



ANNUAL REPORT 2008-09

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vashudev Bhagnani	- Managing Director
Mrs. Puja Bhagnani	- Director
Ms. Deepshikha Bhagnani	- 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

COMPANY SECRETARY

Mr. Balkrishan Pradhan

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 SECOND ANNUAL GENERAL MEETING** of the members of **POOJA ENTERTAINMENT AND FILMS LIMITED [Formerly Known as Deal (India) Limited]** will be held on Friday, the 25th Day of September, 2009 at 11.30 A.M. at Anchor Room No. 11, 1st Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009 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 a Director in place of Mrs. Puja Bhagnani, who retires by rotation and being eligible, offer herself for re-appointment.

"RESOLVED THAT pursuant to Section 255 & 256 of the Companies Act, 1956 and as per the provisions of Articles of Association of the Company applicable, if any, the Company be and is hereby authorised to re-appoint Mrs. Puja Bhagnani as the Director of the Company liable to retire by rotation."

3. 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 & 256 of the Companies Act, 1956 and as per the provisions of Articles of Association of the Company applicable, if any, the Company be and is hereby authorised to reappoint Mr. Vivek Bhole as the Independent Director of the Company liable to retire by rotation."

4. To appoint 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 Auditors of the Company to hold office from 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."

For and on behalf of the Board of Directors

Vashudev 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 : 28th August, 2009

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 Members and the share transfer books of the Company will remain closed from 19th September, 2009 to 25th September, 2009 (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 and to their depository participants (DP) (for shares held in dematerialised 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, except Saturday between 11.00 a.m. to 1.00 p.m.

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 requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

For and on behalf of the Board of Directors

Vashudev 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 : 28th August, 2009

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT:

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

Name of Director	Mrs. Puja Bhagnani
Date of Birth	20-10-1962
Date of Appointment	30-06-2008
Qualifications	Graduate
Expertise in functional area	Film Production
Other Directorships	2
Other Committee Memberships	Nil
Shareholding	252519 Equity Shares

Name of Director	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 Directorships	1
Other Committee Memberships	Nil
Shareholding	Nil

DIRECTORS' REPORT



Dear Shareholders,
Your directors have pleasure in presenting the Twenty Second Annual Report along with the audited accounts of the Company for the year ended 31st March, 2009

FINANCIAL RESULTS

(Rs. in lakhs)

Particulars	Year ended 31.03.2009	Year ended 31.03.2008
Total Income	23.63	32.80
Total Expenditure	18.60	18.75
Profit (Loss) Before Taxation	5.03	14.04
Less: Provision for Taxation	4.15	5.09
Less: Tax Adjustment for earlier years	Nil	3.39
Less: Prior Period Expenses	0.35	0.00
Profit/(Loss) After Taxation and Prior Period Adjustments	0.53	5.56
Surplus brought forward	5.56	NIL
Amount available for appropriation	6.09	5.56
Balance carried to Balance Sheet	6.09	5.56

RESULTS OF OPERATIONS

During the year under review, the Company recorded a turnover of Rs. 23.63 Lacs as compared to Rs. 32.80 Lacs recorded during the previous year. The Company recorded a net profit after tax of Rs. 0.53 Lacs as compared to profit of Rs. 5.56 Lacs during the previous year.

DIVIDEND

In order to further strengthen the Company and 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 2008-2009.

CHANGE OF NAME AND OBJECT OF THE COMPANY

Company has changed its object from Financial and Investment activities to Entertainment & Film activities for getting the benefit of tremendous business opportunities in this sector. Name of the Company has also been changed from Deal (India) Limited to Pooja Entertainment and Films Limited for reflecting its new business activity and Company has got the Certificate of Change of Object and Fresh Certificate of Incorporation for New Name from the Registrar of Companies, Maharashtra, Mumbai on 13th October, 2008.

SEGMENT PERFORMANCE

At present Company is engaged in the business of entertainment & films and there are no separate reportable segment.

INCREASE IN THE AUTHORISED SHARE CAPITAL

Company has increased its authorized share capital from Rs. 5.5 Crores to Rs. 30 Crores by way of Postal Ballot on 11th September, 2008.

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 2009-10 have been paid.

Company has voluntary delisted its shares from Ahmedabad Stock Exchange (ASE) on 29th April, 2009

as per the Special Resolution passed by the members of the Company by way of Postal Ballot on 11th September, 2008.

DEPOSITORY

For dematerialization of shares, Company has the connectivity with both the Depositories i.e. National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL).

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Bombay Stock Exchange, the Corporate Governance Report alongwith the Certificate by the Practising Company Secretary on its Compliances, Management Discussion and Analysis Report forms a part of this Annual 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 and Mrs. Puja Bhagnani retires by rotation in accordance with the provisions of Articles of Association of the Company and being eligible, offers themselves for re-appointment.

Mr. Namit Malhotra and Mr. Jacky Bhagnani resigned from the Directorship of the Company on 17th day of January, 2009. Your Board places on record their sincere appreciation of the valuable guidance and support received from these Directors.

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 on going 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 and look forward to their continue support.

For and on behalf of the Board of Directors

Vashudev Bhagnani
Managing Director

Puja Bhagnani
Director

Place : Mumbai
Date : 28th August, 2009

CORPORATE GOVERNANCE

“There are those who will tell you that business and ethics cannot stand together. In the short run it might appear that Companies pay a price for adhering to values while their competitors get ahead in a short time frame, but in the long run people would learn to distinguish, stakeholders learn to ask the right questions and distinguish between the grain and chaff. Those that don’t subscribe to values will fall by the way side; those that subscribe to values will last the course and will set benchmark.”

M. Damodaran

Former Chairman, Securities and Exchange Board of India

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:

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.

