of the Company.
 9. (a) According to the information and explanations given to us, the Company has generally been regular in depositing 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 and any other statutory dues to the extent applicable with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 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 sales tax, income tax, wealth tax, service tax, customs duty, excise duty and cess which have not been deposited on account of disputes.
 10. The Company has no accumulated losses at the end the financial year and it has not incurred any cash losses in the current and immediately preceding financial year.
 11. According to the information and explanations given to us, the Company does not have any borrowings from banks, financial institutions and debenture holders.
 12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 13. In our opinion and according to the information and explanations given to us the nature of activities of the Company does

not attract any special statute applicable to chit fund and nidhi / mutual benefit fund / societies.

14. In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the order are not applicable.
15. 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.
16. According to the information and explanations given to us, the Company has not taken term loans during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. The Company has not made any preferential allotment of shares to parties and

companies during the year, covered in the register maintained under section 301 of the Companies Act, 1956.

19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For [Khandelwal & Khandelwal Associates](#)
Chartered Accountants
Firm Registration No. : 008389C

[Achal Dass](#)
Partner
Membership No. 120074

Place : Mumbai
Date : May 30, 2013



BALANCE SHEET AS AT 31ST MARCH, 2014

(Amount In `)

Particulars	Note No.	As at 31st March, 2014	As at 31st March, 2013
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	35,978,500	35,978,500
(b) Reserves and surplus	4	25,558,888	15,086,965
		<u>61,537,388</u>	<u>51,065,465</u>
2 Non-current liabilities			
(a) Deferred tax liabilities (Net)	5	14,587,295	-
		<u>14,587,295</u>	<u>-</u>
3 Current liabilities			
(a) Short-term borrowings	6	161,028,690	120,241,115
(b) Trade payables	7	131,827,002	65,717,930
(c) Other current liabilities	8	15,752,044	221,446,040
		<u>308,607,736</u>	<u>407,405,085</u>
	Total	<u>384,732,419</u>	<u>458,470,550</u>
B ASSETS			
1 Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		2,227,407	1,669,481
(b) Non-current investments	10	5,935,000	5,935,000
(c) Long-term loans and advances	11	325,000	325,000
(d) Other non-current assets	12	-	512,748
		<u>8,487,407</u>	<u>8,442,229</u>
2 Current assets			
(a) Inventories	13	178,814,305	233,493,530
(b) Trade receivables	14	40,168,413	40,274,163
(c) Cash and bank balances	15	5,925,554	32,850,796
(d) Short-term loans and advances	16	151,336,740	143,409,832
		<u>376,245,012</u>	<u>450,028,321</u>
	Total	<u>384,732,419</u>	<u>458,470,550</u>

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

As per our report of even date.

For **Khandelwal and Khandelwal Associates**
Chartered Accountants
Firm Registration No.: 008389C

For and on behalf of the Board of Directors

Achal Dass
Partner
Membership No. :120074

Vashu Bhagnani
Managing Director

Puja Bhagnani
Whole Time Director

Place : Mumbai
Date : May 30, 2014

Deepika Trivedi
Company Secretary & Compliance Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

(Amount In `)

Particulars	Note No.	For the year ended 31st March, 2014	For the year ended 31st March, 2013
1 Revenue from operations	17	692,768,829	713,582,603
2 Other income	18	617,496	1,667,699
3 Total revenue (1+2)		<u>693,386,325</u>	<u>715,250,302</u>
4 Expenses			
Cost of production /operating expenses	19	626,880,829	687,695,933
Employee benefits expense	20	4,396,876	2,382,511
Finance costs	21	15,998,976	819,440
Depreciation	9	152,105	39,783
Other expenses	22	15,782,715	11,155,907
Total expenses		<u>663,211,501</u>	<u>702,093,574</u>
5 Profit before tax and prior period items (3-4)		30,174,824	13,156,728
6 Tax expense:			
Current tax		5,145,000	2,528,000
Deferred tax Liability		14,587,295	(122)
MAT credit		(5,145,000)	(2,528,000)
		<u>14,587,295</u>	<u>(122)</u>
7 Profit after tax but before prior period items		15,587,529	13,156,850
8 Prior period items			
Prior period expenses (net)	23	5,115,606	-
9 Profit for the year (7-8)		<u>10,471,923</u>	<u>13,156,850</u>
10 Earnings per equity share(of Rs. 10/- each):			
Basic and Diluted		2.91	3.66

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

As per our report of even date.

