

CORPORATE INFORMATION



BOARD OF DIRECTORS

Mr. Vashu Bhagnani	- Managing Director
Mrs. Puja Bhagnani	- Non-Executive Director
Mrs. Deepshikha Deshmukh	- Non-Executive Director
Mr. Vivek Bhole	- Independent Director
Mr. Karan Panjwani	- Independent Director
Mr. Ajay Tuli	- Independent Director

BANKERS

Vijaya Bank

AUDITORS

M/s. Khandelwal & Khandelwal Associates

Chartered Accountants

A-302, Clifton, Raviraj Oberoi Complex,
New Link Road, Andheri (W),
Mumbai - 400 058

SHARE TRANSFER AGENTS

Sharex Dynamic (India) Private Limited

Unit - 1, Luthra Ind. Premises,
M. Vasanji Marg, Andheri - Kurla Road,
Safed Pool, Andheri (East),
Mumbai - 400 072

REGISTERED OFFICE

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

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NOTICE

Notice is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the members of **POOJA ENTERTAINMENT AND FILMS LIMITED** [Formerly Known as Deal (India) Limited] will be held on Friday, 21st Day of September, 2012 at 11.30 A.M. at Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai-400049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Vivek Bhole, who retires by rotation and being eligible, offer himself for re-appointment.

"RESOLVED THAT pursuant to section 255 and 256 of the Companies Act, 1956 and as per the provisions of the Articles of Association of the Company applicable, if any, the company be and is hereby authorized to re-appoint Mr. Vivek Bhole as the Independent Director of the Company liable to retire by rotation."

3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize Board of Directors to fix their remuneration:

"RESOLVED THAT M/s. Khandelwal & Khandelwal Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as will be fixed by the Board of Directors."

By order of the Board of Directors

Vashu Bhagnani
Managing Director

REGISTERED OFFICE

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

Place : Mumbai
Date : 14th August, 2012

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
3. The register of Member and the share transfer books of the Company will remain closed from Friday 14th September, 2012 to Friday, 21th September, 2012 (both days inclusive).
4. The Company is registered with National Securities Depository Ltd. ('NSDL') and Central Depository Services (India) Ltd. (CDSL) for dematerialization of its Equity Shares which has been allotted the ISIN INE147C01017.
5. The members are requested to:
 - (a) Intimate to the Company's Registrars and Share Transfer Agents, M/s. Sharex



Dynamic (India) Private Limited (for shares held in physical mode) and to their Depository Participants (DP) (for shares held in dematerialized form), the changes if any, in the registered address, Bank Account number, details etc. at an early date, quote ledger folio numbers/ DP Identity and Client Identity Numbers in all their correspondences.

- (b) Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting.
- 6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the meeting, to enable the information required to be made available at the meeting, to the best extent possible.
- 7. All documents referred to in the accompanying notice are open for inspection to the registered office of the Company on all working days up to the date of Annual General Meeting.
- 8. Members/ beneficial owners are requested to quote their full name as per Company's Record, Folio No. / DP and Client ID Nos. as the case may be, in all correspondence with the Company.
- 9. In case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
- 10. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.

By order of the Board of Directors

Vashu Bhagnani
Managing Director

REGISTERED OFFICE

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

Place : Mumbai
Date : 14th August, 2012

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT:

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

Names of Directors	Mr. Vivek Bhole
Date of Birth	01.06.1971
Date of Appointment	04.04.2008
Qualifications	Bachelor in Architects
Expertise in functional area	Architecture
Other Directorship	1
Other Committee Memberships	Nil
Shareholding	Nil

DIRECTORS' REPORT

Dear Shareholders,
Your directors have pleasure in presenting the Twenty Fifth Annual Report along with the audited accounts of the Company for the year ended 31st March, 2012

FINANCIAL RESULTS

(₹ in lakhs)

Particulars	Year ended 31.03.2012	Year ended 31.03.2011
Total Income	58.14	8.80
Total Expenditure	27.39	17.52
Profit (Loss) Before Taxation	30.75	(8.72)
Less: Provision for Taxation	12.71	0.11
Less: Prior Period Adjustment	Nil	0.78
Less: Tax Adjustments of Earlier Years	Nil	3.34
Profit/(Loss) After Taxation and Prior Period Adjustments	18.04	(12.95)
Surplus brought forward	(6.61)	6.34
Amount available for appropriation	11.43	(6.61)
Balance carried to Balance Sheet	11.43	(6.61)

RESULTS OF OPERATIONS

During the year under review, the Company recorded a turnover of Rs. 58.14 Lacs, as compared to Rs. 8.80 Lacs recorded during the previous year. The Company recorded a net profit after tax of Rs.18.04 Lacs during the year as compared to loss of previous year for Rs. 12.95 Lacs.

DIVIDEND

In order to further strengthen the Company to expand its business activities and to conserve the financial resources, your Directors regret for their inability to recommend any dividend for the financial year 2011-2012.



SEGMENT PERFORMANCE

At present Company is engaged in the business of film production; therefore segment wise reporting as defined in accounting standard (AS-17) is not applicable.

During the new financial year 2012-13 Company has started production of 3 new Hindi feature films titled as Ajab Gazabb Love, Rangrez and Himmatwala.

LISTING

As on date all the 50,00,500 Equity Shares of the company are listed on the Bombay Stock Exchange Limited. But from May 2002 Company's shares are suspended for trading from Bombay Stock Exchange Limited (BSE) due to non compliances of certain clauses of Listing Agreement. However the process of revocation of suspension of trading from BSE is going on and after the revocation of suspension of trading Company's shares will continue to trade at the BSE.

The listing fees payable to the Bombay Stock Exchange Limited (BSE) for the year 2012-2013 have been paid.

DEPOSITORY

For dematerialization of shares, Company has connectivity with both the Depositories i.e. National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL). The Annual Custodial Fees for both the depositories for the year 2012-13 has been paid.

CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange, the Corporate Governance Report along with Certificate by the Practicing Company Secretary on its Compliances forms a part of this Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges in India, is presented in a separate section which forms part of the Report.

FIXED DEPOSITS

Your company has not accepted any fixed deposits from public/shareholders during the year under review and as such, no amount of principal or interest was outstanding as of the balance sheet date.

DIRECTORS

Mr. Vivek Bhole retires by rotation in accordance with the provisions of Articles of Association of the Company and being eligible, offers himself for re-appointment.

AUDITORS

M/s. Khandelwal & Khandelwal Associates, Chartered Accountants Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letter from them to the effect that their re-appointment, if made would be within the prescribed limits under section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment with in the meaning of section 226 of the said Act.

AUDITOR'S REPORT

Observations made in the Auditor's Report are self-explanatory and therefore do not call for further comments under Section 217(3) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors of your company state:

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for that period.
- iii. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. That the directors have prepared the annual accounts ongoing concern basis.

PARTICULARS OF EMPLOYEES

Pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 nobody of the Company is drawing salary or commission, which exceeds the limit set out in the above section.

Therefore nothing has been mentioned in this regard.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Information required to be given pursuant to Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 do not apply to the Company.

During the year under review, the company did not earn and outgo of any foreign currency

APPRECIATION

The Directors wish to place on record their sincere appreciation and acknowledge with gratitude the support and co-operation extended by the Bankers, Shareholders, customers, employees and look forward to their continued support.

For and on behalf of the Board of Directors

Vashu Bhagnani
Managing Director

Puja Bhagnani
Director

Place : Mumbai
Date : 14th August, 2012

CORPORATE GOVERNANCE



Corporate Governance is based on the principle of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices from the culture and mindset of the organization. As shareholders across the globe evince keen interest in the practices and performance of Companies, Corporate Governance has emerged on the centre stage.