According to clause 49, if the chairman is Executive, at least 50% of the Board should consist of non-executive, independent directors. This provision is adequately met at POOJA ENTERTAINMENT AND FILMS LIMITED [Formerly Known as Deal (India) Limited]. There are three non-executive directors and all of them are independent as defined by clause 49(A) which ensures a good blend of executive and independent directors and achieves the desired level of independence of the Board. All the non-executives directors are eminent Professionals and businessman having a wide range of expertise and experience in management, administration, business finance, film industry, law etc. which bring with them wide range of skills and experience to 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 31.03.2009)	Directorship in other companies* (Nos.)	Committees of other companies**		Attendance at the Board Meetings		Attendance in last AGM
				Member	Chairman/Chairperson	No. of Meetings held	No. of Meetings attended	
Mr. Vashudev Bhagnani (Managing Director)	Executive Non-Independent	1831370	2	Nil	Nil	7	4	Yes
Mrs. Puja Bhagnani	Non-Executive Non-Independent	252519	2	Nil	Nil	7	4	Yes
Ms. Deepshikha Bhagnani	Non-Executive Non-Independent	243990	1	Nil	Nil	7	4	Yes
Mr. Jacky Bhagnani ¹	Non-Executive Non-Independent	243988	Nil	Nil	Nil	7	3	No
Mr. Vivek Bhole	Non-Executive, Independent	Nil	1	Nil	Nil	7	7	No
Mr. Ajay Tuli	Non-Executive, Independent	Nil	1	Nil	Nil	7	6	No
Mr. Karan Panjwani	Non-Executive, Independent	Nil	Nil	Nil	Nil	7	6	Yes
Mr. Namit Malhotra ²	Non-Executive, Independent	Nil	1	1	Nil	7	5	No
Mr. Padmakar Vasant Desai ³	Non-Executive, Non-Independent	Nil	1	Nil	Nil	7	2	No
Mrs. Pradnya Desai ⁴	Non-Executive, Non-Independent	Nil	1	Nil	Nil	7	2	No
Mr. Mangesh Desai ⁵	Non-Executive, Non-Independent	Nil	1	Nil	Nil	7	2	No
Ms. Prachi Desai ⁶	Non-Executive, Non-Independent	Nil	1	Nil	Nil	7	Nil	No
Mr. Eklavya Jain ⁷	Non-Executive, Independent	Nil	1	Nil	Nil	7	2	No

1. Mr. Jacky Bhagnani resigned from directorship w.e.f. 17th January, 2009.
2. Mr. Namit Malhotra resigned from directorship w.e.f. 17th January, 2009.
3. Mr. Padmakar Vasant Desai resigned from directorship w.e.f. 30th June, 2008.
4. Mrs. Pradnya Desai resigned from directorship w.e.f. 30th June, 2008.
5. Mr. Mangesh Desai resigned from directorship w.e.f. 30th June, 2008.
6. Ms. Prachi Desai resigned from directorship w.e.f. 30th June, 2008.
7. Mr. Eklavya Jain resigned from directorship w.e.f. 30th June, 2008.

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 7 times during the financial year ended 31st March 2009 on the following days:

Date	Board Strength	Number of Directors present
04.04.2008	8	7
30.06.2008	13	12
18.07.2008	8	8
28.07.2008	8	4
18.08.2008	8	7
22.10.2008	8	4
17.01.2009	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

The Audit Committee comprised of three Directors namely Mr. Namit Malhotra, Mr. Vivek Bhole and Mr. Ajay Tuli. But during the year Mr. Namit Malhotra has resigned from the directorship on 17th January, 2009. There after Board has reconstituted the Audit Committee and appointed Mr. Karan Panjwani on the Audit Committee on 17th January, 2009.

All the members of the Audit Committee possess 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 (Prior to Reconstitution)

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

Audit Committee (After Reconstitution)

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 year the Committee met 4 times on 28.06.2008, 28.07.2008, 17.10.2008 and 16.01.2009. The following directors were present in the meeting:

Name of the Members	No. of meetings attended
Mr. Namit Malhotra	3
Mr. Vivek Bhole	4
Mr. Ajay Tuli	4
Mr. Karan Panjwani	Nil

● REMUNERATION COMMITTEE

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

COMPOSITION

The Committee comprised three Non-Executive Independent Directors, namely Mr. Vivek Bhole, Mr. Namit Malhotra and Mr. Karan Panjwani. But Mr. Namit Malhotra has resigned from the directorship on 17th January, 2009. Thereafter, Mr. Ajay Tuli appointed on the Remuneration Committee on 17th January, 2009.

The composition of the Remuneration Committee as follows:

Remuneration Committee (Prior to Reconstitution)

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

Remuneration Committee (After Reconstitution)

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

Meeting of Remuneration Committee was held on 16th July, 2008 in which following directors were present.

Name of the Members	No. of meetings attended
Mr. Vivek Bhole	1
Mr. Namit Malhotra	1
Mr. Karan Panjwani	1
Mr. Ajay Tuli	Nil

REMUNERATION POLICY

(a) Remuneration to Executive Director

Payment of remuneration to the Mr. Vashudev Bhagnani, Managing Director of the Company is governed by the agreement between him and the company and is approved by the Board and the shareholders in terms of Schedule XIII to the Companies Act, 1956. This agreement with Managing Director is for a period of five years and renewed thereafter, on mutually accepted terms and conditions. The remuneration package of Mr. Vashudev Bhagnani comprises Rs. 25000/- p.m.

(b) Remuneration to Non-Executive Directors

The Non-Executive Directors are not paid any remuneration by way of commission, sitting fees or otherwise.

The Non-Executive Directors does not have any material pecuniary relationship or transaction with the Company.

● SHAREHOLDERS' / INVESTORS GRIEVANCE COMMITTEE

In terms of Clause 49 of the Listing Agreement, the Board has constituted the Shareholders/ Investor Grievances Committee. However, the same was reconstituted on 17th January, 2009.