For **Khandelwal and Khandelwal Associates**
Chartered Accountants
Firm Registration No.: 008389C

For and on behalf of the Board of Directors

Achal Dass
Partner
Membership No. :120074

Vashu Bhagnani
Managing Director

Puja Bhagnani
Whole Time Director

Place : Mumbai
Date : May 30, 2014

Deepika Trivedi
Company Secretary & Compliance Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014



(Amount In `)

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
A. Cash flow from operating activities		
Net Profit before tax	30,174,824	13,156,728
<i>Adjustments for:</i>		
Depreciation	152,105	39,783
Bad debts written off	-	200,000
Miscellaneous expenditure written off	-	343,000
Finance Costs	15,998,976	819,440
Interest income	(257,808)	(19,957)
Provisions written back	(14,040)	(124,915)
Prior Period Items	(5,115,606)	-
Operating profit before working capital changes	<u>40,938,451</u>	<u>14,414,079</u>
<i>Changes in working capital:</i>		
<i>Adjustments for operating assets:</i>		
Decrease/(Increase) in inventories	54,679,225	(76,641,571)
Decrease/(Increase) in trade receivables	105,750	(33,954,944)
Increase in short-term loans and advances	(33,654,420)	(113,499,712)
Decrease in long-term loans and advances	-	5,000
<i>Adjustments for operating liabilities:</i>		
Increase in trade payables	66,109,072	13,129,795
Increase/(Decrease) in other current liabilities	(205,679,959)	(11,84,40,331)
Cash used in operating activities	<u>(77,501,880)</u>	<u>(76,191,423)</u>
Taxes paid	<u>(25,727,511)</u>	<u>(14,847,487)</u>
Net cash flow inflow used in operating activities (A)	<u>(51,774,369)</u>	<u>(91,038,910)</u>
B. Cash flow from investing activities		
Purchase of Fixed assets	(710,028)	(1,703,970)
Proceeds from sale of non-current investments	-	3,050,000
Interest received	257,808	19,957
Movement in Fixed deposits with Banks	512,748	(512,748)
Net cash flow from investing activities (B)	<u>60,528</u>	<u>853,239</u>
C. Cash flow from financing activities		
Proceeds from short-term borrowings	40,787,575	117,528,169
Finance Costs	(15,998,976)	(819,440)
Net cash flow inflow from financing activities (C)	<u>24,788,599</u>	<u>116,708,729</u>
Net (decrease)/Increase in cash and cash equivalents (A+B+C)	<u>(26,925,242)</u>	<u>26,523,058</u>
Cash and cash equivalents at the beginning of the year	32,850,796	6,327,738
Cash and cash equivalents at the end of the year**	<u>5,925,554</u>	<u>32,850,796</u>
**Cash and cash equivalents comprises of:		
Cash in hand	1,988,115	3,096,811
Balance with scheduled banks in:		
-Current accounts	3,737,439	29,753,985
-Flexi deposit account	200,000	-
	<u>5,925,554</u>	<u>32,850,796</u>

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

As per our report of even date.

For Khandelwal and Khandelwal Associates

Chartered Accountants

Firm Registration No.: 008389C

Achal Dass

Partner

Membership No. :120074

Place : Mumbai

Date : May 30, 2014

For and on behalf of the Board of Directors

Vashu Bhagnani

Managing Director

Deepika Trivedi

Company Secretary & Compliance Officer

Puja Bhagnani

Whole Time Director

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

NOTE - 1 CORPORATE INFORMATION

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

NOTE - 2 SIGNIFICANT ACCOUNTING POLICIES

2.01 Basis of preparation of financial statements

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

2.02 Use of estimates

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

2.03 Fixed Assets

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

2.04 Inventories

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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014



expected revenue. If net expected revenue is less than unamortised cost, the same is written down to net expected revenue.

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

2.05 Investments:

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

2.06 Revenue Recognition

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

Film production and related income

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

Interest income

Interest income is recognised on a time proportion basis.

2.07 Depreciation:

Depreciation on fixed assets are provided for in accordance with schedule XIV of the Companies Act, 1956 on the straight line method. Depreciation on addition /deduction during the year has been provided on Pro-rata basis.

