

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

CONTENTS

Notice	2
Director's Report	4
Report on Corporate Governance	7
MD's declaration on the Affirmation of Code of Conduct	16
Certificate on Corporate Governance	16
Management Discussion and Analysis Report	17
Auditor's Report	19
Balance Sheet	24
Profit & Loss Account	25
Cash Flow Statement	26
Schedules	27
Balance Sheet Abstract	36
Proxy Form	37

NOTICE

Notice is hereby given that the **TWENTY THIRD ANNUAL GENERAL MEETING** of the members of **POOJA ENTERTAINMENT AND FILMS LIMITED [Formerly Known as Deal (India) Limited]** will be held on Saturday, the 07th Day of August, 2010 at 11.30 A.M. at Anchor Room No. II, 2nd 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 2010 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. Karan Panjwani, 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. Karan Panjwani 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

Balkrishan Pradhan
Company Secretary

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 : 9th July, 2010

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 Monday 2nd August, 2010 to Saturday 7th August, 2010 (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:
- 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.
 - 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

Balkrishan Pradhan
Company Secretary

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 : 9th July, 2010

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. Karan Panjwani
Date of Birth	25.11.1980
Date of Appointment	30.06.2008
Qualifications	Commerce Graduate
Expertise in functional area	He has over 4 years of experience in the Film Industries.
Other Directorship	Nil
Other Committee Memberships	Nil
Shareholding	Nil

DIRECTORS' REPORT

Dear Shareholders,

Your directors have pleasure in presenting the Twenty Third Annual Report along with the audited accounts of the Company for the year ended 31st March, 2010

FINANCIAL RESULTS

(Rs. in lakhs)

Particulars	Year ended 31.03.2010	Year ended 31.03.2009
Total Income	20.00	23.63
Total Expenditure	15.84	18.60
Profit (Loss) Before Taxation	4.15	5.03
Less: Provision for Taxation	3.90	4.15
Less: Prior Period Adjustments	—	0.35
Profit/(Loss) After Taxation and Prior Period Adjustments	0.25	0.53
Surplus brought forward	6.09	5.56
Amount available for appropriation	6.34	6.09
Balance carried to Balance Sheet	6.34	6.09

RESULTS OF OPERATIONS

During the year under review, the Company recorded a turnover of Rs. 20.00 Lacs, as compared to Rs. 23.63 Lacs recorded during the previous year. The Company recorded a net profit after tax of Rs. 0.25 Lacs as compared to profit of previous year of Rs. 0.53 Lacs during the previous year.

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 2009-2010.



SEGMENT PERFORMANCE

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

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 for the year 2010-2011 has been paid to the Bombay Stock Exchange Limited (BSE).

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).

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. Karan Panjwani 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 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 continued support.

For and on behalf of the Board of Directors

Vashudev Bhagnani
Managing Director

Puja Bhagnani
Director

Place : Mumbai
Date : 29th May, 2010

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 dept 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. Today's 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 31.03.2010)	Directorship in other companies* (Nos.)	Committees of other companies**		Attendance at the Board Meetings		Attendance in last AGM
				Member	Chairman	No. of Meetings held	No. of Meetings attended	
Mr. Vashudev Bhagnani (Managing Director)	Executive Non-Independent	1,831,370	2	Nil	Nil	4	4	Yes
Mrs. Puja Bhagnani	Non-Executive Non-Independent	252,519	2	Nil	Nil	4	4	Yes
Ms. Honey Bhagnani	Non-Executive Non-Independent	243,990	1	Nil	Nil	4	4	Yes
Mr. Vivek Bhole	Non-Executive Independent	Nil	1	Nil	Nil	4	4	No
Mr. Ajay Tuli	Non-Executive Independent	Nil	1	Nil	Nil	4	4	No
Mr. Karan Panjwani	Non-Executive Independent	Nil	Nil	Nil	Nil	4	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 4 times during the financial year ended 31st March 2010 on the following days:

Date	Board Strength	Number of Directors present
25-06-2009	6	6
30-07-2009	6	6
28-10-2009	6	6
29-01-2010	6	6

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 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

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 25-06-2009, 30-07-2009, 28-10-2009 and 29-01-2010. 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, 2010.

