

ANNUAL REPORT: 2014-15

CIN	:	L18109MH1994PLC211249
Registered office	:	374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai- 400076
Board of Directors	:	Mr. Pikesh Sitaram Sharma - Managing Director Mrs. Babita Pikesh Sharma - Executive Director Mr. Latif Ummad Ali Khan - Independent Director Mr. Vinodkumar C. Jain - Independent Director
Bankers	:	Canara Bank Limited
Statutory Auditors	:	Agarwal Desai & Shah, Chartered Accountants
Share Registrar & Transfer Agent	:	System Support Services 209, Shivalik Industrial Estate 89, Andheri Kurla Road Andheri (East), Mumbai – 400 072 Tel: 022-28500835; Fax: 022-28501438 Email id: zoebsss@hotmail.com Website: www.sysss.com
Website	:	www.koffeekbreak.in

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DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

Dear Members,
 KOFFEE BREAK PICTURES LIMITED

The Directors are pleased to present the 23rd Annual Report together with the Audited Financial Statements for the financial year ended March 31, 2015. The Management Discussion and Analysis is also included in this Report.

1. FINANCIAL PERFORMANCE

The brief financial results of the Company are as detailed below:

Particulars	[In Rs.]	
	Year ended 31 st March 2015	Year ended 31 st March 2014
Total Revenue	4,350,793	17,65,969
Profit/(Loss) before taxation	(141,582,864)	(4,978,657)
Profit/(Loss) after tax	141,582,864	4,978,657

2. OPERATION AND STATE OF THE AFFAIRS OF THE COMPANY

During the financial year ended on March 31 2015, your Company reported top-line growth of 146.37% over the previous year. The Gross revenue from operations stood at Rs. 43.51 lacs as compared with Rs. 17.66 lacs in the previous year. However due to written off the debts not be unrealized and inventory having no value amounting to Rs. 1420.79 lacs during the year, the Company incurred a loss of Rs. 1415.82 lacs as compared to a loss of Rs. 49.78 lacs in the previous year.

3. CORPORATE OVERVIEW

During the year the company is in the business of Media and Entertainment. There is no change in nature of the business of the Company. The Company has its registered office at Mumbai.

4. OVERVIEW OF THE ECONOMY AND ANALYSIS

As per the latest GDP growth estimates, Indian economy grew by 7.4% in FY15 compared to 6.9% in FY14, mostly driven by improved economic fundamentals and revision of GDP methodology calculation. Even inflation showed signs of moderation, a welcome sign - wholesale price and consumer price inflation declined. Reduced inflation, falling crude oil prices, stable Rupee, improved purchasing power and consumer spending, higher capital inflows supported by the government policy reforms have already put India on an accelerating growth track an improved the business outlook.

Reforms like e-auctions of coalmines and telecom, FDI hike in insurance, speedier regulatory approvals etc. will be critical growth enablers to de-bottleneck stalled projects, improve the investment outlook and the ease of doing business in the country. Reforms currently underway such as GST implementation, Amendment on Land Acquisition Bill, Labour Reforms, etc. are expected to provide the requisite thrust for growth in the medium-term.

The M & E industry is expected to register a good growth in view of the digitization and enhanced number of channels and private stakeholder, momentum in crossover movies and crossover audience, increase in global presence of Indian channels and

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creation of domestic demand for animation and special effects. Besides adaptation to high-end digital technology, the entertainment industry is also witnessing rapid development of state-of-the-art studios and post production facilities. The digital technologies and their innovative applications have changed the entertainment sector considerably, especially the content production and its quality. Internet has also emerged as the latest revenue stream and has become one of the fastest growing advertising medium and has made a significant impression on the entertainment industry

Opportunities and Challenges

Apart from making animation films we are targeting products at the children segment. This age-group is easier to please as they do not have any pre-notions about the products they view. Hence they form an excellent audience. Also all products aimed at this segment have a higher repeat value ensuring better sales in fields of home video and merchandise. If kids like one thing, they would repeatedly want to do the same thing time and over again. We are using the best of hardware and software apart from specialized man-power we aim at delivering traditional 2D animation 90 minute films in a span of 9 to 12 months which usually take 25 - 30 months. After the setup of our own animation studio which is one of the best in country in terms of human resources, hardware & software we can now undertake projects for other firms & individuals. With the launch of more television channels, there is an acute shortage of material to telecast increasing our opportunities to exploit better prices for our content.

However, the media and entertainment are constrained with many challenges including rising costs (wages, inventory and interest costs), intensified competition from other low cost countries and political risk to implement the reforms like GST etc. Such issues need to be addressed to result in unlocking maximum growth potential.

5. DIVIDEND AND RESERVES

In view of the in losses incurred during the year, Your Directors express their inability to recommend any dividend. During the year under review, no amount was transferred to General Reserve.

6. SHARE CAPITAL

The paid up equity share capital as at March 31, 2015 stood at Rs. 130,011,000 (Rupees Thirteen crore eleven thousand). There is no change in the Share Capital of the company during the financial year.

The Company has not issued any equity shares with differential rights and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

The Company has not issued any sweat equity shares and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

The Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme. Hence no information as per the provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

There are no shares held by trustees for the benefit of employees and hence no disclosure has been made under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014.

23rd Annual Report: 2014-15**7. SUBSIDIARY AND ASSOCIATES COMPANIES**

As on March 31, 2015, the Company has no Subsidiary, Joint Ventures or Associates Company.

8. CONSOLIDATED FINANCIAL STATEMENT

The Company is not required to consolidate its financial statements in terms of the provision of Section 129(3) of the Companies Act, 2013 and Rules made there-under during the financial year.

9. CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditor confirming compliance forms an integral part of this Report.

10. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as Annexure - A and forms an integral part of this Report.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Babita Kedia Director retires by rotation at the forthcoming Annual General Meeting and, being eligible offers herself for re-appointment.

Mr. Latif Khan and Mr. Vinod Jain were appointed Non Executive Independent Director for a period of five years at the 22nd Annual General Meeting held on September 30, 2014.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

12. BOARD EVALUATION, INDUCTION AND TRAINING OF BOARD MEMBERS

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as evaluation of the working of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

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

The process followed by the Company for induction and training to Board members has been explained in the Corporate Governance Report.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

14. WHISTLE BLOWER POLICY

The Company has a whistle blower policy to report genuine concerns or grievances. The Whistle Blower policy has been posted on the website of the Company. (www.koffeekoffeebreak.in).

15. REMUNERATION AND NOMINATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. . The remuneration and nomination policy has been posted on the website of the Company (www.koffeekoffeebreak.in).

16. RELATED PARTY TRANSACTIONS AND POLICY

The Company has developed a related party transactions framework through standard operating procedures for the purpose of identification and monitoring of transactions with the related parties.

The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company (www.koffeekoffeebreak.in). None of the Directors has any pecuniary relationship or transactions vis-d-vis the Company.

The details of transactions entered into with the related parties are given here-in-below in form AOC-2 in terms of the provision of section 188(1) including certain arm's length transactions:

A. Details of contract or arrangement or transactions not at arms' length basis ; Nil

a.	Name(s) of the related party and nature of relationship	NA
b.	Nature of contract /arrangements/transaction	NA
c.	Duration of contract /arrangements/transaction	NA
d.	Salient terms of contract /arrangements/transaction including the value, if any,	NA
e.	Justification for entering into such contract / arrangements/ transaction	NA
f.	Date(s) of approval by the Board	NA
g.	Amount paid as advances , if any,	NA
h.	Date on which special resolution was passed in general meeting as required under first proviso to section 188	NA

B. Details of contract or arrangement or transactions at arms' length basis :

a.	Name(s) of the related party and nature of relationship	NA
b.	Nature of contract /arrangements/transaction	NA
c.	Duration of contract /arrangements/transaction	NA
d.	Salient terms of contract/arrangements/transaction including the value, if any,	NA
e.	Date(s) of approval by the Board	NA
f.	Amount paid as advances , if any,	NA

17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

18. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- i. that in the preparation of the Annual Accounts for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. 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 as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- iii. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. STATUTORY AUDIT

M/s Agarwal Desai & Shah, Chartered Accountants, (Firm Registration No: 124850W) who are Statutory Auditors of the Company hold office up to the forthcoming Annual General Meeting and are recommended for re- appointment to audit the accounts of the Company for the financial year 2015-16. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Agarwal Desai & Shah, that their appointment, if made, would be in conformity with the limits specified in the said Section.

20. COST AUDIT

Provision of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company during the year under review.

21. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed Ms. Binu Singh, Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as Annexure-B and forms an integral part of this Report.

The Management comments on the qualifications in the Secretarial Audit Report as under:

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These are the technical lapses and inadvertently. The Company has appointed the Internal Auditor and in process of the appointing Company Secretary and would be complied the requirement as soon as it find the suitable candidate. The Board of Director will ensure that henceforth such lapses would not occur.

22. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

Your Company has policies, procedures and effective internal controls for ensuring orderly and efficient conduct of the business, safeguard of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting record, timely preparation of financial statements and proper disclosure.

During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

The internal and operational audit is conducted on regular basis The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

23. RISK MANAGEMENT

During the year under review, the Company has identified and evaluates elements of business risk. Consequently a Business Risk Management framework is in place. The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of such risks. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business.

Some of the risks that the Company is exposed to are:

Financial Risks

The Company's policy is to actively manage its foreign exchange risk within the framework laid down. Given the interest rate fluctuations, the Company has adopted a prudent and conservative risk mitigation strategy to minimize interest costs.

Regulatory Risks

The Company is exposed to risks attached to various statutes and regulations. The Company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits.

24. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provision of Schedule VII of the Companies Act, 2013 read with Companies Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company during the year under review.

25. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees.

During the year under review, no complaints were reported to the Board.

26. STATUTORY INFORMATION

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company during the period under review.

The information required under Section 197 of the Companies Act, 2013 read with rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company during the financial year.

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

The Business Responsibility Reporting as required by Clause 55 of the Listing Agreement with the Stock Exchanges is not applicable to your Company for the financial year ending March 31, 2015.

27. CAUTIONARY STATEMENT

Statements in this Directors' Report & Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

28. APPRECIATION

Your Directors wish to thank all the stakeholders who have contributed to the success of your Company. Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

**For and on behalf of the Board of Directors of
KOFFEE BREAK PICTURES LIMITED**

Pikesh Sitaram Sharma

Babita Sharma

Managing Director
DIN: 05143923

Executive Director
DIN: 06942432

Place: Mumbai
Dated: August 31, 2015

Form No. 9
Extract of Annual Return
As on Financial year ended on March 31, 2015
[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

1. Registration & Others Details:

(i)	CIN	CIN: L18109MH1994PLC211249
(ii)	Registration Date	13 th April 1994
(iii)	Name of the Company	Koffee Break Pictures Limited
(iv)	Category/Sub-category of the Company	Company Limited by the shares/ Non -Government Company
(v)	Address of the Registered office & contact details	374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai 400 076
(vi)	Whether listed company	Yes
(vii)	Name, address and contact details of the Registrar & Transfer Agent, if any	System Support Services 209, Shivalik Industrial Estate 89, Andheri Kurla Road Andheri (East), Mumbai - 400 072 Tel: 022-28500835; Fax: 022-28501438 E-mail: zoebsss@hotmail.com Website: www.sysss.com

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

Sr. No.	Name and description of main products/services	NIC code of the Product/Services	% of the total turnover of the Company
(i)	Media and Entertainment	9211	

3. Particulars of holding, subsidiary and associates companies; NIL

Sr. No.	Name of the Company	Address of the Company	CIN/GNL	Holding/ Subsidiary/ Associates	% of the shares held	Applicable Section
(i)						

4. Shareholding pattern (Equity share capital break-up as % of total capital)

i. Category-wise Shareholding

Category of the Shareholder	No. of Shares held at the beginning of the year (As on April 01, 2014)				No. of Shares held at the end of the year (As on March 31, 2015)				% of Change
	Demat	Physical	Total	% of total Capital	Demat	Physical	Total	% of total Capital	
A. Promoters									
(1) Indian									
Individual/HUF	15810	0	15810	0.01	0	0	0	0	(-)0.01
Central Govt.	0	0	0	0	0	0	0	0	0
State Govt.	0	0	0	0	0	0	0	0	0
Bodies Corporate	3126	0	3126	0	0	0	0	0	0
Banks/Fi	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0
Sub Total (A)(1)	18936	0	18936	0.01	0	0	0	0	(-) 0.01
2. Foreign	0	0	0	0	0	0	0	0	0
NRIs Individual	0	0	0	0	0	0	0	0	0
Other Individual	0	0	0	0	0	0	0	0	0
Bodies	0	0	0	0	0	0	0	0	0
Banks/FiIs	0	0	0	0	0	0	0	0	0

Sub Total (A)(2)	0	0	0	0	0	0	0	0	0
Total Promoters Shareholding (1+2)	0	0	0	0.01	0	0	0	0	0
B. Public Shareholding									
<i>1. Institutions</i>									
Mutual Fund	0	0	0	0	0	0	0	0	0
Banks/FIs	0	0	0	0	0	0	0	0	0
Central Govt.	0	0	0	0	0	0	0	0	0
State Govt.	0	0	0	0	0	0	0	0	0
Venture Capital	0	0	0	0	0	0	0	0	0
Insurance Co.	0	0	0	0	0	0	0	0	0
FIIIs	0	0	0	0	0	0	0	0	0
Foreign Venture Capital	0	0	0	0	0	0	0	0	0
Others	0	0	0	0	0	0	0	0	0
Sub Total (B)(1)									
<i>2. Non Institutions</i>									
Bodies Corp.									
i. Indian	48190647	0	48190647	37.07	47182154	0	47182154	36.29	(-)-0.78
ii. Overseas									
Individuals									
i. Nominal share capital upto Rs. 1lacs	30202687	2385600	32588287	25.07	29932988	2335600	32268588	24.82	(-)-0.25
ii. Nominal share capital in excess of Rs. 1lacs	45467614	1950000	47417614	36.47	46809142	1950000	46809142	37.50	(+)-1.03
Others , specify	0	0	0		0		0	0	0
Clearing Members/Directors/Relatives /Employees	0	0	0		0		0	0	0
NRI/Foreign National / Overseas Bodies Corporates	1795516	0	1795516	1.38	1801116	0	1801116	1.39	(+)-0.01
Sub Total (B)(2)	125656464	4335600	129992064	99.99	125725400	4285600	130011000	100	(+)-0.01
Total Public Shareholding (2A+2B)	125656464	4335600	129992064	99.99	125725400	4285600	130011000		
C. Shares held by Custodian for GDRs and ADRs	0	0	0	0	0	0	0	0	0
Gran Total (A+B+C)	125675400	4335600	130011000	100.00	125725400	4285600	130011000	100	0

ii. Shareholding of promoters

Name of the Shareholder	No. of Shares held at the beginning of the year (As on April 01, 2014)			No. of Shares held at the end of the year (As on March 31, 2015)			% change in share holding during the year
	No. of shares	% of total Capital	% of shares pledged/encumbered to total shares	No. of shares	% of total Capital	% of shares pledged/encumbered to total shares	
Apurva Manish Shah	15810	0.01	0	0	0	0	0
Metex Marketing P Ltd	3126	0.00	0	0	0	0	0

iii. **Change in promoters' shareholding (Please specify, if there is no change)**

Name of the promoter Shareholder	No. of Shares held at the beginning end of the year		Changes during the year			Cumulative shareholding during the year	
	No. of shares	% of total Capital	Date	Increase(+) Decrease(-) during the year	Reason	No. of shares	% of total Capital
Apurva Manish Shah	15810	0.01	0	(-)15810	Sold	0	0
Metex Marketing P Ltd	3126	0.00	0	(-)3126	Sold	0	0
At the end of the year						0	0

iv. **Shareholding pattern of to ten shareholders (Other than Directors, promoters and holder of GDRs and ADRs)**

Name of each top ten Shareholder	No. of Shares held at the beginning of the year		Changes during the year			Cumulative shareholding at the end of year	
	No. of shares	% of total Capital	Date	Increase(+) Decrease(-) during the year	Reason	No. of shares	% of total Capital
Manasvi Consultancy Pvt Ltd	Nil	Nil		+9078028	Transfer	9,078,028	6.98
Signora Finance Pvt Ltd	7,387,875	5.68		Nil	Nil	7,387,875	5.68
Alken Management & Financial Services Pvt Ltd	6,488,381	4.99		(+) 406,639	Transfer	6,895,020	5.30
Hormony Energy Pvt Ltd	3,409,720	2.62		Nil	Nil	3,409,720	2.62
Coline Computer Pvt Ltd	2,784,023	2.14		Nil	Nil	2,784,023	2.14
Emma Auto Ancillary Pvt Ltd	2,698,410	2.07		Nil	Nil	2,698,410	2.07
Babulal B Jain HUF	2,673,540	2.05		Nil	Nil	2,673,540	2.05
Roongta Rising Stock Pvt Ltd	2,604,688	2.00		Nil	Nil	2,604,688	2.00
Nikunj Shah Shares & Stock Brokers Ltd	2,461,910	1.89		(+) 92,236	Transfer	2,554,146	1.96
Abhilasha Money Operations Pvt Ltd	2,322,649	1.78		+431	Transfer	2323080	1.78
Anugrah Stock & Broking Pvt Ltd	8,359,118	6.42		(-)8,359,118	Transfer	Nil	Nil

v. **Shareholding of Directors and Key Managerial Personnel (KMP)**

Name of the Director or KMP	No. of Shares held at the beginning end of the year		Changes during the year			Cumulative shareholding at the end of year	
	No. of shares	% of total Capital	Date	Increase(+) Decrease(-) during the year	Reason	No. of shares	% of total Capital
Pikesh Sitaram Sharma	66900	0.00	-	NIL	NIL	66900	0.00
Latif Ummed Ali Khan	519745	0.40	-	NIL	NIL	519745	0.40

5. **Indebtedness** – Indebtedness includes interest outstanding/accrued but not due for payment

Particulars	Secured loans excluding deposit	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
• Principal Amount	354784	5448081	Nil	5802865
• Interest due but not paid	Nil	Nil	Nil	Nil
• Interest accrued but not due	Nil	Nil	Nil	Nil
Total	354784	5448081	Nil	5802865
Change in Indebtedness during the year				
• Addition	Nil	13251897	Nil	13251897
• Reduction	354784	Nil	Nil	354784
Net Changes	(354784)	12897113	Nil	12897113
Indebtedness at the end of the year				
• Principal Amount	Nil	1869978	Nil	1869978
• Interest due but not paid	Nil	Nil	Nil	Nil
• Interest accrued but not due	Nil	Nil	Nil	Nil
Total	Nil	1869978	Nil	1869978

6. **Remuneration of Directors and Key Managerial Personnel**

(a) Remuneration to Managing Director, Whole-time Director and or Manager

Sr. No.	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		MD	WTD	Manager	
1.	Gross Salaries a) Salary as per provision contained in section 17(1) of Income Tax Act, 1961 b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 c) Profit in lieu of salary u/s 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock option	Nil	Nil	Nil	Nil
3.	Sweet equity	Nil	Nil	Nil	Nil
4.	Commission a) as % of profit b) others	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil
	Ceiling as per the Act	NA	NA	NA	NA

(b) Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Name of the Directors			Total Amount
		A	B	C	
1.	Independent Directors a) Fee for attending meetings b) Commission c) Others, specify	Nil	Nil	Nil	Nil
	Total -1				
2.	Other Non-Executive- Directors a) Fee for attending meetings b) Commission c) Others, specify	Nil	Nil	Nil	Nil
	Total -2				
	Total (1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Ceiling as per the Act	Nil	Nil	Nil	Nil

(c) Remuneration to Key Managerial Personnel

Sr. No.	Particulars of Remuneration	Name of the CEO/CFO/CS			Total Amount
		CEO	CFO	CS	
1.	Gross Salaries d) Salary as per provision contained in section 17(1) of Income Tax Act, 1961 e) Value of perquisites u/s 17(2) of Income Tax Act, 1961 f) Profit in lieu of salary u/s 17(3) of the Income Tax Act, 1961				
2.	Stock option				
3.	Sweet equity				
4.	Commission c) as % of profit d) others				
5.	Others, please specify				
	Total				

7. Penalties/Punishment/Compounding of offences : NIL

Type	Section of the Companies Act	Brief Description	Details of Penalties/Punishment/Compounding fee imposed	Authority	Appeal made, if any,
Company					
Penalty					
Punishment					
Compounding					
Directors					
Penalty					
Punishment					
Compounding					
Other officers in default					
Penalty					
Punishment					
Compounding					

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015**

(Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014)

**To,
The Members
Koffee Break Pictures Limited
Mumbai**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Koffee Break Pictures Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2015 has generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act, 2013) and the Rules made there-under
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there-under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent applicable for Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

[Cont...]

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(vi) We have relied on the representation made by the Company and its Officers for compliance under the other laws and regulations specifically applicable to the Company and report that the Company has substantially complied with the provisions of those Act that are applicable to the Company, as identified by the Management.

We have also examined compliance with the applicable clause of the Listing Agreements entered into with the Stock Exchanges where the securities of the Company are listed;

We report that;

During the financial year under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned above except:

- a. *The Company has not appointment Company Secretary in terms of the provision of section 203 of the Companies Act, 2013.*
- b. *The Company has not appointed Internal Auditors' in terms of the provision of section 138 of the Companies Act, 2013.*
- c. *The Company has made the Investment in excess of the limit prescribed under section 186 of the Act are in process of obtaining the approval of the Members of the Company as required in terms of the provision of section 186 of the Act.*

We further report that;

There was no action/event in pursuance of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; or the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, or the Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008; or the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999, requiring compliance thereof by the Company during the financial year and Secretarial Standard issued by the Institute of Company Secretaries of India (ICSI) were not applicable during the financial year.

The compliance by the Company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and composition of the Board of Directors is in compliance with the Provisions of the Act.

Adequate notice is generally given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were generally sent at least seven days in advance.

[Cont...]

In view of the non-existence formal system, we are not in position to comment on existence of system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meeting recorded, decision at the Board meeting have been taken by the majority of Directors. During the financial year no agenda item on which any of the Director dissented.

We further report that as per the explanation given to us and representation made by officers of the Company and in view of non-existence of formal system of compliance management and controls, we are not in position to comments on the adequacy of the system and process in commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulation and guidelines.

We further report that and in our opinion, the Company has no specific events/actions that can have major bearing on the company

BINU SINGH

ACS No. 32440

CP No. 13806

Dated: August 31, 2015

Place: Mumbai

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

ANNEXURE I

**To,
The Members
Koffee Break Pictures Limited
Mumbai**

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

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**BINU SINGH
ACS No. 32440
CP No. 13806
Dated: August 31, 2015
Place: Mumbai**

REPORT ON CORPORATE GOVERNANCE

The Company's philosophy on Code of Corporate Governance strives to follow the good corporate governance practices, transparency, accountability and better communication in order to have a culture of compliance and obligation at every level of the organization. The Company is in compliance with the provisions of Corporate Governance specified in the Listing Agreement with the Bombay Stock Exchange Limited. The Company is committed to meet the expectations of stakeholders as a responsible corporate citizen.

1. BOARD OF DIRECTORS
Composition of the Board of Directors

The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors ("the Board"). The Board of the Company is composed of individuals from diverse fields. The Board of the Company is composed of Executive and Non-Executive Directors. As on March 31, 2015, the strength of the Board was six Directors comprising of two Executive and four Non-Executive Directors of the Company. Fifty per cent of the Board comprised of Independent Directors. The details of the Board of Directors as on March 31, 2015 are given below:

Name of the Director	Designation	Date of Joining	No. of Directorships / Committee Memberships/ Chairmanships			
			Public Limited Companies	Private Limited and Section 8 Companies	Committee Memberships	Committee Chairmanships
Mr. Latif Umed Ali Khan	Independent Director	27/08/2014	01	05	03	01
Mr. Vinod Kumar Chotamal Jain	Director	14/05/2011	01	01	03	02
Mr. Pikesh Sitaram Sharma	Managing Director	14/05/2011	01	Nil	01	Nil
Mrs. Babita Pikesh Sharma	Executive Director	27/08/2014	01	Nil	Nil	Nil

As on March 31, 2015 Mr. Latif Khan and Mr. Pikesh Sharma holding 519,745 and 66,900 equity shares of the Company respectively. Except above, no other Director or their relative hold shares of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 ("the Act") and Clause 49 of the Listing Agreement.

Board Meetings

The Board/Committee meetings are pre-scheduled and proper notices of Board and Committee meetings is circulated to the Directors well in advance to enable them to plan their schedules and to ensure their meaningful participation in the meetings.

During the financial year under review, 05 (Five) Board meetings were held on 30/05/2014, 11/08/2014, 27/08/2014, 14/11/2014 and 13/02/2015. The gap between two Board meetings was in compliance with the provisions contained in the Act and the Listing Agreement. Details of Directors as on March 31, 2015 and their attendance at the Board meetings and Annual General Meeting (“AGM”) during the financial year ended March 31, 2015 are given below:

Name of the Director	Category	No. of the Meeting held	No of the Meeting attended	Attendance at AGM
Mr. Latif Ummed Ali Khan**	Non – Executive Independent Director	05	02	Yes
Mr. Vinod kumar Chotamal Jain	Non – Executive Independent Director	05	05	Yes
Mr. Pikesh Sitaram Sharma	Managing Director	05	05	Yes
Mrs. Babita Pikesh Sharma**	Executive Director	05	02	Yes
Mr. Vijay Phaste **	Non – Executive Independent Director	05	03	No

** Mr. Vijay Phaste has resigned from the Board of Directors on August 27, 2014

**Mr. Latif Khan and Mrs. Babita Sharma were appointed on August 27, 2014

Audit Committee

The role of the Audit Committee is in accordance with the provisions of Clause 49 of the Listing Agreement and the terms of reference specified under Section 177 of the Act. The terms of reference for the Audit Committee include:

During the period under review, the Audit Committee met four (4) times on 30/05/2014, 11/08/2014, 14/11/2014 and 13/02/2015. Constitution of the Audit Committee and attendance details during the financial year ended March 31, 2015 are given below:

Name of the Member Director	Category	No. of the Meeting held	No of the Meeting attended
Mr. Vinod kumar Chotamal Jain	Chairman of the Committee & Independent Director	04	04
Mr. Latif Ummed Ali Khan**	Member & Independent Director	04	02
Mr. Pikesh Sitaram Sharma	Member & Executive Director	04	04
Mr. Vijay Phaste **	Member and Non – Executive Independent Director	05	02

** Mr. Vijay Phaste has resigned from the Board of Directors on August 27, 2014

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**Mr. Latif Khan were appointed on August 27, 2014

Nomination and Remuneration Committee

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act, the Board has constituted Committee as Nomination and Remuneration Committee and adopted new terms of reference.

Constitution of the Nomination and Remuneration Committee and attendance details during the financial year ended March 31, 2015 is given below;

Name of the Member Director	Category	No. of the Meeting held	No of the Meeting attended
Mr. Vinod kumar Chotamal Jain	Chairman of the Committee & Independent Director	02	02
Mr. Latif Ummad Ali Khan	Member & Independent Director	02	01
Mr. Vijay Phaste **	Member & Non Executive Independent Director	02	01

** Mr. Vijay Phaste has resigned from the Board of Directors on August 27, 2014

**Mr. Latif Khan were appointed on August 27, 2014

The Nomination and Remuneration Committee at its meeting held on August 11, 2014 approved the Nomination and Remuneration Policy and the methodology for conducting the performance appraisal of the Board, the Board Committees and the Directors.

Nomination and Remuneration Policy Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which is available on the website of the Company.

Details of the remuneration paid/payable to the Directors for the financial year ended on 31st March 2015 are as under:

Name of the Director	Salary	Perquisites	Commission	Total
Mr. Latif Ummad Ali Khan	Nil	Nil	Nil	Nil
Mr. Vinodkumar Chotamal Jain	Nil	Nil	Nil	Nil
Mr. Pikesh Sitaram Sharma	Nil	Nil	Nil	Nil
Mrs. Babita Pikesh Sharma	Nil	Nil	Nil	Nil

Stakeholders Relationship Committee

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act the Board has re-constituted and renamed the Shareholders'/Investors' Grievances Committee as Stakeholders Relationship Committee.

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The Stakeholders Relationship Committee considers and resolves the grievances of security holders. During the period under review, the Stakeholders Relationship Committee met Two (2) times on 27/08/2014 and 13/02/2015. Details of constitution and attendance details of the Stakeholders Relationship Committee as on March 31, 2015 are given below:

Name of the Member Director	Category	No. of the Meeting held	No of the Meeting attended
Mr. Latif Ummad Ali Khan	Chairman of the Committee & Independent Director	02	02
Mr. Pikesh Sitaram Sharma	Chairman of the Committee & Executive Director	02	02
Mr. Vinod Jain	Member & Independent Director	02	02

During the financial year, the Company/Company's Registrar and Transfer Agents have not received any complaint. There were no complaints from shareholders pending as on March 31, 2015.

General Meetings:

AGM for the Financial year	Location of the AGM held	Date and time of AGM
2011-12	374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai-400076	September 29, 2012 at 11.00 a.m.
2012-13	374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai-400076	September 30, 2013 at 11.00 a.m.
2013-14	374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai-400076	September 30, 2014 at 11.00 a.m.

All the resolutions set out in the respective Notices were passed by the requisite majority of the members attending the AGMs. No special resolution was passed during the last three AGMs. There is no item on the agenda of the forthcoming AGM that needs approval by postal ballot.

DISCLOSURES

- All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All Related Party transactions were placed before the Audit Committee for approval. The Audit Committee has granted omnibus approval for Related Party transactions as per the provisions and restrictions contained in the Listing Agreement. The details of Related Party Transactions are provided in the Financial Statements of the Company.
- During the last 3 years, there were no strictures or penalties imposed on the Company by either SEBI or the Stock Exchange or any statutory authority for non-compliance of any matter related to the capital markets.
- The Company has adopted a vigil mechanism which enables Directors and employees to report their genuine concerns. The mechanism provides for

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adequate safeguards against the victimization of persons who use this mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases.

- The Company is in full compliance with the mandatory requirements as contained in Clause 49 of the Listing Agreement.

MEANS OF COMMUNICATION

- Quarterly, Half-Yearly and Annual results of the Company are published in newspapers such as Free Press Journal and Apla Mahanagar. These results are promptly submitted to the Bombay Stock Exchange Limited.
- The Company's results and press releases are available on the Company's website (www.koffeebreak.in)
- Management Discussion and Analysis Report forms a part of this Annual Report.

GENERAL SHAREHOLDER INFORMATION

AGM date, venue and time	September 30, 2015 at 11.00 a.m. at 374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai- 400076
Financial Year	April 01 to March 31
First quarter results	2 nd week of August 2015
Second quarter results	2 nd week of November 2015
Third quarter results	2 nd week of February 2016
Result for the financial year ended on March 31, 2016	2 nd week of February 2016
Date of Book closure	September 26, 2015 to September 30, 2015 (both days inclusive)
Dividend payment date	Not applicable
Listing on Stock Exchange	BSE Limited
Payment of annual listing fees	Listing fees for the year 2015-2016 have been paid to BSE Limited
Stock Code (BSE)	531602
Demat ISIN no. for CDSL and NSDL	INE208D01023
Corporate Identity Number (CIN)	L18109MH1994PLC211249

Market price data: High/Low during each month in the financial year (In Rs.)

Month	BSE Limited, Mumbai	
	High	Low
April 2014	0.21	0.16
May 2014	0.24	0.15
June 2014	0.27	0.22
July 2014	0.33	0.24
August 2014	0.35	0.25
September 2014	0.34	0.24
October 2014	0.27	0.21
November 2014	0.24	0.15
December 2014	0.18	0.16
January 2015	0.18	0.13
February 2015	0.17	0.12
March 2015	0.15	0.11

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(Source: Website of BSE Limited, Mumbai www.bseindia.com)

Share Registrar & Transfer Agent : System Support Services
 209, Shivalik Industrial Estate
 89, AndheriKurla Road
 Andheri (East), Mumbai – 400 072
 Tele Phone Nos.:022-28500835,
 Email id:syss72@yahoo.com

Distribution of shareholding as on March 31, 2015

Sr. No	No. of equity shares held		Shareholder(s) as on		Shareholding(s)	
	From	To	Nos.	%	Nos.	%
1	01	500	896	18.52	237927	0.18
2	501	1000	784	16.21	752300	0.57
3	1001	10000	2312	47.81	10967985	8.44
4	10001	20000	312	6.45	4902690	3.77
	20001	100000	386	7.98	17305968	13.31
	100001	above	147	3.04	95844130	73.73
	Total		4837			100.00

Category wise distribution of shareholding as on March 31, 2015

Category	No. of Shares held	% of holding
Promoter and Promoter Group	Nil	Nil
Mutual fund	Nil	Nil
Banks and Financial Institutes, Insurance Companies etc.	Nil	Nil
FII's	Nil	Nil
Bodies Corporate	47,182,154	36.29
Indian Public	80,441,085	61.87
NRIs and OCB	1,801,116	1.39
Directors and relatives	586,645	0.45
Others	Nil	Nil
Total	130,011,000	100.00

Dematerialization of shares and liquidity

The Company's shares are traded compulsorily in dematerialized form on the stock exchange. As on March 31, 2015, 96.70 % of the paid-up share capital of the Company was in dematerialized form.