2.08 Taxation

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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

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

2.09 Earning Per Share:

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

2.10 Impairment of Tangible assets

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

2.11 Provisions and contingencies

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

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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014



NOTE 3 - SHARE CAPITAL

(Amount In `)

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	Amount In `	No. of Shares	Amount In `
Authorised Equity shares of Rs.10 each with voting rights	30,000,000	300,000,000	30,000,000	300,000,000
Issued Equity shares of Rs.10 each with voting rights	5,000,500	50,005,000	5,000,500	50,005,000
Subscribed and Paid Up Equity shares of Rs. 10 each with voting rights fully called up	5,000,500	50,005,000	5,000,500	50,005,000
Less: Calls in Arrears	1,870,200	(14,026,500)	1,870,200	(14,026,500)
Total		35,978,500		35,978,500

NOTE 3.1 - Terms / Rights attached to Equity Share

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

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

Sr. No.	Name of Shareholder	As at 31st March, 2014		As at 31st March, 2013	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Vashu Bhagnani	1,831,370	36.62	1,831,370	36.62
2	Puja Bhagnani	252,519	5.05	252,519	5.05
3	Himanshu P Sheth	606,500	12.13	606,500	12.13

NOTE 3.3 - Details of Unpaid Call

	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	Amount In `	No. of Shares	Amount In `
Unpaid Calls				
By Directors	-	-	-	-
By Others	1,870,200	14,026,500	1,870,200	14,026,500

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

NOTE 4 - RESERVES AND SURPLUS

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
a. General Reserves		
Opening Balance	787,558	787,558
(+) Current Year Transfer from Surplus	-	-
Closing Balance	787,558	787,558
b. Surplus / (Deficit) in statement of profit & loss		
Opening balance	14,299,407	1,142,559
(+) Net Profit for the year ended	10,471,923	13,156,848
Closing Balance	24,771,330	14,299,407
Total	25,558,888	15,086,965

NOTE 5 - DEFERRED TAX LIABILITIES (NET)

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
(a) Deferred Tax Liabilities		
Difference between the books and tax written down value of fixed assets	190,266	-
Difference of unamortised cost of film production between the books and tax	32,791,401	-
Total (a)	32,981,667	-
(b) Deferred Tax Assets		
Carried forward business loss as per Income Tax Act, 1961	18,394,372	-
Total (b)	18,394,372	-
Total (a-b)	14,587,295	-

NOTE 6 - SHORT TERM BORROWINGS

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Unsecured		
Loans and advances from related parties	161,028,690	120,241,115
Total	161,028,690	120,241,115

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014



NOTE 7 - TRADE PAYABLES

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Payables for supplies and services	131,827,002	65,434,205
Payables for accrued salaries and wages	-	283,725
Total	131,827,002	65,717,930

NOTE 8 - OTHER CURRENT LIABILITIES

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Advance against films under production	-	190,000,000
Advance from customers	2,179,258	4,122,921
Statutory dues payable	8,171,770	27,323,119
Others	5,401,016	-
Total	15,752,044	221,446,040

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2014**

PARTICULARS		GROSS BLOCK				NET BLOCK			
		As at April 1, 2013	Additions/ (Disposals)	As at March 31, 2014	As at April 1, 2013	Depreciation charge for the year	Adjustment on Disposals	As at March 31, 2014	As at March 31, 2013
Office equipments	36,235	11,547	47,782	852	1,999	-	2,851	44,931	35,383
Computer	576,380	698,481	1,274,861	19,816	72,572	-	92,388	1,182,473	556,564
Plant and machinery	1,096,655	-	1,096,655	19,118	77,534	-	96,652	1,000,003	1,077,537
Total	1,709,270	710,028	2,419,298	39,786	152,105	-	191,891	2,227,407	1,669,484
Previous Year	5,300	1,703,970	1,709,270	3	39,783	-	39,786	1,669,484	5,300

(Amount in `)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014



NOTE 10 - NON CURRENT INVESTMENTS

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Non Trade Investments (valued at cost) Investment in unquoted equity shares: (refer Note - 31) Fully paid up	-	-
Goodyear Property and Investments Private Limited (1,00,000 (Previous year - 1,00,000) Equity shares of ` . 10/- each fully paid up)	1,500,000	1,500,000
Mehta Trend Analysis Consultancy Private Limited (5,000 (Previous year - 5000) Equity shares of ` . 10/- each fully paid up)	50,000	50,000
Saiba Hotels & Properties Private Limited (3,00,000(Previous year - 3,00,000) Equity shares of ` . 10/- each fully paid up)	3,000,000	3,000,000
Vimochan Pictures Limited (1,00,000 (Previous year - 1,00,000) Equity shares of ` . 10/- each fully paid up)	1,000,000	1,000,000
Cosmic Bio-Tech & Herbals Limited (15,000 (Previous year - 15,000) Equity shares of ` . 10/- each fully paid up)	385,000	385,000
Total	5,935,000	5,935,000