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 (Prior to Reconstitution)

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



Shareholder/ Investor Grievance Committee (After Reconstitution)

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

Note:

Mr. Namit Malhotra has resigned w.e.f. 17th January, 2009. Thereafter Mr. Ajay Tuli has been appointed on the shareholders/investor grievance committee on 17th January, 2009.

Meetings and Attendance

During the Financial Year 2008-09 Shareholders/ Investor Grievances Committee Meetings were held on 18th April, 2008, 25th July, 2008, 23rd October, 2008 and 13th January, 2009.

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

Name of the Members	No. of meetings attended
Mr. Namit Malhotra	3
Mr. Vivek Bhole	4
Mr. Karan Panjwani	4
Mr. Ajay Tuli	Nil

4. DETAILS OF SHAREHOLDERS COMPLAINTS

- No. of Complaints pending as on 1st April, 2008 : NIL
- No. of Complaints received during 1st April 2008 to 31st March 2009 : NIL

- No. of Complaints resolved During 1st April 2008 to 31st March 2009 : NIL
- No. of Complaints pending as on 31st March, 2009 : 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. Balkrishan Pradhan, Company Secretary 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

A. 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:

FINAN CIAL YEAR	DAY	DATE	VENUE	TIME	NO. OF SPECIAL RESOLU TIONS SET OUT AT THE AGMS
2007-08	Monday	22.9.2008	Anchor Room No. II, 1st Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	11.30 a.m.	01
2006-07	Saturday	29.9.2007	Registered Office	11.00 a.m.	NIL
2005-06	Saturday	30.9.2006	Registered Office	11.00 a.m.	NIL

Special Resolution set out in the notice for the year 2007-08 was passed by the shareholders at the respective meetings with requisite majority.

B. PASSING OF RESOLUTION BY POSTAL BALLOT :

During the financial year 2008-09, Company has proposed Seven (7) items for the approval of the Shareholders by Postal Ballot on 11th September, 2008 in which Four (4) Special Resolutions and Two (2) Ordinary Resolution were passed and One (1) Ordinary Resolution was not passed by the Company's members. Details of the resolutions are as follows:

(a) Purpose of Resolutions:

1. Special Resolution under Section 17 (1) of the Companies Act, 1956 for Alteration in the Main and Incidental or Ancillary and other Object Clause of Memorandum of Association of the Company.
2. Special Resolution under Section 21 of the Companies Act, 1956 for Change of Name of the Company subject to the approval of the Registrar of Companies, Maharashtra.
3. Ordinary Resolution under Section 94 and 97 of the Companies Act, 1956 for Increasing in Authorised Share Capital and Alteration in the Capital Clause of the Memorandum of Association of the Company.
4. Special Resolution under Section 31 of the Companies Act, 1956 for Alteration in the Article 4 of

the Articles of Association of the Company.

5. Special Resolution under Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 for Delisting of securities of the Company from Ahmedabad Stock Exchange.
6. Ordinary Resolution under section 198, 269, 302, 309, 310 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII for appointment of Mr. Vashudev Bhagnani as Managing Director of the Company
7. Ordinary Resolution under section 293 (1)(d) and other applicable provisions of the Companies Act, 1956 for authority of borrowings power to the Board.

(b) Person who conducted the postal ballot exercise:

Board appointed Mr. Achal Dass, Practising Chartered Accountants, as the Scrutinizer to conduct postal ballot voting process. Mr. Achal Dass conducted process and submitted his report to the Chairman and Managing Director.

(c) Procedure followed:

- (i) The Postal Ballot Notice and accompanying documents were dispatched to shareholders under certificate of posting.
- (ii) A calendar of events along with Board Resolution was submitted to the Registrar of Companies,



Maharashtra, Mumbai and Bombay Stock Exchange Limited (BSE).

(d) Details of voting pattern:

After scrutinizing all the ballot forms received, the Scrutinizer reported that:

1. Total Number of Postal Ballot received : 25 Ballot
2. Number of Shares represented by aforesaid Shareholders : 2582967 Eq. Shares

ITEM NO.	SPECIAL / ORDINARY RESOLUTION	TOTAL VOTING STRENGTH VOTED IN FAVOUR OF THE RESOLUTION
01	Special Resolution	99.96 %
02	Special Resolution	99.96 %
03	Ordinary Resolution	99.96 %
04	Special Resolution	99.96 %
05	Special Resolution	99.96 %
06	Ordinary Resolution	99.96 %
07	Ordinary Resolution	0.39 %

8. DISCLOSURES:

- a. In respect of related party transaction, the transaction with related parties has been disclosed in the note no. '13' of the notes to accounts, in schedule 'O' 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. However Bombay Stock Exchange Limited has imposed a re-instatement penalty of Rs. 2,80,000/- on the Company for revocation of suspension of the trading of securities of 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 with in one month 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 with in 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 L99999MH1986PTC040559.

b. Annual General Meeting:

Day, Date & Time:

Friday the 25th Day of September, 2009 at 11.30 A.M.

Venue: Anchor Room No. II,
1st Floor, Hotel Sun & Sand,
Juhu, Mumbai - 400049

c. Financial Year:

From April 01 to March 31.

d. Financial Calendar 2009-10 (Tentative):

Financial Reporting for the quarter ending June 30, 2009	End of July 2009
Financial Reporting for the quarter ending September 30, 2009	End of October 2009
Financial Reporting for the quarter ending December 31, 2009	End of January 2010
Financial Reporting for the quarter ending March 31, 2010	End of April 2010

e. Dates of Book Closure:

From 19th day of September, 2009 to 25th day of September, 2009 (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:

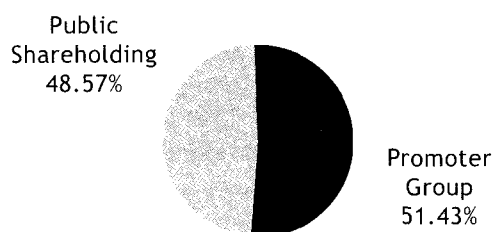
M/s. Sharex Dynamic (India) Private Limited is your Company's Share Transfer Agent. Share transfers in physical form and other communications regarding shares, dividend, change of address, etc. may be addressed to:

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 and CDSL through their respective Depository 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, 2009.



j. Share Ownership Pattern as on March 31, 2009.