In accordance with Clause 49 of the Listing Agreement with Stock Exchange in India (Clause 49) and some of the best practices followed internationally the details of governance system and processed at Pooja Entertainment and Films Limited is as under:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy of Corporate Governance is aimed at conducting the business operations of the Company with a high degree of integrity and professionalism which facilitates the organization to function at optimal levels even under most trying circumstances.

2. BOARD OF DIRECTORS

a) Composition of the Board and other Directorship of the Board members:

The Board consists of an optimum combination of executive and non-

executive Directors, who have an in depth knowledge of the business, in addition to expertise in their areas of specialization.

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and to separate the Board functions of governance and management. The Board of Directors of the Company consists of six directors, three of whom are non-executive independent directors thus making the 50% of the Board members as independent.

Board thinks that the shareholders should know the details of Board Meeting as well as details of participation by the Company's Directors to understand fully the contributions made by their Directors. The Company has, therefore, decided to make full disclosure on the Board Meetings as well as attendance record of all Directors on the Board.

The details of the Board of Directors, their Designation, Category, other directorship and committee memberships, their attendance at the board meetings/last annual general meeting, are given below: (as per separate Chart):

Name of the Directors	Category of Directorship	No. of Shares held in Company (As on 31.03.2012)	Directorship in other companies* (Nos.)	Committees of other companies**		Attendance at the Board Meeting		Attendance in last AGM
				Member	Chairman	No. of Meeting held	No. of Meeting attended	
Mr. Vashu Bhagnani (Managing Director)	Executive Non-Independent	1,831,370	1	Nil	Nil	5	5	No
Mrs. Puja Bhagnani	Non-Executive Non-Independent	252,519	1	Nil	Nil	5	5	No
Mrs. Deepshikha Deshmukh	Non-Executive Non-Independent	243,988	Nil	Nil	Nil	5	5	No
Mr. Vivek Bhole	Non-Executive Independent	Nil	1	Nil	Nil	5	3	No
Mr. Ajay Tuli	Non-Executive Independent	Nil	1	Nil	Nil	5	4	No
Mr. Karan Panjwani	Non-Executive Independent	Nil	Nil	Nil	Nil	5	4	Yes

All the Independent Directors of the Company have furnished a declaration at the time of their appointment as also annually that they qualify the tests of independence as laid down under Clause 49. All such declaration is placed before the Board for information.

NOTES:

- Excludes directorship in Pooja Entertainment and Films Limited (Formerly Known as DEAL (INDIA) LIMITED). Also excludes directorship in Indian Private Limited Companies, Foreign Companies, Section 25 Companies and Alternate Directorships. As per the disclosure(s) received from the Directors, the Directors do not hold directorship in more than 15 Companies.
- For the purpose of considering the limit of the Committee Memberships and Chairmanships of a Director, the Audit Committee and the Shareholders' Grievances Committee of public listed committees alone has been considered. As per disclosure(s) received from the Directors, the Director does not hold memberships in more than 10 Committees and Chairmanships in more than 5 Committees.

b) Number of Board Meeting held and dates thereof:

Your Company's Board of Directors met 5 times during the financial year ended 31st March 2012 on the following days:

Date	Board Strength	Number of Directors present
30.05.2011	6	6
12.08.2011	6	5
14.11.2011	6	5
14.02.2012	6	4
15.03.2012	6	5

The time gap between any two Board Meetings does not exceed four months in accordance with the Clause 49 of the Listing Agreement. The calendar of Board Meetings to be held in the succeeding year is determined in advance to review and declare the quarterly and the



annual results of the Company. However, additional meetings are held as and when necessitated.

3. COMMITTEES OF THE BOARD

● AUDIT COMMITTEE

Audit Committees have become a mechanism for providing an independent overview of the Company's strategy, financial reporting, risk areas and control systems. Audit Committees are a part of the process that enhances the financial reputation of Company.

COMPOSITION

All the members of the Audit Committee posses' financial / accounting expertise. The composition of the Audit Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of Listing Agreement.

The composition of the Audit Committee is as follows:

Audit Committee

Sl. No.	Name of Director	Designation	Category of Director
1	Mr. Vivek Bhole	Chairman	Non-Executive Independent Director
2	Mr. Ajay Tuli	Member	Non-Executive Independent Director
3	Mr. Karan Panjwani	Member	Non-Executive Independent Director

During the Financial Year 2011-12 the Audit Committee met 4 times on 30.05.2011, 12.08.2011, 14.11.2011 and 14.02.2012.

The following directors were present in the meeting:

Sr. No.	Name of the Members	No. of meetings attended
1	Mr. Vivek Bhole	4
2	Mr. Ajay Tuli	4
3	Mr. Karan Panjwani	4

● REMUNERATION COMMITTEE

The Board has constituted a Remuneration Committee which determines and recommends to the Board, the remuneration payable to the Executive Directors of the Company.

COMPOSITION

The composition of the Remuneration Committee as follows:

Remuneration Committee

Name of Member	Position	Category
Mr. Vivek Bhole	Chairman	Non-Executive Independent
Mr. Ajay Tuli	Member	Non-Executive Independent
Mr. Karan Panjwani	Member	Non-Executive Independent

MEETING AND ATTENDANCE

No meeting of Remuneration Committee was held during the year ended 31st March, 2012.

● SHAREHOLDERS' / INVESTORS GRIEVANCE COMMITTEE

In terms of Clause 49 of the Listing Agreement, the Board has constituted the Shareholders/ Investor Grievances Committee.

The Committee normally meets as and when required. The Committee looks into

redressal of shareholders complaints like non-transfer of shares, non-receipt of Balance Sheets etc. further the Committee reviews the cases of transfer, split, consolidation and issue of duplicate share certificates, dematerialized shares received by the Registrar and Transfer Agents.

The minutes of the Investor Grievance Committee Meetings are placed at the subsequent Board Meeting and are noted by the Board.

COMPOSITION

The Composition of Committee is as under:

Shareholder/Investor Grievance Committee

Name of Members	Position	Category
Mr. Karan Panjwani	Chairman	Non-Executive Independent
Mr. Vivek Bhole	Member	Non-Executive Independent
Mr. Ajay Tuli	Member	Non-Executive Independent

Meetings and Attendance

During the Financial Year 2011-12 Shareholders/ Investor Grievances Committee Meetings were held on 12.08.2011 and 14.02.2012.

The attendance of members at the Investors Grievances Committee meeting is as under:

Sr. No.	Name of the Members	No. of meetings attended
1	Mr. Vivek Bhole	2
2	Mr. Karan Panjwani	2
3	Mr. Ajay Tuli	2

4. DETAILS OF SHAREHOLDERS COMPLAINTS

1. No. of Complaints pending as on 1st April, 2011 : NIL
2. No. of Complaints received during 1st April 2011 to 31st March 2012 : NIL
3. No. of Complaints resolved During 1st April 2011 to 31st March 2012 : NIL
4. No. of Complaints pending as on 31st March, 2012 : NIL

Shareholder grievances and other correspondence are normally attended within 15 days except where constrained by disputes or legal impediments.

5. NAME AND DESIGNATION OF THE COMPLIANCE OFFICER:

Mr. Viral D. Vora, is the Compliance officer of the Company in terms of Clause 47 of the Listing Agreement.

6. CEO/CFO CERTIFICATION

The CEO and the CFO of the Company give certification on financial reporting and internal controls to the Board in terms of Clause 49.

