

# VASHU BHAGNANI INDUSTRIES LIMITED

(Formerly known as Pooja Entertainment and Films Limited)

08<sup>th</sup> June, 2026

To,

**BSE Limited**

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

**Scrip ID: POOJAENT**

**Scrip Code: 532011**

**ISIN: INE147C01017**

**Sub: Notice of Extra Ordinary General Meeting ("EOGM")**

Dear Sir/Madam,

In pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform that 01/2026-27 Extra-Ordinary General Meeting ("EOGM") of the Company is scheduled to be held on Tuesday, June 30, 2026 at 03.00 PM (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means("OAVM").

The Notice of the 01/2026-27 EOGM is enclosed herewith. The said Notice is also available on the website of the Company at [www.vashubhagnaniindustries.com](http://www.vashubhagnaniindustries.com) under tab AGM/EGM/Postal Ballot.

This is for your information and record.

Thanking you,

Yours Faithfully,

**For Vashu Bhagnani Industries Limited**

**(Formerly known as Pooja Entertainment and Films Limited)**

**Shweta Ramesh Soni**

**Company Secretary & Compliance Officer**

**Membership No: A65292**

**Encl: a/a**

CIN: L68100MH1986PLC040559

Regd. Off.: Flat No 1, Coelho House, No 2 Juhu Vasant Bahar CHS LTD, Juhu Tara Road, Juhu, Near  
Sea Princes Hotel, Mumbai 400049

Email: [cs@poojaentertainment.in](mailto:cs@poojaentertainment.in) | Tel. No.: 9096796404 |

Website: <http://vashubhagnaniindustries.com/>

# VASHU BHAGNANI INDUSTRIES LIMITED

(Formerly known as Pooja Entertainment and Films Limited)

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the 01/2026-27 Extra-Ordinary General Meeting (“EOGM”) of **Vashu Bhagnani Industries Limited** will be held on Tuesday, the 30<sup>th</sup> day of June, 2026 at 03.00 P.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following business:

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### **Special Business:**

- To appoint Mr. Ashish Radheyshyam Goyal (DIN:11640132) as a Non-Executive Independent Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Schedule IV to the Act and rules made thereunder and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ashish Radheyshyam Goyal (DIN:11640132) who was appointed by the Board of Directors as an Additional as well as Non-Executive Independent Director of the company with effect from April 10, 2026 in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing his candidature for the office of a Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations, and who has consented to act as a Director of the Company and who is eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as a Non- Executive Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of Five (5) consecutive years commencing from April 10, 2026 through April 09, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental or regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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## Item No. 2:

### **To re-appoint Mrs. Puja Vashu Bhagnani as the Managing Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 17 and other applicable regulations thereof, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such approvals, permissions and sanctions as may be necessary from statutory, regulatory or other authorities, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Puja Vashu Bhagnani (DIN: 00044593) as the Managing Director of the Company for a period of 3 (Three) years with effect from 1st April, 2026, liable to retire by rotation, upon the terms and conditions, including remuneration, perquisites and benefits, as set out in the Explanatory Statement annexed hereto and/or as may be approved by the Board of Directors (which term shall include any Committee thereof duly authorised for the purpose) from time to time, within the overall limits prescribed under the Act and approved by the Members of the Company.

**RESOLVED FURTHER THAT** in the event of there being loss or inadequacy of profit for any financial year during the currency of her tenure, the remuneration as stated in the explanatory statement shall be payable as minimum remuneration to her and shall not exceed limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 for that year.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to vary, alter, increase, enhance and change from time-to-time remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**By Order of the Board of Directors  
Vashu Bhagnani Industries Limited**

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**Shweta Ramesh Soni**

**Company Secretary & Compliance Officer**

**ACS No. 65292**

**Place: Mumbai**

**Date: 08-06-2026**

## **Notes:**

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra- Ordinary General Meeting ("EOGM") ("Notice") is annexed hereto.
2. In compliance with the provisions of Sections 110, 102 read with 108 and other applicable provisions of the Companies Act, 2013 read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other related Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, each as amended, and in accordance with the provisions of the General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs, Government of India, read with applicable SEBI Circulars, Pursuant to the Applicable Laws, the EOGM of the company is being held through VC / OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars as issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited (BSPL), Registrar and Transfer Agents ("RTA"), for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EOGM will be provided by BSPL.
4. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.

