

# NOTICE



**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the Members of Pooja Entertainment And Films Limited [Formerly Known as Deal (India) Limited] will be held on Saturday, August 31, 2013 at 11.30 a.m. at Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai-400049 to transact the following business:

## ORDINARY BUSINESS:

### Item No. 1 - Adoption of Accounts

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and Profit and Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.

### Item No. 2 - Re-appointment of Mrs. Deepshikha Deshmukh

To appoint a Director in place of Mrs. Deepshikha Deshmukh, who retires by rotation and being eligible, offers herself for re-appointment.

### Item No. 3 - Re-appointment of Statutory Auditors

To re-appoint Statutory Auditors, M/s. Khandelwal & Khandelwal Associates, Chartered Accountants (FRN 008389C), to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Members of the Company and to authorize the Audit Committee to fix their remuneration.

## SPECIAL BUSINESS:

### Item No. 4 - Appointment of Mr. Manoj Naraindas Nihalani as Director

To consider and if thought fit, to pass, with or without modification, as an ORDINARY RESOLUTION, the following:

**“RESOLVED THAT** Mr. Manoj Naraindas Nihalani, who was appointed as a Director of the Company by the Board of Directors pursuant to Section 262 of the

Companies Act, 1956 and Article 131 of the Articles of Association of the Company to fill a casual vacancy and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### Item No. 5 - Appointment of Mr. Kuki Abdul Khan as Director

To consider and if thought fit, to pass, with or without modification, as an ORDINARY RESOLUTION, the following:

**“RESOLVED THAT** Mr. Kuki Abdul Khan, who was appointed as a Director of the Company by the Board of Directors pursuant to Section 262 of the Companies Act, 1956 and Article 131 of the Articles of Association of the Company to fill a casual vacancy and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### Item No. 6 - Re-appointment of Mr. Vashu Bhagnani as Managing Director

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

**“RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), permissions and sanctions as may be required and subject to such conditions and

modifications, as may be prescribed or imposed by any Authorities in granting such approvals, permissions and sanctions and pursuant to the approval of the Board of Directors of the Company at its Meeting held on November 10, 2012, the consent of the Members be and is hereby accorded to the re-appointment of Mr. Vashu Bhagnani as Managing Director of the Company, for a period of five years with effect from November 01, 2012 to October 31, 2017, on the terms and conditions as set out in the draft agreement submitted to this Meeting with absolute discretion to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers conferred by this resolution) to alter and vary the terms and conditions of the said agreement as may be agreed between the Board and Mr. Vashu Bhagnani;

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Vashu Bhagnani, remuneration by way of salary, perquisites and allowances not exceeding the ceiling limit specified in Schedule XIII to the Companies Act, 1956;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary to give effect to this resolution."

#### **Item No. 7 - Appointment of Mrs. Puja Bhagnani as Whole-Time Director**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), permissions and sanctions as may be required and subject to such conditions and

modifications, as may be prescribed or imposed by any Authorities in granting such approvals, permissions and sanctions and pursuant to the approval of the Board of Directors of the Company at its Meeting held on November 10, 2012, the consent of the Members be and is hereby accorded to the appointment of Mrs. Puja Bhagnani as Whole-Time Director of the Company, for a period of five years with effect from November 01, 2012 to October 31, 2017, on the terms and conditions as set out in the draft agreement submitted to this Meeting with absolute discretion to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers conferred by this resolution) to alter and vary the terms and conditions of the said agreement as may be agreed between the Board and Mrs. Puja Bhagnani;

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or its profits are inadequate, the Company shall pay to Mrs. Puja Bhagnani, remuneration by way of salary, perquisites and allowances not exceeding the ceiling limit specified in Schedule XIII to the Companies Act, 1956;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary to give effect to this resolution."

