

30th September, 2014

To,
The Manager - CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Dear Sir,

Scrip Code : 531602
Sub. : Proceedings of 22nd Annual General Meeting held on 30th September, 2014

Pursuant to the Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the 22nd Annual General Meeting of the Company held on Tuesday, 30th September, 2014 at 11.00 a.m. at 374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai - 400 076.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company provided e-voting facility to the members to vote on the matters to be transacted at the 22nd Annual General Meeting as per Notice dated 27th August 2014. Further, physical Assent/ Dissent forms were also sent to the members to vote who did not have facility to use e-voting platform. CS Monika Thanvi, Proprietress, M/s. Monika Thanvi & Associates, Company Secretary, Mumbai was appointed as the Scrutinizer for the E-voting process.

Film making Production Post-production Events Animation Design Studio-TV Software

Koffee Break Pictures Ltd.: 374, 3rd Floor, Powai Plaza, Hiranandani Garden, Powai, Mumbai-400 076
Email : koffeebpl@gmail.com . Webside : koffeebreak.in, CIN:- L18109MH1994PLC211249

The Annual General Meeting was attended by requisite quorum. The following businesses were transacted and necessary resolutions were approved by voting done through e-voting and physical Assent / Dissent forms:

1. APPROVAL OF ANNUAL ACCOUNTS

The members received, considered and adopted the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended as on that date together with Reports of the Board of Directors and Auditors thereon by passing Ordinary Resolution with requisite majority.

2. RE-APPOINTMENT OF MR. PIKESH SHARMA AS DIRECTOR

The members re-appointed Mr. Pikesh Sharma as Director of the Company, who retired by rotation, and being eligible offered himself for re-appointment by passing Ordinary Resolution with requisite majority.

3. RE-APPOINTMENT OF STATUTORY AUDITORS

The members re-appointed M/s. Agarwal Desai & Shah, Chartered Accountants, Mumbai (having FRN: 124850W) as Statutory Auditors of the Company, to hold the office from the conclusion of 22nd Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and authorized the Board of Directors to fix their remuneration by passing Ordinary Resolution with requisite majority.

4. APPOINTMENT OF MR. PIKESH SHARMA AS MANAGING DIRECTOR OF THE COMPANY

The members appointed Mr. Pikesh Sharma as Managing Director of the Company for a period of 5 years w.e.f. 27th August, 2014 by passing Ordinary Resolution with requisite majority.

5. APPOINTMENT OF MRS. BABITA SHARMA AS AN EXECUTIVE DIRECTOR OF THE COMPANY

The members appointed Mrs. Babita Sharma as an Executive Director of the Company for a period of 5 years w.e.f. 27th August, 2014 by passing Ordinary Resolution with requisite majority.

6. APPOINTMENT OF MR. LATIF KHAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The members appointed Mr. Latif Khan as an Independent Director of the Company, to hold office as such upto 26th August, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

7. APPOINTMENT OF MR. VINOD KUMAR JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The members appointed Mr. Vinod Kumar Jain as an Independent Director of the Company to hold office upto 31st March 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

8. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:


The Members approved and adopted the new Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company by passing Special Resolution with requisite majority.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Koffee Break Pictures Limited



Pikesh Sharma
Chairman & Managing Director

MONIKA THANVI & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and
Rule 20 of Companies (Management and Administration) Rules, 2014]

To,
Mr. Pikesh Sharma,
Chairman & Managing Director
Koffee Break Picture Limited
374, 3rd Floor, Powai Plaza,
Hiranandani Garden,
Powai, Mumbai - 400 076

Respected Sir,

Sub.: Scrutinizer's Report for passing of resolutions through E-Voting process at Annual General Meeting to be held on 30th September, 2014

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Monika Thanvi, Proprietress, M/s. Monika Thanvi & Associates, Company Secretary, Mumbai was appointed as Scrutinizer by the Company on 27th August, 2014 for scrutinizing the e-voting process (including voting through ballot forms) for passing of the resolutions as mentioned under item numbers 1 to 8 of the Notice of 22nd Annual General Meeting dated 27th August, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical Assent/Dissent Forms on the resolutions contained in the notice of the 22nd Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process including voting through physical Assent/Dissent forms is restricted to make Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting and duly filed and signed physical Assent/Dissent forms received from the shareholders of the Company.
3. On the basis of the Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India)

B-702, Naresh Empire, Indralok Phase 3, Bhayander (East), Dist; Thane - 401
Cell: 8080709833, Email: csmonika.thanvi@gmail.com



MONIKA THANVI & ASSOCIATES

Company Secretaries

Limited (CDSL) as on 22nd August, 2014 (the cut of date for the purpose of determination of voting rights of shareholders), the notice of the 22nd Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31st March, 2014 was sent through courier on 4th September, 2014 at the registered address of the shareholders and emailed at their registered email addresses.

- In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Monday, 22nd September, 2014 (9:00 am) to 24th September, 2014 (6:00 pm). The Company has also given physical Assent/Dissent Form to facilitate voting in physical mode by shareholders, who do not have e-voting facility at their end.
- As required under the said Rules, I unlocked the E-voting on the platform provided by NSDL on 25th September, 2014 in the presence of Mr. Chandan Goenka and CS Priyanka Goenka, who are not the employees of the Company.
- The members casted their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company did not receive any voting through physical Assent/Dissent Form.
- Summary of the e-voting received is as follows:

7.1. Resolution No. 1

Particulars	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2014 and the Reports of the Directors' and of the Auditors' thereon.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent/ Dissent Form	0	0	0	0	0	0
E-voting	7	7	2378899	2378899	2373649	5250
Total	7	7	2378899	2378899	2373649	5250

Result: May be considered passed with requisite majority.

B-702, Naresh Empire, Indralok Phase 3, Bhayander (East), Dist: Thane - 401105
Cell: 8080709833, Email: csmonika.thanvi@gmail.com



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7.2. Resolution No. 2

Particulars	Ordinary Resolution for appointment of a director in place of Mr. Pikesh Sharma, Director, who retires by rotation and being eligible, offers himself for re-appointment.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent/ Dissent Form	0	0	0	0	0	0
E-voting	7	7	2378799	2378799	2373649	5150
Total	7	7	2378799	2378799	2373649	5150

Result: May be considered passed with requisite majority.

7.3. Resolution No. 3

Particulars	Ordinary Resolution for re-appointment of M/s. Agarwal Desai & Shah, Chartered Accountants, Mumbai (having FRN 124850W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent/ Dissent Form	0	0	0	0	0	0
E-voting	7	7	2378799	2378799	2373649	5150
Total	7	7	2378799	2378799	2373649	5150

Result: May be considered passed with requisite majority.



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7.4. Resolution No. 4

Particulars	Ordinary Resolution for appointment of Mr. Pikesh Sharma as Managing Director of the Company for a period of 5 years w.e.f. 27 th August, 2014.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
Voting pattern	Total received	Valid	Total	Valid	In favour	Against
Assent/ Dissent Form	0	0	0	0	0	0
E-voting	7	7	2378799	2378799	2373649	5150
Total	7	7	2378799	2378799	2373649	5150

Result: May be considered passed with requisite majority.

7.5. Resolution No. 5

Particulars	Ordinary Resolution for appointment of Mrs. Babita Sharma as an Executive Director of the Company for a period of 5 years w.e.f. 27 th August, 2014.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
Voting +pattern	Total received	Valid	Total	Valid	In favour	Against
Assent/ Dissent Form	0	0	0	0	0	0
E-voting	7	7	2378799	2378799	2373649	5150
Total	7	7	2378799	2378799	2373649	5150

Result: May be considered passed with requisite majority.



MONIKA THANVI & ASSOCIATES

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7.6. Resolution No. 6

Particulars	Ordinary Resolution for appointment of Mr. Latif Khan as Director (Independent) of the Company to hold office as such upto 26 th August, 2019.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent/ Dissent Form	0	0	0	0	0	0
E-voting	7	7	2378799	2378799	2358649	20150
Total	7	7	2378799	2378799	2358649	20150

Result: May be considered passed with requisite majority.

7.7. Resolution No. 7

Particulars	Ordinary Resolution for appointment Mr. Vinodkumar Jain as an Independent Director of the Company to hold office as such upto 31 st March, 2019.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent/ Dissent Form	0	0	0	0	0	0
E-voting	7	7	2378799	2378799	2373649	5150
Total	7	7	2378799	2378799	2373649	5150

Result: May be considered passed with requisite majority.



MONIKA THANVI & ASSOCIATES

Company Secretaries

7.8. Resolution No. 8

Particulars	Special Resolution for adoption of new set of Articles of Association of the Company.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent/ Dissent Form	0	0	0	0	0	0
E-voting	7	7	2378799	2378799	2373649	5150
Total	7	7	2378799	2378799	2373649	5150

Result: May be considered passed with requisite majority.

8. You may accordingly declare the result at the Annual General Meeting to be held on 30th September, 2014.

For Monika Thanvi & Associates
Company Secretary



M.Thanvi

CS Monika Thanvi
Proprietress
M. No. ACS 31494
CP No. 11567

Place: Mumbai
Date: 26th September, 2014