

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting (AGM) of the Members of Pooja Entertainment And Films Limited [Formerly Known as Deal (India) Limited] will be held on Friday, October 31, 2014 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, 2014 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.

SPECIAL BUSINESS:

Item No. 3 – Appointment of Mr. Manoj Naraindas Nihalani as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Manoj Nihalani (DIN : 01987300), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term up to the conclusion of the 32nd Annual General Meeting of the Company”

Item No. 4 – Appointment of Mr. Kuki Abdul Khan as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Kuki Abdul Khan (DIN : 06535028), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term up to the conclusion of the 32nd Annual General Meeting of the Company”

Item No. 5 – Appointment of Mr. Vivek Jagannath Bhole as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Vivek Jagannath Bhole (DIN : 00274779), a non-executive independent director of

the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term up to the conclusion of the 32nd Annual General Meeting of the Company”

Item No. 6 – Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s. Khandelwal & Khandelwal Associates., Chartered Accountants, have resigned as the Statutory Auditors of the Company vide their letter dated August 14, 2014. The Board has proposed that M/s. Jayantilal Thakkar & Co, Chartered Accountants to be appointed as the Statutory Auditors of the Company to fill up the casual vacancy caused due to resignation of M/s. Khandelwal & Khandelwal Associates., and their appointment is subject to approval of members in the ensuing Annual General Meeting of the Company

Item No. 7 – To create Security

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

“RESOLVED THAT the consent of the members be and is hereby granted in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) for the creation of mortgage, pledge, hypothecation or charge, in addition to the existing mortgages, pledges, hypothecations and charges created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets of the Company, both present and future, and/or the whole or any part of the undertaking or undertakings of the Company, to or in favour of the lenders or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure borrowings by way of rupee term loans, working capital facilities, foreign currency loans, external commercial borrowings, debentures, bonds and other instruments/ securities or otherwise, of the Company and/or its subsidiaries and/or its joint ventures and/ or the group companies, of an aggregate outstanding borrowings not exceeding Rs. 500 Crs. (Rupees Five Hundred Crore only) and interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other moneys payable in terms of the loan agreement(s)/ debenture trust deed (s)/ security trustee agreements or any other document in respect of the said borrowings.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers and agreements for creating the aforesaid mortgage, pledge, hypothecation or charge and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

Item No. 8 – Increasing Borrowing power

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

“RESOLVED THAT the consent of the members be and is hereby granted in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) to borrow from time to time all such sum(s) of money from various

entities (natural or artificial), including but not limited to financial institutions, non banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts, individuals, limited liability partnerships, firms, association of persons/ individuals and other bodies corporate, whether by way of advances, loans, issue of debentures/bonds and/or other instruments or otherwise, including by way of external commercial borrowings in foreign denominated currencies from any foreign sources/foreign countries as prescribed by statutory guidelines in this regard, if any, in such manner and upon such terms and conditions and with or without security, as may be deemed necessary and prudent by the Board for the purposes of the of the Company an aggregate outstanding borrowings not exceeding Rs. 500.00 Crore (Rupees Five Hundred Crore only) and interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other moneys payable in terms of the loan agreement(s)/ debenture trust deed (s)/ security trustee agreements or any other document in respect of the said borrowings.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers and agreements for creating the aforesaid mortgage, pledge, hypothecation or charge and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

By order of the Board of Directors

Place: Mumbai
Date: Sep 29, 2014

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.
3. The Company is registered with National Securities Depository Ltd. ('NSDL') and Central Depository Services (India) Limited ('CDSL'), for dematerialization of its Equity Shares and Company's ISIN is INE147C01017. Sharex Dynamic (India) Private Limited is the Registrar and Transfer Agents of the Company.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 24th October, 2014 to 31st October, 2014 (both days inclusive) for the purpose of the Annual General Meeting.
5. In case of joint holders attending the Meeting, only such joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
6. 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, Sharex Dynamic (India) Private Limited.
7. 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, Sharex Dynamic (India) Private Limited, for consolidation into a single folio.
8. Members are requested to:
 - Intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts and holding shares in physical form are requested to advise any change of address immediately to the Company's Registrars & Transfer Agents, Sharex Dynamic (India) Private Limited.;
 - Communicate on all matters pertaining to their shareholdings with the Company's Registered Office, quoting their respective Ledger Folio Numbers, Client ID and DP ID;
9. All documents referred to in the accompanying notice are open for inspection by the Members at the registered office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting or any adjournment thereof.

10. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so as to enable the management to keep the information ready at the Meeting.
11. Information about the director seeking reappointment required under Clause 49 of the Listing Agreement is annexed hereto separately and forms part of the Notice.
12. Non-Resident Indian Members are requested to inform the Company's Registrars & Transfer Agents, Sharex Dynamic (India) Private Limited, immediately of :
 - a) Change in their Residential status on return to India for permanent settlement.
 - b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.
13. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) unless any members has requested for hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
14. Voting Through electronic means:
 - Pursuant to General Circular No.20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, Government of India, the e-voting process has not been considered as mandatory till December 31, 2014. Pursuant to Clause 35B of the listing agreement, the Company is providing facility of e-voting and voting through ballot to all members as per the applicable regulations, the Company is providing facility to the members to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- A.** The voting period begins on 9.00 A. M. on 25th October, 2014 and ends on 5.00 P.M. on 27th October, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on "Shareholders" tab
 - (iii) Select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <POOJA ENTERTAINMENT AND FILMS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B.** The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 30th September, 2014
- C.** A copy of this notice has been placed on the website of the Company and the website of CDSL.
- D.** Mr. Balkrishan Pradhan, Proprietor of M/s. B. K. Pradhan and Associates, Practicing Company Secretary (Membership No. 20739) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- E.** The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- F.** The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.thepoojagroup.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the Annual General Meeting and will be communicated to BSE Limited.
- G.** In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Balkrishan Pradhan, Scrutinizer, C/o. Pooja Entertainment and Films Limited, Pooja House, 1st Floor, CTS No. 892-893, Opp. J. W. Marriott Hotel, Juhu Tara Road, Juhu, Mumbai-400 049, as to reach him on or before October 27, 2014 by 6.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