NOTE 11 - LONG - TERM LOANS AND ADVANCES

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Security Deposits Unsecured, Considered Good	325,000	325,000
Total	325,000	325,000

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

NOTE 12 - OTHER NON - CURRENT ASSETS

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Fixed deposits kept in lien against bank guarantee	-	512,748
Total	-	512,748

NOTE 13 - INVENTORIES

(For mode of valuation, refer note 2.04)

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Cost of films under production	372,085	5,000,000
Unamortised cost of production	178,442,220	-
Total	178,814,305	5,000,000

NOTE 14 - TRADE RECEIVABLES

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Unsecured, Considered Good		
(a) Trade receivables outstanding for the period exceeding six months from the date they were due for payment	4,314,337	3,279,651
(b) Others	35,854,076	36,994,512
Total	40,168,413	40,274,163

NOTE 15 - CASH AND BANK BALANCES

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Cash and cash equivalents		
Cash in hand	1,988,115	3,096,811
Balance with banks in current account	3,737,439	29,753,985
Balance with banks in flexi deposit account	200,000	-
	5,925,554	32,850,796
Other bank balances		
Fixed deposits kept in lien against bank guarantee	-	512,748
Less: Amount disclosed under non-current assets	-	512,748
Total	5,925,554	32,850,796

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014



NOTE 16 - SHORT - TERM LOANS AND ADVANCES

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Unsecured, considered Good		
Advance tax (net of provision for income tax)	20,132,511	11,537,293
Advances related to film projects	36,732,275	70,464,639
Security deposits	808,615	628,226
Prepaid expenses	20,233	222,209
MAT credit entitlement	7,673,000	2,528,000
Others	79,011,161	51,070,520
Doubtful		
Inter corporate deposits	6,958,945	6,958,945
Total	151,336,740	143,409,832

NOTE 17 - REVENUE FROM OPERATIONS

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
(a) Sale of Products		
Revenue from film production	692,768,829	713,582,603
Total	692,768,829	713,582,603

NOTE 18 - OTHER INCOME

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Interest Income on:		
- Bank deposits	257,808	19,957
Others	345,648	1,522,827
Provisions written back	14,040	124,915
Total	617,496	1,667,699

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

NOTE 19 - COST OF PRODUCTION /OPERATING EXPENSES

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Cost of under production films brought forward	5,000,000	156,851,959
Unamortised cost at the beginning of the year	228,493,530	-
Add : Cost incurred during the year	526,261,774	617,832,469
Less : Unamortised cost at the close of the year	178,442,220	228,493,530
Less : Cost of underproduction films carried forward	372,085	5,000,000
	<u>580,940,999</u>	<u>541,190,898</u>
Add : Print and publicity	45,337,082	146,157,532
Commission	602,748	347,503
Total	<u>626,880,829</u>	<u>687,695,933</u>

NOTE 20 - EMPLOYEE BENEFITS EXPENSES

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Salaries and wages	4,396,876	2,382,511
Total	<u>4,396,876</u>	<u>2,382,511</u>

NOTE 21 - FINANCE COSTS

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Interest		
Borrowings	15,956,058	749,450
Bank charges	42,918	69,990
Total	<u>15,998,976</u>	<u>819,440</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014



NOTE 22 - OTHER EXPENSES

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Rent	7,200,000	3,600,000
Professional tax	2,500	2,500
Legal and professional fees	2,644,392	1,868,988
Others Interest (TDS and Service tax)	612,324	1,627,331
Listing & others fees	28,090	1,294,949
Insurance	179,169	281,834
Annual custodian charges	30,000	33,708
AGM expenses	24,577	17,197
Travelling and conveyance	148,102	322,561
Computer repair and maintenance	126,117	75,869
Electricity	310,019	117,648
Advertisement	97,524	46,351
Business promotion	1,536,011	359,954
Share transfer agent fees	39,627	36,573
Membership & subscription	6,100	8,068
Website expenses	-	10,865
Printing & stationery	209,354	160,572
Payment to auditors (Refer to Note 22.1)	300,000	224,720
Miscellaneous expenditure written off	-	343,000
Sundry balances written off	-	3,649
Bad debts written off	-	200,000
Service tax	1,319,937	-
Office expenses	471,444	373,729
Miscellaneous expenses	497,428	145,841
Total	15,782,715	11,155,907