SL. NO.	CATEGORY	NO. OF SHARES HELD	% OF SHARE CAPITAL
A	PROMOTERS HOLDING		
1	Promoters		
	-Indian Promoters	2571867	51.43
	-Foreign Promoters	Nil	Nil
2	Persons acting in concert	Nil	Nil
	Sub-total (A)	2571867	51.43
B	NON-PROMOTERS HOLDINGS		
3.	Institutional Investors		
a.	Mutual Funds and UTI	Nil	Nil
b.	Banks and Financial Institutes	Nil	Nil
c.	FIs	Nil	Nil
d.	Others	Nil	Nil
	Sub-total	Nil	Nil
4.	Non-Institutional Investors		
a.	Bodies Corporate	2034500	40.69
b.	Individuals Holdings	394133	7.88
c.	NRI Holdings	Nil	Nil
d.	Any others	Nil	Nil
	Sub-total (B)	2428633	48.57
C.	Held by Custodian against Dep-Receipts		
	Sub-total (C)	Nil	Nil
	Grand Total (A+B+C)	5000500	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
31.03.2009	2651390	5000500	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 (CDSL). Electronic holding by members comprises of 53.02% of the paid up share capital of the Company held through the National Securities Depository Limited (52.63%) and Central Depository Securities (India) Ltd. (0.39%) as on 31st March, 2009.

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 and CDSL.

n. Secretarial Audit:

As stipulated by SEBI, a Qualified Practicing Chartered Accountants 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 CDSL) 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 addresses:

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

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 2008-09.

Vashudev Bhagnani
Managing Director

Place : Mumbai
Date : 25.06.2009

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
PUJA ENTERTAINMENT AND FILMS LTD.

We have examined the compliance of conditions of Corporate Governance by PUJA ENTERTAINMENT AND FILMS LIMITED {Formerly Known as (DEAL (INDIA) LTD.)} for the year ended on March 31, 2009 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 **Kaushal Dalal & Associates**
Company Secretaries

Kaushal Dalal
M. No. 20547

Place: Mumbai
Date : 25.06.2009

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Indian Media & Entertainment (M&E) Industry is one of the fastest growing industries in the country. Its various segments- Film, television, advertising, print media and music among others- have witnessed tremendous growth in the last few years.

With A. R. Rahman and Resul Pokutty having won Oscars for their commendable work in Slumdog Millionaire, the spotlight has shifted on India and the immense talent and potential it offers.

According to report jointly published by the Federation of Indian Chambers of Commerce and Industry (FICCI) -KPMG, the media and entertainment industry in India is likely to grow 12.5 percent per annum over the next five years and touch US\$ 20.09 billion by 2013.

The Indian film industry is the largest in the world in terms of number of films produced per year. The FICCI-KPMG study values the Indian Film Industry at US\$ 2.11 billion and projects its growth at 9.1 percent till 2013.

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.

GOVERNMENT INITIATIVES:

The Government has initiated major reform measures, which have had a cascading effect on the growth of industry.

- Permitting 100% foreign direct investment (FDI) through the automatic route for film industry and advertising.
- Allowing 49% foreign holding in cable TV and DTH.
- Allowing 100% FDI in non-news publication and 26% FDI in news publication.
- The Government has allowed 100% FDI in fax editions of magazines and newspapers.
- The FM radio sector was opened for FDI with a 20% cap.
- Permitting setting up of unlinking hubs for satellite unlinking by private TV broadcasters from Indian Soil.
- Giving Industry status to the film segment.
- Opening FM radio operations to the private sector.
- The Government has allotted US\$ 50.13 million in the current Five-Year-Plan for various development projects of the film industry. The funds will be utilized to set up a centre for excellence in animation, gaming and visual effects among others.

OPPORTUNITIES:

1. **The Indian film industry is one of the largest globally with a history of steady growth:**

With Films being the most popular form of mass entertainment in India, the film industry has witnessed robust double-digit growth over the past decade with domestic box office collections (accounting 75% of total film industry revenues) growing at CAGR of 16% over FY2005-FY2008. It is believed that favorable economics and demographics will help the sector sustain high growth.



2. Demographic and economic scenario supports long term fundamentals:

Unlike other countries, the Indian Economy is still growing, albeit at lower rate than before. Further 70% of the Indian population is below 30 years of age, presenting a good opportunity for marketers.

3. Multiplexes set to dominate film exhibition space over the next decade:

Films are the most affordable and popular out-of-home entertainment medium in India. With increasing consumer spending and greater awareness, there is growing demand for improvement in quality and technology of films, making multiplexes a preferred choice over single screen theaters. The growth in organized retail further creates opportunity for greater penetration by multiplexes, as multiplexes. Act as anchor tenants in malls by attracting footfalls.

4. Integration across value chain and changing business mix creating additional value:

On the back of high growth witnessed in the sector, film exhibition companies are increasingly looking for opportunities to vertically integrate across the film industry value chain (production, distribution and exhibition) and diversify their business mix into other entertainment related revenue generating avenues such as food courts, gaming, advertising etc.

RISK & MITIGATION:

- **Economic Slowdown:** It is believed that the ongoing economic slowdown may hit the frequency of theatre visits by moviegoers, mainly to multiplexes.

- **Piracy:** It continues to dampen the growth and reduces the revenue of the producers. Duplicate CD's, showing of movies by cable owner decreases the revenues of film producers. High entertainment tax affects revenues to some extent.
- **Competition from other forms of entertainment:** Supply of different types and formats of entertainment, like theme parks, movie-on-demand on DTH and cable platforms, World Cup & Indian Premier League (IPL), live gaming, amongst others, could affect revenues.
- **Execution delays:** There is a possibility of delays in execution of projects due to funding issues, over-ambitious targets, slowdown in organized retail and sluggish real estate activity.
- **Quality of Content:** Good quality content is the key driver of footfalls in multiplexes. While generally the quality of content is improving, in any particular year if the content released is commercially unsuccessful, this could impact revenues of multiplexes. 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. Correspondingly, unviable movies with weak scripts should find it difficult to garner funding. Therefore although the average number of films produced annually in India is expected to fall from over 900 in 2004 to around 600 by 2010, the quality of movies produced is expected to increase.

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:

During the year under review, company has changed its object from “Investment and Finance Activities” to “Film Production and Entertainment Activities”. So the results for the period from 01-04-2008 to 30-09-2008 pertains to Investment and Financial activities and results for the period from 01-10-2008 to 31-03-2009 pertains to Film Production and Entertainment business only. Details of which are as stated below:-

Particulars	For the period 01-04-2008 to 30-09-2008	For the period 01-10-2008 to 31-03-2009	Total
A. Income	163433	2200000	2363433
B. Expenditure	391409	1468847	1860256
C. Profit/(Loss) Before Tax	(227976)	731153	503177
D. Profit After Tax and Prior Period Expenses			52752

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.,
(Formerly Known as **DEAL (INDIA) LIMITED**)
Mumbai

We have audited the attached Balance sheet of the **POOJA ENTERTAINMENT AND FILMS LTD. (Formerly Known as DEAL (INDIA) LIMITED)**, Mumbai ("the Company") as at 31st March, 2009 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 31.03.2009 and taken on record by the board of directors, we report that none of the directors is disqualified as on 31.03.2009 from being appointed as a director of the Company in terms of clause (g) of sub section (1) of section 274 of The Company 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 2009;
- 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

(Durgesh Khandelwal)
Partner
M.NO. 077390

Place : Mumbai
Date : 25.06.2009

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF POOJA ENTERTAINMENT AND FILMS LIMITED

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.

2. Inventories :

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

3. Loans and advances either granted or taken:

- a) The Company has not accepted any loans during the year from 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, clause 4 (iii) (b, c & d) are not applicable to the company.



- b) 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) (e) of the companies (Auditor's Report) Order, 2003, clause 4 (iii) (f & g) are not applicable to the company.

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 except Rs. 12,25,000/- payable to Registrar of Companies, Mumbai (Maharashtra)

towards fee for increase in authorized share capital of the company and Rs. 4,90,000/- towards stamp duty for the same.

- 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 has it incurred any Cash losses during the financial period ended on that date or in the immediately preceding financial period.

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 security by way 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 loans 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

(Durgesh Khandelwal)
Partner
M.NO. 077390

Place : Mumbai
Date : 25.06.2009

BALANCE SHEET AS AT 31ST MARCH, 2009

Particulars	Schedules	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
SOURCES OF FUND:			
Shareholders' Funds			
Share Capital	A	35,978,500.00	35,978,500.00
Reserves & Surplus	B	1,396,461.00	1,343,709.00
	TOTAL	<u>37,374,961.00</u>	<u>37,322,209.00</u>
Loan Funds :			
Secured Loans		-	-
Unsecured Loans		-	-
	TOTAL	<u>37,374,961.00</u>	<u>37,322,209.00</u>
APPLICATION OF FUNDS:			
Fixed Assets:	C		
Gross Block		8,608,746.00	8,608,746.00
Less: Depreciation		6,944,632.00	6,458,856.00
Net Block		1,664,114.00	2,149,890.00
Capital work- in- progress		-	-
	TOTAL	<u>1,664,114.00</u>	<u>2,149,890.00</u>
Investments	D	9,036,000.00	9,546,000.00
Current Assets, Loans & Advances:			
a) Inventories		-	-
b) Sundry Debtors	E	7,581,092.00	5,630,352.00
c) Cash and Bank Balances	F	2,896,802.00	3,958,445.00
d) Loans and Advances	G	17,481,022.00	16,765,088.00
		<u>27,958,916.00</u>	<u>26,353,885.00</u>
Less: Current Liabilities & Provisions	H		
a) Liabilities		2,241,454.00	218,141.00
b) Provisions		414,615.00	509,425.00
		<u>2,656,069.00</u>	<u>727,566.00</u>
Net Current Assets		25,302,847.00	25,626,319.00
Miscellaneous Expenditure (To the extent not w/off or adjusted)	I	1,372,000.00	-
	TOTAL	<u>37,374,961.00</u>	<u>37,322,209.00</u>
Notes to the Accounts & Significant Accounting Policies	L		

The Schedules referred to above form an integral part of the Balance Sheet.