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5. The attendance of the Members attending the EOGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Since this EOGM is being held through VC / OAVM, pursuant to the MCA Circulars:
  - a. Members can attend the EOGM through login credentials provided to them for this purpose. Physical attendance of the Members at the EOGM venue is not required and accordingly attendance slip is not annexed to this Notice.
  - b. Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is also not annexed to this Notice.
  - c. However, Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
7. Since the EOGM will be held through VC / OAVM, the route map of the venue of the EOGM is not annexed to this Notice.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 11/2022 dated December 28, 2022, and General Circular No.09/2023 dated September 25, 2023, the Notice calling the EOGM has been uploaded on the website of the Company at [www.vashubhagnaniindustries.com](http://www.vashubhagnaniindustries.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EOGM Notice is also disseminated on the website of BSPL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. <https://ivote.bigshareonline.com>.
9. The register of members and transfer books of the Company shall remain closed from <<June 24, 2026>> to <<June 30, 2026>> (both days inclusive) for the purpose of EOGM.
10. Any query relating to any items of business set out in the agenda of the meeting must be sent to the Company's email [cs@poojaentertainment.in](mailto:cs@poojaentertainment.in).
11. 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, BIGSHARE SERVICES PRIVATE LIMITED.
12. 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, BIGSHARE SERVICES PRIVATE LIMITED for consolidation into a single folio.
13. Members are requested to:

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>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, BIGSHARE SERVICES PRIVATE LIMITED

>Communicate on all matters pertaining to their shareholdings with the Company or Registrars & Transfer Agents, BIGSHARE SERVICES PRIVATE LIMITED quoting their respective Ledger Folio Numbers, Client ID and DP ID.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
15. Members who have not registered their contact no. and e-mail addresses, so far, are requested to register their contact no. and e-mail addresses, in respect of their electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar & Transfer Agents, M/s BIGSHARE SERVICES PRIVATE LIMITED by sending an e-mail to investor@bigshareonline.com along with details like Name, Folio No., Scanned Certificate, ID Proof etc.
16. The Board of Directors of the Company has appointed Mr. Balkrishan Pradhan, Proprietor M/s. B. K. Pradhan & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the Remote e-Voting & e-Voting during the EOGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
17. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off/record date.

## **THE INTRUCTIONS FOR SHAREHOLDRES FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- i. The voting period begins on **<From 09.00 A.M. (IST) on June 27, 2026> and ends on <up to 05.00 P.M. (IST) on June 29, 2026>**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **<June 23, 2026>** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. 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

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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. 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.

iv. 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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting</p>

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	<p>option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>ou 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 or joining virtual meeting &amp; voting during the meeting.</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.

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

<b>login type</b>	<b>elpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.
- 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.

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- 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).
- 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.

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Email: [cs@poojaentertainment.in](mailto:cs@poojaentertainment.in) | Tel. No.: 9096796404 |

Website: <http://vashubhagnaniindustries.com/>

# VASHU BHAGNANI INDUSTRIES LIMITED

(Formerly known as Pooja Entertainment and Films Limited)

## **Helpdesk for queries regarding e-voting:**

<b>login type</b>	<b>helpdesk details</b>
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 <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

## **4. Procedure for joining the AGM/EGM through VC/ OAVM:**

### **For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK**" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

### **The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

## **Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

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# VASHU BHAGNANI INDUSTRIES LIMITED

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

Item No. 1:

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 10<sup>th</sup> April, 2026 appointed Mr. Mr. Ashish Radheyshyam Goyal (DIN:11640132) as an Additional as well as Non-Executive Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) years commencing from 10<sup>th</sup> April, 2026 through 09<sup>th</sup> April, 2031 (both days inclusive), subject to the approval of the Members. According to the provision of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Ashish Radheyshyam Goyal shall hold office as an Additional Director till 3 (three) months from the date of appointment or up to the date of ensuing General Meeting, whichever is earlier and is eligible to be appointed as a Non- Executive Independent Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. Mr. Ashish Radheyshyam Goyal confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and not debarred from holding office as Directors of the company by virtue of any SEBI Order or any other such authority and given his consent to act as a director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under regulation 16 and other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he is independent from management and possesses appropriate skills, experience and knowledge and he fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Board of Directors have taken on record the declarations and confirmations submitted by him.

