

February 14, 2024

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

Scrip ID: POOJAENT

Scrip Code: 532011

ISIN: INE147C01017

Subject: Outcome of Board meeting held on Wednesday, February 14, 2024

Dear Sir/ Madam,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held today (started at 05:00 p.m. and concluded at 07:30 p.m.) inter-alia considered and approved following matters:

1. Approved increase in authorized share capital of the Company to Rs. 75,00,00,000/- (Rupees Seventy Five Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of Rs. 10/- each Face Value, by addition of Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- each Face Value in the existing authorized share capital of the Company, subject to approval of members in ensuing Extra-Ordinary General Meeting;
2. Approved the Statutory Auditors' Certificates for the purpose of Pricing of Equity Shares and Compliance Certificates given by Practicing Company Secretary and the Valuation Report issued by Registered Valuer for the purpose of Preferential Issue of Warrants (Equity Convertible Warrants);
3. Approved offer, Issue and Allot upto 3,30,00,000 (Three Crore Thirty Lakh) Warrants (Equity Convertible Warrants) at a price of Rs. 30/- (Rupees Thirty Only) each warrant [including premium of Rs. 20/- (Rupees Twenty Only)] per warrant on Preferential Basis to Promoters, Promoter Group and Non-Promoters/Public Category (as detailed in Annexure A) in accordance with provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules") and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as amended from time to time ("SEBI ICDR Regulations") for cash aggregating up to an amount of Rs. 99,00,00,000/- (Rupees Ninety Nine Crore Only), the said approval of preferential issue of Warrants (Convertible into Equity shares) are subject to the approval of shareholders in ensuing Extra-Ordinary General Meeting and other statutory and regulatory approvals whereas necessary and applicable;
4. Approved day, date, time and venue for Extra-Ordinary General Meeting (EOGM) of the Company;

POOJA ENTERTAINMENT AND FILMS LIMITED

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Email: cs@poojaentertainment.in | CIN: L99999MH1986PLC040559 | GST No. 27AAACD1920H2Z1
Tel. No.: 022-2612 1613/14 Fax: 2663 1275 | Website: poojaentertainmentandfilms.com



5. Approved the Notice of Extra-Ordinary General Meeting (EOGM) of the Company;
6. Appointed Mr. Balkrishan Pradhan, Proprietor M/s. B. K. Pradhan & Associates, Company Secretaries, Mumbai as Scrutinizer for conducting e-voting process for Extra-Ordinary General Meeting of the Company;
7. Authorized to Managing Director, Directors or Company Secretary of the Company to send the notice of EOGM along with the necessary Certificates and Reports with respect to the Preferential Issue and the e-voting process in fair and transparent manner;
8. Authorized to the Managing Director, Directors or Company Secretary of the Company to sign the applications, documents, deeds, forms and to make necessary applications and file documentations with various authorities and stock exchanges as and where necessary for the purpose of preferential issue approved by the Board of Directors;

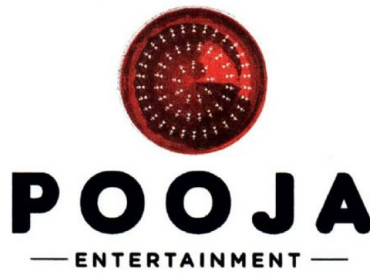
Kindly take the same in your records.

For **Pooja Entertainment and Films Limited**

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

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Annexure A

Details as required to be disclosed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated 9, September, 2015

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. Equity Shares, Convertibles etc.)	Warrants convertible into Equity Shares i.e. 1 Equity Share per 1 Warrant.
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue of convertible warrants under Chapter V of the SEBI ICDR Regulations.
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued (Approximately)	Upto 3,30,00,000 (Three Crore Thirty Lakh) Warrants (Equity convertible Warrants).
4.	Issued Price	<p>30/- per Warrant (Including premium of Rs.20/-) as determined in accordance with the provision of Chapter V of SEBI (ICDR) Regulations.</p> <p>The Preferential Issue will be undertaken for cash consideration. The Subscription Share Price shall be payable at the time of subscription and allotment of the Subscription Shares. As for the Warrants, an amount equivalent to 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of the Warrants, and the balance 75% shall be payable at the time of allotment of equity shares pursuant to exercise of the right attached to the Warrants to subscribe to equity share. The Warrant Exercise Price and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate</p>

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		adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
5.	Name of Investors	As per attachment of Annexure - B
6.	Tenure/Conversion	<p>Each Warrant would be convertible into one equity share of face value of Rs. 10/- each and the rights attached to the Warrants can be exercised at any time within the period of 18 (eighteen) months from the date of allotment the Warrants.</p> <p>In case the Warrant holder fails to exercise the Warrant within a period of 18 (eighteen) months from date of allotment of Warrant, the Warrant shall lapse and the 25% of the Warrant Exercise Price paid at the time of issuance of Warrant will be forfeited by the Company.</p>

For Pooja Entertainment and Films Limited

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Annexure - B

List of Proposed Preferential Allottees of Warrants							
Pooja Entertainment and Films Limited							
Sr. No.	Name of the Proposed Allottees	Category	Pre-Issue Holding	Pre-Issue Holding %	No. of Warrants to be Allotted	Post Issue holding after conversion	Post Issue Holding %
PROMOTER GROUP							
1	Vashu Bhagnani	Promoter	17,110,590	48.88	1,37,50,000	30,860,590	45.38
2	Puja Vashudev Bhagnani	Promoter	1,767,633	5.05	1,650,000	3,417,633	5.03
3	Jackky Vashudev Bhagnani	Promoter	4,997,580	14.28	5,000,000	9,997,580	14.70
4	Deepshikha Dhiraj Deshmukh	Promoter	1,707,916	5.05	1,650,000	3,357,916	4.94
NON PROMOTER GROUP							
5	Rejoice Developers Private Limited	Non-Promoter	0	0	3,300,000	3,300,000	4.85
6	Craft Emerging Market Fund PCC- Elite Capital Fund	Non-Promoter	0	0	2,050,000	2,050,000	3.01
7	Craft Emerging Market Fund PCC-Citadel Capital fund	Non-Promoter	0	0	2,000,000	2,000,000	2.94
8	Jagdish Kumar Madanlal Gupta	Non-Promoter	0	0	350,000	350,000	0.51
9	Kusum Jagdish Gupta	Non-Promoter	0	0	350,000	350,000	0.51
10	Prompt Vanijya LLP	Non-Promoter	0	0	500,000	500,000	0.74
11	Intellect Money Finvest Private Limited	Non-Promoter	0	0	2,300,000	2,300,000	3.38
12	Endu Infra Services Private Limited	Non-Promoter	0	0	100,000	100,000	0.15

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