7. GENERAL BODY MEETING

LOCATION AND TIME WHEN LAST 3 ANNUAL GENERAL MEETING ARE HELD:

- Location, date and time of the Annual General Meetings held during the preceding 3 years and the Special Resolutions passed thereat are as follows:



FINANCIAL YEAR	DAY	DATE	VENUE	TIME	NO. OF SPECIAL RESOLUTIONS SET OUT AT THE AGMS
2010-11	Saturday	17.9.2011	Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	11.30 a.m.	NIL
2009-10	Saturday	7.8.2010	Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	11.30 a.m.	NIL
2008-09	Friday	25.9.2009	Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	11.30 a.m.	01

Special Resolution set out in the notice for the year 2008-09 was passed by the shareholders at the respective meetings with requisite majority.

8. DISCLOSURES:

- a. In respect of related party transaction, the transaction with related parties has been disclosed in the note no. 27 of the notes to accounts to the financial statement.
- b. No penalties have been imposed on the Company by the Stock exchange or SEBI or any other authority in any matter related to capital markets for non-compliance by the Company.

- c. The Company has not yet formulated Whistle Blower Policy, the same being a non-mandatory requirement of Clause 49 of Listing Agreement.
- d. The Company has complied with all the mandatory requirements of Listing Agreement. The Company has also adopted the non mandatory requirement of Remuneration Committee to the extent and has not adopted other non mandatory requirements. Adoption of other non mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board.

9. MEANS OF COMMUNICATION:

The Board of Directors of the Company approves and takes on record quarterly, half yearly and yearly financial results in the format prescribed by Clause 41 of the Listing Agreement within 45 days of the close of the respective period and the approved financial results are forthwith sent to the stock exchange and are published in the English Newspapers namely, Free Press Journal. In addition, the same are published in local language (Marathi) newspapers namely Navshakti within Forty Eight hours of approved thereof. All important information pertaining to the company is also mentioned in the Annual Report of the Company containing inter-alia Audited Accounts, Directors' Report, Auditors' Report, Management Discussion and Analysis (MDA) and Corporate Governance Section which is circulated to the members and others entitled thereto for each financial year.

10. GENERAL SHAREHOLDER INFORMATION:

a. Company Registration Details:

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L99999MH1986PLC040559.

b. Annual General Meeting:

Day, Date & Time:

Friday the 21st Day of September, 2012 at 11.30 A.M.

Venue: Anchor Room No. II,
2nd Floor, Hotel Sun & Sand,
Juhu, Mumbai - 400049

c. Financial Year:

From April 01 to March 31.

d. Financial Calendar 2012-13 (Tentative):

Financial Reporting for the quarter ending June 30, 2012	2nd Week of August 2012
Financial Reporting for the quarter ending September 30, 2012	2nd Week of November 2012
Financial Reporting for the quarter ending December 31, 2012	2nd Week of February 2013
Financial Reporting for the quarter ending March 31, 2013	2nd Week of May 2013

e. Dates of Book Closure:

From 14th day of September, 2012 to 17th day of September, 2012 (both days inclusive).

f. Dividend Payment Date :

No Dividend is recommended by the Board on equity shares of the Company.

g. Listing on Stock Exchange:

The equity shares of the Company are listed on:

The Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001

h. Registrar and Transfer Agents & Share Transfer System:

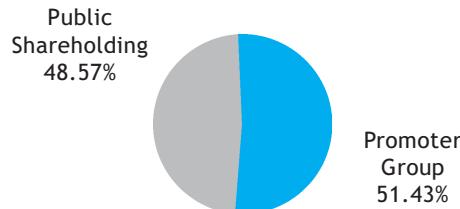
M/s. Sharex Dynamic (India) Private Limited is your Company's Share Transfer Agent. Share transfers in physical form and other communications regarding shares, dividend, change of address, etc. may be addressed to:

M/s. Sharex Dynamic (India) Private Limited
Share Transfer Agents
Unit - 1, Luthra Ind. Premises,
M. Vasanji Marg, Andheri-Kurla Road.,
Safed Pool, Andheri (E),
Mumbai - 400 072
Tel No. : 022 - 28515606/5644,
Fax No.: 022 - 28512885,
E mail : sharexindia@vsnl.com



Transfer of shares in physical form is processed and completed by Sharex Dynamic (India) Pvt. Limited within the stipulated time period, subject to the documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission etc. of the Company's securities to the officers of the Company. A summary of transfer / transmission of securities of the Company so approved by officers are placed at every Shareholders/ Investor Grievance Committee meeting. In case of Shares in Demat Form, the transfers are processed by NSDL through respective Depositories Participants. The Company obtains from a company secretary in practice half - yearly certificate of compliance with the share transfer formalities as required under Clause 47 (c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Bombay Stock Exchange Limited.

i. Distribution of Shareholding as on March 31, 2012.



j. Share Ownership Pattern as on March 31, 2012.

SL. NO.	CATEGORY	NO. OF SHARES HELD	% OF SHARE CAPITAL
A	PROMOTERS HOLDING		
1	Promoters		
	-Indian Promoters	2,571,867	51.43
	-Foreign Promoters	Nil	Nil
2	Persons acting in concert	Nil	Nil
	Sub-total (A)	2,571,867	51.43
B	NON-PROMOTERS HOLDINGS		
3.	Institutional Investors		
a.	Mutual Funds and UTI	Nil	Nil
b.	Banks and Financial Institutes	Nil	Nil
c.	FII's	Nil	Nil
d.	Others	Nil	Nil
	Sub-total	Nil	Nil
4.	Non-Institutional Investors		
a.	Bodies Corporate	2,034,300	40.69
b.	Individuals Holdings	394,333	7.88
c.	NRI Holdings	Nil	Nil
d.	Any others	Nil	Nil
	Sub-total (B)	2,428,633	48.57
C.	Held by Custodian against Dep-Receipts	Nil	Nil
	Sub-total (C)	Nil	Nil
	Grand Total (A+B+C)	5,000,500	100.00

k. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity:

NIL

l. Dematerialization of Shares and Liquidity:

Date	No. of Shares held in Dematerialised form	Total Paid up Capital	% of Paid up capital in Dematerialised form
31.03.2012	2,651,390	5,000,500	53.02 %

Shareholders, who still continue to hold shares in physical form, are requested to dematerialize their shares at the earliest and avail of the various benefits of dealing in securities in electronic/dematerialized form. For any clarification, assistance or information, please contact Sharex Dynamic (India) Private Limited, the Registrar and Transfer Agent of the Company. The shareholders have the option to hold Company's shares in demat form through the National Securities Depository Limited (NSDL) and Central Depository Securities (India) Limited. Electronic holding by members comprises of 53.02% of the paid up share capital of the Company held through the National Securities Depository Limited (52.43%) and Central Depository Securities (India) Ltd. (0.59%) as on 31st March, 2012.

m. Nomination:

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per bye laws and business rules applicable to NSDL & CDSL.

n. Secretarial Audit:

As stipulated by SEBI, a qualified Practicing Chartered Accountant carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Securities (India) Ltd. (CDSL) and total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the listed Stock Exchange. The audit confirm that the total listed and paid up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL) and total number of shares in physical form.



o. Address for Correspondence:

The Investors can personally contact or send their correspondence either to Share Transfer Agents or at the Company's Investor Service Centre, at the following address:

M/s. SHAREX DYNAMIC (INDIA) PVT LTD
Share Transfer Agents
Unit - 1, Luthra Ind. Premises,
M. Vasanji Marg, Andheri-Kurla Road.,
Safed Pool, Andheri (E), Mumbai-400 072
Tel : 022 - 28515606/5644
Fax : 022 - 28512885
E mail : sharexindia@vsnl.com

POOJA ENTERTAINMENT AND FILMS LTD.
Pooja House, 1st Floor,
CTS No. 892-893, Juhu Tara Road,
Opp. J. W. Marriott Hotel,
Juhu, Mumbai-400 049
Tel : 022 - 2612 1613 / 14
Fax : 022 - 2616 1091
E mail : poojaentertainment@gmail.com
Website : www.thepoojagroup.com

CEO / CFO CERTIFICATION

To
The Board of Directors
Pooja Entertainment and Films Limited
Mumbai.