● 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 2009-10 Shareholders/ Investor Grievances Committee Meetings were held on 30th July, 2009 and 29th January 2010.

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

- No. of Complaints pending as on 1st April, 2009 : NIL
- No. of Complaints received during 1st April 2009 to 31st March 2010 : NIL
- No. of Complaints resolved During 1st April 2009 to 31st March 2010 : NIL
- No. of Complaints pending as on 31st March, 2010 : 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

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
2008-09	Friday	25.9.2009	Anchor Room No. II, 1st Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	11.30 a.m.	NIL
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

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

8. DISCLOSURES:

- In respect of related party transaction, the transaction with related parties has been disclosed in the note no. 'II(13)' of the notes to accounts, in schedule 'K' to the financial statement.
- 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.

- The Company has not yet formulated Whistle Blower Policy, the same being a non-mandatory requirement of Clause 49 of Listing Agreement.
- 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:

Saturday the 07th Day of August, 2010 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 2010-11 (Tentative):

Financial Reporting for the quarter ending June 30, 2010	2nd Week of August 2010
Financial Reporting for the quarter ending September 30, 2010	2nd Week of November 2010
Financial Reporting for the quarter ending December 31, 2010	2nd Week of February 2011
Financial Reporting for the quarter ending March 31, 2011	2nd Week of May 2011

e. Dates of Book Closure:

From 02nd day of August, 2010 to 07th day of August, 2010 (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:

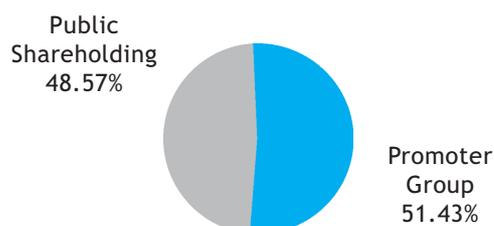
M/s. Sharex Dynamic (India) Private Limited

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, 2010.



j. Share Ownership Pattern as on March 31, 2010.

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	2,034,500	40.69
b.	Individuals Holdings	394,133	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
31.03.2010	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 (52.45%) and Central Depository Securities (India) Ltd. (0.57%) as on 31st March, 2010.

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

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 2009-10.

Vashudev Bhagnani
Managing Director

Place : Mumbai
Date : 29.05.2010

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, 2010 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 **Neelesh Gupta & Co.**
Company Secretaries

Neelesh Gupta
M. No. 19163

Place: Mumbai
Date : 29.05.2010

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 industries contributes approximately 27% to the entire entertainment pie. According to a report jointly published by the Federation of Indian Chambers of Commerce and Industry (FICCI) and KPMG, the current value of the Indian film industry is US\$ 2.11 billion and shall grow at 9.1% till 2013.

Media & Entertainment Industry (M&E) is big in India spearheaded by the Largest Film Industry in the world - The Bollywood. Although last couple of years have not been good due to recession, the Industry is expected to grow at a compound annual growth rate (CAGR) of 13 percent over the next five years. M&E Industry will cross 1 trillion rupee mark by 2014. The Joint report released by FICCI & KPMG also showed that M&E Industry grew at 1.4 percent in 2009, subscription revenues of TV and print grew by 8.5%, while sectors like OOH, films and radio registered a negative growth in 2009-10.

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

We have audited the attached Balance sheet of **POOJA ENTERTAINMENT AND FILMS LTD. (Formerly Known as DEAL (INDIA) LIMITED)**, Mumbai ("the Company") as at 31st March, 2010 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 it 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 31.03.2010 and taken on record by the board of directors, we report that none of the directors is disqualified as on 31.03.2010 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 2010;
- 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)

(Durgesh Khandelwal)
Partner
M.NO. 077390

Place : Mumbai
Date : 29.05.2010

ANNEXURE REFERRED 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 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.

