

Date: 5<sup>th</sup> September, 2018

To,  
**Department of Corporate Services**  
**BSE Limited**  
P.J. Towers, Dalal Street  
Mumbai - 400 001

**Dear Sir,**

**Sub: Submission of Notice of 31<sup>st</sup> Annual general meeting (AGM)**  
**Ref.: Scrip Code: 532011**

This is to inform you that the 31<sup>st</sup> Annual General Meeting of the members of Pooja Entertainment and Films Limited will be held on Friday, 28<sup>th</sup> September, 2018 at 11.00 am at Pinnacle Business Park, CTC 252, 93PT, 94PT, Shanti Nagar, Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai - 400093.

A copy of notice of AGM is enclosed herewith.

Kindly take the above information on record and acknowledge receipt.

Thanking you,  
Yours faithfully,

**For Pooja Entertainment and Films Limited**

  
**Poonam Pokiya**  
**Company Secretary & Compliance Officer**



CC to:

<b>Bigshare Services Private Limited</b>	<b>CDSL</b>	<b>NSDL</b>
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, Marol Maroshi Road, Andheri East, Mumbai 400059	Marathon Futurex, A-wing, 25th Floor, NM Joshi Marg, Lower Parel (East), Mumbai - 400 013	4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

**POOJA ENTERTAINMENT AND FILMS LTD.**

Email  
info@poojaentertainmentandfilms.in  
investor@poojaentertainmentandfilms.in

Website  
poojaentertainmentandfilms.in

Tel. : 022 -2612 1613 / 14  
Fax : 022 - 2663 1275

## NOTICE

Notice is hereby given that Thirty first Annual General Meeting of Pooja Entertainment and Films Limited will be held on Friday, 28<sup>th</sup> day of September, 2018, at Pinnacle Business Park, CTC 252, 93PT, 94PT, Shanti Nagar, Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai – 400093 at 11.00 a.m., to transact the following business:

### Ordinary Business:

- 1) To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Board Report and Auditors thereon.
- 2) To appoint Director in place of Mr. Vashu Bhagnani (DIN: 00043481), who retires by rotation and, being eligible, offers himself for re-appointment..

### Special Business:

#### 3) **Appointment of Mrs. Puja Bhagnani as the Managing Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to other applicable provision of Articles of Association of the Company and such other consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for appointment of Mrs. Puja Bhagnani (DIN : 00044593), as the Managing Director of the Company, for a period of 5 (five) years with effect from 23<sup>rd</sup> April, 2018, liable to retire by rotation, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Managing Director approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

#### 4) **Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013**

To consider and approve, the following resolution with or without modification, as a Special Resolution:

“**RESOLVED THAT** subject to Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and

its Powers) Rules, 2014, any amendments/ enactments/ re-enactments thereof as are applicable, and subject to such approvals, consents, sanctions and permission as may be necessary and provision of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company referred to as Board, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to do the following transactions:

- i. To give loans to any person or any other Body corporate.
- ii. To give guarantees or provide security in connection with a loan(s) given by any other person to any Body Corporate or person.
- iii. To acquire by way of subscription, purchase or otherwise in the securities of any other Body corporate upto a limit is Rupees 100 Crore for such investments/ loans/guarantees, on such terms and conditions as the Board may deem fit and proper notwithstanding that the aggregate of investments and loans so far made or to be made and the guarantees so far given or to be given by the Company and securities so far provided and to be provided, to all persons or bodies corporate along with additional investments, loans, guarantees or securities proposed to made or given or provided by the Company as set out above exceeds the limits specified under section 186(2) of the Act, read with the Rules thereunder.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

Place: Mumbai  
Date: 06<sup>th</sup> August, 2018

By order of the Board of Directors

Poonam Pokiya  
Company Secretary &  
Compliance Officer

**Registered Office:**  
Pooja House, 1<sup>st</sup> Floor, CTS No. 892 – 893,  
Opp. J. W. Marriott Hotel,  
Juhu Tara Road, Juhu,  
Mumbai - 400049

## NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 as amended from time to time (the 'Act'), in respect of the business as set out in Item No. 3 and 4 above and the relevant details of the Director seeking re-appointment under Item No. 2 above as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and as required under Secretarial Standard-2 on General Meetings ('SS-2') are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
5. The Company is registered with National Securities Depository Ltd. ('NSDL') and Central Depository Services (India) Limited ('CDSL'), for dematerialization of its Equity Shares and Company's ISIN is INE147C01017. Bigshare Services Private Limited is the Registrar and Transfer Agents of the Company.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from 21<sup>st</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
7. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrars & Transfer Agents, Bigshare Services Private Limited.
8. Section 72 of the Companies Act, 2013, provides for Nomination by the Shareholders of the Company in the prescribed Form No. SH-13 for shares held in physical form required to be submitted to the Company. Blank forms will be supplied by Bigshare Services Private Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrars & Transfer Agents, Bigshare Services Private Limited, for consolidation into a single folio.
10. Members are requested to:
  - Intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts and holding shares in physical form are requested to advise any change of address immediately to the Company's Registrars & Transfer Agents, Bigshare Services Private Limited;
  - Communicate on all matters pertaining to their shareholdings with the Company's Registered Office, quoting their respective Ledger Folio Numbers, Client ID and DP ID;
11. All documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting or any adjournment thereof.
12. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so as to enable the management to keep the information ready at the Meeting.
13. Non-Resident Indian Members are requested to inform the Company's Registrars & Transfer Agents, Bigshare Services Private Limited, immediately of:
  - a) Change in their Residential status on return to India for permanent settlement.
  - b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.
14. Members may also note that the Notice of the 31<sup>st</sup> Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website [www.poojaentertainmentandfilms.in](http://www.poojaentertainmentandfilms.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the Shareholders may also send request to the Company's email id: [investor@poojaentertainmentandfilms.in](mailto:investor@poojaentertainmentandfilms.in).

15. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolution set forth in this Notice. In order to enable its Member, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions(s) passed by Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.
17. Mr. Balkrishan Pradhan, Proprietor of M/s. Balkrishan Pradhan & Associates, Practising Company Secretary (Membership No. F8879), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
18. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
19. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their voting again.
20. Members can opt for only one mode of voting i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
21. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to investor@poojaentertainmentandfilms.in by mentioning their Folio/ DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. Balkrishan Pradhan, Proprietor of M/s. Balkrishan Pradhan & Associates at registered office of the Company not later than Thursday, 27<sup>th</sup> September, 2018 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
22. The instructions for e-voting are as under:
- A. The e-voting period begins on 9.00 a.m. on Tuesday 25<sup>th</sup>

September, 2018 and ends on 5.00 p.m. on Thursday 27<sup>th</sup> September, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- B. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- C. Click on "Shareholders" tab.
- D. Now enter your User ID:
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- E. Next enter the Image Verification as displayed and Click on Login.
- F. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- G. If demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- H. If you are a first time user follow the steps given below:

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

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>
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- I. After entering these details appropriately click on "SUBMIT" tab.
- J. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- K. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- L. Click on the EVSN for the relevant <POOJA ENTERTAINMENT AND FILMS LIMITED> on which you choose to vote.
- M. 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.
- N. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- O. 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.
- P. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- Q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- R. If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- S. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- T. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or call on toll free no.: 1800-222-990 or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
23. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
24. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 20th September, 2018.
25. A copy of this notice has been placed on the website of the Company and the website of CDSL.
26. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
27. The results declared along with the Scrutinizer's Report shall be place on the Company's website [www.poojaentertainmentandfilms.in](http://www.poojaentertainmentandfilms.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS**

**Item No. 3**

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the appointment of Mrs. Puja Bhagnani as Managing Director for a period of five years with effect from April 23, 2018.

Mrs. Puja Bhagnani is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Managing Director of the Company. Mrs. Puja Bhagnani satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for her appointment.

A brief profile of Mrs. Puja Bhagnani, including nature of her expertise, is provided in page no.9 of this report.

The details of remuneration as reviewed by the Remuneration Committee and approved by Board subject to the approval of the Members is reproduced herein below:

Salary: Rs. 1,20,000/- (Rupees One Lac Twenty Thousand only) per month.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites in accordance with the applicable provisions of Schedule V of the Act, and subject to approval of Central Government.

The remuneration payable to Mrs. Puja Bhagnani will be accordingly decided by Nomination and Remuneration Committee of the Company within the overall limits provided under the act.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mrs. Puja Bhagnani as Managing Director of the Company. The Board recommend the resolution as set out in item no. 3 for approval of the members as a special resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment of Mrs. Puja Bhagnani as the Managing Director of the Company pursuant to Section 190 of the Companies Act, 2013.

None of the Directors except, Mr. Vashu Bhagnani, Mrs. Puja Bhagnani and Mrs. Deepshikha Deshmukh who are relatives of Mrs. Puja Bhagnani is concerned or interested in the resolution.

**Item No. 4**

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of its Members by way of a Special Resolution for giving loans, guarantees and making acquisitions by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (hundred percent) of its free reserves and securities premium account, whichever is more..