I, Vashu Bhagnani, Managing Director of Pooja Entertainment and Films Limited, to the best of our knowledge and belief, certify that :

1. We have reviewed the Balance Sheet and Profit and Loss account and all the schedules and notes on accounts, as well as the Cash Flow statements, and the Directors' report.
2. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statements made.
3. Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have :
 - a. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles (GAAP).
 - b. Evaluated the effectiveness of the Company's disclosure, controls and procedures.
- c. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

6. We have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and the audit committee of the Company's Board of Directors (and persons performing the equivalent functions) :

- a. There were no deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
- b. There were no significant changes in internal controls during the year covered by this report.
- c. All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the *notes to the financial statements*.
- d. There were no instances of fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.

7. We affirm that we have not denied any personnel, access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.

8. We further declare that all Board members and senior managerial personnel have affirmed compliance with the Code of Conduct for the current year.

Vashu Bhagnani
Managing Director

Place : Mumbai
Date : 30.05.2012

DECLARATION - CODE OF CONDUCT



I hereby confirm that:

The Company has obtained from all the members of the Board and senior management personnel of the Company, affirmation that they have complied with the Code of conduct framed for Directors and senior management in respect of the Financial Year 2011-12.

Vashu Bhagnani
Managing Director

Place : Mumbai
Date : 30.05.2012

CERTIFICATE ON CORPORATE GOVERNANCE

Certificate of Compliance of Corporate Governance as per Clause 49 of the Listing Agreement with Stock Exchanges.

To the Members of
POOJA ENTERTAINMENT AND FILMS LTD.

We have examined the compliance of conditions of Corporate Governance by POOJA ENTERTAINMENT AND FILMS LIMITED {Formerly Known as (DEAL (INDIA) LTD.) for the year ended on March 31, 2012 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We further state that such Compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with the Management has conducted the affairs of the Company.

For **B. K. Pradhan & Associates**,
Company Secretaries

Balkrishan Pradhan
M. No. 20739
COP No. 10179

Place: Mumbai
Date : 30.05.2012

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Indian film industry is considered to be the largest film industry in the world in terms of films produced and released every year. In the multi-lingual India's film industry, films are produced in Hindi, Bengali, Tamil, Telugu and several regional languages. The films industry contributes approximately 27% to the entire entertainment pie.

In 2011, the Indian Media and Entertainment Industry registered a growth of 12% over 2010 to reach INR 728 Bn, says the FICCI-KPMG report. The growth trajectory is backed by strong consumption in tier 2 and 3 cities, continued growth of regional media and fast increasing new media business. Overall the industry is expected to register a CAGR of 15% to touch INR 1,457 Bn by 2016.

The opening of the film industry to foreign investment coupled with the granting of industry status to this segment has had a favorable impact, leading to many global production units entering the country.

The Cinema-viewing experience is also undergoing major changes. One perceptible change has been the rapid growth of multiplexes, which meets consumer demand for quality entertainment and has also helped boost production of niche films targeted at niche audiences. The emergence of the Indian middle class with greater earning power and higher disposable income is one of the key factors that will drive the growth of the Indian entertainment sector. As the average Indian gets richer and his more compelling needs are met, his propensity to spend on discretionary items such as entertainment increases. Further, as his consumption of various goods and services rises, companies would try to reach out to him through more marketing and advertising. Higher demand and an increased investment would result in an expansion of the

entertainment industry in the years to come

OPPORTUNITIES:

There are number of reasons to be optimistic about Indian Film Industry including the factors that contribute to the high growth of the Indian growth. The opening of the film industry to foreign investment coupled with the granting of industry status to this segment has had a favorable impact, leading to many global production units entering the country. The increasing corporatization of the film production sector should result in an increase in the number of high quality films produced, which should increase demand for movies. Popularity of the mall concept ensuring steady footfalls to theatres/multiplexes located within, increasing the demand of animated movies (Children films), increasing the demand of India-oriented entertainment in abroad, huge overseas box office collections, potential for growth of density of screen per person in urban India, potential of increasing the number of screens in India according with the population, changing demographics and economic conditions etc. in India, coupled with consumers willing to spend more on variety of leisure and entertainment services, the film entertainment business is set to grow in the year to come.

THREATS:

The Indian box office is fairly seasonal in nature, with bigger releases and higher box office sale occurring during festivals and holidays periods. Moreover, occupancies may be affected by major sports events, such as World Cup, Indian Premier League (IPL) and live gaming etc. Piracy continues to dampen the growth and reduces the revenue of the producers. Duplicate CD's, showing of movies by cable owner also decreases the revenues of film producers. High Entertainment tax also affects the revenue to some extent.



INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate internal control systems commensurate with the scale of operations of the company.

DISCUSSION ON FINANCIAL PERFORMANCE:

The Company's financial performance is discussed in details under the head "Results of Operations" in Directors Report to the Members.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

There are no material developments in human resources

CAUTIONARY STATEMENT:

Statement in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

AUDITOR'S REPORT

To,
The Members,
POOJA ENTERTAINMENT AND FILMS LTD.,
Mumbai

We have audited the attached Balance sheet of **POOJA ENTERTAINMENT AND FILMS LTD.**, Mumbai ("the Company") as at 31st March, 2012 and also the Profit & Loss Account of the company and cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, We Annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said order.

3. Further to our comments in the Annexure referred to above, We report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of the books of accounts of the Company;
 - c) The Balance Sheet, Profit & Loss Account and Cash Flow statement dealt with by the report are in agreement with the books of accounts of the company.
 - d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow statement comply with the accounting standard referred to in section 211(3C) of the Companies Act, 1956, to the extent applicable.
 - e) On the basis of the written representations received from the Directors as on 31.03.2012 and taken on record by the board of directors, we report that none of the directors is disqualified as on 31.03.2012 from being appointed as a director of the Company in terms of clause (g) of sub section (1) of section 274 of The Companies Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanation given to us, said Accounts, read together with notes thereon, give the information required by the Companies



Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- I) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012;
- II) In the case of the Profit & Loss Account, of the profit of the Company for the year ended on that date:

III) In the case of the Cash Flow Statement, of the Cash Flows of the company for the year ended on that date.

For **KHANDELWAL & KHANDELWAL ASSOCIATES**
CHARTERED ACCOUNTANTS
(Registration No. 008389C)

Place: Mumbai
Date : 30.05.2012

(CA Durgesh Khandelwal)
Partner
M.NO. 077390

ANNEXURE REFFRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF POOJA ENTERTAINMENT AND FILMS LTD.

1. Fixed Assets-:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) The Major assets have been physically verified by the management on a sample basis during the year and in our opinion the frequency of verification is reasonable. No material discrepancies were noticed on such verification.
- c) During the year, the company has not disposed off any substantial part of its fixed assets that has affected the going concern status of the company.

- b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

3. Loans and advances either granted or taken-:

- a) The Company has not granted any loans during the year to the parties covered in the register maintained under section 301 of the Companies Act, 1956.