NOTE 22.1 - DETAILS OF PAYMENT TO AUDITOR

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Payment to the auditor :		
For audit fees	300,000	200,000
Toward service tax	37,080	24,720
Total	337,080	224,720

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

NOTE 23 - PRIOR PERIOD EXPENSES (net)

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
(a) Prior period expenses		
Other interest (TDS ,Service tax)	5,165,793	-
Publicity	200,147	-
Professional fee	15,000	-
Total (a)	5,380,940	-
(b) Prior period income		
Miscellaneous income	265,334	-
Total (b)	265,334	-
Total (a-b)	5,115,606	-

NOTE 24 - BASIC & DILUTED EARNINGS PER SHARE

(Amount In `)

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Net profit after tax for the year	10,471,923	13,156,850
Equity shares outstanding as at the year end	5,000,500	5,000,500
Weighted average number of shares	3,597,850	3,597,850
Nominal value per share `	10	10
Earnings per share ` (Basic & diluted)	2.91	3.66

Note 25 - SEGMENT REPORTING

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

NOTE 26 - DISCLOSURES REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT 2006

Based on the information available with the company, there are no suppliers who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006" as at March 31, 2014.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014



NOTE 27 - EXPENDITURE IN FOREIGN CURRENCY:

(Amount In `)

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Expenditure in foreign currency	374,908,069	30,395,761

NOTE 28 - DISCLOSURES UNDER ACCOUNTING STANDERD 18, RELATED PARTIES DISCLOSURES

Details of related parties:

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

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

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

Note: Related parties have been identified by the Management.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

DETAILS OF RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED MARCH 31, 2014:

(Amount In `)

Nature of the Transactions	KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
Short term Borrowings				
- Puja Entertainment (India) Limited			162,650,000 (376,760,116)	162,650,000 (376,760,116)
Repayment of short term borrowing				
- Puja Entertainment (India) Limited			219,067,797 (264,712,811)	219,067,797 (264,712,811)
Outstanding Balance of Short term borrowings				
- Puja Entertainment (India) Limited			161,028,690 (120,241,115)	161,028,690 (120,241,115)
Interest on Short term borrowings during the year				
- Puja Entertainment (India) Limited			15,956,058 (6,326,455)	- -
Repayment of Interest on short term borrowing				
- Puja Entertainment (India) Limited			15,534,514 -	15,534,514 -
Rent				
- Pooja Leisure & lifestyle			7,200,000 (14,400,000)	7,200,000 (14,400,000)
Remuneration				
- Vashu Bhagnani	1,440,000 (720,000)			1,440,000 (720,000)
- Puja Bhagnani	960,000 (480,000)			960,000 (480,000)
Payment towards artist remuneration for film projects				
Jackky Bhagnani	- (17,016,920)			- (17,016,920)

Note: Figures in bracket relates to the previous year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014



NOTE 29 - CONTINGENT LIABILITIES

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
Guarantee given by bank on behalf of the Company	-	500,000

NOTE 30 - LEASES

Operating lease for office premise has been charged as rent to Statement of Profit and Loss account.

Premises taken on operating lease

The total future minimum lease rentals payable at the Balance sheet date is as under:

(Amount In `)

Particulars	As at 31st March, 2014	As at 31st March, 2013
For a period not later than one year	7,200,000	-
For a period later than one year and not later than five years	-	7,200,000
For a period later than Five year	-	-

NOTE - 31

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

NOTE - 32

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

NOTE - 33 EMPLOYEE BENEFITS

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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

NOTE - 34

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

NOTE - 35 PREVIOUS YEAR'S FIGURES

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

Signature to the statements of notes to financial statements.

As per our report of even date.