Outstanding GDR/ADR/Warrants or any Convertible Instruments, conversion dates and likely impact on equity

Not Applicable

Address for investors correspondence

Shareholders/Investors should address their correspondence to the Company's Registrar & Transfer Agents at the address mentioned earlier.

Shareholders/Investors may also contact Mr. Pikesh Sharma Compliance Officer at the Registered Office of the Company situated at 374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai, Maharashtra, 400076. Telephone Nos.:022-30603365 and Email id: koffeebpl@yahoo.com.

23rd Annual Report: 2014-15**Declaration on adherence to the Code of Conduct under Clause 49(II) E of the Listing Agreement**

All the Board members and senior management personnel of the Company have confirmed adherence to the Code of Conduct of **Koffee Break Pictures Limited** for the financial year ended March 31, 2015.

For KOFFEE BREAK PICTURES LIMITED

Sd/-

PIKESH SITARAM SHARMA
Managing Director
DIN: 05143923

Place: Mumbai

Dated: August 31, 2015

CEO/CFO CERTIFICATION TO THE BOARD
(Under Clause 49(V) of Listing Agreement)

We, Mr. Pikesh Sharma, Managing Director and Mrs. Babita Pikesh Sharma Executive Director and CFO **KOFFEE BREAK PICTURES LIMITED** appointed in terms of provision of Companies Act 2013, certify to the Board that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended on March 31, 2015 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Bank'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 ended on March 31, 2015 which are fraudulent, illegal or violative of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the Bank and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of 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:
 - Significant changes in internal control over the financial reporting during the financial year 2014-15
 - Significant changes in accounting policies during the financial year 2014-15 and that the same have been disclosed in the notes to the financial statements; and
 - 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 the financial reporting.

For and on behalf of the Board of Directors of
KOFFEE BREAK PICTURES LIMITED

Pikesh Sitaram Sharma
Managing Director
DIN: 05143923

Babita Sharma
Executive director
DIN: 06942432

Place: Mumbai
Dated: May 30, 2015

**Certificate on Compliance with Clause 49 of the Listing Agreement by
KOFFEE BREAK PICTURES LIMITED**

We have examined compliance by **Koffee Break Pictures Limited** (the Company) with the requirements under Clause 49 of the Listing Agreement entered into by the Company with the Bombay Stock Exchange for the year ended on March 31, 2015.

In my opinion and to the best of my information and according to the explanations given to me and the representation 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 Listing Agreement.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under Clause 49. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

We further state that no investor's grievance is pending unresolved by the Company for a period exceeding one month against the Company as per the records maintained by the Investor Grievance Committee.

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

For Agarwal Desai & Shah
Chartered Accounts
(FRN.: 124850W)

Rishi Sekhri
Partner
Membership No. 126656

Place: Mumbai
Dated: May 30, 2015

Auditor's Report on Quarterly Financial Results and Year to Date Results of the Company
Pursuant to the Clause 41 of the Listing Agreement

To,

The Board of Directors of Koffee Break Pictures Limited

We have audited the quarterly financial results of Koffee Break Pictures Limited for the quarter ended March 31, 2015 and year to date results for the period from April 01, 2014 to March 31, 2015, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter & Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- (i) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- (ii) give a true and fair view of the net loss and other financial information for the quarter ended March 31, 2015 as well as the year to date results for the period from April 01, 2014 to March 31, 2015.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For **AGARWAL DESAI & SHAH**
Chartered Accountants
Firm Reg. No. 124850W

Sd/-
Rishi Shekhri
Partner
Membership No. 126656

Place: Mumbai
Date: May 30, 2015

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Koffee Break Pictures Limited on the financial statements as of and for the year ended March 31, 2015.

- i. a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

b) The fixed assets are physically verified by the Management according to a phased program designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 4(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 74, 75 and 76 of the Act and the rules framed there under to the extend notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and other material statutory dues, as applicable, with the appropriate authorities.

b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax,

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Koffee Break Pictures Limited on the financial statements for the year ended March 31, 2015.

service-tax, duty of customs, duty of excise or value added tax which have not been deposited on account of any dispute.

c) There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provision of the Companies Act, 1956 and the rules made thereunder.

- viii. The Company has accumulated losses exceeding fifty percent of its net worth as at the end of the financial year and has also incurred cash losses during the financial year ended on that date and in the immediately preceding financial year.
- ix. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of Clause 3(x) of the Order are not applicable to the Company.
- xi. The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For **Agarwal Desai & Shah**
Chartered Accountants
F.R.No: 124850W

Sd/-
Rishi Sekhri
Partner
Membership Number: 126656

Mumbai
30th May 2015

KOFFEE BREAK PICTURES LIMITED

Balance Sheet as at March 31, 2015

(Amount in ₹.)

Particulars	Note No.	31-Mar-15		31-Mar-14	
I Equity & Liabilities					
1. Shareholders' funds					
(a) Share Capital	2(1)	130,011,000		130,011,000	
(b) Reserves and Surplus	2(2)	(84,089,660)		58,477,335	
			45,921,340		188,488,335
2. Non - Current Liabilities					
(a) Long -Term Borrowings		-		-	
(b) Deferred Tax Liabilities (Net)		-		-	
3. Current Liabilities					
(a) Short - Term Borrowings	2(3)	18,699,978		5,802,865	
(b) Trade Payable	2(4)	222,988			
(b) Other Current Liabilities	2(5)	94,984		3,423,607	
			19,017,950		9,226,472
TOTAL			64,939,290		197,714,807
II Assets					
1. Non - Current Assets					
(a) Fixed Assets	2(6)				
Tangible Assets		1,057,705		2,819,219	
(b) Non - Current Investments	2(7)	239,280		19,300	
(c) Deferred Tax Assets (Net)	2(8)	-		583,255	
(c) Long - Term Loans and Advances	2(9)	14,610,518		105,333,551	
			15,907,503		108,755,325
2. Current Assets					
(a) Inventories	2(10)	-		84,140,732	
(b) Trade Receivables	2(11)	-		1,583,272	
(c) Cash and Bank Balances	2(12)	2,679,250		474,885	
(d) Short - Term Loans and Advances	2(13)	46,352,537		2,760,592	
			49,031,787		88,959,481
TOTAL			64,939,290		197,714,807

The accompanying notes are an integral part of the financial statements

Significant Accounting Policies	1
Notes to the Balance Sheet	2
Other Notes	4

In terms of our report of even date
For Agarwal Desai & Shah
Chartered Accountants

For and on behalf of Board of Directors
Koffee Break Pictures Ltd

Sd/-
Rishi Sekhri
Partner
Membership No: 126656
Firm Reg. No. 124850W

Sd/-
Pikesh Sharma
Managing Director
DIN-05143923

Sd/-
Babita Pkesh Sharma
Director & CFO
DIN-6942432

Mumbai
May 30th, 2015

KOFFEE BREAK PICTURES LIMITED

Statement of Profit and Loss for the year ended March 31, 2015

(Amount in ₹.)

	Particulars	Note No.	31-Mar-15		31-Mar-14	
I	Revenue from Operations	3(1)	2,450,000		690,708	
II	Other Income	3(2)	1,900,793		1,075,261	
III	Total Revenue (I + II)			4,350,793		1,765,969
IV	Expenses					
	Operating Expenses	3(3)	1,995,201		-	
	Changes in Inventories	3(4)	84,140,732		-	
	Employee Benefits Expense	3(5)	432,000		-	
	Finance Costs		-		-	
	Depreciation and Amortization Expense	2(6)	777,382		6,143,487	
	Other Expense	3(6)	58,588,342		1,425,832	
	Total Expense			145,933,657		7,569,319
V	Profit before Tax (III-IV)			(141,582,864)		(5,803,350)
VI	Tax Expense:					
	(a) Current Tax Expenses		-		-	
	(b) Mat Credit		-		-	
	(c) Deferred Tax	2(8)	-		(824,692)	
				-		(824,692)
VII	Profit/(Loss) for the Period (V-VI)			(141,582,864)		(4,978,657)
VII	Earnings Per Equity Share (Face Value ₹ 10 Per Share):	3(7)				
	(1) Basic (₹)			(1.09)		(0.04)
	(2) Diluted (₹)			(1.09)		(0.04)

The accompanying notes are an integral part of the financial statements

Significant Accounting Policies	1
Notes to Statement of Profit and Loss	3
Other Notes	4

In terms of our report of even date
For Agarwal Desai & Shah
 Chartered Accountants