In view of clause 4 (iii) (a) of the companies (Auditor's Report) Order, 2003,

2. Inventories-:

- a) The management has conducted physical verification of inventory at reasonable intervals during the year.

clause 4 (iii) (b,c,d) are not applicable to the company.

- b) The Company had taken loan from parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was 202.12 lacs and the year end balance of loan taken from such parties was 27.12 Lacs.
- c) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions for such loans are not *prima facie* prejudicial to the interest of the company.
- d) In respect of the loan taken payment of the principal amount has been regular.

4. Internal Controls-:

In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.

5. Transactions with parties under section 301 of the Companies act, 1956-:

- a) Based upon the audit procedures applied by us and according to the information and

explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956, have been entered in the register maintained under that section.

- b) The transactions referred to under sub clause 5(a) above, which exceed Rs. 500000/- in each case have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

6. Public Deposits:

In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of section 58A, 58AA, or any other relevant provisions of the Companies Act, 1956 and the rules framed thereunder.

7. Internal Audit System-:

In our opinion, and according to information and explanation given to us, the company has an Internal Audit system commensurate with its size and the nature of its business.

8. Cost Records-:

According to the information and explanations given to us, the maintenance of cost records has not been prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956 for any of the activities of the company.

9. Statutory Dues-:

- a) According to the information and explanations given to us, the Company is



regular in depositing undisputed statutory dues, including dues pertaining to Income Tax, Cess and any other statutory dues with the appropriate authorities.

- b) According to the information and explanations given to us, no undisputed amount payable in respect of provident fund, income tax, wealth tax, cess and other undisputed statutory dues were outstanding at the end year for a period of more than six months from the date they become payable.
- c) According to the information and explanations given to us there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty or Cess outstanding on account of any dispute.

10. Accumulated Losses:-

The Company does not have accumulated losses as at the end of the financial period nor it has incurred any cash losses during the financial period ended on that date. However company had incurred cash losses of Rs. 43253/- in the immediately preceding financial year.

11. Dues to Financial Institutions/ banks:-

According to the information and explanations given to us, and based on the documents and records verified by us the company has not borrowed any loans from the Banks, Financial Institution or by way of Debentures.

12. Loans against pledge of securities:-

According to the information and explanations given to us, and based on the documents and

records produced to us, the company has not granted loans and advances on the basis of securities by way of pledge of shares, debentures and other securities.

13. Applicability of provisions of special statutes:-

In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit fund / Societies.

14. Investments :-

As the Company is not dealing or trading in shares, securities, debentures and other investments, the provision of Clause 4(xiv) of the Companies (Auditor's Report) order, 2003 are not applicable to the Company.

15. Guarantees:-

According to the information and explanations given to us, the Company has not given guarantee for loan taken by others, from banks or financial institutions; hence whether the terms and conditions are prejudicial to the interest of the company does not arise.

16. Application of Funds raised from bank :-

The Company has not obtained any term loan during the year; hence the question of whether the term loan was applied for the purpose for which the term loan was obtained does not arise.

17. Utilisation of Funds:-

According to the information and explanations given to us, and on an overall examination of

Balance Sheet, the company has not raised short term funds; hence the question of whether short term funds have been used for long term purposes does not arise.

18. Preferential Allotment of shares:-

The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.

19. Securities created in respect of Debentures issued :-

The company has not issued debentures during the year, hence the question of whether security or charge has been created in respect of said debentures issued, does not arise.

20. End use of money in case of public issue :-

The Company has not raised any money by public issued during the year hence the

question of whether the management has disclosed the end use of money raised by public issues does not arise.

21. Frauds:-

Based upon the audit procedures performed by us, to the best of our knowledge and belief and according to the information and explanations given to us by the management, no fraud on, or by the Company, has been noticed or reported during the period that causes the financial statements to be materially misstated.

For **KHANDELWAL & KHANDELWAL ASSOCIATES**
CHARTERED ACCOUNTANTS
(Registration No. 008389C)

(CA Durgesh Khandelwal)
Partner
M.NO. 077390

Place: Mumbai
Date : 30.05.2012

BALANCE SHEET AS AT 31ST MARCH, 2012



(Amount in ₹)

Particulars	Note No.	As at 31st March 2012	As at 31st March 2011
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	35,978,500.00	35,978,500.00
(b) Reserves and surplus	4	1,930,117.00	126,777.00
2 Non-current liabilities			
(a) Deferred tax liabilities (Net)		122.00	-
3 Current liabilities			
(a) Short-term borrowings	5	2,712,946.00	-
(b) Trade payables	6	52,713,048.00	156,274.00
(c) Other current liabilities	7	101,090,110.00	207,236.00
(d) Short-term provisions	8	782,197.00	-
	TOTAL	195,207,040.00	36,468,787.00
II. ASSETS			
1 Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		5,297.00	42,827.00
(ii) Intangible assets		-	649,735.00
(b) Non-current investments	10	8,985,000.00	9,036,000.00
(c) Long-term loans and advances	11	330,000.00	330,000.00
(d) Other non-current assets	12	343,000.00	686,000.00
2 Current assets			
(a) Inventories	13	156,851,959.00	-
(b) Trade receivables	14	6,519,219.00	5,630,352.00
(c) Cash and Cash Equivalents	15	6,327,738.00	4,179,946.00
(d) Short-term loans and advances	16	15,844,827.00	15,913,927.00
	TOTAL	195,207,040.00	36,468,787.00

Notes forming part of the financial statements are an integral part of this Balance Sheet

As per our report of even date

For and on behalf of the Board of Directors

For **KHANDELWAL & KHANDELWAL ASSOCIATES**
CHARTERED ACCOUNTANTS
(Firm Registration No. 008389C)

Vashu Bhagnani
Managing Director

Puja Bhagnani
Director

CA Durgesh Khandelwal

Partner

M.No. 077390

Place : Mumbai

Date : 30.05.2012

Place : Mumbai

Date : 30.05.2012

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2012

Particulars	Note No.	Year Ended March 31, 2012	Year Ended March 31, 2011
1 Revenue from operations	17	5,750,000.00	878,500.00
2 Other income	18	64,776.00	1,369.00
3 Total Revenue (1+2)		5,814,776.00	879,869.00
4 Expenses:			
Cost of production	19	1,090,267.12	-
Employee benefits expense	20	219,200.00	520,000.00
Finance costs	21	8,329.00	156,851.00
Depreciation and amortization expenses	9	77,006.00	485,776.00
Other expenses	22	1,345,111.88	589,271.00
Total expenses		2,739,914.00	1,751,898.00
5 Profit (Loss) before tax (3-4)		3,074,862.00	(872,029.00)
6 Tax expense:			
Current tax		1,271,400.00	10,900.00
Deferred tax		122.00	-
7 Profit (Loss) after tax (5-6)		1,803,340.00	(882,929.00)
8 Prior Period Adjustments		-	78,345.00
Tax Adjustments of Earlier Years		-	333,872.00
9 Profit / (Loss) for the year (7-8)		1,803,340.00	(1,295,146.00)
10 Earnings per equity share:			
(1) Basic		0.50	(0.36)
(2) Diluted		0.50	(0.36)

Notes forming part of the financial statements are an integral part of this statement of profit & loss

As per our report of even date

For and on behalf of the Board of Directors

For **KHANDELWAL & KHANDELWAL ASSOCIATES**
CHARTERED ACCOUNTANTS

(Firm Registration No. 008389C)

CA Durgesh Khandelwal

Partner

M.No. 077390

Place : Mumbai

Date : 30.05.2012

Vashu Bhagnani
Managing Director

Puja Bhagnani
Director

Place : Mumbai
Date : 30.05.2012

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012



(Amount in ₹)

