



NOTICE TO THE MEMBERS

Notice Is hereby given that the **11th Annual General Meeting ('AGM')** of Pocket Aces Pictures Private Limited ('the Company') will be held on **Friday, 23rd August, 2024 at 4:00 P.M. Indian Standard Time (IST)** at the registered office of the Company situated at 11th Floor, Lotus Business Park Off Andheri Link Road, Opp Fun Republic, Andheri West, Mumbai 400053, to transact the following business:

ORDINARY BUSINESS

1. Consideration and adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditor's thereon.

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

"RESOLVED THAT the Audited Financial Statements for the financial year ended March 31, 2024 and reports of the Board of Directors and Auditor's thereon, as circulated to the Members and laid before the meeting, be and are hereby considered and adopted."

2. Re-appointment of Mrs. Aditi Shrivastava (DIN: 06713844), as a Director who retires by rotation.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder read with the Articles of Association of the Company, Mrs. Aditi Shrivastava (DIN: 06713844), Managing Director of the Company, who retires by rotation at this meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

3. Appointment of M/s B S R & Co (ICAI Firm Registration Number 101248W/W-100022) as Statutory Auditors of the Company.

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the rules framed thereunder (including any statutory modifications and amendments thereof for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company,



M/s B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number – 101248W/W-100022) be and is hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting to be held in the year 2030 on such remuneration as may be fixed by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

For Pocket Aces Pictures Private Limited

Aditi Shrivastava

Director

DIN: 06713844

Date: 31st July, 2024

Place: Mumbai

Address: 11th Floor, Lotus Business Park
Off Andheri Link Road, Opp Fun Republic,
Andheri West Mumbai 400053.



NOTES:

A Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**), and Secretarial Standard – 2 on General Meetings in respect of the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed hereto.

1. During the AGM all the documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company.
2. Voting: Upon declaration by the Chairman about the commencement of voting at the AGM, members are requested to vote by show of hands.
3. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company.** Proxy form, in order to be effective, should be duly stamped, Completed, Signed and Deposited at the Registered office of the Company not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
4. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
6. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the Company's Registered Office at 11th Floor, Lotus Business Park Off Andheri Link Road, Opp Fun Republic, Andheri West Mumbai 400053 on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and shall also be open for inspection at the AGM.
8. Members attending the AGM shall be counted for the purpose of quorum under Section 103 of the Act.
9. The cut-off date for the purpose of determining the Members eligible for voting at the AGM is 16th August 2024.
10. Attendance Slip, Proxy Form and a route map giving directions to reach venue of the 11th Annual General Meeting is annexed at the end of the Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013



Item No.3: Appointment of M/s B S R & Co. LLP (ICAI Firm Registration Number 101248W/W-100022) as Statutory Auditors of the Company.

Pursuant to the Share Purchase Agreement dated September 27, 2023, between the erstwhile members of our Company and Saregama India Limited ("Saregama"), Saregama has acquired a majority stake in our Company. As a result, our Company is now part of the RSPG group. Following the Management's recommendation to consolidate the auditors within the RSPG group, the Company's previous auditor, M/s. Price Waterhouse Chartered Accountants LLP ("PwC"), has resigned. The Board in its Meeting held on July 31st, 2024 had taken note that PwC will resign as statutory auditor of the Company post conclusion of the audit for the Quarter ended July 31, 2024. Further, the resignation complies with the SEBI circular no CIR/CFD/CMD1/114/2019 dated 18th October, 2019, which mandated the Material subsidiaries of the Listed entities to disclose information as mentioned in the said circular.

Accordingly, M/s. Price Waterhouse, Chartered Accountant LLP (FRN: 012754N/N500016), (Old Auditor) resigned from the post of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Auditors. In terms of the provision of Section 139(8) of the Companies Act, casual vacancy arising due to the resignation of Auditor can be filled by the Board of Directors within 30 Days subject to the approval of Shareholders at a general meeting convened within three months of the recommendation of the Board.

The Board in its Meeting held on July 31st, 2024 has proposed the appointment of M/s B S R & Co as statutory auditors for a period of 5 years commencing from the conclusion of the 11th Annual General Meeting till the conclusion of 16th Annual General Meeting to be held in the year 2029-30 in terms of Section 139 & 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rule, 2014. Further, the said appointment shall be ratified by the members at the ensuing Annual General Meeting. This appointment aims to enhance organizational efficiency, given that M/s B S R & Co also serves as auditors for Saregama India Limited.

The Board hereby lays the matter in the General Meeting of the Company for consideration of members and the same is to be passed as Ordinary Resolution. M/s B S R & Co (ICAI Registration No. 101248W/W-100022) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the directors of the Company is concerned or interested in the proposed resolution

For Pocket Aces Pictures Private Limited

Aditi Shrivastava

Director

DIN: 06713844

Date: 31st July, 2024

Place: Mumbai

Address: 11th Floor, Lotus Business Park
Off Andheri Link Road, Opp Fun Republic,
Andheri West Mumbai 400053.