2. Inventories:-

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



- 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 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 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 issue 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)

(Durgesh Khandelwal)

Partner

M.NO. 077390

Place : Mumbai

Date : 29.05.2010

BALANCE SHEET AS AT 31ST MARCH, 2010

Particulars	Schedules	As at 31st March 2010 Rs.	As at 31st March 2009 Rs.
SOURCES OF FUND:			
Shareholders' Funds			
Share Capital	A	35,978,500.00	35,978,500.00
Reserves & Surplus	B	1,421,923.00	1,396,461.00
	TOTAL	37,400,423.00	37,374,961.00
Loan Funds :			
Secured Loans		-	-
Unsecured Loans		-	-
	TOTAL	37,400,423.00	37,374,961.00
APPLICATION OF FUNDS:			
Fixed Assets:	C		
Gross Block		8,608,746.00	8,608,746.00
Less: Depreciation		7,430,408.00	6,944,632.00
Net Block		1,178,338.00	1,664,114.00
Capital work- in- progress		-	-
	TOTAL	1,178,338.00	1,664,114.00
Investments	D	9,036,000.00	9,036,000.00
Current Assets, Loans & Advances:			
a) Sundry Debtors	E	7,430,352.00	7,581,092.00
b) Cash and Bank Balances	F	3,627,966.00	2,896,802.00
c) Loans and Advances	G	17,508,971.00	17,481,022.00
		28,567,289.00	27,958,916.00
Less: Current Liabilities & Provisions	H		
a) Liabilities		2,019,961.00	2,241,454.00
b) Provisions		390,243.00	414,615.00
		2,410,204.00	2,656,069.00
Net Current Assets		26,157,085.00	25,302,847.00
Miscellaneous Expenditure (To the extent not w/off or adjusted)	I	1,029,000.00	1,372,000.00
	TOTAL	37,400,423.00	37,374,961.00
Notes to the Accounts & Significant Accounting Policies	K		

As per our report of even date attached
For **KHANDELWAL & KHANDELWAL ASSOCIATES**
CHARTERED ACCOUNTANTS
(Registration No. 008389C)

Durgesh Khandelwal
Partner
M.NO. 077390

Place : Mumbai
Date: 29.05.2010

For and on behalf of the Board

Vashudev Bhagnani
Managing Director

Puja Bhagnani
Director

Balkrishan Pradhan
Company Secretary

Place : Mumbai
Date: 29.05.2010

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2010

Particulars	As at 31st March 2010 Rs.	As at 31st March 2009 Rs.
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax	415,695.00	467,357.00
Adjustment for:		
Add: Depreciation	485,776.00	485,776.00
Add: Miscellaneous Expenditure Written off	343,000.00	343,000.00
Less: Profit on sale of Investment	-	-
Add: Loss on sale of fixed assets	-	-
Operating cash flow before changes in working capital	1,244,471.00	1,296,133.00
Working Capital changes:		
(increase)/decrease in inventories	-	-
(increase)/decrease in sundry debtors	150,740.00	(1,950,740.00)
(increase)/decrease in loans and advances	(25,272.00)	(688,554.00)
Increase/(decrease)in current liabilities	(221,493.00)	2,023,313.00
(increase)/decrease in Miscellaneous Expenditure	-	(1,715,000.00)
Cash generated from operations	1,148,446.00	(1,034,848.00)
Tax Paid (including Tax Deducted at Source)	417,282.00	(536,795.00)
Net cash generated by operating activities (A)	731,164.00	(1,571,643.00)
B) CASH FLOW FROM INVESTING ACTIVITIES:		
Sale of fixed assets	-	-
Sale of Investment	-	510,000.00
Net cash generated by investing activities (B)	-	510,000.00
C) CASH FLOW FROM FINANCING ACTIVITIES:		
Calls in arrear	-	-
Net cash generated by financing activities (C)	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	731,164.00	(1,061,643.00)
Cash and cash equivalents at the beginning of the year	2,896,802.00	3,958,445.00
Cash and cash equivalents at the end of the year	3,627,966.00	2,896,802.00
Note :		
Cash and cash equivalents at the year end comprise:		
1) Cash on hand	1,981,440.00	2,836,542.00
Balance with scheduled banks in:		
Current Accounts	1,646,526.00	60,260.00
	3,627,966.00	2,896,802.00