The management of the Company has growth and expansion plans for the future and keeping in mind the same, Company, proposes limit for additional loans, guarantee and investment in securities of upto such amount as mentioned in the body of the resolution.

The approval of the members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, or giving loans, or guarantees or providing securities (as specified in the special resolution) exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (hundred) of its free reserves and securities premium account, whichever is more.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorship and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided.

**Place: Mumbai  
Date: 06<sup>th</sup> August, 2018**

**By order of the Board of Directors**

**Poonam Pokiya  
Company Secretary &  
Compliance Officer**

**Registered Office:  
Pooja House, 1<sup>st</sup> Floor, CTS No. 892 – 893,  
Opp. J. W. Marriott Hotel,  
Juhu Tara Road, Juhu,  
Mumbai - 400049**

**PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015**

Brief details in respect of the Director seeking appointment/re-appointment at the Annual General Meeting

<b>Name of Director</b>	<b>Mr. Vashu Bhagnani</b>	<b>Mrs. Puja Bhagnani</b>
DIN	00043481	00044593
Date of Birth	19.04.1961	20.10.1962
Date of Appointment	31.01.2008	30.06.2008
Educational Qualifications	Bachelor of Commerce	Bachelor of Commerce
Expertise in functional area	Commerce	Commerce
Other Directorship	<ul style="list-style-type: none"><li>• PVB Developers Private Limited</li><li>• Beta Properties Private Limited</li><li>• Puja Entertainment (India) Limited</li><li>• Pooja Devcon Private Limited</li></ul>	<ul style="list-style-type: none"><li>• Puja Entertainment (India) Limited</li><li>• Pooja Devcon Private Limited</li><li>• PVB Developers Private Limited</li><li>• Beta Properties Private Limited</li></ul>
Other Committee Memberships	Nil	Nil
No. of Shares held	21,94,370 Equity Shares	2,52,519 Equity Shares

## POOJA ENTERTAINMENT AND FILMS LIMITED

Reg. Office: Pooja House, 1st Floor, CTS No. 892- 893, Opp. J. W. Marriott Hotel,  
Juhu Tara Road, Juhu, Mumbai (Maharashtra) - 400049  
Tel: 022 26121613 E-mail: investor@poojaentertainmentandfilms.in  
Website: www.poojaentertainmentandfilms.in  
CIN: L99999MH1986PLC040559

### ATTENDANCE SLIP

31st Annual General Meeting to be held on 28th September, 2018

DP ID/ Client ID/ Folio No. \_\_\_\_\_

Name of Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

No. of Shares \_\_\_\_\_

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Thirty First Annual General Meeting of the Company to be held on Friday, 28th September, 2018, at Pinnacle Business Park, CTC 252, 93PT, 94PT, Shanti Nagar, Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai – 400093, at 11.00 a.m.

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members/ proxy are requested to bring a copy of the Annual Report at the meeting.

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### ELECTRONIC VOTING PARTICULARS

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>User Id</b>	<b>(Pan/Seq. No.)</b>
180825022		

NOTE: please read the complete instructions given under the Note to the Notice of Annual General Meeting. The voting time starts from September 25, 2018 from 9.00 A.M. and ends on September 27, 2018 at 5.00 P.M. the voting module shall be disabled by CDSL for voting thereafter.





# POOJA ENTERTAINMENT AND FILMS LIMITED

Reg. Office: Pooja House, 1st Floor, CTS No. 892-893, Opp. J.W. Marriott Hotel, Juhu Tara Road,  
Juhu, Mumbai (Maharashtra) - 400049

Tel: 022 26121613 E-mail: investor@poojaentertainmentandfilms.in

Website: www.poojaentertainmentandfilms.in

CIN: L99999MH1986PLC040559

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

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

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Friday, 28th September, 2018, at Pinnacle Business Park, CTC 252, 93PT, 94PT, Shanti Nagar, Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai – 400093, at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

# POOJA ENTERTAINMENT AND FILMS LIMITED

Reg. Office: Pooja House, 1st Floor, CTS No. 892-893, Opp. J.W. Marriott Hotel, Juhu Tara Road,  
Juhu, Mumbai (Maharashtra) - 400049

Tel: 022 26121613 E-mail: investor@poojaentertainmentandfilms.in

Website: www.poojaentertainmentandfilms.in

CIN: L99999MH1986PLC040559

Sr. No.	Resolution	I Assent to the resolution	I dissent from the resolution
<b>Ordinary Resolution</b>			
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 together with the Report of the Directors and Auditors thereon.		
2.	Re-appointment of Mr. Vashu Bhagnani, who retire by rotation.		
<b>Special Resolution</b>			
3.	Appointment of Mrs. Puja Bhagnani as the Managing Director of the Company.		
4.	Investment(s), Loans, Guarantees and Security in excess of limits specified under section 186 of the Companies Act, 2013.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix  
Revenue  
Stamp

## Notes:

1. 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.
2. For the resolutions, explanatory statement and notes please refer to the notice of the 31st Annual General Meeting.
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
5. A member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other member.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion to the vote of the other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.

# POOJA ENTERTAINMENT AND FILMS LIMITED

Reg. Office: Pooja House, 1st Floor, CTS No. 892- 893, Opp. J. W. Marriott Hotel, Juhu Tara Road,  
Juhu, Mumbai (Maharashtra) - 400049  
Tel: 022 26121613 E-mail: investor@poojaentertainmentandfilms.in  
Website: www.poojaentertainmentandfilms.in  
CIN: L99999MH1986PLC040559

## BALLOT PAPER

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

1. Name and Registered address of the sole/first named member:
2. Name(s) of the Joint holder (if any):
3. Registered Folio No./ DP ID No. and client ID No.:
4. Number of share(s) held:
5. EVSN (Electronic Voting Sequence Number): 180825022
6. User ID:
7. Password:

**I hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 31st Annual General Meeting of the Company to be held on Friday, 28th September, 2018, by sending my/our assent or dissent to the said resolution in the following manner:**

Sr. No.	Resolution	I Assent to the resolution	I dissent from the resolution
<b>Ordinary Resolution</b>			
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 together with the Report of the Directors and Auditors thereon.		
2.	Re-appointment of Mr. Vashu Bhagnani, who retire by rotation.		
<b>Special Resolution</b>			
3.	Appointment of Mrs. Puja Bhagnani as the Managing Director of the Company.		
4.	Investment(s), Loans, Guarantees and Security in excess of limits specified under section 186 of the Companies Act, 2013.		

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

Place:

Date:

Signature of Member

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Website: [www.poojaentertainmentandfilms.in](http://www.poojaentertainmentandfilms.in)

CIN: L99999MH1986PLC040559

## GENERAL INSTRUCTIONS:

1. This Ballot Paper is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot Paper shall be treated as invalid.
3. For detailed instructions on e-voting, please refer the notes appended to the Notice of AGM.
4. Facility of voting through Ballot Paper shall also be made available at the venue of the AGM. Members attending the AGM, who have not cast their vote by remote e-voting or through Ballot Paper, shall be able to exercise their right at the AGM.
5. Members who have cast their vote by remote e-voting or through Ballot Paper prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.

## PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING BALLOT PAPER:

6. Please complete and sign the Ballot Paper (no other Paper or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Balkrishan Pradhan, Practising Company Secretary at Pooja House, 1st Floor, CTS No. 892- 893, Opp. J. W. Marriott Hotel, Juhu Tara Road, Juhu, Mumbai (Maharashtra) – 400049.
7. The Ballot Paper should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Ballot Paper should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of POA. Exercise of vote by Ballot is not permitted through proxy.
8. In case the shares are held by companies, financial institutions, trusts, bodies corporate, societies, etc; the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization letter.
9. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided in the Ballot. Members may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed the Member’s total shareholding. If the shareholder does not indicate either “FOR” or “AGAINST” in case of any resolution, it will be treated as “ABSTAIN” for that resolution and the shares held will not be counted under either head.
10. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on 20<sup>th</sup> September, 2018 (“Cut-Off Date”). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Paper, or voting at the venue of the meeting through ballot.
11. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the Cut Off date i.e. 20<sup>th</sup> September, 2018, may request the Company / Registrar and Transfer Agent and obtain Ballot Paper to cast the vote or can download the same from the website of the Company at [www.poojaentertainmentandfilms.in](http://www.poojaentertainmentandfilms.in).
12. Duly completed Ballot Paper should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Thursday, 27<sup>th</sup> September, 2018. Ballot Paper(s) received after this time and date will be strictly treated as if the reply from the members has not been received.
13. A Member may request for a duplicate Ballot Paper, if so required. However, duly filled in and signed duplicate Ballot Paper should reach the Scrutinizer not later than the date and time specified in serial no. 12 above.
14. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Paper(s) will be rejected. Ballot Paper may be rejected if it is torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
15. The decision of Scrutinizer on the validity of the Ballot Paper and any other related matter shall be final.
16. The results of the voting shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Company. The Chairman or any other person authorised by the Chairman shall declare the result of voting forthwith.
17. The Results along with the Scrutinizers Report shall be placed on the Company’s website [www.poojaentertainmentandfilms.in](http://www.poojaentertainmentandfilms.in) and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to BSE Limited.