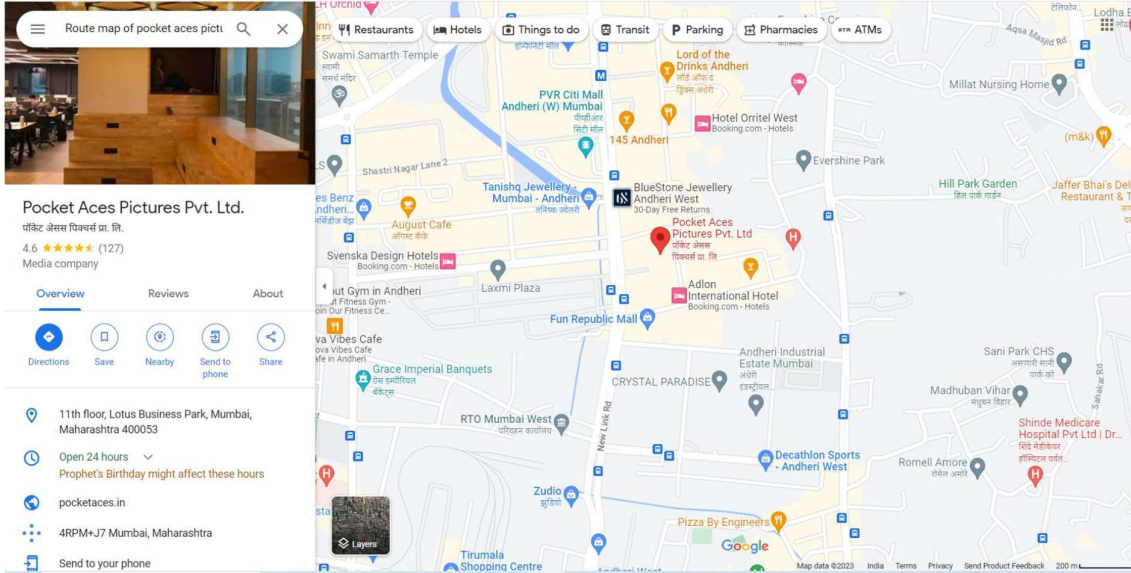
CIN: U92140MH2013PTC250918

Particulars of the Directors seeking re-appointment at the 11th Annual General Meeting pursuant to Secretarial Standard on General Meeting.

Name	Aditi Shrivastava
DIN	06713844
Age	39 Years
Qualifications	CFA (USA) charter holder, Graduated Magna Cum Laude from Princeton University majoring in Electrical Engineering and Computer Science.
Experience	Co-founder, MD & CEO of Pocket Aces, India's leading digital media entertainment company, whose mission is to solve boredom. Prior to Pocket Aces, Aditi set up the Intellecap Impact Investment Network, the world's largest angel network investing in for-profit businesses dedicated to creating a positive social impact across India and East Africa. Prior to Intellecap, Aditi spent over 5 years at Goldman Sachs in New York, specializing in quantitative equity research, trading and portfolio management.
Terms and conditions of or re-appointment along with details of remuneration sought to be paid	As per the Agreement to be entered
Remuneration last drawn by such person, if applicable,	Rs. 158.39 Lakhs
Date of first appointment on the Board,	January 06, 2020
Shareholding in the company,	48,318 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company,	None
The number of Meetings of the Board attended during the year	7 (Seven)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	None

ROUTE MAP OF THE VENUE OF THE MEETING

Address: 11th Floor, Lotus Business Park Off Andheri Link Road, Opp Fun Republic, Andheri West Mumbai 400053





FORM NO. MGT. 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **POCKET ACES PICTURES PRIVATE LIMITED**
CIN: **U92140MH2013PTC250918**

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio/ DP ID-Client ID No.	

I/We, being the member(s) of _____ shares of the above-named Company, hereby appoint: -

(1) Name: _____

Address: _____

E-mail id: _____

Signature: _____,

or failing him/her as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 10th Annual General Meeting of the Company, to be held on Friday, 23rd August 2024 at 4:00 p.m. at the Registered Office of the Company at 11th Floor, Lotus Business Park Off Andheri Link Road, Opp Fun Republic, Andheri West Mumbai 400053 and at any adjournment thereof in respect of such resolutions as are indicated below: -

Affix Revenue Stamp of not less than Re. 1

Signed this _____ day of _____ 2024

Signature of Shareholder _____

Signature of Proxy holder(s) _____

NOTE: This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP

Annual General Meeting held on Thursday, 23rd August, 2024 at 4:00 p.m.

Ledger Folio No.: _____

No. of shares held: _____

I certify that I am a registered shareholder / proxy for the registered Shareholder of the Company and hereby record my presence at **Annual General Meeting** of the Company on Friday, 23rd August 2024 at 4:00 PM at the Registered Office of the Company at 11th Floor, Lotus Business Park Off Andheri Link Road, Opp Fun Republic, Andheri West Mumbai 400053.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.