



February 20, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Rotunda Bldg, Dalal Street,
Fort, Mumbai- 400 001

Scrip ID: POOJAENT

Scrip Code: 532011

ISIN: INE147C01017

Subject: Notice of Extra Ordinary General Meeting (“EOGM”)

Dear Sir/ Madam,

In pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we wish to inform that 01st Extra-Ordinary General Meeting (“EOGM”) of the Company is scheduled to be held on Thursday, March 14, 2024 at 03.00 PM (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).

The Notice of the 01st EOGM is enclosed herewith. The said Notice is also available on the website of the Company at www.poojaentertainmentandfilms.com under tab corporate announcements.

This is for your information and record.

For **Pooja Entertainment and Films Limited**

Shweta Ramesh Soni
Company Secretary and Compliance Officer
ACS No. 65292

Encl:- as above

POOJA ENTERTAINMENT AND FILMS LIMITED

Regd. Off. : Pooja House, 1st Floor, CTS No. 892-893, Opp. J. W. Marriott Hotel, Juhu, Mumbai – 400049
Email: cs@poojaentertainment.in | CIN: L99999MH1986PLC040559 | GST No. 27AAACD1920H2Z1
Tel. No.: 022-2612 1613/14 Fax: 2663 1275 | Website: poojaentertainmentandfilms.com



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the First (01st) Extra-Ordinary General Meeting (“EOGM”) of **Pooja Entertainment and Films Limited** will be held on Thursday, the 14th day of March, 2024 at 03.00 P.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following business:

Special Business:

Item No.1:

Increase in Authorised Share Capital and Alteration of the Capital Clause in Memorandum of Association of the Company.

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

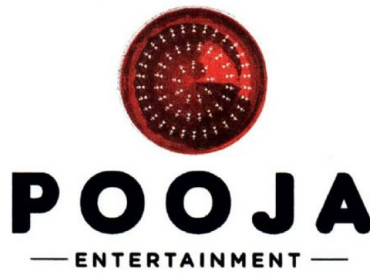
“RESOLVED THAT pursuant to the provisions of Section 13, 61 read with Section 64 and Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing ₹50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹10/- (Rupee Ten Only) each to ₹75,00,00,000/- (Rupees Seventy Five Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each ranking pari passu in all respect with the Existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

“V. The Authorised Share Capital of the Company is ₹75,00,00,000/- (Rupees Seventy Five Crore Only) divided into 7,50,00,000 (Seven Crores Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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Item No. 2:

ISSUANCE OF UPTO 3,30,00,000 WARRANTS (EQUITY CONVERTIBLE WARRANTS) PREFERENTIAL BASIS TO ENTITIES BELONGING TO THE PROMOTER & NON-PROMOTER/PUBLIC CATEGORY:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreement entered into by the Company with BSE Limited, the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Stock Exchanges where the shares of the Company are listed and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, the Stock Exchanges where the shares of the Company are listed, RBI, the Government of India, etc.), if any, and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches, to the Promoter & Non-Promoter category (hereinafter referred to as the “Proposed Warrant Allottee(s)”) on preferential basis up to 3,30,00,000 (Three Crore Thirty Lakh) Warrants (“Equity Convertible Warrants”) fully convertible warrants, each convertible into Equity Shares of the Company, to the person as described below, at an option of the Proposed Warrant Allottee(s), in one or more tranches, one Equity Share of face value of ₹10/- (Rupees Ten only) each, for cash at an issue price of ₹30/- (Rupees Thirty only) per warrant (including the Warrant Subscription Price and the Warrant Exercise Price) aggregating upto Rs.99,00,00,000/- (Rupees

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Ninety Nine Crore Only), which is the price determined by obtaining the Valuation Report by Independent Registered Valuer by the Board in accordance with the pricing guidelines prescribed under Regulation 165 of the SEBI ICDR Regulations (“Warrant Issue Price”), and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of the SEBI ICDR Regulations or other applicable laws:

Sr. No.	Name of the proposed Warrants Allottee(s)	Maximum No. of Warrants to be allotted	Allottee(s) is QIB/MF/FI/Trust/Bank
PROMOTER GROUP			
1	Vashu Bhagnani	1,37,50,000	Not Applicable
2	Puja Vashudev Bhagnani	16,50,000	Not Applicable
3	Jackky Vashudev Bhagnani	50,00,000	Not Applicable
4	Deepshikha Dhiraj Deshmukh	16,50,000	Not Applicable
NON PROMOTER GROUP			
5	Rejoice Developers Private Limited	33,00,000	Not Applicable
6	Craft Emerging Market Fund PCC- Elite Capital Fund	20,50,000	QIB
7	Craft Emerging Market Fund PCC- Citadel Capital fund	20,00,000	QIB
8	Jagdish Kumar Madanlal Gupta	3,50,000	Not Applicable
9	Kusum Jagdish Gupta	3,50,000	Not Applicable
10	Prompt Vanijya LLP	5,00,000	Not Applicable
11	Intellect Money Finvest Private Limited	23,00,000	Not Applicable
12	Endu Infra Services Private Limited	1,00,000	Not Applicable
	Total	3,30,00,000	

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be Tuesday, February 13, 2024, being the date 30 (thirty) days prior to the date of Extra-Ordinary General Meeting i.e. March 14, 2024 to approve this offer.

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

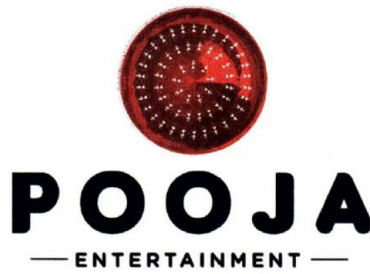
- The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.

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- b) The Proposed Warrant Allottee(s) shall, on or prior to the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price per Warrant shall be payable by the Proposed Warrant Allottee(s) at the time of exercise of the Warrants conversion in to equity shares.
- c) Each Warrant held by the Proposed Warrant Allottee(s) shall entitle the Proposed Warrant Allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants (the “Warrant Exercise Period”).
- d) In the event the Proposed Warrant Allottee(s) does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid upfront by the Proposed Warrant Allottee(s) shall stand forfeited by the Company.
- e) The pre-preferential Equity shareholding of the Proposed Warrant Allottee(s) along with Warrants, being allotted to the Proposed Warrant Allottee(s) and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- f) Warrants (Equity Convertible Warrants) so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- g) The Warrants (Equity Convertible Warrants) shall be allotted by the Company to the Proposed Allottee(s) in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government.
- h) Warrants and the Equity Shares to be issued and allotted by the Company upon exercise of any Warrants shall, in each case, be in dematerialized form.
- i) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee(s).
- j) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

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- k) The Warrants by themselves until converted into Equity Shares, do not give to the Proposed Warrant Allottee(s) any voting rights in the Company in respect of such Warrants. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.
- l) The Warrants shall be converted in 1 (one) or more tranches. The Exercise Notice shall set out the number of Warrants proposed to be exercised by the Proposed Warrant Allottee(s), together with the aggregate amount payable to the Company. The Company shall convene a meeting of the Board or a committee thereof to implement the exercise of the Warrants specified in the Exercise Notice and issue and allot the corresponding number of the Equity Shares to the Proposed Warrant Allottee(s).
- m) Upon exercise by the Proposed Warrant Allottee(s) of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Proposed Warrant Allottee(s), evidence of the credit of such Equity Shares to the demat account of the Proposed Warrant Allottee(s) and entering the name of the Proposed Warrant Allottee(s) in the records of the Company as the registered owner of such Equity Shares.
- n) No partly paid-up Warrants (Equity Convertible Warrants) or Equity Shares upon conversion of Equity Warrants shall be issued and allotted;

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted upon exercise of the option in the Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of ₹10/- (Rupees Ten only) each of the Company subject to applicable laws as well as the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any changes/ modifications in the name of the Proposed Warrant Allottee(s)/size of the issue as may be required by the Company and Stock Exchanges involved in such issues as may be required to execute this resolution.

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RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Warrant Allottee(s) in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Warrant Allottee(s) in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e., BSE Limited within the timelines prescribed under the applicable laws.

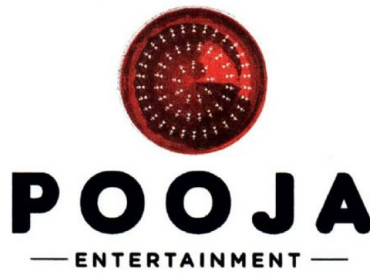
RESOLVED FURTHER THAT the Company hereby takes note of the certificate received from Mr. Balkrishan Pradhan (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the conversion option in the Warrants held by the Proposed Warrant Allottee(s).

RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of warrants, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. National Securities Depository Limited (“NSDL”) & Central Depository Services (India) Limited (“CDSL”), and for the credit of such equity shares to the holders dematerialized securities account.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mrs. Puja Vashu Bhagnani, Managing Director and /or, Ms. Shweta Ramesh Soni, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications, approvals with the Bombay Stock Exchange (BSE), Registrar of Companies (ROC), National Securities Depository Limited (“NSDL”) & Central Depository Services (India) Limited (“CDSL”) and any other appropriate authorities for obtaining requisite approvals for the issuance of the Warrants or allotment of the Equity shares upon the conversion of Warrants, as may be required, issuing clarifications on the issue and allotment of the Warrants or allotment of the Equity shares upon the conversion of Warrants, resolving any difficulties, effecting any modifications, changes, variation,

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alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Warrants or Equity Shares on conversion of Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

By Order of the Board of Directors

Place: Mumbai

Date: 14-02-2024

Registered Office:

Pooja house, 1st Floor, CTS No. 892-893,
Juhu Tara Road, Opp. J. W. Marriott Hotel,
Juhu, Mumbai 400049, Maharashtra, India
Contact No.: 022-26121613/14
Website: poojaentertainmentandfilms.com

Sd/-

Shweta Ramesh Soni

Company Secretary & Compliance Officer

POOJA ENTERTAINMENT AND FILMS LIMITED

Regd. Off. : Pooja House, 1st Floor, CTS No. 892-893, Opp. J. W. Marriott Hotel, Juhu, Mumbai – 400049

Email: cs@poojaentertainment.in | CIN: L99999MH1986PLC040559 | GST No. 27AAACD1920H2Z1

Tel. No.: 022-2612 1613/14 Fax: 2663 1275 | Website: poojaentertainmentandfilms.com



Notes:

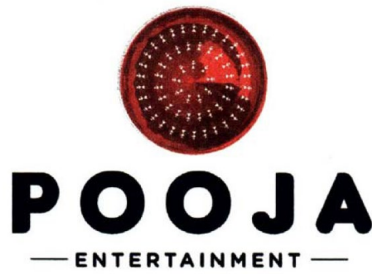
1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra- Ordinary General Meeting ("EOGM") ("Notice") is annexed hereto.
2. Pursuant to General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated 7th October, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") permitted the holding of the EOGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the EOGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars as issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited (BSPL), Registrar and Transfer Agents ("RTA"), for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EOGM will be provided by BSPL.
4. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EOGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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6. Since this EOGM is being held through VC / OAVM, pursuant to the MCA Circulars:
 - a. Members can attend the EOGM through login credentials provided to them for this purpose. Physical attendance of the Members at the EOGM venue is not required and accordingly attendance slip is not annexed to this Notice.
 - b. Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is also not annexed to this Notice.
 - c. However, Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
7. Since the EOGM will be held through VC / OAVM, the route map of the venue of the EOGM is not annexed to this Notice.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 11/2022 dated December 28, 2022, and General Circular No.09/2023 dated September 25, 2023, the Notice calling the EOGM has been uploaded on the website of the Company at www.poojaentertainmentandfilms.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The EOGM Notice is also disseminated on the website of BSPL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. <https://ivote.bigshareonline.com>.
9. The register of members and transfer books of the Company shall remain closed from <<March 08, 2024>> to <<March 14, 2024>> (both days inclusive) for the purpose of EOGM.
10. Any query relating to any items of business set out in the agenda of the meeting must be sent to the Company's email cs@poojaentertainment.in.
11. 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.
12. 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.
13. 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

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address immediately to the Company's Registrars & Transfer Agents, BIGSHARE SERVICES PRIVATE LIMITED

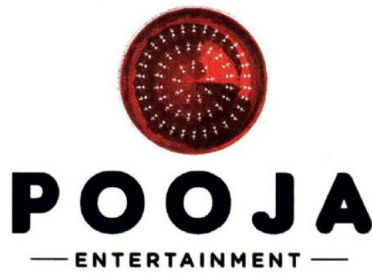
> Communicate on all matters pertaining to their shareholdings with the Company or Registrars & Transfer Agents, BIGSHARE SERVICES PRIVATE LIMITED quoting their respective Ledger Folio Numbers, Client ID and DP ID.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
15. Members who have not registered their contact no. and e-mail addresses, so far, are requested to register their contact no. and e-mail addresses, in respect of their electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar & Transfer Agents, M/s BIGSHARE SERVICES PRIVATE LIMITED by sending an e-mail to investor@bigshareonline.com along with details like Name, Folio No., Scanned Certificate, ID Proof etc.
16. The Board of Directors of the Company has appointed Mr. Balkrishan Pradhan, Proprietor M/s. B. K. Pradhan & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the Remote e-Voting & e-Voting during the EOGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
17. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off/record date.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The voting period begins on **<From 09.00 A.M. (IST) on March 11, 2024> and ends on <up to 05.00 P.M. (IST) on March 13, 2024>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **<March 07, 2024>** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in