Particulars	Year Ended March 31, 2012	Year Ended March 31, 2011
A. Cash flow from operating activities		
Net Profit/(Loss) before tax	3,074,862.00	(872,029.00)
<i>Adjustments for:</i>		
Depreciation and amortisation	77,006.00	485,776.00
Loss on sale/written off of assets	615,059.00	-
Miscellaneous expenditure written off	343,000.00	343,000.00
Misc. expenses no longer payable	-	(10.00)
Finance costs	8,329.00	156,851.00
Interest income	(64,776.00)	-
Prior period adjustments	-	(78,345.00)
Operating profit before working capital changes	4,053,480.00	35,243.00
<i>Changes in working capital:</i>		
<i>Adjustments for operating assets:</i>		
Increase in inventories	(156,851,959.00)	-
Increase in trade receivables	(888,867.00)	1,800,000.00
Decrease in short-term loans and advances	69,100.00	800,272.00
Decrease in long-term loans and advances	-	-
<i>Adjustments for operating liabilities:</i>		
Increase in trade payables	52,556,774.00	(1,663,219.00)
Increase/(Decrease) in other current liabilities	100,882,874.00	6,768.00
Cash generated from operations	(178,598.00)	979,064.00
Net income tax	(489,203.00)	(270,233.00)
Net cash flow from / (used in) operating activities (A)	(667,801.00)	708,831.00
B. Cash flow from investing activities		
Capital expenditure on fixed assets	(5,300.00)	-
Proceeds from sale of fixed assets	500.00	-
Proceeds from sale of non current investments	51,000.00	-
Interest received	64,776.00	-
Net cash flow from / (used in) investing activities (B)	110,976.00	-
C. Cash flow from financing activities		
Proceeds (repayment) of long-term borrowings	-	-
Proceeds from other short-term borrowings	2,712,946.00	-
Finance cost	(8,329.00)	(156,851.00)
Net cash flow from / (used in) financing activities (C)	2,704,617.00	(156,851.00)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	2,147,792.00	551,980.00
Cash and cash equivalents at the beginning of the year	4,179,946.00	3,627,966.00
Cash and cash equivalents at the end of the year	6,327,738.00	4,179,946.00
Cash and cash equivalents Comprises of:		
Cash in hand	1,219,897.00	258,440.00
Balance with banks in current accounts	5,107,841.00	3,921,506.00
	6,327,738.00	4,179,946.00

Notes forming part of the financial statements are an Integral Part of this cash flow statement

As per our report of even date

For KHANDELWAL & KHANDELWAL ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Registration No. 008389C)

CA Durgesh Khandelwal

Partner

M.No. 077390

Place : Mumbai

Date : 30.05.2012

For and on behalf of the Board of Directors

Vashu Bhagnani
Managing Director

Puja Bhagnani
Director

Place : Mumbai
Date : 30.05.2012

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

NOTE - 1 CORPORATE INFORMATION

Pooja Entertainment and Films Limited ('the Company' or 'PEFL') is engaged in film production and other related activities.

NOTE - 2 SIGNIFICANT ACCOUNTING POLICIES

2.01 Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956, to the extent applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.02 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise. Significant estimates used by the management in the preparation of these financial statements include , classification of assets and liabilities into current and non-current, estimates of the economic useful lives of fixed assets. Any revision to accounting estimates is recognised prospectively.

2.03 Fixed Assets

Tangible and intangible fixed assets are stated at cost less accumulated depreciation and amortisation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

2.04 Inventories

Inventories represent production of films under progress.Inventories of under production films are valued at actual amount spent, which includes amount paid, bills settled and advances paid for which bills are awaited.

2.05 Investments

All long term investments are valued at cost. Provision for diminution in the value of each long term investment is made to recognise a decline other than a temporary nature. Current Investments are carried individually at lower of cost or fair value and the resultant decline is charged to the revenue.

2.06 Revenue Recognition

Revenue is accounted for on accrual basis.Where the ability to assess the ultimate collection with reasonable certainty is lacking at the time of raising any claim, revenue recognition is postponed to the extent of uncertainty involved.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012



2.07 Depreciation

Depreciation/amortisation on fixed assets are provided for in accordance with schedule XIV of the Companies Act, 1956. on the straight line method. Depreciation/amortisation on addition/deduction during the year has been provided on Pro-rata basis.

2.08 Accounting for taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised.

2.09 Earning Per Share

Earning Per Share is calculated by dividing the net profit or loss for the period attributable to equity share holders by the weighted average number of the equity shares outstanding during the period.

2.10 Impairment of tangible assets

Carrying amount of assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. An asset is treated as impaired when the carrying amount of assets exceeds its recoverable value. An impairment loss is charged to the statement of profit & loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.11 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

2.12 Cash Flow

Cash flow statement has been prepared in accordance with the indirect method prescribed in Accounting Standard 3 - Cash Flow Statement.

2.13 Segment Reporting

At present the Company is engaged in the business of film production only, therefore segment wise reporting as defined in Accounting Standard 17 is not applicable.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

NOTE 3 - SHARE CAPITAL

(Amount in ₹)

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares	₹	Number of shares	₹
Authorised Equity shares of Rs.10 each with voting rights	30,000,000	300,000,000.00	30,000,000	300,000,000.00
Issued Equity shares of Rs.10 each with voting rights	5,000,500	50,005,000.00	5,000,500	50,005,000.00
Subscribed But Not Fully Paid Up Equity shares of Rs.10 each with voting rights fully called up	5,000,500	50,005,000.00	5,000,500	50,005,000.00
Less: Calls in Arrears		(14,026,500.00)		(14,026,500.00)
TOTAL	3,597,850	35,978,500.00	3,597,850	35,978,500.00

NOTE 3.1 - Terms/Rights attached to Equity Share

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTE 3.2 - Details of shares held by each shareholder holding more than 5% shares:

Sr. No.	Name of Shareholder	As at 31 March, 2012		As at 31 March, 2011	
		Number of shares	%	Number of shares	%
1	Vashu Bhagnani	1,831,370.00	36.62	1,831,370.00	36.62
2	Puja Bhagnani	252,519.00	5.05	252,519.00	5.05

NOTE 3.3 - Details of Unpaid Call

Unpaid Calls	No. of Shares	Amount
By Directors	-	-
By Others	1,870,200.00	14,026,500.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012



NOTE 4 - RESERVES AND SURPLUS

(Amount in ₹)

Particulars	As at 31st March 2012	As at 31st March 2011
a. General Reserves		
Opening Balance	787,558.00	787,558.00
(+) Current Year Transfer from Surplus	-	-
Closing Balance	787,558.00	787,558.00
b. Surplus / (Deficit) in statement of profit & loss		
Opening balance	(660,781.00)	634,365.00
(+) Net Profit/(Net Loss) for the year	1,803,340.00	(1,295,146.00)
Closing Balance	1,142,559.00	(660,781.00)
TOTAL	1,930,117.00	126,777.00

NOTE 5 - SHORT TERM BORROWINGS

(Amount in ₹)

Particulars	As at 31st March 2012	As at 31st March 2011
Unsecured		
Loans and advances from related parties	2,712,946.00	-
TOTAL	2,712,946.00	-

NOTE 6 - TRADE PAYABLES

(Amount in ₹)

Particulars	As at 31st March 2012	As at 31st March 2011
Payables for supplies and services	52,699,448.00	77,174.00
Payables for accrued salaries and wages	13,600.00	79,100.00
TOTAL	52,713,048.00	156,274.00