Further, Mr. Ashish Radheyshyam Goyal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as Independent Directors of the Company and also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The brief profile of Mr. Ashish Radheyshyam Goyal who is proposed to be appointed as Non-Executive Independent Director is annexed with this notice. The copy draft appointment letter in relation to his appointment setting out the terms and conditions of the appointment would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the company at [cs@poojaentertainment.in](mailto:cs@poojaentertainment.in).

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None of the Director(s) and/or Key Managerial Personnel of the Company and/or their respective relatives, except Mr. Ashish Radheyshyam Goyal and his relatives, to whom the Resolution relates, are concerned or interested either directly or indirectly, financially or otherwise to the extent of their directorship and shareholding interest in the Company, if any, in the Resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolutions set out at Item No. 1 of the Notice for approval of the Members.

## INFORMATION PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name of Director	Mr. Ashish Radheyshyam Goyal
DIN	11640132
Date of Birth	09/11/1983
Age	42 years
Qualification	Graduation degree in Engineering in Information Technology
Shareholding in the Company including as a beneficial owner	NA
Date of Appointment on the Board	10.04.2026
Expertise	strategic as well as marketing management and network building, market analysis and negotiation skills.
Remuneration proposed to be paid	None
Remuneration last drawn	None
Names of other company's directorships	Modella Textile Industries Limited – Additional Independent Director
Names of listed companies in which resigned in the past three years	NA
Relationships with Directors, Manager and other Key Managerial Personnel of the company	NA
Audit Committee	Nil
Nomination and Remuneration Committee	Nil
Stakeholders Relationship Committee	Nil
Number of Board Meetings attended during the year	2
Terms and Conditions of Appointment/ Re-appointment	Mr. Ashish Radheyshyam Goyal shall be appointed as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a period of Five (5) consecutive years commencing from April 10, 2026 through April 09, 2031.
In case of independent directors, the skills and capabilities required for the	Mr. Ashish Radheyshyam Goyal has the requisite set of skills and capabilities in

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role and the manner in which the proposed person meets such requirements	management and marketing.
Brief Resume	<p>Mr. Ashish Goyal is an entrepreneur, social impact leader, and governance professional with over 18 years of experience spanning corporate leadership and grassroots development.</p> <p>Mr. Ashish holds a degree in Engineering in Information Technology from Madhav Institute of Technology and Science (MITS), Gwalior, Madhya Pradesh, India.</p>

## ITEM NO. 2:

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mrs. Puja Vashu Bhagnani as Managing Director for a period of 3 (Three) years w.e.f 01<sup>st</sup> April, 2026. Mrs. Puja Vashu Bhagnani is not disqualified from being re-appointed as Director in terms of section 164 of the Act and has given her consent to act as a Managing Director of the Company.

Mrs. Puja Vashu Bhagnani satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for her appointment. A brief profile of Mrs. Puja Vashu Bhagnani, including nature of her expertise, is provided in this notice. The Nomination and Remuneration Committee was also of the view that this would be the remunerations, which would be necessary, considering her respective experiences and abilities to lead and expand the business initiatives of the Company. The details of remuneration as reviewed by the Remuneration Committee and approved by 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 profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites in accordance with the applicable provisions of Schedule V of the Act, and subject to approval of Central Government, if required. The remuneration payable to Mrs. Puja Vashu Bhagnani will be accordingly decided by Nomination and Remuneration Committee of the Company within the overall limits provided under the act.

A Statement as per requirement of Schedule V of the Companies Act, 2013 is given as follows:

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# VASHU BHAGNANI INDUSTRIES LIMITED

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## I. General information:

1. Nature of industry: Company is engaged in the business of film making and film production.
2. Date or expected date of commencement of commercial production: Company was incorporated on 05/08/1986.
3. In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus: Not applicable
4. Financial performances based on given indicators: (Figures In lakhs)

Particulars	2025-26	2024-25
Revenue from operations	996.46	947.28
Profit/ (loss) before Tax	189.52	40.20
Profit/ (loss) after Tax	140.66	27.70
5. Foreign investments or collaborators, if any: INR 128.56 Lakhs in wholly owned subsidiary, Modern Production FZ LLC, UAE (as on 31<sup>st</sup> March, 2026)