**By order of the Board of Directors**

**Deepika Trivedi**  
Company Secretary &  
Compliance Officer

#### **REGISTERED OFFICE**

Pooja House, 1st Floor,  
CTS No. 892-893,  
Opp. J. W. Marriott Hotel,  
Juhu Tara Road, Juhu,  
Mumbai-400 049

Place : Mumbai

Date : July 10, 2013



## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy must be received by the Company at its Registered Office not less than 48 hours before commencement of the Meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 24, 2013 to Saturday, August 31, 2013 (both days inclusive).
4. Members are requested to:
  - (a) intimate any change in their addresses/mandate/bank details and also direct all their queries related to shares to the Company's Registrar and Share Transfer Agents i.e. Sharex Dynamic (India) Private Limited, Unit-1, Luthra Ind. Premises, M. VasANJI Marg, Andheri - Kurla Road, Safed Pool, Andheri (East), Mumbai-400072;
  - (b) quote Client ID and DP ID numbers in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence;
  - (c) bring attendance slip duly filled in for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Members who have multiple folios in identical names or joint names in the same order are requested to send all the Share Certificates to the Company's Registrar and Share Transfer Agents i.e. Sharex Dynamic (India) Private Limited for consolidation of all such folios into one to facilitate better service. Members may also avail of the nomination facility as provided under Section 109A of the Companies Act, 1956.
8. All documents referred in the accompanying notice are open for inspection at the Registered Office of the Company on all the working days, except holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
9. Members may refer Report on Corporate Governance for particulars of Directors' appointment/re-appointment at the Annual General Meeting.
10. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website i.e. [www.thepoojagroup.com](http://www.thepoojagroup.com).
11. Members desiring any relevant information about the accounts at the Annual General Meeting are requested to write to the Company at the registered office of the Company at least seven days in advance of the Meeting so that the information required can be made readily available.
12. As per SEBI directive, it is mandatory for the transferees to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company's Registrar and Share Transfer Agents for registration of transfer/transmission/transposition of shares in the physical form.
13. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.

By order of the Board of Directors

**Deepika Trivedi**  
Company Secretary &  
Compliance Officer

## REGISTERED OFFICE

Pooja House, 1st Floor, CTS No. 892-893,  
Opp. J. W. Marriott Hotel,  
Juhu Tara Road, Juhu, Mumbai-400 049

Place : Mumbai

Date : July 10, 2013

# ANNEXURE TO THE NOTICE

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### Item No. 4

Mr. Manoj Naraindas Nihalani was appointed as a Director of the Company with effect from February 15, 2013 pursuant to Section 262 of the Companies Act, 1956 and Article 131 of the Articles of Association of the Company to fill up the casual vacancy caused by the resignation of Mr. Ajay Tuli. Pursuant to the provisions of Section 262(2) of the Companies Act, 1956, Mr. Manoj Naraindas Nihalani holds office as a Director of the Company only up to the date of the ensuing Annual General Meeting of the Company, being the date up to which Mr. Ajay Tuli would have held the office.

A notice in writing has been received from a Member of the Company under Section 257 of the Companies Act, 1956, signifying his intention to propose Mr. Manoj Naraindas Nihalani as a candidate for the office of Director of the Company. The requisite sum of ₹ 500/- has been duly received from such Member.

The Board commends his appointment for acceptance by the Members.

Except Mr. Manoj Naraindas Nihalani, none of the other Directors of the Company is, in any way, concerned or interested in this resolution.

### Item No. 5

Mr. Kuki Abdul Khan was appointed as a Director of the Company with effect from February 15, 2013 pursuant to Section 262 of the Companies Act, 1956 and Article 131 of the Articles of Association of the Company to fill up the casual vacancy caused by the resignation of Mr. Karan Panjwani. Pursuant to

the provisions of Section 262(2) of the Companies Act, 1956, Mr. Kuki Abdul Khan holds office as a Director of the Company only up to the date of the ensuing Annual General Meeting of the Company, being the date up to which Mr. Karan Panjwani would have held the office.