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respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by

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	<p>providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider</p>

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their Depository Participants	name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

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(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

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- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (FAQs) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

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- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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Regd. Off. : Pooja House, 1st Floor, CTS No. 892-893, Opp. J. W. Marriott Hotel, Juhu, Mumbai – 400049
Email: cs@poojaentertainment.in | CIN: L99999MH1986PLC040559 | GST No. 27AAACD1920H2Z1
Tel. No.: 022-2612 1613/14 Fax: 2663 1275 | Website: poojaentertainmentandfilms.com



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1:

The Present Authorised Share Capital of the Company is ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹10/- (Rupee Ten Only) each. Considering the requirement and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from present ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹10/- (Rupee Ten Only) each to ₹75,00,00,000/- (Rupees Seventy Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each ranking *pari passu* in all respect with the existing Equity Shares of the Company. The proposed increase in Authorised Share Capital requires the approval of members in General Meeting. Consequently, upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

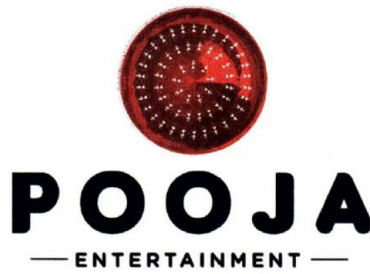
The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of an Ordinary Resolution.

Item No. 2:

The Company needs to raise additional funds to meet its growth requirements and for general corporate purposes. The Board of Directors in its meeting dated February 14, 2024 had, subject to the approval of the members and other concern authorities, approved the issuance of Convertible Equity Warrants up to 3,30,00,000 (Three Crore Thirty Lakh) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹10/- (Rupee Ten Only) ("Equity Share") each, "Warrants" at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of ₹30/- (Rupees Thirty only), aggregating upto ₹99,00,00,000 (Rupees Ninety Nine Crores Only) ("Total Issue Size") on a preferential basis to the Promoter/ Promoter Group and certain other identified persons / entity(s) ("Warrant Holder(s)" / "Proposed Allottee(s)", on preferential basis.

Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1) (b), 42 and 62(1)(c) the Companies Act, 2013 ("Act") as well as Regulation 160 and other applicable regulations of the SEBI (ICDR) Regulations to create, offer, issue and allot Warrants as per details mentioned in the resolution at Item no.2 of this Notice.

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The details of the Warrant issue and other particulars and relevant disclosures, inter alia, as required under of the Companies Act, 2013 including rules notified thereunder (“Act”) and under Regulation 163 of the ICDR Regulations (including any statutory modifications(s) or re-enactment thereof, for the time being in force) are set out below:

Sr. No.	Particulars	Remark
1.	Particulars of the offer including the date of passing of the Board resolution:	The Board, pursuant to its resolution dated 14 th February, 2024 has approved the proposed preferential issue of upto 3,30,00,000 (Three Crore Thirty Lakh) convertible equity warrants pursuant to the provisions of section 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”)
2.	Maximum number of specified securities to be issued	Upto 3,30,00,000 (Three Crore Thirty Lakh) convertible equity warrants, convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company presently have face value of ₹10/- (Rupee Ten only) (“Equity Share”) each at a price (including the Warrant Subscription Price and the warrant exercise price) of ₹30/- (Rupees Thirty only) each to be payable in cash (“Warrant Issue Price”), aggregating upto ₹99,00,00,000 (Rupees Ninety Nine Crore Only) (“Total Issue Size”), out of which 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company before the allotment of Warrant (“Warrant Subscription Price”) and 75% (seventy five per cent) of the Warrant Issue Price (“Warrant Exercise Price”) shall be paid by the Warrant Holders to the Company upon exercise of Warrant entitlement.
3.	Objects of the Preferential Issue and aggregate amount proposed to be raised	To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, Investment in good business entities, Investment in any company for creating group/associate companies, exploring new initiatives, acquisition of business by making Investment or acquisition of stake in entities/companies for further expansion and diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital, and other general corporate purposes] by way of fresh issue of