For and on behalf of Board of Directors
Koffee Break Pictures Ltd

Sd/-
Rishi Sekhri
 Partner
 Membership No: 126656
 Firm Reg. No. 124850

Sd/-
Pikesh Sharma
 Managing Director
 DIN-05143923

Sd/-
Babita Pikesh Sharma
 Director & CFO
 DIN-6942432

Mumbai
 May 30th, 2015

KOFFEE BREAK PICTURES LIMITED

Cash flow statement for the year ended 31 March 2015

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
<u>Cash flow from operating activities</u>		
Profit before tax from continuing operations	(141,582,864)	(5,803,350)
Profit before tax	(141,582,864)	(5,803,350)
Non-cash adjustment to reconcile profit before tax to net cash flows	583,255	
Depreciation/amortization on continuing operation	777,382	6,143,487
Interest income	(1,900,793)	(1,075,261)
Operating profit before working capital changes	(142,123,020)	(735,124)
Movements in working capital :		
Increase / (decrease) in other current liabilities	(3,328,623)	(248,817)
Increase / (decrease) in trade payables	222,988	-
Decrease / (increase) in inventories	84,140,732	-
Decrease / (increase) in trade receivables	1,583,272	(149,655)
Decrease / (increase) in long-term loans and advances	90,723,033	2,665,085
Decrease / (increase) in short-term loans and advances	(43,591,945)	(99,482)
Cash generated from / (used in) operations	(12,373,562)	1,432,007
Direct taxes paid (net of refunds)	-	-
Net cash flow from / used in operating activities (A)	(12,373,562)	1,432,007
<u>Cash flows from investing activities</u>		
Purchase of Investments	(219,980)	-
Interest received	1,900,793	1,075,261
Net cash flow from/(used in) investing activities (B)	1,680,813	1,075,261
<u>Cash flows from financing activities</u>		
Proceeds from short-term borrowings	12,897,113	(2,680,000)
Net cash flow from/(used in) in financing activities (C)	12,897,113	(2,680,000)
Net increase / (decrease) in cash and cash equivalents (A + B + C)	2,204,365	(172,732)
Cash and cash equivalents at the beginning of the year	474,885	647,617
Cash and cash equivalents at the end of the year	2,679,250	474,885
<u>Components of cash and cash equivalents</u>		
Cash on hand	7,259	338,595
With banks - on current account	2,662,878	127,177
unpaid dividend accounts*	9,113	9,113
Total cash and cash equivalents (Note 12)	2,679,250	474,885

In terms of our report of even date
For Agarwal Desai & Shah
 Chartered Accountants

For and on behalf of Board of Directors
Koffee Break Pictures Ltd

Sd/-
Rishi Sekhri
 Partner
 Membership No: 126656
 Firm Reg. No. 124850W

Sd/-
Pikesh Sharma **Babita Pikesh Sharma**
 Managing Director Director & CFO
 DIN-05143923 DIN-6942432

Mumbai
 May 30th, 2015

KOFFEE BREAK PICTURES LIMITED

Accompanying notes to the financial statements as at March 31, 2015

NOTE 1: Significant Accounting Policies

1 Basis of accounting and preparation of financial statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared in compliance with all material aspects of the accounting standards notified under section 133 and the other relevant provisions of the Companies Act, 2013. All assets and liabilities have been classified as current or non-current as per the criteria setout in Schedule III to the Act.

2 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

3 Inventories

(i) Inventories of under production films/Animations and other contents are valued at actual amount spent which includes amount paid, bills settled and advance paid for which bills are awaited. The residual values of all the films are valued at NIL as total cost of production is charged to revenue at the time of first release of such films. Other inventories are stated at cost.

(ii) Acquired rights pertaining to movies, animations and other contents are amortized on the exploitation of such rights based on the management estimates of revenue potential.

KOFFEE BREAK PICTURES LIMITED

Accompanying notes to the financial statements as at March 31, 2015

4 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

6 Depreciation and amortisation

Depreciation has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. In respect of computer softwares which are amortised over a period of five years in accordance with the Accounting Standard 26 "Accounting for Intangible Assets". Depreciation on addition to fixed assets is provided on a pro-rata basis from the date of addition.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern.

7 Revenue recognition

- (i) Revenues from Licensing / public sale of movies are recognized in accordance with the licensing agreement or on physical delivery of the movies, whichever is later.
- (ii) Recoveries of old films are recognized as and when royalties earned.
- (iii) In respect of services, the company accounts for the revenue are on the basis of completed contract method.
- (iv) Interest income is accounted on accrual basis.
- (v) Dividend is recognized when the right to receive the dividend is unconditionally established at the balance sheet date.

KOFFEE BREAK PICTURES LIMITED

Accompanying notes to the financial statements as at March 31, 2015

8 Other income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

9 Tangible fixed assets

Fixed assets, are carried at cost less accumulated depreciation, Service Tax/VAT Credit availed and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed assets acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project.

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.

10 Intangible assets

Intangible Assets are recorded at cost of acquisition.

KOFFEE BREAK PICTURES LIMITED

Accompanying notes to the financial statements as at March 31, 2015

11 Investments

(i) Long term: Long term investments shown in the balance sheet are valued at cost unless there is a permanent diminution in the value, in such case are valued at the diminished value and the difference is charged to profit and loss account.

(ii) Disposal of Investments: On disposal of an investment, the difference between the carrying amount and net disposal proceed is being charged to profit and loss account determined on the basis of First in First out (FIFO) Method.

12 Leave Encashment

Leave Encashment expenses are being accounted for as and when the employee encash.

13 Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

14 Segment reporting

The entire operation of the Company relates to only one segment viz. Software and Entertainment. As such, there is no separate reportable segment under Accounting Standards- AS 17 on Segment Reporting.

KOFFEE BREAK PICTURES LIMITED

Accompanying notes to the financial statements as at March 31, 2015

15 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

16 Taxes on income

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.

Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

17 Provision 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 (excluding retirement benefits) 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 the Notes.

KOFFEE BREAK PICTURES LTD.

Accompanying notes to the financial statements as at March 31, 2015

NOTE 2: Notes to the Balance Sheet**1. SHARE CAPITAL****(a) Details of authorised, issued and subscribed share capital**

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Authorised Capital 16,00,00,000 (PY 16,00,00,000) Equity Shares of ₹ 1/- each	160,000,000	160,000,000
Issued Capital 13,00,11,000 (PY 13,00,11,000) Equity Shares of ₹ 1/- each fully paid up	130,011,000	130,011,000
Subscribed and Paid up 13,00,11,000 (PY 13,00,11,000) Equity Shares of ₹ 1/- each fully paid up	130,011,000	130,011,000
Total	130,011,000	130,011,000

(b) The Share Capital of the Company is divided into 13,00,11,000 Equity shares of ₹ 1/- each with an Authorised Share Capital of 16,00,00,000 Equity shares of ₹1/- each. There has been no change in the capital structure of the Company during the period under review.

(c)

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

Particulars	31-Mar-15	31-Mar-14
No. of shares at the beginning of the year	130,011,000	130,011,000
Fresh Issue	-	-
No. of shares at the end of the year	130,011,000	130,011,000

KOFFEE BREAK PICTURES LTD.

Accompanying notes to the financial statements as at March 31, 2015

2. RESERVES AND SURPLUS

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
(a) Capital Reserve		
Opening Balance	5,295,000	5,295,000
Add/(Less): Transfers	-	-
Closing Balance	5,295,000	5,295,000
(b) Securities Premium Reserve		
Opening Balance	91,285,000	91,285,000
Add/(Less): Transfers	-	-
Closing Balance	91,285,000	91,285,000
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	(38,102,663)	(33,124,008)
Less- Dep Charged on Fixed Assets	(984,132)	-
Add/(Less): profit/(loss) for the period	(141,582,864)	(4,978,657)
Add/(Less): Transfers	-	-
Closing Balance	(180,669,660)	(38,102,665)
Grand Total	(84,089,660)	58,477,335

3. SHORT-TERM BORROWINGS

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Secured Loans		
- From Banks	-	354,784
Unsecured Loans		
-From related parties*	-	238,081
- From Others	18,699,978	5,210,000
Grand Total	18,699,978	5,802,865

*Refer Note No. 4(2)(b) " Related Party Transaction"

KOFFEE BREAK PICTURES LTD.

Accompanying notes to the financial statements as at March 31, 2015

4. TRADE PAYBLES

Particulars	31-Mar-15	31-Mar-14
Dues to Micro, Small and Medium Enterprises* Other than Micro, Small and Medium Enterprises	222,988	-
	222,988	

*There are no parties who have been identified as micro, small and medium enterprises based on the confirmations circulated and responses received by the management.