By order of the Board of Directors

Deepika Trivedi
Company Secretary &
Compliance Officer

Place: Mumbai

Date: Sep 29, 2014

Registered Office:

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

ANNEXURE TO THE NOTICE

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

Item No. 3, 4, and 5

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Manoj Nihlani, Mr. Kuki Abdul Khan, and Mr. Vivek Bhole, Independent Directors were appointed by the Members of the Company. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In the transition to the Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed five years. With the above changes, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Manoj Nihlani, Mr. Kuki Abdul Khan, and Mr. Vivek Bhole, being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Manoj Nihlani, Mr. Kuki Abdul Khan, and Mr. Vivek Bhole, as Independent Directors on the Board of the Company for a term upto five consecutive years, commencing from 30th June, 2014. A brief profile of proposed Independent Directors, including nature of their expertise, is provided in this Annual Report.

Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board, Mr. Manoj Nihlani, Mr. Kuki Abdul Khan, and Mr. Vivek Bhole fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.thepoojagroup.com

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at item no. 3 to 5 for approval of the Members

ITEM NO : 6

In accordance with the approval of shareholders, the Board of Director in Board Meeting held 14th August, 2014 have taken the matter of that M/s Khandelwal & Khandelwal Associates, Chartered Accountants, Mumbai the existing Auditor of the Company have resigned from the office of Auditor of the Company, therefore creating casual vacancy in the office of Auditors. The Company has received a letter u/s 141 of the Companies Act, 2013 informing the eligibility signifying their intention to appoint M/s Jayantilal Thakkar & Co. Chartered Accountants, Mumbai to fill the Casual Vacancy.

In terms of provision of Section 139 of the Companies Act 2013, the Board recommends to to appoint M/s Jayantilal Thakkar & Co, Chartered Accountants, Mumbai as the Auditors of the Company in place of M/s Khandelwal & Khandelwal Associates, Chartered Accountants, Mumbai to hold office of the Auditors of the Company till the conclusion of 32nd Annual General Meeting of the Company on the remuneration as may be fixed by the Board.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

ITEM NO : 7 & 8 :

In accordance with the approval of shareholders, the Board of Director in Board Meeting held 15th March, 2012 have unanimously under Section 293(1) (d) of the Companies Act, 1956 to borrow amounts upto Rs. 100.00 Crore (Rupees One Hundred Crore only) in excess of the aggregate of paid up capital and its free reserves u/s 293 (1) (d), to make loans (s) and / or investments (s) and/or give any guarantee(s)/ provide any security u/s 372A of Companies Act upto Rs.100 Cr.

Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a company may borrow funds in excess of the aggregate of the paid up share capital and free reserves, subject to approval of the members of the Company by a special resolution. Hence, it is proposed to obtain approval of the members of the Company by way of special resolution for borrowing funds up to Rs. 500 Cr. (Rupees Five Hundred Crore only) and necessary delegation of authority to the Board for this purpose.

The proposed borrowings, may in certain cases, be secured by charges, mortgages and hypothecations of properties/ assets, both present and future, of the Company and may attract the provisions of Section 180(1)(a) of the Companies Act, 2013 and hence it is considered appropriate to obtain members approval by way of special resolution under the provisions of said section.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 & 8 of the Notice.

Your Directors recommend the resolutions set out at Item No. 7 & 8 to be passed as Special Resolution resolutions by the members.

By order of the Board of Directors

Place: Mumbai
Date: Sep 29, 2014

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

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT:-

Brief details in respect of the Directors seeking re-appointment at the ensuing Annual General Meeting:

Names of Director	Mrs. Deepshikha Deshmukh	Mr. Manoj Nihlani	Mr. Kuki Abdul Khan	Mr. Vivek Bhole
Date of Birth	October 29, 1983	November 07, 1966	June 09, 1965	June 01, 1971
Date of Appointment	June 30, 2008	February 15, 2013	March 01, 2013	April 04, 2008
Qualifications	Masters in Commerce			
Expertise in functional area	Commerce			
Other Directorship	Nil	Pacific Landmarks Private Limited	Nil	V M K Shelters Private Limited Vivek Bhole Consultants Private Limited Vivek Bhole Interior Designer Private Limited Vivek Bhole Architects Private Limited Vivek Bhole 3D Graphics Private Limited Vivek Bhole Urban Planners Private Limited Rite Matrix Architects And Consultants Private Limited Vivek Bhole Infrastructure Private Limited
Other Committee Memberships	Nil	Nil	Nil	Nil
Shares held by Director in the	2,43,988 equity shares			

Company				
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