**NOTES FORMING PART OF THE FINANCIAL
STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2012**

NOTE 7 - OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2012	(Amount in ₹) As at 31st March 2011
Advance against films under production	100,000,000.00	-
Tax Deducted at Source	534,410.00	3,836.00
Service Tax	352,800.00	-
Professional Tax	2,900.00	3,400.00
Others	200,000.00	200,000.00
TOTAL	101,090,110.00	207,236.00

NOTE 8 - SHORT TERM PROVISIONS

Particulars	As at 31st March 2012	(Amount in ₹) As at 31st March 2011
Provision for Income Tax (Net of advance tax)	782,197.00	-
TOTAL	782,197.00	-

NOTE 9 - FIXED ASSETS

PARTICULARS	GROSS BLOCK		DEPRECIATION / AMORTISATION			NET BLOCK	
	As at April 1, 2011	Additions/ (Disposals)	As at March 31, 2012	As at April 1, 2011	Depreciation charge for the year	Adjustment on Disposals	As at March 31, 2012
a Tangible Assets							
Sony Digicam 14 MP	5,300.00	5,300.00	-	3.00	-	3.00	5,297.00
Training Instrument	14,486.00	(14,486.00)	7,568.00	660.00	(8,228.00)	-	6,918.00
Machinery	7,459,344.00	-	7,423,435.00	35,909.00	-	7,459,344.00	35,909.00
Total of tangible assets	7,473,830.00	(9,186.00)	7,464,644.00	7,431,003.00	36,572.00	(8,228.00)	7,459,347.00
b Intangible Assets							
Web Portal	1,134,916.00	(1,134,916.00)	-	485,181.00	40,434.00	(525,615.00)	-
Total of intangible assets	1,134,916.00	(1,134,916.00)	-	485,181.00	40,434.00	(525,615.00)	-
Total of fixed assets	8,608,746.00	(1,144,102.00)	7,464,644.00	7,916,184.00	77,006.00	(533,843.00)	7,459,347.00
Previous Year	8,608,746.00	-	8,608,746.00	7,430,408.00	485,776.00	-	7,916,184.00
							692,562.00
							1,178,338.00

(Amount in ₹)



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

NOTE 10 - NON CURRENT INVESTMENTS

(Amount in ₹)

Particulars	As at 31st March 2012	As at 31st March 2011
Non Trade Investments (valued at cost)		
Investment in unquoted equity shares: (refer Note - 28)		
Fully paid up		
Goodyear Property and Investments Private Limited (1,00,000 Equity shares of Rs. 10/- each fully paid up)	1,500,000.00	1,500,000.00
Mehta Trend Analysis Consultancy Private Limited. (5,000 Equity shares of Rs. 10/- each fully paid up)	50,000.00	50,000.00
Cosmic Bio-Tech & Herbals Limited (15,000 Equity shares of Rs. 10/- each fully paid up)	385,000.00	385,000.00
Vimochan Pictures Limited (1,00,000 Equity shares of Rs. 10/- each fully paid up)	1,000,000.00	1,000,000.00
R. L. Capital Private Limited (10,500 Equity shares of Rs. 100/- each fully paid up)	1,050,000.00	1,050,000.00
Agarwal Agriculture Farms Private Limited. (20,000 Equity shares of Rs. 10/- each fully paid up)	2,000,000.00	2,000,000.00
Saiba Hotels & Properties Private Limited (3,00,000 Equity shares of Rs. 10/- each fully paid up)	3,000,000.00	3,000,000.00
Shares - Miscellaneous	-	51,000.00
TOTAL	8,985,000.00	9,036,000.00

NOTE 11 - LONG-TERM LOANS AND ADVANCES

(Amount in ₹)

Particulars	As at 31st March 2012	As at 31st March 2011
Security Deposits		
Unsecured, Considered Good	330,000.00	330,000.00
TOTAL	330,000.00	330,000.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012



NOTE 12 - OTHER NON-CURRENT ASSETS

Particulars	As at 31st March 2012	As at 31st March 2011	(Amount in ₹)
Miscellaneous Expenditure			
to the extent not written off or adjusted	343,000.00	686,000.00	
TOTAL	343,000.00	686,000.00	

NOTE 13 - INVENTORIES

Particulars	As at 31st March 2012	As at 31st March 2011	(Amount in ₹)
Cost of Films Under Production	156,851,959.00	-	
TOTAL	156,851,959.00	-	

NOTE 14 - TRADE RECEIVABLES

Particulars	As at 31st March 2012	As at 31st March 2011	(Amount in ₹)
Unsecured, Considered Good			
(a) Trade Receivables outstanding for the period exceeding six months from the date they were due for payment	5,005,352.00	5,630,352.00	
(b) Other Trade Receivables	1,513,867.00	-	
TOTAL	6,519,219.00	5,630,352.00	

NOTE 15 - CASH AND CASH EQUIVALENTS

Particulars	As at 31st March 2012	As at 31st March 2011	(Amount in ₹)
Balances with banks in current account	5,107,841.00	3,921,506.00	
Cash on hand	1,219,897.00	258,440.00	
TOTAL	6,327,738.00	4,179,946.00	

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

NOTE 16 - SHORT TERM LOANS AND ADVANCES

Particulars	As at 31st March 2012	As at 31st March 2011
Unsecured, Considered Good		
- Inter Corporate Deposits	6,051,257.00	6,051,257.00
- Other Loans and Advances	9,793,570.00	9,793,570.00
Advance Tax (Net of provision for income tax)	-	69,100.00
TOTAL	15,844,827.00	15,913,927.00

NOTE 17 - REVENUE FROM OPERATIONS

Particulars	As at 31st March 2012	As at 31st March 2011
Revenue from Ad Films production	2,500,000.00	-
Other operating income :		
Fees / Commission income from Films Advertisement	3,250,000.00	878,500.00
TOTAL	5,750,000.00	878,500.00

NOTE 18 - OTHER INCOME

Particulars	As at 31st March 2012	As at 31st March 2011
Interest Income	64,776.00	-
Other Income- Misc. Receipts	-	1,369.00
TOTAL	64,776.00	1,369.00

NOTE 19 - COST OF PRODUCTION

Particulars	As at 31st March 2012	As at 31st March 2011
Cost of Under Production Films brought forward	-	-
Add: Cost incurred during the year	157,942,226.12	-
Less: Cost of underproduction films carried forward	(156,851,959.00)	-
TOTAL	1,090,267.12	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012



NOTE 20 - EMPLOYEE BENEFITS EXPENSES

(Amount in ₹)

Particulars	As at 31st March 2012	As at 31st March 2011
Salaries and incentives	219,200.00	520,000.00
TOTAL	219,200.00	520,000.00

NOTE 21 - FINANCE COSTS

(Amount in ₹)

Particulars	As at 31st March 2012	As at 31st March 2011
Interest expense	8,329.00	156,851.00
TOTAL	8,329.00	156,851.00

NOTE 22 - OTHER EXPENSES

(Amount in ₹)

Other Expenses	As at 31st March 2012	As at 31st March 2011
Advertisement	47,624.00	47,268.00
Donation	10,000.00	-
Professional Tax	2,500.00	2,500.00
Share Transfer Agent Fees	35,681.00	35,749.00
Membership & Subscription	25,000.00	-
Website Expenses	15,000.00	-
Printing & Stationery	35,000.00	37,600.00
Miscellaneous Expenses	13,967.00	2,137.00
Annual Custodian Charges	33,090.00	33,090.00
AGM Expenses	19,269.00	20,726.00
Bank Charges	801.88	1,508.00
Listing & Others Fees	44,120.00	16,545.00
Legal & Professional Fees	55,000.00	34,148.00
Loss on Sale of Fixed Assets/ Assets written off	615,059.00	-
Miscellaneous Expenses Written off	343,000.00	343,000.00
Payment to Auditors (Refer to Note 20.1)	50,000.00	15,000.00
TOTAL	1,345,111.88	589,271.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