5. OTHER CURRENT LIABILITIES

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Other Current Liabilities		
Other liabilities & Statutory dues	8,500	3,337,123
Unclaimed Dividend	86,484	86,484
Total	94,984	3,423,607

7. NON-CURRENT INVESTMENTS

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Other than Trade Investments		
Unquoted Investments		
Equity Shares of Cosmos Bank	-	19,300
23928 (PY-Nil) Shares of ₹ 10 each of Vin Anand E-Commerce India Pvt Ltd Limited	239,280	-
Grand Total	239,280	19,300

KOFFEE BREAK PICTURES LTD

Accompanying notes to the financial statements as at March 31, 2015

NOTE 2: Notes to the Balance Sheet

6. FIXED ASSETS

(Amount in ₹.)

Description	Gross Block				Depreciation Block				Net Block	
	01-Apr-14	Additions	Deductions/Adjustments	31-Mar-15	01-Apr-14	Charged For the year	Deductions/Adjustments	31-Mar-15	31-Mar-15	31-Mar-14
Tangible Assets:										
Office Equipments	945,732	-	945,732	-	313,998	-	313,998	-	-	631,734
Vehicles	2,157,343	-	-	2,157,343	1,455,903	349,042	(352,398)	2,157,343	-	701,440
Furniture and Fixtures	2,437,388	-	-	2,437,388	951,343	428,340	-	1,379,683	1,057,705	1,486,045
TOTAL	5,540,463	-	945,732	4,594,731	2,721,244	777,382	(38,400)	3,537,026	1,057,705	2,819,219
Previous Year	45,140,024	-	39,599,561	5,540,463	36,177,318	6,143,487	39,599,561	2,721,244	2,819,219	8,962,706

KOFFEE BREAK PICTURES LTD.

Accompanying notes to the financial statements as at March 31, 2015

8. DEFERRED TAX ASSETS (NET)

The major components of deferred tax liabilities/assets as recognized in the financial statements is as follows:

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Deferred Tax Assets		
Opening Balance	-	(241,437)
On difference between book balance and tax balance of fixed assets	-	(824,692)
Closing Balance	-	583,255
Net	-	583,255

9. LONG-TERM LOANS AND ADVANCES

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
(a) Capital advances		
(i) Advance paid for Pictures	-	14,175,386
(ii) Advance paid for Assets	-	39,099,300
(b) Others		
Security Deposits	-	20,000
Sundry Loans	14,610,518	22,933,912
Advances to others	-	29,104,953
Grand Total	14,610,518	105,333,551

The Company had given advances to the parties for various business activities which are not completed till date. Hence, no interest is charged on such advances given.

10. INVENTORIES

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Work-in-progress		
Picture-in-process	-	84,140,732
Total	-	84,140,732

KOFFEE BREAK PICTURES LTD.

Accompanying notes to the financial statements as at March 31, 2015

11. TRADE RECEIVABLES

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Trade receivables outstanding for a period exceeding six months		
Unsecured, considered good	-	1,583,272
Doubtful	-	-
	-	1,583,272
Less: Provision for doubtful debts	-	-
	-	1,583,272
TOTAL	-	1,583,272

12. CASH AND BANK BALANCES

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
(a) Cash & Cash Equivalents		
Cash on Hand	7,259	338,595
Bank Balances in:		
In current accounts	2,662,878	127,177
	2,670,137	465,772
(b) Other Bank Balances		
Earmarked balances:		
Unclaimed dividend accounts	9,113	9,113
Grand Total	2,679,250	474,885

13. SHORT-TERM LOANS AND ADVANCES

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Unsecured, considered good		
Advance Given for Investment	45,000,000	-
Balances with government authorities	1,352,537	2,760,592
Grand Total	46,352,537	2,760,592

KOFFEE BREAK PICTURES LIMITED

Accompanying notes to the financial statements as at March 31, 2015

NOTE 3: Notes to Statement of Profit and Loss

1. REVENUE FROM OPERATIONS

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Sale of Products	-	690,708
Business Liazoing	2,450,000	
Total	2,450,000	690,708

2. OTHER INCOME

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Interest Income	1,900,793	1,075,261
Total	1,900,793	1,075,261

3. CHANGES IN INVENTORIES

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
(A) At the end of the period *		
Work-in-Progress	-	84,140,732
(B) At the beginning of the period		
Work-in-Progress	84,140,732	84,140,732
Net	84,140,732	-

* Refer Note No.4(2).

4. OPERATING EXPENSES

Particulars	31-Mar-15	31-Mar-14
Operational Expenses	1,995,201	
Total	1,995,201	-

KOFFEE BREAK PICTURES LIMITED

Accompanying notes to the financial statements as at March 31, 2015

5. EMPLOYEE BENEFIT EXPENSES

Particulars	31-Mar-15	31-Mar-14
Salaries and incentives	432,000	
	432,000	-

6. OTHER EXPENSES

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Repairs and maintenance	-	25,785
Printing and stationery	-	25,850
Rates & taxes	-	800,000
Communication	25,629	12,809
Travelling and conveyance	158,375	139,748
Sales promotion and advertisement expenses	12,023	103,953
Legal and professional	380,848	106,630
Bank Charges	1,723	1,455
Sundry Balances Written off*	57,938,450	-
Payment to Auditors		
Audit fees	40,000	44,944
Miscellaneous expenses	31,294	164,657
Total	58,588,342	1,425,832

* Refer Note No.4(2).

7. EARNING PER EQUITY SHARE

(Amount in ₹.)

Particulars	31-Mar-15	31-Mar-14
Profit/(Loss) attributable to Equity shareholders	(141,582,864)	(4,978,657)
Weighted average number of equity shares	130,011,000	130,011,000
Basic Earnings Per Share	(1.09)	(0.04)
Face value per Share	10	10
Profit after adjusting interest on potential equity shares	(141,582,864)	(4,978,657)
Weighted average number of equity share after considering potential equity shares	130,011,000	130,011,000
Dilutive Earnings per Share	(1.09)	(0.04)

KOFFEE BREAK PICTURES LIMITED

Accompanying notes to the financial statements as at March 31, 2015

NOTE 4: Other Notes

1. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
2. The Inventory of 'Pictures in Process' as on 31st March'2015 has considered after writing off of the Inventory of Rs.84,140,732/- as this inventory is not realisable. Further certain debtors, loans & advances of Rs.57,938,450/- have been written off during the year as the same are not recoverable.

3. Related Party Disclosure

a. Details of Related Parties

Description of Relationship	Name of Related Parties
Key Management Personnel	Pikesh Sharma (MD)
Key Management Personnel	Babita Pikesh Sharma (CFO)
Key Management Personnel	Apurva M. Shah*
Relative of Key Management Personnel	Ashni Shah
Relative of Key Management Personnel	Bhavna M. Shah
Relative of Key Management Personnel	Manish L Shah
Relative of Key Management Personnel	Manish L Shah HUF
Relative of Key Management Personnel	Lalitchandra Shah
Relative of Key Management Personnel	Sumitra L. Shah

* Mr. Apurva M. Shah has been resigned from the directorship wef. 06th February, 2014.

b. Details of Related Party transactions during the year ended March 31, 2015

Particulars	2014-15	2013-14
Loan taken from director	-	
Loan repayment	238,081	1,050,000
Balance outstanding at the end of year	-	238,081

In terms of our report of even date
For Agarwal Desai & Shah
 Chartered Accountants

For and on behalf of Board of Directors
Koffee Break Pictures Ltd

Sd/-
Rishi Sekhri
 Partner
 Membership No: 126656
 Firm Reg. No. 124850W

Sd/-
Pikesh Sharma
 Managing Director
 DIN-05143923

Mumbai
 May 30th, 2015

Sd/-
Babita Pikesh Sharma
 Director & CFO
 DIN-6942432

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of the Members of **KOFFEE BREAK PICTURES LIMITED** will be held on Wednesday, September 30th, 2015 at the registered office of the Company at 374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai- 400076 at 3.00 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the financial statements of the Company for the year ended on 31st March 2015 including the audited Balance Sheet as on 31st March 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Babita Pikesh Sharma (DIN: 06942432), who retires by rotation and being eligible, offers herself for re-appointment
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED that M/s Agarwal Desai & Shah, Chartered Accountants (Firm Registration No. 124850W), the retiring Auditors be re-appointed as Auditors of the Company pursuant to Section 139 of the Companies Act, 2013, (the "Act"), the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act or Rules framed there-under from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, to the said Auditors."