A notice in writing has been received from a Member of the Company under Section 257 of the Companies Act, 1956, signifying his intention to propose Mr. Kuki Abdul Khan as a candidate for the office of Director of the Company. The requisite sum of ₹ 500/- has been duly received from such Member.

The Board commends his appointment for acceptance by the Members.

Except Mr. Kuki Abdul Khan, none of the other Directors of the Company is, in any way, concerned or interested in this resolution.

### Item No. 6

The Board of Directors of the Company at its Meeting held on November 10, 2012 has, subject to the approval of the Members, approved the re-appointment of Mr. Vashu Bhagnani as Managing Director of the Company, for a period of five years with effect from November 01, 2012 to October 31, 2017, on remuneration package as given herein below.

Mr. Vashu Bhagnani fulfills the eligibility criteria set out under Part I of Schedule XIII to the Companies Act, 1956. The remuneration payable to Mr. Vashu Bhagnani on re-appointment has been determined by the Remuneration Committee constituted by the Board of Directors.

The detail of remuneration as reviewed by the Remuneration Committee and approved by the Board



subject to the approval of the Members is reproduced herein below:

**Salary:** ₹ 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 profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule XIII to the Companies Act, 1956, as may be amended from time to time.

The draft agreement to be entered into between the Company and Mr. Vashu Bhagnani, Managing Director of the Company is available for inspection at the Registered Office of the Company on all the working days, except holidays between 11.00 a.m. and 1.00 p.m. upto the date of the ensuing Annual General Meeting.

Approval of Members is sought under Section 269 read with Schedule XIII of the Companies Act, 1956 for the re-appointment of Mr. Vashu Bhagnani, Managing Director and for payment of remuneration to him with effect from November 01, 2012 to October 31, 2017.

The Board of Directors recommends the resolution for approval of the Members as a Special Resolution.

None of the Directors except, Mr. Vashu Bhagnani, Mrs. Puja Bhagnani and Mrs. Deepshikha Deshmukh who is a relative of Mr. Vashu Bhagnani is concerned or interested in the Resolution.

This may also be treated as an abstract pursuant to the provisions of Section 302 of the Companies Act, 1956.

**Item No. 7**

The Board of Directors of the Company at its Meeting held on November 10, 2012 has, subject to the approval of the Members, approved the appointment of Mrs. Puja Bhagnani as Whole-Time Director of the Company, for a period of five years with effect from November 01, 2012 to October 31, 2017, on remuneration package as given herein below.

Mrs. Puja Bhagnani fulfills the eligibility criteria set out under Part I of Schedule XIII to the Companies Act, 1956. The remuneration payable to Mrs. Puja Bhagnani on appointment has been determined by the Remuneration Committee constituted by the Board of Directors.

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

**Salary:** ₹ 80,000 (Rupees Eighty 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 Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule XIII to the Companies Act, 1956, as may be amended from time to time.

The draft agreement to be entered into between the Company and Mrs. Puja Bhagnani, Whole-Time Director of the Company is available for inspection at the Registered Office of the Company on all the working days, except holidays between 11.00 a.m. and 1.00 p.m. upto the date of the ensuing Annual General Meeting.

Approval of Members is sought under Section 269 read with Schedule XIII of the Companies Act, 1956 for the appointment of Mrs. Puja Bhagnani, Whole-Time Director and for payment of remuneration to her with effect from November 01, 2012 to October 31, 2017.

The Board of Directors recommends the resolution for approval of the Members as a Special Resolution.

None of the Directors except, Mrs. Puja Bhagnani, Mr. Vashu Bhagnani and Mrs. Deepshikha Deshmukh who is a relative of Mrs. Puja Bhagnani is concerned or interested in the Resolution.

This may also be treated as an abstract pursuant to the provisions of Section 302 of the Companies Act, 1956.

**By order of the Board of Directors**

**Deepika Trivedi**  
Company Secretary &  
Compliance Officer

**REGISTERED OFFICE**

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