

**SECRETARIAL COMPLIANCE REPORT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020**

*[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
**Pooja Entertainment and Films Limited**  
Pooja House, 1<sup>st</sup> Floor, CTS No. 892-893,  
Juhu Tara Road, Opp. J. W. Marriott Hotel,  
Juhu, Mumbai - 400049

**CIN** : L99999MH1986PLC040559  
**Authorised Capital**: Rs. 30,00,00,000/-  
**Paid up Capital**: Rs. 5,00,05,000/-

I have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended 31<sup>st</sup> March, 2020 for Pooja Entertainment and Films Limited (“the Company”). The audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon.

I have examined:

- (a) all the documents and records made available to us electronically and explanation provided by Pooja Entertainment and Films Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March 2020** (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*Not applicable to the Listed Entity during the Review Period*);

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(Not applicable to the Listed Entity during the Review Period)*;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 *(Not applicable to the Listed Entity during the Review Period)*;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(Not applicable to the Listed Entity during the Review Period)*;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 *(Not applicable to the Listed Entity during the Review Period)*;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

During the Review Period and based on the above examination, I hereby report that:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
<b>NA</b>				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: *(Not applicable)*

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

**Balkrishan Pradhan**

**Proprietor**

**M. No.: F8879**

**C. P. No.: 10179**

**UDIN: F008879B000526286**

**Date: 30/07/2020**

**Place: Mumbai**

Note: Due to COVID19 pandemic impact and lockdown, physical verification of the documents could not be done; the compliance documents were obtained through electronic mode and verified with requirements.