

January 06, 2024

To,

BSE Limited

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

Scrip ID: POOJAENT

Scrip Code: 532011

ISIN: INE147C01017

SUB: POSTAL BALLOT NOTICE – DISCLOSURE UNDER REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LODR”)

Dear Sir/ Madam,

Pursuant to the Regulation 30 of the Listing Regulations, we enclose a copy of Postal Ballot Notice dated January 05, 2024 (“Notice”), seeking the approval of the members of the Company in respect of the following Special Resolutions, only by way of remote electronic voting ("evoting"):

- | |
|--|
| 1. Change of Name of the Company. |
| 2. Addition/Alteration of the Object Clause of the Memorandum of Association of the Company. |

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company’s Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, December 29, 2023 (“Cut-off date”). The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members for this Postal Ballot and Members have been requested to communicate their assent or dissent through the remote e-voting system only provided by Registrar and Share Transfer Agent.

POOJA ENTERTAINMENT AND FILMS LIMITED

Regd. Off. : Pooja House, 1st Floor, CTS No. 892-893, Opp. J. W. Marriott Hotel, Juhu, Mumbai – 400049
Email: cs@poojaentertainment.in | CIN: L99999MH1986PLC040559 | GST No. 27AAACD1920H2Z1
Tel. No.: 022-2612 1613/14 Fax: 2663 1275 | Website: poojaentertainmentandfilms.com



The Notice of Postal Ballot is also available on the website of the Company at <https://poojaentertainmentandfilms.com/> and will also be sent to the Shareholders through electronic mode.

Kindly take the same in your records.

For **Pooja Entertainment and Films Limited**

SHWETA
RAMESH SONI

Digitally signed by
SHWETA RAMESH SONI
Date: 2024.01.06
16:23:07 +05'30'

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

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POSTAL BALLOT NOTICE

(Notice pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that it is proposed to seek the consent of the shareholders ('Members') of Pooja Entertainment And Films Limited (the 'Company'), for the resolutions appended herein below through postal ballot ('Postal Ballot') by way of remote electronic voting ('E-voting').

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("**the Notice**" or "**the Postal Ballot Notice**").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board has appointed **Mr. Balkrishan Pradhan (M/s. B. K. Pradhan and Associates, M. No.: F8879) Practicing Company Secretary**, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

E-voting shall commence on Monday, January 08, 2024 and end on Tuesday, February 06, 2024. The Company has engaged the services of M/s. Bigshare Services Private Limited (“**Bigshare**”) for facilitating e-voting.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than **5:00 P.M. (IST) on February 06, 2024**. The e-voting facility will be disabled by **Bigshare** immediately thereafter and will not be allowed beyond the said date and time.

The last date of e-voting, i.e. **February 06, 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

Item No. 1:

Change of Name of the Company

To Consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4,13, 14, 15 &110 and other applicable provisions, if any, of the Companies Act,2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s)thereof for the time being in force, any other applicable law(s),regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the BSE Limited (the “Stock Exchange”) and subject to the approval of the Registrar of Companies –Mumbai, Maharashtra, (the “ROC”) and other regulatory authorities, as may be applicable, consent of the Members of the Company be and is hereby accorded to change the name of the Company from “Pooja Entertainment and Films Limited” to “Vashu Bhagnani Industries Limited”.

RESOLVED FURTHER THAT post aforesaid approvals, the name “Pooja Entertainment and Films Limited” whereby occurs in the Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name “Vashu Bhagnani Industries Limited”.

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RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection.”

Item No. 02:

Addition/Alteration of the Object Clause of the Memorandum of Association of the Company

To consider, and if thought fit, to pass the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the addition/alteration in the existing Object Clause of the Memorandum of Association (the “MoA”) of the Company by adding the following as sub-clause 4 in Clause III (a) of the MoA:

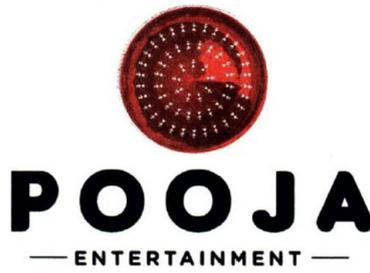
“4. To Carry on in India and Abroad either alone or jointly either in partnership, joint venture, collaboration or any other mode of business arrangement with any other persons, firms, corporations or companies in India and Abroad the business as builders, developers, lessors, sub-lessors, lessee, constructors, re builders, re-constructors, contractors, sub-contractors, government or semi-government contractors, civil and mechanical engineers, demolishers, dismantlers, restores, erectors, architects, surveyor, decorators, engineers, designers, alterars, conductors, Improvers, run, maintain, repairers, dealers in real estate business and promoters of Co-operative Housing Societies, Residential Townships, residential houses, row houses, farm houses, bungalows, offices, flats, public & private park and zoos, amusements and water parks, recreation clubs, hotels, motels, resorts, bridges, flyovers, subways, shops, commercial complexes, shopping malls, multiplexes, software technology parks, corporate houses, factories, warehouses, reservoirs, dame, harbors, jetties, earthworks, embankments, motorways, roadways, waterways, railways, yards, wharves, docks, piers, airport strips, film studios, government and semi government building including offices and residential quarters & bungalows, works and conveniences by consolidating, connecting and subdividing Immovable property and by letting and disposing of the same and act as erectors of prefabricated concrete buildings and to trade, sale, purchase, manufacture aluminium, glass, ready mix concrete Interiors & joinery and construction materials, steel fabrication etc. and to establish, maintain,

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conduct and to take and give on lease lands, plots & immovable properties, residential premises, commercial premises, shops, offices, malls, shopping centers, hotels, motels, restaurants, bars, resorts, multiplexes, software technology parks, Information technology parks, corporate parks, corporate houses and to carry on business of estates owners, dealers, agents, developers and consultants and to purchase for Investment or re-sale purpose land with or without construction, buildings & structures, houses or other related properties for any tenure and any interest or right connected therein and to acquire, erect sell, and deal in freehold land and leasehold land and make advance upon security of land and houses or other properties of any rights or interests connected therein and generally to deal by way of sale, lease, exchange, mortgage or otherwise of land and house property and immovable property in India and Abroad and work of all other related varieties and description including Project Management Consultancy.”

FURTHER RESOLVED THAT the Board of Directors of the Company (the “Board” which term shall be deemed to include its committees also) or Company Secretary of the company, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

By Order of the Board of Directors

Shweta Ramesh Soni
Company Secretary & Compliance Officer
ACS No. 65292
Place: Mumbai
Date: 05-01-2024

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company /

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depository participant(s), as on **Friday, December 29, 2023 (“Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., February 06, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

4. Mr. Balkrishan Pradhan (M/s. B. K. Pradhan and Associates, M. No.: F8879) Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the Postal Ballot through e-Voting process in accordance with the law and in a fair and transparent manner.

5. The result of the postal ballot will be announced within 48 hours from conclusion of the e-Voting. The result declared along with the Scrutinizer’s Report would be displayed on the Websites and communicated to the stock exchanges.

6. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company’s website <https://poojaentertainmentandfilms.com/> to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot, i.e., Tuesday, February 06, 2024.

7. Instruction for E-Voting:

- i. The voting period begins on **From 09.00 A.M (IST) on January 08, 2024** and ends on **05.00 P.M. (IST) on February 06, 2024**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also

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	<p>links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:</p>

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	<p>https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities	Members facing any technical issue in login can contact NSDL helpdesk by

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in Demat mode with **NSDL**

sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

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- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigsharei-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).

POOJA ENTERTAINMENT AND FILMS LIMITED

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

Email: cs@poojaentertainment.in | CIN: L99999MH1986PLC040559 | GST No. 27AAACD1920H2Z1

Tel. No.: 022-2612 1613/14 Fax: 2663 1275 | Website: poojaentertainmentandfilms.com



- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1

The Board of Directors of the Company in its meeting held on December 23, 2023 decided to change the name of the Company from “**Pooja Entertainment and Films Limited**” to “**Vashu Bhagnani Industries Limited**”.

