

VASHU BHAGNANI INDUSTRIES LIMITED

(Formerly known as Pooja Entertainment and Films Limited)

Dated: March 16, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Rotunda Bldg, Dalal Street,
Fort, Mumbai 400001.

**SUB: SCRUTINIZER REPORT OF 01ST EXTRA-ORDINARY GENERAL MEETING (EGM)
HELD FOR FY 2023-2024.**

REF: SECURITY ID: POOJAENT, SECURITY CODE: 532011, ISIN: INE147C01017

Dear Sir/Ma'am,

Pursuant to provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015, kindly find enclosed h/w the Consolidated Scrutinizer's Report on the total votes cast in favour or against during the Remote e-voting and e-voting during EGM in the prescribed format pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015 in respect of the 01st Extra-Ordinary general Meeting held for financial year 2023-24 on 14th march, 2024.

This is for the information of the Exchange and members thereof.

You are requested to take same on record.

Thanking You,
Yours Sincerely,
For, Vashu Bhagnani Industries Limited
(Formerly known as Pooja Entertainment and Films Limited)

Shweta Ramesh Soni
Company Secretary & Compliance Officer
Membership No: A65292

CIN: L99999MH1986PLC040559

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

Email: cs@poojaentertainment.in | Tel. No.: 022-2612 1613/14 | Fax: 2663 1275

Website: poojaentertainmentandfilms.com



B. K. Pradhan & Associates

Company Secretaries

M.Com, L.L.B, FCS

Date: 16/03/2024

To,
The Chairman,
Pooja Entertainment and Films Limited
Pooja House, 1st Floor CTS No. 892-893,
Juhu Tara Road, Opp. J W Marriott hotel,
Juhu, Mumbai, Maharashtra-400049

Sub: Scrutinizer's Report on the voting process conducted for Extra-Ordinary General Meeting of Shareholders of Vashu Bhagnani Industries Limited (Formerly known as Pooja Entertainment and Films Limited) held on 14th March, 2024.

Dear Sir,

I, CS Balkrishan Pradhan, Proprietor of B.K. Pradhan & Associates, Company Secretaries, Mumbai, had been appointed as the Scrutinizer by the Board of Directors of **Vashu Bhagnani Industries Limited (Formerly known as Pooja Entertainment and Films Limited)** ("Company"), for the purpose of scrutinizing the remote e-voting and e-voting during the Extra-ordinary General Meeting ("EGM"), pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act"), Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended thereto, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 10/2022 dated December 28, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 followed by circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively "SEBI Circulars"), and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India, on the business contained in the Notice dated February 14, 2024 ("Notice") of the 01st Extra-Ordinary General Meeting held for the financial year 2023-24 of the Company held on Thursday, March 14, 2024 at 03:00 P.M. through Video Conference (VC)/ Other Audio Visual Means (OAVM).

The notice dated February 14, 2024, was sent to the shareholders, in respect of the resolutions passed at the EGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the above referred MCA Circulars and Securities and Exchange Board of India. The Company had availed the e-voting facility offered by Bigshare Services Private Limited (BSPL) for conducting remote e-voting and e-voting during the EGM by the Shareholders of the Company. The Company has completed dispatch of notices by email to the members by February 20, 2024.

The management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and Rules, made there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 relating to remote e-voting and e-voting during the EGM on the resolutions contained in the aforesaid Notice of the EGM of the members of the Company. My responsibility as a scrutinizer is to scrutinize and ensure that the voting is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report on the vote cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system and e-voting during the EGM provided by BSPL, the authorized agency to provide e-voting facility on the resolutions contained in the notice.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to Members (i.e., through electronic mode to those Members whose email addresses are registered with the Company/ Depositories) for seeking their approval on following resolutions:





B. K. Pradhan & Associates

Company Secretaries

M.Com, L.L.B, FCS

1. Increase in authorized share capital and alteration of the capital clause in memorandum of association of the company.
2. Issuance of upto 3,30,00,000 warrants (equity convertible warrants) on preferential basis to entities belonging to the promoter & non-promoter/public category.

The Company provided the remote e-Voting facility and e-voting facility during the EGM offered by BSPL to cast votes on aforesaid resolutions through e-Voting by the members of the Company pursuant to the provisions of Clause 44 of the SEBI (LODR) Regulations, 2015. The Cut-off date for the purpose of identifying Members who were entitled to vote on resolutions was considered as March 07, 2024. Remote e-voting facilities were made available to shareholders of the Company to exercise their voting rights from 9:00 a.m. of 11th March, 2024 and ends on 5:00 p.m. on 13th March, 2024. Accordingly, e-votes casted upto 5:00 p.m. on 13th March, 2024 have been considered for my scrutiny. Further, the votes casted at the EGM through e-voting facility have also been considered for my scrutiny.

After the conclusion of the EGM, the vote casted through remote e-Voting facility and e-voting facility during the EGM had been unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Pooja Boye and Mr. Rohit Gupta. A summary of the votes cast by shareholder through remote e-voting and e-voting facility during the EGM with their pattern of voting is as per Annexure annexed to this Report.

The result of the voting by members through remote e-voting and e-voting facility during the EGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Company or Ms. Shweta Ramesh Soni, Company Secretary of the Company (who has been so authorized by the Chairman in writing) and who has also countersigned here under in token thereof.

Thanking you,
Yours sincerely,

For B.K. Pradhan & Associates
Company Secretaries

For VashuBhagnani Industries Limited
Countersigned By



Balkrishan Pradhan
Proprietor

Membership No.: F8879

Firm Unique Identification No:- S2912MH172500

Peer Review Certificate No:- 2022/2022

C.P. No.: 10179

UDIN: FO08879E003591293

Chairman/ Authorised Signatory

We the undersigned witnesses that reports were unblocked from e-voting website of CDSL (<https://www.evotingindia.com>) in our presence at 14th March, 2024.

(Ms. Pooja Boye)

(Mr. Rohit Gupta)



B. K. Pradhan & Associates

Company Secretaries

M.Com, L.L.B, FCS

ANNEXURE

The summary of the votes cast through remote e-voting and e-voting facility during the EGM for each of the resolutions is given below:

For Resolution 1: As an Ordinary Resolution: Increase in Authorized Share Capital and Alteration of the Capital Clause in Memorandum of Association of the Company.

Sr. No.	Particulars	Resolution No. 1	
		No. of Members Voted	No. of Shares voted
1.	Votes cast through Remote e-voting	107	10801042
2.	Votes cast through e-voting at EGM	0	0
	Total	107	10801042
3.	Less: Invalid Votes	-	-
4.	Net Valid Votes		
	(i) e-Voting with assent for the Resolution	102	10800916
	% Of Assent	95.33	100.00
	(ii) e-Voting with dissent for the Resolution	5	126
	% Of Dissent	4.67	0.00

For Resolution 2: As a Special Resolution: Issuance of upto 3,30,00,000 warrants (equity convertible warrants) on preferential basis to entities belonging to the promoter & non-promoter/public category.

Sr. No.	Particulars	Resolution No. 2	
		No. of Members Voted	No. of Shares voted
1.	Votes cast through Remote e-voting	107	10801042
2.	Votes cast through e-voting at EGM	0	0
	Total	107	10801042
3.	Less: Invalid Votes	-	-
4.	Net Valid Votes		
	(i) e-Voting with assent for the Resolution	102	10800916
	% Of Assent	95.33	100.00
	(ii) e-Voting with dissent for the Resolution	5	126
	% Of Dissent	4.67	0.00