As per our report of even date attached
For KHANDELWAL & KHANDELWAL ASSOCIATES
CHARTERED ACCOUNTANTS

For and on behalf of the Board

Durgesh Khandelwal
Partner
M.NO. 077390

Vashudev Bhagnani
Managing Director

Puja Bhagnani
Director

Place : Mumbai
Date: 25.06.2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009



Particulars	Schedules	Year Ended 31st March 2009 Rs.	Year Ended 31st March 2008 Rs.
INCOME			
Sales & Service Revenues		2,361,000.00	3,280,224.00
Other Income - Misc. receipts		2,433.00	-
	TOTAL	2,363,433.00	3,280,224.00
EXPENDITURE			
Cost of Goods Sold	J	-	343,756.00
Operating and Administrative Expenses	K	989,003.00	831,349.00
Interest		42,477.00	1,119.00
Depreciation		485,776.00	515,356.00
Miscellaneous Expenditure Written off		343,000.00	184,278.00
	TOTAL	1,860,256.00	1,875,858.00
Profit Before Tax		503,177.00	1,404,366.00
Less: Provision for Tax:			
Current Tax		413,631.00	500,000.00
Deferred Tax		-	-
Fringe Benefit Tax		974.00	9,425.00
Profit After Tax		88,572.00	894,941.00
Less: Tax Adjustment for earlier years		-	338,790.00
Less: Prior Period Adjustments		35,820.00	-
Profit After Tax and Prior Period adjustments		52,752.00	556,151.00
Balance brought forward from previous year		556,151.00	-
Balance available for Appropriation		608,903.00	556,151.00
Balance Carried to Balance Sheet		608,903.00	556,151.00
Earning Per Share - Basic Rs.		0.01	0.15
Diluted Rs.		0.01	0.15

Notes to the Accounts & Significant Accounting Policies L

The Schedules referred to above form an integral part of the Profit and Loss Account.

As per our report of even date attached
For **KHANDELWAL & KHANDELWAL ASSOCIATES**
CHARTERED ACCOUNTANTS

For and on behalf of the Board

Durgesh Khandelwal
Partner
M.NO. 077390

Vashudev Bhagnani Puja Bhagnani
Managing Director Director

Place : Mumbai
Date: 25.06.2009

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009

Particulars	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax	467,357.00	1,404,366.00
Adjustment for:		
Add: Depreciation	485,776.00	515,356.00
Add: Miscellaneous Expenditure Written off	343,000.00	184,278.00
Less: Profit on sale of Investment	-	-
Add: Loss on sale of fixed assets	-	229,032.00
Operating cash flow before changes in working capital	1,296,133.00	2,333,032.00
Working Capital changes:		
(increase)/decrease in inventories	-	86,275.00
(increase)/decrease in sundry debtors	(1,950,740.00)	(688,296.00)
(increase)/decrease in loans and advances	(688,554.00)	341,644.00
Increase/(decrease)in current liabilities	2,023,313.00	(146,359.00)
(increase)/decrease in Miscellaneous Expenditure	(1,715,000.00)	-
Cash generated from operations	(1,034,848.00)	1,926,296.00
Tax Paid (including Tax Deducted at Source)	(536,795.00)	(338,790.00)
Net cash generated by operating activities (A)	(1,571,643.00)	1,587,506.00
B) CASH FLOW FROM INVESTING ACTIVITIES:		
Sale of fixed assets	-	76,498.00
Sale of Investment	510,000.00	-
Net cash generated by investing activities (B)	510,000.00	76,498.00
C) CASH FLOW FROM FINANCING ACTIVITIES:		
Calls in arrear	-	575.00
Net cash generated by financing activities (C)	-	575.00
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(1,061,643.00)	1,664,579.00
Cash and cash equivalents at the beginning of the year	3,958,445.00	2,293,866.00
Cash and cash equivalents at the end of the year	2,896,802.00	3,958,445.00
Note :		
Cash and cash equivalents at the year end comprise:		
1) Cash on hand	2,836,542.00	3,269,337.00
Balance with scheduled banks in:		
Current Accounts	60,260.00	689,108.00
	2,896,802.00	3,958,445.00

2) The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard 3, 'Cash Flow Statement' issued by the institute of Chartered Accountants of India.

As per our report of even date attached
For **KHANDELWAL & KHANDELWAL ASSOCIATES**
CHARTERED ACCOUNTANTS

For and on behalf of the Board

Durgesh Khandelwal
Partner
M.NO. 077390

Vashudev Bhagnani Puja Bhagnani
Managing Director Director

Place : Mumbai
Date: 25.06.2009

SCHEDULES FORMING PART OF BALANCE SHEET



Particulars	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
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SCHEDULE "A"

SHARE CAPITAL

Authorised Share Capital:

3,00,00,000 (Previous year 5,500,000)

Equity Shares of Rs. 10/- each

300,000,000.00

55,000,000.00

Issued and Subscribed & Paid-up Capital:

5,000,500 (Previous year 5,000,500)

Equity Shares of Rs. 10/- each fully called up

50,005,000.00

50,005,000.00

Less : Calls in Arrears

14,026,500.00

14,026,500.00

TOTAL

35,978,500.00

35,978,500.00

SCHEDULE "B"

RESERVES AND SURPLUS

General Reserve

787,558.00

787,558.00

Balance in Profit & Loss Account

608,903.00

556,151.00

TOTAL

1,396,461.00

1,343,709.00

SCHEDULE- "C"
FIXED ASSETS

(Amount in Rs.)

SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01.04.08	Additions During the Period	Deductions During the Period	As at 31.03.09	As at 01.04.08	For the Year	Deductions During the Period	As on 31.03.09	As at 31.03.09	As at 31.03.08
1	Training Instrument	14486.00	-	-	14486.00	5504.00	688.00	-	6192.00	8294.00	8982.00
2	Web Portal	1134916.00	-	-	1134916.00	323445.00	53912.00	-	377357.00	757559.00	811471.00
	Leased Assets										
3	Machinery	7459344.00	-	-	7459344.00	6129907.00	431176.00	-	6561083.00	898261.00	1329437.00
	Total	8608746.00	-	-	8608746.00	6458856.00	485776.00	0.00	6944632.00	1664114.00	2149890.00

SCHEDULES FORMING PART OF BALANCE SHEET



Particulars	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
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SCHEDULE "D"