NOTE 22.1 - DETAILS OF PAYMENT TO AUDITOR

(Amount in ₹)

Audit Fees	As at 31st March 2012	As at 31st March 2011
Payments to the auditor as :		
Statutory Audit Fees	50,000.00	15,000.00
TOTAL	50,000.00	15,000.00

NOTE - 23 BASIC & DILUTED EARNINGS PER SHARE

(Amount in ₹)

Other Expenses	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Net profit / (loss) after tax for the year	1,803,340.00	(1,295,146.00)
Equity shares outstanding as at the year end	5,000,500	5,000,500
Weighted average number of shares	3,597,850	3,597,850
Nominal value per share ₹	10	10
Earnings per share ₹ (Basic & diluted)	0.50	(0.36)

NOTE - 24 DEFERRED TAX LIABILITY / (ASSET)

Particulars	Charged/(Credit) in P&L account for current year	As at 31st March 2012		As at 31st March 2011	
		₹	₹	₹	₹
A. Deferred tax (Assets)		Nil	Nil	Nil	Nil
B. Deferred tax Liabilities:					
On difference between book balance and tax balance of fixed assets	122.00	122.00	122.00	-	-
Net (DTA)/DTL (B-A)	122.00	122.00	122.00	-	-

NOTE - 25 DISCLOSURES REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Based on the information available with the company, there are no suppliers who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006" as at March 31, 2012.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012



NOTE - 26 OTHER STATUTORY INFORMATION TO THE FINANCIAL STATEMENTS

Particulars	For the year ended 31st March, 2012		For the year ended 31st March, 2011	
	₹	₹	₹	₹
Value of imports on CIF basis	Nil		Nil	
Expenditure in foreign currency	Nil		Nil	
Earnings in foreign exchange	Nil		Nil	
Capital commitment	Nil		Nil	

NOTE - 27 DISCLOSURES UNDER ACCOUNTING STANDARD 18, RELATED PARTIES DISCLOSURES

Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel (KMP)	1) Mr. Vashu Bhagnani, Managing Director of the company 2) Mrs. Puja Bhagnani, Director of the company 3) Mrs. Deepshikha Deshmukh, Director of the company
Relatives of Key Management Personnel	1) Mr. Jackky Bhagnani

Entities in which KMP / Relatives of KMP can exercise significant influence

1) Puja Entertainment (India) Limited	11) Platinum
2) Pooja Devcon Private Limited	12) Superkey Associates
3) Puja Motion Pictures Private Limited	13) Extremist
4) Beta Properties Private Limited	14) Dynamix
5) Pooja Constructions	15) New Age Associates
6) Pooja Leisure & Lifestyle	16) Catalyst
7) Golden Crest	17) Hexagon Associates
8) Red Line	18) Eminence
9) Rising Sun	19) Pooja Infra (India) Private Limited
10) Kamal Enterprises	

Note: Related parties have been identified by the Management.

**NOTES FORMING PART OF THE FINANCIAL
STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2012**

DETAILS OF RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED MARCH 31, 2012:

Nature of the Transactions	KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
Short term Borrowings				
- Puja Entertainment (India) Limited			20,000,000	20,000,000
- Pooja Construction			(375,972)	(375,972)
- Vashu Bhagnani	212,946			212,946
Repayment of short term borrowing				
- Puja Entertainment (India) Limited			17,500,000	17,500,000
- Pooja Construction			(375,972)	(375,972)
Purchase of Various Rights				
- Puja Entertainment (India) Limited			1,200,000	1,200,000
Outstanding Balance of Short term borrowings				
- Puja Entertainment (India) Limited			2,500,000	2,500,000
- Vashu Bhagnani	212,946			212,946
Outstanding Balance (Rights & Movie Projects) *				
- Puja Entertainment (India) Limited			52,374,899	52,374,899

Note: Figures in bracket relates to the previous year

* Puja Entertainment (India) Limited had initiated some movie projects for which it had paid Rs. 151,326,000/- to various artists and technicians (including 22,200,000/- to Jackky Bhagnani) and received an advance of Rs. 100,000,000/- from co-producer UTV Software Communications Ltd. for the one of the movie titled "Himmatwala". During the year, these movie projects have been taken over by the company and net amount payable in this respect is Rs. 51,326,000/-.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012



NOTE - 28

The management of the company is of the opinion that the decline in the fair value, if any of its investments is temporary in nature and hence, has valued the investment on "cost" basis. No provision has been made for the difference between Cost and fair value of the Investments.

NOTE - 29

The Company has not made any provisions towards gratuity and other retirement benefits as no provision is required to be made in view of the management as none of the employees have put in required number of years of service with the company.

NOTE - 30

In the opinion of Board, Current Assets, Loans & Advances are approximately of value which are stated in the Balance Sheet if realised in the ordinary course of business.

NOTE - 31

The figures of Sundry Debtors, Sundry Creditors and Loans & Advances are subject to confirmation and reconciliation, wherever required.

NOTE - 32 PREVIOUS YEAR'S FIGURES

The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Signature to the statements of notes to financial statements.

As per our report of even date

For **KHANDELWAL & KHANDELWAL ASSOCIATES**

CHARTERED ACCOUNTANTS

(Firm Registration No. 008389C)

CA Durgesh Khandelwal

Partner

M.No. 077390

Place : Mumbai

Date : 30.05.2012

For and on behalf of the Board of Directors

Vashu Bhagnani
Managing Director

Puja Bhagnani
Director

Place : Mumbai
Date : 30.05.2012

POOJA ENTERTAINMENT AND FILMS LIMITED

(Formerly Known as Deal (India) Limited)

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

ATTENDANCE SLIP

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.
Members are requested to bring their copy of the Annual Report to the Meeting.

Name of the Attending Member _____
(In Block Letters) (Surname) (First Name) (Middle Name)

Name of the Proxy _____
(To be filled in if the Proxy _____
attends instead of the Member) (Surname) (First Name) (Middle Name)

Folio Number _____ No. of Shares held _____

I / We hereby record my / our presence at the 25th Annual General Meeting of the Company held on Friday, 21st September, 2012 at 11:30 A.M. at Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.

Signature of the Member/Proxy*

*Strike out whichever is not applicable

POOJA ENTERTAINMENT AND FILMS LIMITED

(Formerly Known as Deal (India) Limited)

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

PROXY FORM

I/We _____ of _____ being a member /members of **POOJA ENTERTAINMENT AND FILMS LIMITED** hereby appoint _____ of _____ or failing him _____ of _____ or failing him _____ of _____ as my / our Proxy to attend and vote for me / us on my / our behalf at the 25th ANNUAL GENERAL MEETING of the Company to be held on Friday, 21st September, 2012 at 11:30 A.M. at Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049 and at any adjournment thereof.

Signed this _____ day of _____ 2012

Signature _____

Affix a
₹ 1/-
Revenue
Stamp

FOR OFFICE USE ONLY

PROXY NO :

FOLIO NO :

NO. OF SHARES:

Notes:

1. The form should be signed across the stamp as per specimen signature.
2. The Proxy Form duly completed, stamped and signed must be deposited at the Registered Office of the Company or at the office of the Company's Registrars & Transfer Agents, not less than 48 hours before the time of holding the Meeting.