The Company is planning to engage in the Diversified Commercial business activities including real estate, construction and other sectors. The Board of Directors, with the intent to consolidate and to bring all the business verticals and entities under one brand name.

Further Mr. Vashu Bhagnani is one of the Promoter and Director of the Company and he is a successful Bollywood film producer and a relator and renowned name in Entertainment industry and real estate industry, who has been undertaking the Entertainment and real estate Business for more than last 25 years.

The Board of Directors believe that the change in the name of the Company would reflect the proposed diversifications of Company’s operations alongside entertainment business.

The Board was of the view that the new name “Vashu Bhagnani Industries Limited” being proposed as a part of corporate rebranding exercise would not just make the name of the Company simpler, more relatable and focused, thus being in the best interest of the Company’s operations and all stakeholders.

The name “Vashu Bhagnani Industries Limited” has been approved by the office of Registrar of Companies (Central Registration Centre, Manesar) on January 03, 2024, upon Company’s application for availability of name via SRN AA6463834 dated December 26, 2023, which will be valid for 60 days from the date of approval.

The Company has complied with regulation 45 of SEBI (LODR) Regulations, 2015 for change the name of the Company. The Company has obtained a certificate from a Practicing Chartered Accountant stating compliance with conditions provided in sub-regulation (1) of Regulation 45 of SEBI (LODR) Regulations, 2015 and the copy of same is enclosed with the notice for your perusal and marked as **Annexure-I**.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders’ approval.

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None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

Item No.2

The Company is engaged in the business of production and distribution in entertainment industry. However Company now wants to also pursue business under building development, real estate and construction industry. Hence the Company needs to alter its object clause of Memorandum of Association by adding business activity relating to Construction and building development.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the "MoA"). The Board of Directors, on December 23, 2023 has approved the aforesaid alteration in the Object Clause of the MOA of the Company, subject to the approval of the Members of the Company by way of postal ballot. The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MOA with respect to the objects of the Company and certify the registration. The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution.

In light of the above facts, the approval of the Members is sought through remote e-voting via postal ballot for effecting the alteration in the existing Object Clause of the MOA of the Company by adding sub-clause 4 in Clause III (a) of the MOA.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors

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

Place: Mumbai
Date: 05-01-2024

POOJA ENTERTAINMENT AND FILMS LIMITED

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

Certificate of compliance in terms of Regulations 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 for change of name of Pooja Entertainment and Films Limited

We, Jayantilal Thakkar & Co., Chartered Accountants, have verified the relevant records and documents of M/s. Pooja Entertainment and Films Limited ("the Company") for the purpose of ascertaining its compliance with Regulation 45 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") with respect to its change of name from "Pooja Entertainment and Films Limited" to "Vashu Bhagnani Industries Limited".

In accordance with the information and explanations given to us and based on our examination of the records and documents of the Company, we hereby confirm and certify that the company is in compliance with the following conditions as specified in Regulation 45(1) of the Listing Regulation: -

a) **time period of at least one year has elapsed from the last name change** – Not Applicable.

The Company has not changed its name in last one year. Last name changed on 13.10.2008.

b) **at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name** - There is no change in activity of the Company. The change of name is part of corporate reorganisation of its operations into more diversified businesses in future and to include name of Mr. Vashu Bhagnani, one of the Promoter and Director of the Company, which is a well-known name in entertainment and real estate industry, in the name of the Company and not due to any new activity.

Therefore, the said condition relating to fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name is not applicable;

c) **the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity** – The Company proposes to change its name as part of corporate reorganisation of its operations into more diversified businesses in future and to include name of Mr. Vashu Bhagnani, which is a well-known name in entertainment and real estate industry, in the name of the Company and not due to any investment in new activity/project.

Therefore, the said condition relating to the amount invested in the new activity/project being at least fifty percent of the assets of the listed entity is not applicable.

Thanking You

Place: Mumbai
Date: 05-01-2024

For Jayantilal Thakkar & Co.
Chartered Accountants
(Firm Registration No. 104133W)

Viral A. Merchant
Partner
(Membership No. 116279)
UDIN: 24116279BKDNYS6786