INVESTMENT - AT COST

UNQUOTED

Agarwal Agriculture Farms Pvt. Ltd.	2,000,000.00	2,000,000.00
Goodyear Property Invt. Ltd.	1,500,000.00	1,500,000.00
L. Harjivandas Textiles Ltd.	1,050,000.00	1,050,000.00
Mehta Trend Analysis Consultancy Pvt. Ltd.	50,000.00	50,000.00
Saiba Hotels Pvt. Ltd.	3,000,000.00	3,000,000.00
Shares - Miscellaneous	51,000.00	51,000.00
Saraswat Co-Op Bank Ltd.	-	10,000.00
Vimochan Pictures Ltd.	1,000,000.00	1,000,000.00
Deal India. Com (P) Ltd.	-	500,000.00
Cosmic Bio-Tech & Herbals Ltd.	385,000.00	385,000.00
TOTAL	9,036,000.00	9,546,000.00

SCHEDULE "E"

SUNDRY DEBTORS

(Unsecured, considered good)

Outstanding for a period exceeding six months	5,630,352.00	5,630,352.00
Others	1,950,740.00	-
TOTAL	7,581,092.00	5,630,352.00

SCHEDULE "F"

CASH & BANK BALANCES

In current account with Scheduled Banks	60,260.00	689,108.00
Cash on hand	2,836,542.00	3,269,337.00
TOTAL	2,896,802.00	3,958,445.00

SCHEDULES FORMING PART OF BALANCE SHEET

Particulars	As at 31st March 2009 Rs.	As at 31st March 2008 Rs.
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SCHEDULE "G"

LOANS & ADVANCES

(Unsecured, considered good)

Advances recoverable in cash or in kind
or for value to be received

10,593,570.00 9,805,016.00

Deposits

6,356,257.00 6,456,257.00

Advance Tax & Tax deducted at source

531,195.00 503,815.00

TOTAL

17,481,022.00 16,765,088.00

SCHEDULE "H"

CURRENT LIABILITIES AND PROVISIONS

CURRENT LIABILITIES

Sundry Creditors

366,394.00 208,641.00

Other Current Liabilities

1,875,060.00 9,500.00

2,241,454.00 218,141.00

PROVISIONS

Provision for Income Tax & FBT

414,615.00 509,425.00

TOTAL

2,656,069.00 727,566.00

SCHEDULE "I"

MISCELLANEOUS EXPENDITURE

Opening Balance

- 184,278.00

Add: Expenses incurred during the year

1,715,000.00 -

Less: written off during the year

343,000.00 184,278.00

TOTAL

1,372,000.00 -

SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT



Particulars	Year Ended 31st March 2009 Rs.	Year Ended 31st March 2008 Rs.
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SCHEDULE "J"

COST OF GOODS SOLD

Opening Stock	-	86,275.00
Add:- Purchases	-	257,481.00
	-	<u>343,756.00</u>
Less:- Closing Stock	-	-
TOTAL	-	<u>343,756.00</u>

SCHEDULE "K"

OPERATING AND ADMINISTRATIVE EXPENSES

Auditors Remuneration	15,000.00	9,500.00
Advertisement	63,157.00	8,217.00
AGM Expenses	21,631.00	-
Bank Charges	1,719.00	18,831.00
Business Promotion	6,000.00	88,322.00
Conveyance	4,854.00	-
Electricity Charges	-	3,629.00
Fax Charges	490.00	-
Internet Charges	-	9,700.00
Insurance	-	23,079.00
Legal Expenses	13,505.00	213,044.00
Listing Fees	25,000.00	-
Loss on sale of Fixed Assets (Net)	-	229,032.00
Miscellaneous Expenses	11,509.00	8,029.00
Office Expenses	-	20,244.00
Rent	-	51,500.00
Postage Expenses	12,560.00	120.00
Printing & Stationary	47,466.00	4,501.00
Professional Charges	231,349.00	40,983.00
Remuneration to Director	211,290.00	-
Repair & Maintenance	-	14,210.00
Salary	320,000.00	47,800.00
Telephone Expenses	3,473.00	40,608.00
TOTAL	<u>989,003.00</u>	<u>831,349.00</u>

ACCOUNTING POLICIES AND NOTES FORMING PART OF THE BALANCE SHEET AS AT AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009.

SCHEDULE "L"

I) Significant Accounting Policies

1) Basis of preparation of financial statements :

The financial statements are prepared under the historical cost convention on an accrual basis and in accordance with applicable accounting standards issued by the Institute of Chartered Accountants of India.

2) Revenue Recognition:

Expenses and income considered payable and receivable respectively have been 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.

3) Fixed Assets:

Fixed assets are stated at historical cost less accumulated depreciation. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

4) Depreciation:

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

5) Investments:

Investments are classified as Long term investments and valued at cost. Provision for decline in the value of investments is made wherever the decline is other than of a temporary nature.

6) Accounting for taxes on income:

Provision for Current Tax and Fringe Benefit Tax has been made in accordance with the provisions of Income Tax Act, 1961.

Deferred Tax is recognised for all timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognised unless there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

7) 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.



II) NOTES ON ACCOUNTS

1) Managerial Remuneration:

Details of remuneration of Managing Director is as follows :

Particulars	March 31,2009	March 31,2008
Directors Remuneration	211,290.00	—

- 2) Capital commitment Rs. NIL. (Previous Year Rs. NIL)
- 3) Earning in foreign currency Rs. NIL. (Previous Year Rs. NIL)
- 4) Expenditure in foreign currency Rs. NIL. (Previous Year Rs. NIL)

5) Earning Per Share:

Computation of earning per share is as under:

Particulars	March 31,2009	March 31,2008
Net profit / (loss) after tax for the year	52,752	556,151
Equity shares outstanding as at the year end	5,000,500	5,000,500
Weighted average number of shares used as denominator for calculating basics earnings per share	3,597,850	3,597,850
Weighted average number of shares used as denominator for calculating diluted earnings per share	3,597,850	3,597,850
Nominal value per share (Rs.)	10	10
Earnings per share:		
Basic	0.01	0.15
Diluted	0.01	0.15

- 6) As the company is not manufacturing any items, the additional information pursuant to Part II-B of Schedule VI of the Companies Act, 1956 has not been furnished.
- 7) The Provision of Provident Fund & Gratuity Act are not applicable to the company.
- 8) Remuneration to Auditors as Auditor Rs. 15000/- (Previous Year Rs. 9500/-)
- 9) 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.