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		3,30,00,000 (Three Crore Thirty Lakh) convertible equity warrants, convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹10/- (Rupee Ten only) ("Equity Share") each at a price (including the Warrant Subscription Price and the warrant exercise price) of ₹30/- (Rupees Thirty only) each to be payable in cash ("Warrant Issue Price"), aggregating upto ₹99,00,00,000 (Rupees Ninety Nine Crore Only).
4.	Relevant date	The Relevant date is February 13, 2024 ("Relevant Date") (i.e. 30 days prior to the date of proposed Extra-ordinary General Meeting which is March 14, 2024), to determine the price of equity share pursuant to the proposed preferential issue as per SEBI (ICDR) Regulations.
5.	Basis on which the price has been arrived at and justification for the price (including premium, if any)	<p>Report of independent registered valuer:</p> <p>The Valuation was performed by Mr. Suman Kumar Verma a Registered Valuer (Reg. No. IBBI/RV/05/2019/12376) having his office at WZ-D-9, Gali No. 5, Mahavir Enclave, Palam Colony, New Delhi - 110045.</p> <p>The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website https://poojaentertainmentandfilms.com/corporate-announcements/</p> <p>The Equity shares of the Company are listed on BSE Limited, the shares are not frequently traded and thus the price is determined as per Regulation 165 of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018.</p> <p>In view of the above, the Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of ₹30/- (Rupees Thirty only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.</p>
6.	Lock-in period	The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

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		The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.
7.	Undertaking as to re-computation of price and lock-in of specified securities	The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the SEBI ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.
8.	Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects.	The Convertible Equity Warrants shall be issued to Mr. Vashu Bhagnani, Mrs. Puja Vashudev Bhagnani, Mr. Jackky Vashudev Bhagnani and Mrs. Deepshikha Dhiraj Deshmukh, who are belongs to Promoter Group of the Company. They have indicated their intention to subscribe to the Convertible Equity Warrants on Preferential basis. Other than the above Promoters, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above
9.	Timeframe within which the allotment shall be completed	As required under the ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.
10.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and I or	There will be no change in the control of the Company consequent to the said preferential issue. The percentage shareholding in the Company by the proposed Allottee(s), pre and post preferential issue is given as Annexure-A .

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	who ultimately control the proposed Allottee(s); the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue	
11.	Change in control, if any in the Company that would occur consequent to the preferential offer	Upon the issuance and allotment of the warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.
12.	Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price	No preferential allotment has been made to any person during the year during financial year.
13.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	None
14.	Equity Shareholding Pattern before and after the Preferential Issue	Equity Shareholding Pattern before and after the Preferential Issue is enclosed as Annexure- B
15.	Listing, Pari Passu	The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company, in all respects, including voting rights and dividend.
16.	SEBI Takeover code	In the present case none of the proposed Allottee(s) would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

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17.	Practicing Company Secretary Certificate	A certificate from Mr. Balkrishan Pradhan, Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website: https://poojaentertainmentandfilms.com/corporate-announcements/
18.	Other disclosures/undertaking	<ol style="list-style-type: none">i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.ii. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those Allottee(s) which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.vi. The Company is in compliance with the conditions for continuous listing;vii. Since the Equity Shares infrequently traded on the recognized stock exchanges prior to the Relevant Date, the Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the SEBI ICDR Regulations or any other applicable laws, where it is required to do so and;viii. The Proposed Allottee(s) and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date;ix. The Equity Shares held by the proposed Allottee(s) in the

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	<p>Company are in dematerialized form only.</p> <p>x. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year. However the Company has allotted 3,00,03,000 equity shares of ₹10/- each as Bonus shares to eligible members including 2,19,28,902 equity shares of ₹10/- each issued to promoters of the Company.</p>
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None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Vashu Bhagnani, Mrs. Puja Vashudev Bhagnani, Mr. Jackky Vashudev Bhagnani and Mrs. Deepshikha Dhiraj Deshmukh is in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 2 to be approved by Special Resolution of the Members.

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Annexure- A

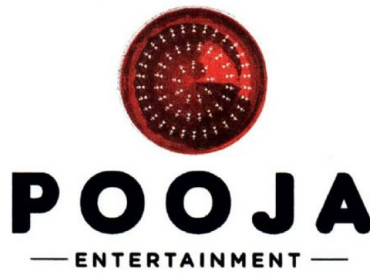
Sr. No.	Name of the proposed Warrants Allottee(s)	Name of Ultimate Beneficial Owner	Current Status	Pre Holding*		No. of Warrants to be allotted	Post Holding**		Post Issue Status
				Shareholding	%		Shareholding	%	
Promoters									
1	Vashu Bhagnani	NA	Promoter	1,71,10,590	48.88	1,37,50,000	3,08,60,590	45.38	Promoter
2	Puja Vashudev Bhagnani	NA	Promoter	17,67,633	5.05	16,50,000	34,17,633	5.03	Promoter
3	Jackky Vashudev Bhagnani	NA	Promoter	49,97,580	14.28	50,00,000	99,97,580	14.70	Promoter
4	Deepshikha Dhiraj Deshmukh	NA	Promoter	17,07,916	4.88	16,50,000	33,57,916	4.94	Promoter
Non-Promoters									
5	Rejoice Developers Private Limited	Meenal Anil Baid	Non Promoter	0	0.00	33,00,000	33,00,000	4.85	Non Promoter
6	Craft Emerging Market Fund PCC-Elite Capital Fund	NA	Non Promoter	0	0.00	20,50,000	20,50,000	3.01	Non Promoter
7	Craft Emerging Market Fund PCC-Citadel Capital fund	NA	Non Promoter	0	0.00	20,00,000	20,00,000	2.94	Non Promoter
8	Jagdish Kumar Madanlal Gupta	NA	Non Promoter	0	0.00	3,50,000	3,50,000	0.51	Non Promoter
9	Kusum Jagdish Gupta	NA	Non Promoter	0	0.00	3,50,000	3,50,000	0.51	Non Promoter
10	Prompt Vanijya LLP	Sandeep Jindal	Non Promoter	0	0.00	5,00,000	5,00,000	0.74	Non Promoter
11	Intellect Money Finvest Private Limited	Sandeep Jindal	Non Promoter	0	0.00	23,00,000	23,00,000	3.38	Non Promoter
12	Endu Infra Services Private Limited	Sarvankumar Murlidharprasad Singh	Non Promoter	0	0.00	1,00,000	1,00,000	0.15	Non Promoter
	Total			2,55,83,719	73.09	3,30,00,000	58,583,719	86.15	

*The pre-issue shareholding pattern is as on February 13, 2024.

**Assuming all the Warrants issued pursuant to this issue are converted into Equity Shares of the Company.

POOJA ENTERTAINMENT AND FILMS LIMITED

Regd. Off. : Pooja House, 1st Floor, CTS No. 892-893, Opp. J. W. Marriott Hotel, Juhu, Mumbai – 400049
Email: cs@poojaentertainment.in | CIN: L99999MH1986PLC040559 | GST No. 27AAACD1920H2Z1
Tel. No.: 022-2612 1613/14 Fax: 2663 1275 | Website: poojaentertainmentandfilms.com



Annexure- B

Sr. No.	Particulars	Pre-issue shareholding*		Post issue shareholding (assuming conversion of full warrants into Equity)	
		Shareholding	%	Shareholding	%
A	Promoter / Promoter Group Shareholding				
	Individual	2,55,83,719	73.09	4,76,33,719	70.05
	Body Corporate	0	0	0	
B	Non Promoter shareholding				
	Institutional	0	0	40,50,000	5.96
	Non-institutions				
	Individuals	28,68,759	8.20	35,68,759	5.25
	Body Corporate	9,77,716	2.79	71,77,716	10.55
	Others (Including NRI)	55,73,306	15.92	55,73,306	8.19
	Total (A)+(B)	3,50,03,500	100.00	6,80,03,500	100.00

*The pre-issue shareholding pattern is as on February 13, 2024.

By Order of the Board of Directors

Place: Mumbai

Date: 14-02-2024

Registered Office:

Pooja house, 1st Floor, CTS No. 892-893,

Juhu Tara Road, Opp. J. W. Marriott Hotel,

Juhu, Mumbai 400049, Maharashtra, India

Contact No.: 022-26121613/14

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Sd/-

Shweta Ramesh Soni

Company Secretary & Compliance Officer

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