Special Business:

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession of all earlier resolutions passed in this regard under the Companies Act (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of 50 Crores (Rupees Fifty crores) over and above the aggregate of the paid up share capital and free reserves of the Company;

RESOLVED FURTHER THAT that the Board of Directors of the of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds,

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applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

“RESOLVED THAT, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors or any Committee of Directors as may be authorized by the Board in this regard (hereinafter referred to as “the Board”) to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company;

RESOLVED FURTHER THAT, in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached thereto;

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of section 186 of the Companies act 2013 (as amended or re-enacted from time to time) read with rule no 11 & 13 the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to the approval of shareholders in general meeting and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent be and is hereby accorded to acquire by way of subscription , purchase or otherwise , the securities of any other body corporate in for an amount(s) exceeding 60% of paid-up capital , free reserves and securities premium account or 100% of free reserves and securities premium account but not exceeding Rs. 50 crores (Fifty crores) in excess of the limit specified under section 186 of the Act, on such terms and conditions as may be decided by the Board from time to time;

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RESOLVED FURTHER THAT that the Board of Directors of the of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**By Order of the Board of Directors of
Koffee Break Pictures Limited**

Pikesh Sharma
Managing Director
DIN: 05143923

Registered Office:
374, 3rd Floor, Powai Plaza,
Hiranandani Garden, Powai,
Mumbai - 400076
Place: Mumbai,
Dated: August 31, 2015

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.
 2. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.
 3. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.
 4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
 5. The Register of Members of the Company shall remain closed from Thursday, Saturday 26, 2015 to Wednesday, September 30, 2015 (both days inclusive).
 6. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.
 7. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer Remote e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the Notice. The Board of Directors has appointed R M Mimani & Associates LLP, a firm of Practising Company Secretaries as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
 8. E-voting Facility:
 - (i) The Remote-e voting period commences on Saturday, September 26, 2015 (9 a.m.) and ends on Tuesday, September 29, 2015 (5 p.m.). The Remote e-voting module shall be disabled for voting thereafter. (ii) The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer Remote e-voting facility to all its Members to enable them to cast their vote electronically. This notice is being sent to all the Members, whose names appear in the Register of Members/ Records of Depositories as on the close of working hours on September 04, 2015
 - (ii) Voting rights will be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date i.e. Friday, September 25, 2015. The Scrutinizer, after scrutinizing the votes cast at the 23rd Annual General Meeting, and through remote e-voting will, not later than three days of the conclusion of the 23rd Annual General Meeting, make a consolidated report and submit the same to the Chairman/Managing Director. The results along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of CDSL within three days from the conclusion of the 23rd Annual General Meeting. The results shall simultaneously be communicated to the Stock Exchange.
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9. The Notice of the Annual General Meeting is sent electronically to all the shareholders who had registered their email addresses with the Company / Depositories and to the other shareholders by Speed Post / Registered Post / Courier.
10. Members desiring to exercise their vote by using e-voting facility should carefully follow the instructions given below.
- a. The shareholders should log on to the e-voting website: www.evotingindia.com
 - b. Click on Shareholders Tab.
 - c. Enter your User ID:
 - i. For CDSL: [16 digits beneficiary ID];
 - ii. For NSDL: [8 Character DP ID followed by 8 Digits Client ID];
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Enter the Image Verification as displayed and Click on Login If you are holding shares in demat form and had logged on to www.evotingindia.com and have cast your vote earlier for EVSN of any company, then your existing password is to be used.
 - e. If you are a first time user, follow the steps given below and fill the appropriate boxes: For Members holding shares in Demat Form and Physical Form: PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in capital) (Applicable for both demat shareholders as well as physical shareholders)
 - f. 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 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on the Attendance Slip.
 - g. In case the sequence 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 sequence number 1 then enter RA00000001 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# Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # 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 member id / folio number in the Dividend Bank details field as mentioned in instruction
 - h. After entering these details appropriately, click on "SUBMIT" tab.
 - i. Members holding shares in physical form will then directly reach the EVSN 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.
 - j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
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- k.** Click on the relevant EVSN for Koffee Break Pictures Limited on which you choose to vote.
- l.** 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.
- m.** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. 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.
- n.** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o.** You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p.** If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q.** Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate. A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

11. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

12. PROFILE OF DIRECTORS BEING APPOINTED

As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed or re-appointed are given below.

- Name of the Director : Mrs. Babita Pikesh Sharma
- Date of Birth :
- Date of appointment on the Board : August 27, 2014
- Qualification : Under Graduate
- Expertise : More than 10 years
- Directorship held in other Public Companies : Nil
- Directorship held in other Companies : Nil
- Shareholding of the Director : Nil

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO.6**

The Board of Directors of the Company envisages requirements of funds in future. As per the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose unless the Shareholders by way of special resolution, have authorized the Board to borrow the monies for some higher monetary limits.

Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or any other person or entity etc., in excess of paid up capital and free reserves of the Company by a sum not exceeding Rs.50 crores [Rupees Fifty Crores Only] in Indian Rupees or equivalent thereof in any foreign currency (ies) for the purposes of business activities of the Company.

As per Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at No.4 of the notice.

ITEM No.5

The borrowings as iterated in item no. 4 of the notice **to the extent of Rs.50 crores [Rupees Fifty Crores Only]** , if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013, which requires the approval of the shareholders by way of a special resolution.

The resolutions contained in item no. 5 of the accompanying Notice, accordingly, seek members' approval for disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (including a Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with creating charge on Company's properties.

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None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at No.5.

ITEM No.6

As per Section 186 of the Companies Act, 2013 the Board of Directors shall not make investment in excess of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, except with the consent of the members of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at No.8 of the Notice, to enable to the Board of Directors to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, of the Company.

Approval of members is being sought to acquire by way of subscription , purchase or otherwise , the securities of any other body corporate upto 50 Crores (Rupees fifty crores) in excess of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at No.6.

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KOFFEE BREAK PICTURES LIMITED

CIN: L18109MH1994PLC211249

Registered Office: 374, 3rd Floor, Powai Plaza,
Hiranandani Garden, Powai, Mumbai- 400076

Tel No: 91-22- 022-30603365; Email Id: koffeebpl@yahoo.com ; website:
www.koffeebreak.in

Proxy form
[Form MGT-11]

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

Name of the Shareholder (s)

RegisteredAddress_____

—

Folio No_____ Client Id _____ DP ID _____ No. of shares held _____

I/We, being the member (s) of _____ shares of the above named company, hereby
appoint:

1. Name and address _____

E-mail Id. _____ Signature _____ or falling him /her

2. Name and address _____

E-mail Id. _____ Signature _____ or falling him
/her

3. Name and address _____

E-mail Id. _____ Signature _____ or falling him
/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd
Annual General meeting of the Company to be held on Wednesday September 30, 2015 at
11.00 a.m. at the registered office of the Company at 374, 3rd Floor, Powai Plaza,
Hiranandani Garden, Powai, Mumbai-400076 and at any adjournment thereof in respect of
such resolutions as are indicated herein:

Item no.	Resolution	For	Against
ORDINARY BUSINESS			
1	To receive, consider and adopt the financial statements of the Company for the year ended on 31st March 2015		
2	To appoint a Director in place of Mrs. Babita Sharma (DIN: 06942432), who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint Auditors and fix their remuneration		
SPECIAL BUSINESS			
4	To authorize Board of Directors to borrow in excess of the limit specified under section 180 of the Act.		
5	To authorize Board of Directors to mortgage , sale or otherwise dispose of the assets of the Company as required under section 180(a) of the Act		
6	To authorize Board of Directors to Invest, grant loans in excess of the limit specified under section 186 of the Act.		

Affix Revenue Stamp

Signature of shareholder

Signed this..... day of..... 2015

Signature of Proxy holder(s)

Note: 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.

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KOFFEE BREAK PICTURES LIMITED

CIN: L18109MH1994PLC211249

Registered Office: 374, 3rd Floor, Powai Plaza,
Hiranandani Garden, Powai, Mumbai- 400076

Tel No: 91-22- 022-30603365; Email Id: koffeebpl@yahoo.com
website: www.koffeebreak.in

ATTENDANCE SLIP

(Please fill the attendance slip and hand it over at the entrance of the meeting hall)

Regd. Folio No.**

DP ID.....

No. of Shares held

Client ID

Name(s) and address of the shareholder in full

.....

.....

I/we hereby record my/our presence at the 23rd Annual General meeting of the Company held on Wednesday September 30, 2015 at 3.00 p.m. at the registered office of the Company at 374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai- 400076

Signature of Shareholder /Proxy

**Applicable for investor holding shares in physical form

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