For **Khandelwal and Khandelwal Associates**
Chartered Accountants
Firm Registration No.: 008389C

Achal Dass
Partner
Membership No. :120074

Place : Mumbai
Date : May 30, 2014

For and on behalf of the Board of Directors

Vashu Bhagnani
Managing Director

Puja Bhagnani
Whole Time Director

Deepika Trivedi
Company Secretary & Compliance Officer

POOJA ENTERTAINMENT AND FILMS LIMITED

Pooja House, 1st Floor, CTS No. 892-893, Juhu Tara Road, Opp. J. W. Marriott Hotel,
Juhu, Mumbai - 400 049. | Tel No.: 022 - 26121613/14
Fax No.: 022 - 26161091 | Email : poojaentertainment@gmail.com
Website : www.thepoojagroup.com | CIN : L99999MH1986PLC040559

ATTENDANCE SLIP

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE. Members are requested to bring their copy of the Annual Report to the Meeting.

Name of the Attending Member _____
(In Block Letters) (Surname) (First Name) (Middle Name)

Name of the Proxy _____
(To be filled in if the Proxy attends instead of the Member) (Surname) (First Name) (Middle Name)

Folio Number _____ No. of Shares held _____

I / We hereby record my / our presence at the 27th Annual General Meeting of the Company held on Friday 31st day of October, 2014 at 11.30 A.M. at Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049

Signature of the Member/Proxy*

*Strike out whichever is not applicable

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PROXY FORM

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

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

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

- Name

Address:

E-mail Id:

Signature: _____, or failing him
- Name

Address:

E-mail Id:

Signature: _____, or failing him
- Name

Address:

E-mail Id:

Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Friday 31st day of October, 2014 at 11.30 A.M. at Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049 and at any adjournment thereof in respect of such resolutions as are indicated below:

POOJA ENTERTAINMENT AND FILMS LIMITED

Pooja House, 1st Floor, CTS No. 892-893, Juhu Tara Road, Opp. J. W. Marriott Hotel,
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Website : www.thepoojagroup.com | CIN : L99999MH1986PLC040559

Sr. No.	Resolution	I Assent to the resolution	I dissent from the resolution
Ordinary Resolution			
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.		
2.	Re-appointment of Mrs. Deepshikha Deshmukh, who retire by rotation		
Special Resolution			
3.	Appointment of Mr. Manoj Naraindas Nijalani as Independent Director		
4.	Appointment of Mr. Kuki Abdul Khan as Independent Director		
5.	Appointment of Mr. Vivek Jagannath Bhole as Independent Director		
6.	Appointment of M/s. Jayantilal Thakkar & Co, Chartered Accountants as the statutory auditor.		
7.	Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013.		
8.	Authority to borrow money in excess of paid up capital and free reserves of the company in terms of Section 180(1)(c) of the Companies Act, 2013.		

Signed this _____ day of _____ 2014.

Signature of shareholder(s)

Affix a
` 1/-
Revenue
Stamp

Signature of Proxy holder(s)

Notes: 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.

POOJA ENTERTAINMENT AND FILMS LIMITED

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BALLOT PAPER

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

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

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner :

Sr. No.	Resolution	I Assent to the resolution	I dissent from the resolution
Ordinary Resolution			
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.		
2.	Re-appointment of Mrs. Deepshikha Deshmukh, who retire by rotation		
Special Resolution			
3.	Appointment of Mr. Manoj Naraindas Nijalani as Independent Director		
4.	Appointment of Mr. Kuki Abdul Khan as Independent Director		
5.	Appointment of Mr. Vivek Jagannath Bhole as Independent Director		
6.	Appointment of M/s. Jayantilal Thakkar & Co, Chartered Accountants as the statutory auditor.		
7.	Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013.		
8.	Authority to borrow money in excess of paid up capital and free reserves of the company in terms of Section 180(1)(c) of the Companies Act, 2013.		

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

Place:

Date:

Signature of Member

POOJA ENTERTAINMENT AND FILMS LIMITED

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Instructions for Members for casting vote through Ballot:

1. In terms of clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, this Ballot Form is being provided.
2. A member desiring to exercise vote by Ballot shall complete this Ballot Form with assent (for) or dissent (against) and send it to Mr. Balkrishan Pradhan, C/o Pooja Entertainment and Films Limited, Pooja House, CTS No. 892-893, Opp. J.W. Marriott Hotel, Juhu Tara Road, Juhu, Mumbai - 400 049 so as to reach him on or before the closure of working hours on October 27, 2014. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
3. In case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
4. Members who have neither voted electronically nor through ballot, will be permitted to deposit the filled in Ballot Forms, physically at the AGM to enable them to exercise their vote.



If undelivered, please return to,

Pooja Entertainment And Films Limited

Registered Office :

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

Opp. J.W. Marriott Hotel, Juhu, Mumbai - 400 049.

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