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
(Registration No. 008389C)

Durgesh Khandelwal
Partner
M.NO. 077390

Place : Mumbai
Date: 29.05.2010

For and on behalf of the Board

Vashudev Bhagnani
Managing Director

Puja Bhagnani
Director

Balkrishan Pradhan
Company Secretary

Place : Mumbai
Date: 29.05.2010

SCHEDULES FORMING PART OF BALANCE SHEET



Particulars	As at 31st March 2010 Rs.	As at 31st March 2009 Rs.
SCHEDULE "A"		
SHARE CAPITAL		
Authorised Share Capital:		
3,00,00,000 (Previous year 3,00,00,000) Equity Shares of Rs. 10/- each	<u>300,000,000.00</u>	<u>300,000,000.00</u>
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	<u><u>35,978,500.00</u></u>	<u><u>35,978,500.00</u></u>
SCHEDULE "B"		
RESERVES AND SURPLUS		
General Reserve	787,558.00	787,558.00
Balance in Profit & Loss Account	634,365.00	608,903.00
TOTAL	<u><u>1,421,923.00</u></u>	<u><u>1,396,461.00</u></u>

SCHEDULE- "C" FIXED ASSETS											
(Amount in Rs.)											
SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As at 01.04.09	Additions During the Period	Deductions During the Period	As at 31.03.10	For the Year	Deductions During the Period	As at 31.03.10	As at 31.03.10	As at 31.03.09	
1	Training Instrument	14,486.00	-	-	14,486.00	688.00	-	6,880.00	7,606.00	8,294.00	
2	Web Portal	1,134,916.00	-	-	1,134,916.00	53,912.00	-	431,269.00	703,647.00	757,559.00	
	Leased Assets										
3	Machinery	7,459,344.00	-	-	7,459,344.00	431,176.00	-	6,992,259.00	467,085.00	898,261.00	
	Total	8,608,746.00	-	-	8,608,746.00	485,776.00	-	7,430,408.00	1,178,338.00	1,664,114.00	

SCHEDULES FORMING PART OF BALANCE SHEET



Particulars	As at 31st March 2010 Rs.	As at 31st March 2009 Rs.
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
Vimochan Pictures Ltd.	1,000,000.00	1,000,000.00
Cosmic Bio-Tech & Herbals Ltd.	385,000.00	385,000.00
TOTAL	9,036,000.00	9,036,000.00
SCHEDULE "E"		
SUNDRY DEBTORS		
(Unsecured, considered good)		
Outstanding for a period exceeding six months	5,630,352.00	5,630,352.00
Others	1,800,000.00	1,950,740.00
TOTAL	7,430,352.00	7,581,092.00
SCHEDULE "F"		
CASH & BANK BALANCES		
In current account with Scheduled Banks	1,646,526.00	60,260.00
Cash on hand	1,981,440.00	2,836,542.00
TOTAL	3,627,966.00	2,896,802.00