- 10) The figures of Sundry Debtors, Sundry Creditors and Loans & Advances are subject to confirmation and reconciliation, wherever required.
- 11) Expenses of Rs. 1,715,000/- on increase in authorised share capital are deferred and written off over a period of five years.
- 12) As per information and explanations from the management there are no micro, small and medium enterprises as defined in Micro, Small and Medium Enterprise Development Act, 2006 to whom company owes any dues.

13) RELATED PARTY DISCLOSURE :

Information on related party transactions as required by Accounting Standard - 18 for the year ended 31st March, 2009 are as follows :

A) List of Related Parties:

Key Management Personnel	Designation
1) Mr. Vashudev Bhagnani	Managing Director
2) Mrs. Puja Bhagnani	Director
3) Mr. Jacky Bhagnani	Director
4) Ms. Deepshikha Bhagnani	Director

Enterprises under the control of key management personnel and their relatives:

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



B) Transaction with Related Parties :

Description of the Nature of transaction	Description of the Relationship	Related Party	Amount
Directors Remuneration	Key Management Personnel	Mr. Vashudev Bhagnani	211,290.00
Services rendered	Enterprise under control of KMP	Puja Entertainment (India) Ltd.	22,00,000.00

- 14) During the year company has changed its object from "Investment and Finance Activities" to "Film Production and Entertainment Activities" and has changed its name to "Pooja Entertainment and Films Limited". Results for the period from 01-04-2008 to 30-09-2008 pertains to Investment and Financial Activities and results for the period from 01-10-2008 to 31-03-2009 pertains to Film Production and Entertainment business only. Breakup of which is as stated below:-

Particulars	For the period 01-04-2008 to 30-09-2008	For the period 01-10-2008 to 31-03-2009	Total
A. Income :			
Sales & Service Revenues	161000	2200000	2361000
Other Income	2433	-	2433
Total (A)	163433	2200000	2363433
B. Expenditure :			
Operating and Administrative Expenses	148521	840482	989003
Interest	-	42477	42477
Depreciation	242888	242888	485776
Miscellaneous Expenditure Written off	-	343000	343000
Total (B)	391409	1468847	1860256
C. Profit/(Loss) Before Tax	(227976)	731153	503177
D. Tax Expenses			414605
E. Profit After Tax (C-D)			88572
F. Prior Period Expenses			35820
G. Profit After Tax and Prior Period Expenses (E-F)			52752

- 15) Previous Year's figures have been regrouped and reclassified wherever necessary to confirm with current year's classification.

As per our report of even date attached
For **KHANDELWAL & KHANDELWAL ASSOCIATES**
CHARTERED ACCOUNTANTS

Durgesh Khandelwal
Partner
M.NO. 077390

Place : Mumbai
Date: 25.06.2009

For and on behalf of the Board

Vashudev Bhagnani Puja Bhagnani
Managing Director Director

ADDITIONAL INFORMATION AS REQUIRED UNDER PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:

(I) REGISTRATION DETAILS :

CIN No. : L99999MH1986PTC040559
State Code : 11
Balance Sheet Date : 31/03/2009

(II) CAPITAL RAISED DURING THE PERIOD (AMOUNT IN RS.):

Public Issue : NIL
Rights Issue : NIL
Bonus Issue : NIL
Private Placement : NIL

(III) POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN Rs.)

Total Liabilities : 37,374,961.00
Total Assets : 37,374,961.00

Sources of Funds

Paid up capital : 35,978,500.00
Reserve & Surplus : 1,396,461.00
Secured Loans : NIL
Unsecured Loans : NIL

Application of Funds

Net Fixed Assets : 1,664,114.00
Investments : 9,036,000.00
Net Current Assets : 25,302,847.00
Misc. Expenditure : 1,372,000.00

(IV) PERFORMANCE OF COMPANY (AMOUNT IN Rs.)

Turnover : 2,363,433.00
Total Expenditure : 1,896,076.00
Profit/(Loss) before Tax : 503,177.00
Profit/(Loss) after Tax : 52,752.00
Earning per Share in Rs.:
Basic : 0.01
Diluted : 0.01
Dividend Rate (%) : NIL

(V) GENERIC NAMES OF THREE PRINCIPAL SERVICES OF COMPANY: (AS PER MONETARY TERMS)

Item Code No. (ITC Code) : Not Applicable
Service Description : Not Applicable

For and on behalf of the Board

Place : Mumbai
Date : 25.06.2009

Vashudev Bhagnani
Managing Director

Puja Bhagnani
Director

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 22nd Annual General Meeting of the Company held on Friday, 25th September, 2009 at 11:30 A.M. at Anchor Room No. II, 1st 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

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 22nd ANNUAL GENERAL MEETING of the Company to be held on Friday, 25th September, 2009 at 11:30 A.M. at Anchor Room No. II, 1st Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049 and at any adjournment thereof.

Signed this _____ day of _____ 2009

Signature _____

Affix a
Re. 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.

If undelivered, please return to :



POOJA ENTERTAINMENT AND FILMS LTD.

(formerly known as Deal (India) Ltd.)

Registered Office

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