## II. Information about the appointee:

1. Background Details: Mrs. Puja Vashu Bhagnani, age 64 years is a commerce graduate having expertise in Commerce, Film Making, Production and Entertainment Business.
2. Past remuneration: ₹14,40,000/- (Rupees Fourteen Lakh Forty Thousand Only) paid in Financial Year 2025-2026
3. Recognition or Awards: None
4. Job Profile and their suitability: Board is of the view that the proposed appointment will be beneficial to the functioning and future growth opportunities of the Company. They are best suited for the responsibilities currently assigned and proposed to be assigned to them by the Board of Directors and the remuneration payable to them is commensurate with their abilities and experience.
5. Remuneration proposed: ₹1,20,000/- (Rupees One Lac Twenty Thousand only) per month.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile of Mrs. Puja Vashu Bhagnani, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
7. Pecuniary relationship(s) directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mrs. Puja Vashu Bhagnani is a Managing Director of the Company and receiving managerial remuneration, she holds 34,17,633 Equity Shares of ₹10/- each of the Company in her individual capacity. Wife of Mr. Vashu Lilaram Bhagnani (Director) and Mother of Mrs. Deepshikha Bhagnani (Director).

## III. Other information:

- 1 Reasons of loss or inadequate profits: NA
- 2 Steps taken or proposed to be taken for improvement: The Company has initiated various steps to improve its performance/ liquidity, including cost control measures have been put in place.

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3 Expected increase in productivity and profits in measurable terms: The Company is expecting increased profitability in future

## IV. Disclosures:

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent. The Remuneration to Managing Directors shall take into account the Company's overall performance, MDs contribution for the same & trends in the industry in general, in a manner which will ensure and support a high-performance culture.

The Company has no stock option plans and hence such instruments do not form part of their remuneration package.

The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

The details of remuneration of Puja Vashu Bhagnani - Managing Director for FY: 2025-26 is as follows:

Remuneration Package	Puja Vashu Bhagnani
Salary and allowances	14.40
Leave Encashment	0
Contribution to Provident Fund and Other funds	0
Perquisites	0
Total (₹ in Lakhs)	14.40

-No commission was paid to directors during the year under review.

-Other than the benefits stated above no other fixed or variable benefits are available for any of the directors.

-There is no separate provision of service contracts, notice period and severance fees.

-No Stock-Option has been granted to any directors by the Company.

She confirmed that she is not disqualified from being re-appointed as Directors in terms of Section 164 of the Act and not debarred from holding office as Directors of the Company by virtue of any SEBI Order or any other such authority and given her respective consent to act as a Director.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mrs. Puja Vashu Bhagnani as Managing Director of the Company. The Board recommend the resolution as set out in item no. 2 for approval of the members as a special resolution. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment of Mrs. Puja Vashu Bhagnani as the Managing Director of the Company pursuant to Section 190 of the Companies Act, 2013.

None of the Directors except, Mr. Vashu Lilaram Bhagnani and Mrs. Deepshikha Deshmukh who are relatives of Mrs. Puja Vashu Bhagnani is concerned or interested in the resolution.

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## INFORMATION PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name of Director	Mr. Puja Vashu Bhagnani
DIN	00044593
Date of Birth	20.10.1962
Age	64 years
Qualification	Master in Commerce Graduate
Shareholding in the Company including as a beneficial owner	5.34% as on 31 <sup>st</sup> March, 2026
Date of Appointment on the Board	30.06.2008
Expertise	Mrs. Bhagnani possesses extensive experience in business management, administration, strategic planning, operational oversight, corporate governance, and stakeholder engagement, with a strong focus on organizational development and driving sustainable business growth.
Remuneration proposed to be paid	₹14.40 Lakh
Remuneration last drawn	₹14.40 Lakh
Names of other company's directorships	1. PVB Developers Private Limited 2. Pooja Devcon Private Limited 3. Puja Entertainment (India) Limited 4. Beta Properties Private Limited 5. VPJ Entertainment Private Limited 6. Pooja Entertainment Limited
Names of listed companies in which resigned in the past three years	NA
Relationships with Directors, Manager and other Key Managerial Personnel of the company	Wife of Mr. Vashu Bhagnani (Director) & Mother of Mrs. Deepshikha Deshmukh (Director)
Audit Committee	Nil
Nomination and Remuneration Committee	Nil
Stakeholders Relationship Committee	Nil
Number of Board Meetings attended during the year	10
Terms and Conditions of Appointment/ Re-appointment	Mrs. Puja Vashu Bhagnani was appointed as Managing Director of the Company, for a period of 3 (three) years w.e.f 1st April, 2026, liable to retire by rotation.

**By Order of the Board of Directors  
Vashu Bhagnani Industries Limited**

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

**Place: Mumbai**  
**Date: 08-06-2026**

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