SCHEDULES FORMING PART OF BALANCE SHEET

Particulars	As at 31st March 2010 Rs.	As at 31st March 2009 Rs.
SCHEDULE "G"		
LOANS & ADVANCES		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	10,593,842.00	10,593,570.00
Deposits	6,381,257.00	6,356,257.00
Advance Tax & Tax deducted at source	533,872.00	531,195.00
TOTAL	17,508,971.00	17,481,022.00
SCHEDULE "H"		
CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors	209,765.00	366,394.00
Other Current Liabilities	1,810,196.00	1,875,060.00
	2,019,961.00	2,241,454.00
PROVISIONS		
Provision for Income Tax & FBT	390,243.00	414,615.00
TOTAL	2,410,204.00	2,656,069.00
SCHEDULE "I"		
MISCELLANEOUS EXPENDITURE		
Opening Balance	1,372,000.00	-
Add: Expenses incurred during the year	-	1,715,000.00
Less: written off during the year	343,000.00	343,000.00
TOTAL	1,029,000.00	1,372,000.00

SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT



Particulars	Year Ended 31st March 2010 Rs.	Year Ended 31st March 2009 Rs.
SCHEDULE "J"		
ADMINISTRATIVE & OTHER EXPENSES		
Annual Custodian Fees	33,090.00	-
Auditors Remuneration	15,000.00	15,000.00
Advertisement	47,229.00	63,157.00
AGM Expenses	19,501.00	21,631.00
Bank Charges	1,256.00	1,719.00
Business Promotion	-	6,000.00
Conveyance	-	4,854.00
Fax Charges	-	490.00
Legal Expenses	-	13,505.00
Listing Fees	16,545.00	25,000.00
Miscellaneous Expenses	1,685.00	11,509.00
ROC Filing Fees	5,025.00	-
Postage Expenses	5,103.00	12,560.00
Printing & Stationary	56,352.00	47,466.00
Professional Charges	16,324.00	231,349.00
Remuneration to Director	-	211,290.00
Salary	520,000.00	320,000.00
Telephone Expenses	-	3,473.00
TOTAL	737,110.00	989,003.00

ACCOUNTING POLICIES AND NOTES FORMING PART OF THE BALANCE SHEET AS AT AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010.

SCHEDULE “K”

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 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 31,2010	March 31,2009
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 31,2010	March 31,2009
Net profit / (loss) after tax for the year	25462	52,752
Equity shares outstanding as at the year end	5,000,500	5,000,500
Weighted average number of shares used as denominator for calculating basic 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	0.01
Diluted	0.01	0.01

- 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. 15000/-)
- 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) Miscellaneous Expenditures are 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, 2010 are as follows :

A) List of Related Parties:

Key Management Personnel	Designation
1) Mr. Vashudev Bhagnani	Managing Director
2) Mrs. Puja Bhagnani	Director
3) 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) Extrimist
- 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
Services rendered	Enterprise under control of KMP	Puja Entertainment (India) Ltd.	20,00,000.00

- 14) 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
(Registration No. 008389C)

Durgesh Khandelwal
Partner
M.NO. 077390

Place : Mumbai
Date: 29.05.2010

For and on behalf of the Board

Vashudev Bhagnani
Managing Director

Balkrishan Pradhan
Company Secretary

Puja Bhagnani
Director

Place : Mumbai
Date: 29.05.2010

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	:	31/03/2010

(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	:	37,400,423.00
Total Assets	:	37,400,423.00

Sources of Funds

Paid up capital	:	35,978,500.00
Reserve & Surplus	:	1,421,923.00
Secured Loans	:	NIL
Unsecured Loans	:	NIL

Application of Funds

Net Fixed Assets	:	1,178,338.00
Investments	:	9,036,000.00
Net Current Assets	:	26,157,085.00
Misc. Expenditure	:	1,029,000.00

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

Turnover	:	2,000,000.00
Total Expenditure	:	1,584,305.00
Profit/(Loss) before Tax	:	415,695.00
Profit/(Loss) after Tax	:	25,462.00
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 : 29-05-2010

Vashudev Bhagnani
Managing Director

Puja Bhagnani
Director

Balkrishan Pradhan
Company Secretary

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 23rd Annual General Meeting of the Company held on Saturday, 7th August, 2010 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

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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 23rd ANNUAL GENERAL MEETING of the Company to be held on Saturday, 7th August, 2010 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 _____ 2010

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.