

Notice

Notice is hereby given that Twenty Ninth Annual General Meeting of Pooja Entertainment and Films Limited will be held on Monday, 26th day of September, 2016, at Pinnacle Business Park, CTC 252, 93PT, 94PT, Shanti Nagar, Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai – 400093 at 11.00 a.m., to transact the following business:

Ordinary Business:

- 1) To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 together with the Board Report and Auditors thereon.
- 2) To appoint Director in place of Mrs. Deepshikha Deshmukh (DIN: 02146210), who retires by rotation and, being eligible, offers himself for re-appointment.
- 3) 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules, circulars, notifications made/issued thereunder, including any amendment, modification, variation or re-enactment thereof, the appointment of M/s Jayantilal Thakkar & Co., Chartered Accountants (Firm’s Registration No. 104133W) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 31st October, 2014, for a term of 5 years i.e. from the conclusion of the Twenty Seventh Annual General Meeting until the conclusion of the Thirty Two Annual General Meeting, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

By order of the Board of Directors

Place: Mumbai
Date: 25th August, 2016

Poonam Pokiya
Company Secretary & Compliance Officer

Registered Office:
Pooja House, 1st Floor,
CTS No. 892 – 893,
Opp. J. W. Marriott Hotel,
Juhu Tara Road, Juhu,
Mumbai - 400049

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto. The profile of the Directors seeking appointment/re-appointment, as required in the terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed.
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.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, 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 19th September, 2016 to 26th September, 2016 (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. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. 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.

8. Section 72 of the Companies Act, 2013, provides for Nomination by the Shareholders of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms will be supplied by M/s Sharex Dynamic Private Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.
9. 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.
10. 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;
11. 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.
12. 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.
13. 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.
14. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.poojaentertainmentandfilms.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working

days. For any communication, the Shareholders may also send request to the Company's investor email id: investor@poojaentertainmentandfilms.in.

15. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolution set forth in this Notice. In order to enable its Member, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions(s) passed by Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.
17. Mr. Balkrishan Pradhan, Proprietor of M/s. Balkrishan Pradhan and Associates, Practising Company Secretary (Membership No. 20739), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
18. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
19. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their voting again.
20. Members can opt for only one mode of voting i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
21. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to investor@poojaentertainmentandfilms.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. Balkrishan Pradhan, Proprietor of M/s. Balkrishan Pradhan & Associates at registered office of the Company not

later than Sunday, 25th September, 2016 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

22. The instructions for e-voting are as under:

- A. The e-voting period begins on 9.00 a.m. on Friday 23rd September, 2016 and ends on 5.00 p.m. on Sunday 25th September, 2016. 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 19th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- B. Log on to the e-voting website www.evotingindia.com.
- C. Click on "Shareholders" tab.
- D. 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.
- E. Next enter the Image Verification as displayed and Click on Login.
- F. 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.
- G. If demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- H. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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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.

- I. After entering these details appropriately click on "SUBMIT" tab.
- J. 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.
- K. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- L. Click on the EVSN for the relevant <POOJA ENTERTAINMENT AND FILMS LIMITED> on which you choose to vote.
- M. 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.
- N. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- O. 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.
- P. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- Q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- R. 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.
- S. 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 r themselves as Corporate.
 - 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 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.
- T. 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.
23. 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 19th September, 2016.
24. A copy of this notice has been placed on the website of the Company and the website of CDSL.
25. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter

unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

26. The results declared along with the Scrutinizer's Report shall be place on the Company's website www.poojaentertainmentandfilms.in and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.

By order of the Board of Directors

**Poonam Pokiya
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 25th August, 2016**

**Registered Office:
Pooja House, 1st Floor,
CTS No. 892 – 893,
Opp. J. W. Marriott Hotel,
Juhu Tara Road, Juhu,
Mumbai - 400049**

PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015

Brief details in respect of the Director seeking appointment/re-appointment at the Annual General Meeting

Names of Directors	Mrs. Deepshikha Deshmukh
DIN	02146210
Date of Birth	29.10.1983
Date of Appointment	30.06.2008
Educational Qualifications	Master in Commerce
Expertise in functional area	Commerce
Other Directorship	Nil
Other Committee Memberships	Nil
No. of Shares held	2,43,988 Equity Shares

The Route Map of AGM venue is as follow:

