

## CORPORATE INFORMATION



### **BOARD OF DIRECTORS**

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

### **BANKERS**

Vijaya Bank

### **AUDITORS**

M/s. Khandelwal & Khandelwal Associates  
Chartered Accountants  
A-302, Clifton, Raviraj Oberoi Complex,  
New Link Road, Andheri (W),  
Mumbai - 400 058

### **SHARE TRANSFER AGENTS**

Sharex Dynamic (India) Private Limited  
Unit - 1, Luthra Ind. Premises,  
M. VasANJI Marg, Andheri - Kurla Road,  
Safed Pool, Andheri (East),  
Mumbai - 400 072

### **REGISTERED OFFICE**

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

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# NOTICE

Notice is hereby given that the **TWENTY FOURTH ANNUAL GENERAL MEETING** of the members of **POOJA ENTERTAINMENT AND FILMS LIMITED [Formerly Known as Deal (India) Limited]** will be held on Saturday, the 17th Day of September, 2011 at 11.00 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 31<sup>st</sup> March 2011 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 Mr. Ajay Tuli, 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 authorised to re-appoint Mr. Ajay Tuli 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 authorise Board of Directors to fix their remuneration:

“**RESOLVED THAT** M/s. Khandelwal & Khandelwal Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting

until the conclusion of the next Annual General Meeting of the Company on such remuneration as will be fixed by the Board of Directors.”

By order of the Board of Directors

Vashu Bhagnani  
Managing Director

## REGISTERED OFFICE

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

Place : Mumbai  
Date : 12th August, 2011

## 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 authorised representatives are requested to send a duly certified copy of the Board Resolution authorising 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 Wednesday 14<sup>th</sup> September, 2011 to Saturday 17<sup>th</sup> September, 2011 (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

**Vashu Bhagnani**  
Managing Director

#### REGISTERED OFFICE

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

Place : Mumbai

Date : 12th August, 2011

### **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. Ajay Tuli
Date of Birth	31.12.1966
Date of Appointment	30.06.2008
Qualifications	Commerce Graduate
Expertise in functional area	He has wide experience in various fields including Film, Hotel & Travel Industries.
Other Directorship	A3 Research Network Pvt. Ltd.
Other Committee Memberships	Nil
Shareholding	Nil

# DIRECTORS' REPORT

*Dear Shareholders,*

Your directors have pleasure in presenting the Twenty Fourth Annual Report along with the audited accounts of the Company for the year ended 31st March, 2011

## FINANCIAL RESULTS

(₹ in lakhs)

Particulars	Year ended 31.03.2011	Year ended 31.03.2010
Total Income	8.80	20.00
Total Expenditure	17.52	15.84
<b>Profit (Loss) Before Taxation</b>	<b>(8.72)</b>	<b>4.16</b>
Less: Provision for Taxation	0.11	3.90
Less: Prior Period Adjustments	0.78	—
Less: Tax Adjustments of Earlier Years	3.34	—
<b>Profit/(Loss) After Taxation and Prior Period Adjustments</b>	<b>(12.95)</b>	<b>0.25</b>
Surplus brought forward	6.34	6.09
Amount available for appropriation	(6.61)	6.34
Balance carried to Balance Sheet	(6.61)	6.34

## RESULTS OF OPERATIONS

During the year under review, the Company recorded a turnover of ₹ 8.79 Lacs, as compared to ₹ 20.00 Lacs recorded during the previous year. The Company recorded a loss after tax of ₹ (12.95) Lacs during the year as compared to profit of previous year for ₹ 0.25 Lacs.

## DIVIDEND

Since there are no profits, Directors do not recommend any dividend for financial year 2010-2011.



## 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 payable to the Bombay Stock Exchange Limited (BSE) for the year 2011-2012 have been paid.

## CHANGE IN THE NAME OF THE COMPANY

BSE on 24th June, 2011 has approved the change of name of the Company from Deal (India) Limited to POOJA ENTERTAINMENT AND FILMS LIMITED. The Scrip Code of the Company is 532011, Scrip ID for Bolt System is POOJAENT and the abbreviated name on BOLT System is POOJAENT.

## DEPOSITORY

For dematerialization of shares, Company has connectivity with both the Depositories i.e. National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL). The Annual Custodial Fees for both the depositories for the year 2011-12 has been paid.

## CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange, the Corporate Governance Report along with Certificate by the Practicing

Company Secretary on its Compliances forms a part of this Annual Report.

## MANAGEMENT DISCUSSION & ANALYSIS

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

## FIXED DEPOSITS

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

## DIRECTORS

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

## AUDITORS

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

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

## AUDITOR'S REPORT

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

## DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors of your company state:

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

## PARTICULARS OF EMPLOYEES

Pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 nobody of the Company is drawing salary or commission, which exceeds the limit set out in the above section. Therefore nothing has been mentioned in this regard.

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

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

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

## APPRECIATION

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

For and on behalf of the Board of Directors

**Vashu Bhagnani**  
Managing Director

**Puja Bhagnani**  
Director

Place : Mumbai  
Date : 12th August, 2011

# CORPORATE GOVERNANCE



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

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

## 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

## 2. BOARD OF DIRECTORS

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

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

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

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

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

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



Name of the Directors	Category of Directorship	No. of Shares held in Company (As on 31.03.2011)	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. Vashu Bhagnani (Managing Director)	Executive Non-Independent	1,831,370	1	Nil	Nil	5	5	No
Mrs. Puja Bhagnani	Non-Executive Non-Independent	252,519	1	Nil	Nil	5	4	No
Ms. Honey Bhagnani	Non-Executive Non-Independent	243,988	Nil	Nil	Nil	5	5	No
Mr. Vivek Bhole	Non-Executive Independent	Nil	Nil	Nil	Nil	5	3	No
Mr. Ajay Tuli	Non-Executive Independent	Nil	Nil	Nil	Nil	5	4	No
Mr. Karan Panjwani	Non-Executive Independent	Nil	Nil	Nil	Nil	5	5	Yes

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

## NOTES:

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

## b) Number of Board Meeting held and dates thereof:

Your Company's Board of Directors met 5 times during the financial year ended 31st March 2011 on the following days:

Date	Board Strength	Number of Directors present
29.05.2010	6	6
09.07.2010	6	5
14.08.2010	6	5
13.11.2010	6	4
14.02.2011	6	5

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





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

### 3. COMMITTEES OF THE BOARD

#### ● AUDIT COMMITTEE

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

#### COMPOSITION

All the members of the Audit Committee 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 Financial Year 2010-11 the Audit Committee met 4 times on 29.05.2010, 14.08.2010, 13.11.2010 and 14.02.2011. 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, 2011.

#### ● 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, dematerialised 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 2010-11 Shareholders/ Investor Grievances Committee Meetings were held on 14.08.2010 and 14.02.2011.

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 1<sup>st</sup> April, 2010 : NIL
- No. of Complaints received during 1<sup>st</sup> April 2010 to 31<sup>st</sup> March 2011 : NIL
- No. of Complaints resolved During 1<sup>st</sup> April 2010 to 31<sup>st</sup> March 2011 : NIL
- No. of Complaints pending as on 31<sup>st</sup> March, 2011 : 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 for the financial year ended 2010-11 in terms of Clause 47 of the Listing Agreement.

#### 6. CEO/CFO CERTIFICATION

Managing Director of the Company has given 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
2009-10	Saturday	7.8.2010	Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	11.30 a.m.	NIL
2008-09	Friday	25.9.2009	Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	11.30 a.m.	NIL
2007-08	Monday	22.9.2008	Anchor Room No. II, 2nd Floor, Hotel Sun & Sand, Juhu, Mumbai - 400 049.	11.30 a.m.	01

Special Resolution set out in the notice for the year 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.

- 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 L99999MH1986PLC040559.

### b. Annual General Meeting:

#### Day, Date & Time:

Saturday the 17th Day of September, 2011 at 11.00 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 2011-12 (Tentative):

Financial Reporting for the quarter ending June 30, 2011	2nd Week of August 2011
Financial Reporting for the quarter ending September 30, 2011	2nd Week of November 2011
Financial Reporting for the quarter ending December 31, 2011	2nd Week of February 2012
Financial Reporting for the quarter ending March 31, 2012	2nd Week of May 2012

### e. Dates of Book Closure:

From 14th day of September, 2011 to 17th day of September, 2011 (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,  
25<sup>th</sup> 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:

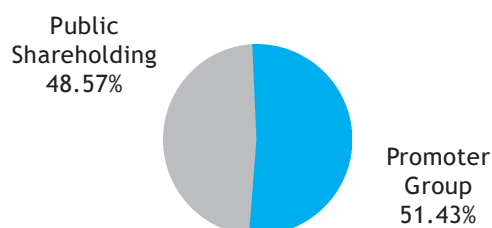
#### M/s. Sharex Dynamic (India) Private Limited

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](mailto: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, 2011.**



**j. Share Ownership Pattern as on March 31, 2011.**

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

**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
31.03.2011	2,651,390	5,000,500	53.02 %

Shareholders, who still continue to hold shares in physical form, are requested to dematerialize their shares at the earliest and avail of the various benefits of dealing in securities in electronic/dematerialized form. For any clarification, assistance or information, please contact Sharex Dynamic (India) Private Limited, the Registrar and Transfer Agent of the Company. The shareholders have the option to hold Company's shares in demat form through the National Securities Depository Limited (NSDL) and Central Depository Securities (India) Limited. Electronic holding by members comprises of 53.02% of the paid up share capital of the Company held through the National Securities Depository Limited (52.43%) and Central Depository Securities (India) Ltd. (0.59%) as on 31st March, 2011.

**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](mailto: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](mailto:poojaentertainment@gmail.com) /  
[secretarial@thepoojagroup.com](mailto:secretarial@thepoojagroup.com)  
Website : [www.thepoojagroup.com](http://www.thepoojagroup.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 2010-11.

**Vashu Bhagnani**  
Managing Director

Place : Mumbai  
Date : 30.05.2011

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## CERTIFICATE ON CORPORATE GOVERNANCE

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

To the Members of  
**POOJA ENTERTAINMENT AND FILMS LTD.**

We have examined the compliance of conditions of Corporate Governance by POOJA ENTERTAINMENT AND FILMS LIMITED {Formerly Known as (DEAL (INDIA) LTD.)} for the year ended on March 31, 2011 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 : 30.05.2011

# MANAGEMENT DISCUSSION AND ANALYSIS



## INDUSTRY STRUCTURE AND DEVELOPMENTS:

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

The Indian Entertainment & Media industry, one of the largest markets in the world, has been seeing strong growth and has potential to reach \$200 billion by 2015. The Price Water House Coopers (PwC) report "The Global Entertainment and Media Outlook 2008-2012" projects India as the fastest-growing territory in Asia in the next five years with a potential to grow at a Compounded Annual Growth Rate (CAGR) of 18 percent against 6 percent global average.

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

The Cinema-viewing experience is also undergoing major changes. One perceptible change has been the rapid growth of multiplexes, which meets consumer demand for quality entertainment and has also helped boost production of niche films targeted at niche audiences. The emergence of the Indian middle class with greater earning power and higher disposable income is one of the key factors that will drive the growth of the Indian entertainment sector. As the average Indian gets richer and his more compelling needs are met, his propensity to spend on discretionary items such as entertainment

increases. Further, as his consumption of various goods and services rises, companies would try to reach out to him through more marketing and advertising. Higher demand and an increased investment would result in an expansion of the entertainment industry in the years to come.

## OPPORTUNITIES:

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

## THREATS:

The Indian box office is fairly seasonal in nature, with bigger releases and higher box office sale occurring during festivals and holidays periods. Moreover, occupancies may be affected by major sports events, such as World Cup, Indian Premier League (IPL) and live gaming etc. Piracy continues to dampen the growth and reduces the revenue of

the producers Duplicate CD's, showing of movies by cable owner also decreases the revenues of film producers High Entertainment tax also affects the revenue to some extent.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

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

#### **DISCUSSION ON FINANCIAL PERFORMANCE:**

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

#### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:**

There are no material developments in human resources.

#### **CAUTIONARY STATEMENT:**

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

# AUDITOR'S REPORT



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

We have audited the attached Balance sheet of **POOJA ENTERTAINMENT AND FILMS LTD.,** Mumbai ("the Company") as at 31st March, 2011 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 31.03.2011 and taken on record by the board of directors, we report that none of the directors is disqualified as on 31.03.2011 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 2011;
- II) In the case of the Profit & Loss Account, of the Loss 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

Place : Mumbai  
Date : 30.05.2011

M.NO. 077390

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## 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.

### 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 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 the 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 had taken loan from one party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 3.75 Lacs and the year end balance of loan taken from such party was Nil.
- c) In our opinion and according to the information & explanations given to us, the rate of interest and other terms & conditions for such loans not prima facie prejudicial to the interest of the Company.
- d) In respect of loans taken, payment of principal amount has been regular.

#### 4. Internal Controls:-

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

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

- a) Based upon the audit procedures applied by us and according to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301

of the Companies Act, 1956, have been entered in the register maintained under that section.

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

#### 6. Public Deposits:

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

#### 7. Internal Audit System:-

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

#### 8. Cost Records:-

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

#### 9. Statutory Dues:-

- a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues, including dues pertaining to Income

Tax, Cess and any other statutory dues with the appropriate authorities.

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

#### 10. Accumulated Losses:-

The Company does not have accumulated losses as at the end of the financial period. The Company has incurred cash losses of ₹ 43,253 during the financial period ended on that date and has not incurred any cash losses in the immediately preceding financial year.

#### 11. Dues to Financial Institutions/banks:-

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

#### 12. Loans against pledge of securities:-

According to the information and explanations given to us, and based on the documents and records produced to us, the company has not granted loans and advances on the basis of

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  
(Registration No. 008389C)

**(Durgesh Khandelwal)**  
Partner  
M.NO. 077390

Place : Mumbai  
Date : 30.05.2011

## BALANCE SHEET AS AT 31ST MARCH, 2011

Particulars	Schedules	As at 31st March 2011 ₹	As at 31st March 2010 ₹
<b>SOURCES OF FUND:</b>			
Shareholders' Funds			
Share Capital	A	35,978,500.00	35,978,500.00
Reserves & Surplus	B	126,777.00	1,421,923.00
	<b>TOTAL</b>	<b>36,105,277.00</b>	<b>37,400,423.00</b>
<b>Loan Funds :</b>			
Secured Loans		—	—
Unsecured Loans		—	—
	<b>TOTAL</b>	<b>36,105,277.00</b>	<b>37,400,423.00</b>
<b>APPLICATION OF FUNDS:</b>			
<b>Fixed Assets:</b>	C		
Gross Block		8,608,746.00	8,608,746.00
Less: Depreciation		7,916,184.00	7,430,408.00
Net Block		692,562.00	1,178,338.00
Capital work- in- progress		—	—
	<b>TOTAL</b>	<b>692,562.00</b>	<b>1,178,338.00</b>
Investments	D	9,036,000.00	9,036,000.00
<b>Current Assets, Loans &amp; Advances:</b>			
a) Sundry Debtors	E	5,630,352.00	7,430,352.00
b) Cash and Bank Balances	F	4,179,946.00	3,627,966.00
c) Loans and Advances	G	16,254,827.00	17,508,971.00
		26,065,125.00	28,567,289.00
<b>Less: Current Liabilities &amp; Provisions</b>	H		
a) Liabilities		363,510.00	2,019,961.00
b) Provisions		10,900.00	390,243.00
		374,410.00	2,410,204.00
<b>Net Current Assets</b>		<b>25,690,715.00</b>	<b>26,157,085.00</b>
<b>Miscellaneous Expenditure</b> (To the extent not w/off or adjusted)	I	<b>686,000.00</b>	<b>1,029,000.00</b>
	<b>TOTAL</b>	<b>36,105,277.00</b>	<b>37,400,423.00</b>
<b>Notes to the Accounts &amp; Significant Accounting Policies</b>	K		

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  
(Registration No. 008389C)

Durgesh Khandelwal  
Partner  
M.No. 077390

Place : Mumbai  
Date : 30.05.2011

For and on behalf of the Board

Vashu Bhagnani  
Managing Director

Puja Bhagnani  
Director

Balkrishan Pradhan  
Company Secretary

Place : Mumbai  
Date : 30.05.2011

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011



Particulars	Schedules	Year Ended 31st March 2011 ₹	Year Ended 31st March 2010 ₹
<b>INCOME</b>			
Sales & Service Revenue		878,500.00	2,000,000.00
Other Income - Misc. receipts		1,369.00	—
	<b>TOTAL</b>	<b>879,869.00</b>	<b>2,000,000.00</b>
<b>EXPENDITURE</b>			
Administrative & Other Expenses	J	766,271.00	737,110.00
Interest		156,851.00	18,419.00
Depreciation	C	485,776.00	485,776.00
Miscellaneous Expenditure Written off		343,000.00	343,000.00
	<b>TOTAL</b>	<b>1,751,898.00</b>	<b>1,584,305.00</b>
<b>Profit Before Tax</b>		<b>(872,029.00)</b>	<b>415,695.00</b>
Less: Provision for Tax:			
Current Tax		10,900.00	390,233.00
Deferred Tax		—	—
<b>Profit After Tax</b>		<b>(882,929.00)</b>	<b>25,462.00</b>
Less : Tax Adjustments of Earlier Years		333,872.00	—
Less : Prior Period adjustments		78,345.00	—
<b>Profit After Tax and Prior Period adjustments</b>		<b>(1,295,146.00)</b>	<b>25,462.00</b>
Balance brought forward from previous year		634,365.00	608,903.00
<b>Balance available for Appropriation</b>		<b>(660,781.00)</b>	<b>634,365.00</b>
<b>Balance Carried to Balance Sheet</b>		<b>(660,781.00)</b>	<b>634,365.00</b>
Earning Per Share - Basic Rs.		(0.36)	0.01
Diluted Rs.		(0.36)	0.01
<b>Notes to the Accounts &amp; Significant Accounting Policies</b>	<b>K</b>		

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  
(Registration No. 008389C)

**Durgesh Khandelwal**  
Partner  
M.No. 077390

Place : Mumbai  
Date : 30.05.2011

For and on behalf of the Board

**Vashu Bhagnani**  
Managing Director

**Puja Bhagnani**  
Director

**Balkrishan Pradhan**  
Company Secretary

Place : Mumbai  
Date : 30.05.2011

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2011

Particulars	As at 31st March 2011 ₹	As at 31st March 2010 ₹
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit before tax	(872,029.00)	415,695.00
Adjustment for:		
Add: Depreciation	485,776.00	485,776.00
Add: Miscellaneous Expenditure Written off	343,000.00	343,000.00
Less: Misc. Expenses No Longer Payable	10.00	—
Less Prior Period Adjustments	78,345.00	—
<b>Operating cash flow before changes in working capital</b>	<b>(121,608.00)</b>	<b>1,244,471.00</b>
<b>Working Capital changes:</b>		
(Increase)/decrease in inventories	—	—
(Increase)/decrease in sundry debtors	1,800,000.00	150,740.00
(Increase)/decrease in loans and advances	800,272.00	(25,272.00)
Increase/(decrease)in current liabilities	(1,656,451.00)	(221,493.00)
(Increase)/decrease in Miscellaneous Expenditure	—	—
Cash generated from operations	822,213.00	1,148,446.00
Tax Paid (including Tax Deducted at Source)	270,233.00	417,282.00
<b>Net cash generated by operating activities (A)</b>	<b>551,980.00</b>	<b>731,164.00</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Sale of fixed assets	—	—
Sale of Investment	—	—
<b>Net cash generated by investing activities (B)</b>	<b>—</b>	<b>—</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Calls in arrear	—	—
<b>Net cash generated by financing activities (C)</b>	<b>—</b>	<b>—</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>551,980.00</b>	<b>731,164.00</b>
Cash and cash equivalents at the beginning of the year	3,627,966.00	2,896,802.00
Cash and cash equivalents at the end of the year	4,179,946.00	3,627,966.00
<b>Note :</b>		
<b>Cash and cash equivalents at the year end comprise:</b>		
1) Cash on hand	258,440.00	1,981,440.00
Balance with scheduled banks in:		
Current Accounts	3,921,506.00	1,646,526.00
	<b>4,179,946.00</b>	<b>3,627,966.00</b>
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 : 30.05.2011

For and on behalf of the Board

**Vashu Bhagnani**  
Managing Director

**Puja Bhagnani**  
Director

**Balkrishan Pradhan**  
Company Secretary

Place : Mumbai  
Date : 30.05.2011

## SCHEDULES FORMING PART OF BALANCE SHEET



Particulars	As at 31st March 2011 ₹	As at 31st March 2010 ₹
<b>SCHEDULE "A"</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised Share Capital:</b>		
3,00,00,000 (Previous year 3,00,00,000) Equity Shares of ₹ 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 ₹ 10/- each fully called up	<u>50,005,000.00</u>	<u>50,005,000.00</u>
Less : Calls in Arrears	<u>14,026,500.00</u>	<u>14,026,500.00</u>
<b>TOTAL</b>	<u><u>35,978,500.00</u></u>	<u><u>35,978,500.00</u></u>
<b>SCHEDULE "B"</b>		
<b>RESERVES AND SURPLUS</b>		
General Reserve	<u>787,558.00</u>	<u>787,558.00</u>
Balance in Profit & Loss Account	<u>(660,781.00)</u>	<u>634,365.00</u>
<b>TOTAL</b>	<u><u>126,777.00</u></u>	<u><u>1,421,923.00</u></u>

SCHEDULE- "C" FIXED ASSETS											
(Amount in ₹)											
SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As at 01.04.10	Additions During the Period	Deductions During the Period	As at 31.03.11	As at 01.04.10	For the Year	Deductions During the Period	As at 31.03.11	As at 31.03.10	
1	Training Instrument	14,486.00	-	-	14,486.00	6,880.00	688.00	-	7,568.00	6,918.00	7,606.00
2	Web Portal	1,134,916.00	-	-	1,134,916.00	431,269.00	53,912.00	-	485,181.00	649,735.00	703,647.00
3	Machinery	7,459,344.00	-	-	7,459,344.00	6,992,259.00	431,176.00	-	7,423,435.00	35,909.00	467,085.00
	<b>Total</b>	<b>8,608,746.00</b>	<b>-</b>	<b>-</b>	<b>8,608,746.00</b>	<b>7,430,408.00</b>	<b>485,776.00</b>	<b>-</b>	<b>7,916,184.00</b>	<b>692,562.00</b>	<b>1,178,338.00</b>
	Previous Year	8,608,746.00	-	-	8,608,746.00	6,944,632.00	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 2011 ₹	As at 31st March 2010 ₹
<b>SCHEDULE "D"</b>		
<b>INVESTMENT - AT COST</b>		
<b>UNQUOTED</b>		
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
<b>TOTAL</b>	<b>9,036,000.00</b>	<b>9,036,000.00</b>
<b>SCHEDULE "E"</b>		
<b>SUNDRY DEBTORS</b>		
(Unsecured, considered good)		
Outstanding for a period exceeding six months	5,630,352.00	5,630,352.00
Others	—	1,800,000.00
<b>TOTAL</b>	<b>5,630,352.00</b>	<b>7,430,352.00</b>
<b>SCHEDULE "F"</b>		
<b>CASH &amp; BANK BALANCES</b>		
In current account with Scheduled Banks	3,921,506.00	1,646,526.00
Cash on hand	258,440.00	1,981,440.00
<b>TOTAL</b>	<b>4,179,946.00</b>	<b>3,627,966.00</b>



## SCHEDULES FORMING PART OF BALANCE SHEET

Particulars	As at 31st March 2011 ₹	As at 31st March 2010 ₹
<b>SCHEDULE "G"</b>		
<b>LOANS &amp; ADVANCES</b>		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	9,793,570.00	10,593,842.00
Deposits	6,381,257.00	6,381,257.00
Advance Tax & Tax deducted at source	80,000.00	533,872.00
<b>TOTAL</b>	<b>16,254,827.00</b>	<b>17,508,971.00</b>
<b>SCHEDULE "H"</b>		
<b>CURRENT LIABILITIES AND PROVISIONS</b>		
<b>CURRENT LIABILITIES</b>		
Sundry Creditors	200,000.00	209,765.00
Other Current Liabilities	163,510.00	1,810,196.00
	<b>363,510.00</b>	<b>2,019,961.00</b>
<b>PROVISIONS</b>		
Provision for Income Tax	10,900.00	390,243.00
<b>TOTAL</b>	<b>374,410.00</b>	<b>2,410,204.00</b>
<b>SCHEDULE "I"</b>		
<b>MISCELLANEOUS EXPENDITURE</b>		
Opening Balance	1,029,000.00	1,372,000.00
Add: Expenses incurred during the year	—	—
Less: written off during the year	343,000.00	343,000.00
<b>TOTAL</b>	<b>686,000.00</b>	<b>1,029,000.00</b>

## SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT



Particulars	Year Ended 31st March 2011 ₹	Year Ended 31st March 2010 ₹
<b>SCHEDULE "J"</b>		
<b>ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Annual Custodian Fees	33,090.00	33,090.00
Auditors Remuneration	15,000.00	15,000.00
Advertisement	47,268.00	47,229.00
AGM Expenses	20,726.00	19,501.00
Bank Charges	1,508.00	1,256.00
Listing Fees	16,545.00	16,545.00
Miscellaneous Expenses	2,137.00	1,685.00
ROC Filing Fees	1,500.00	5,025.00
Postage Expenses	—	5,103.00
Printing & Stationary	37,600.00	56,352.00
Professional Charges	32,648.00	16,324.00
Professional Tax	2,500.00	—
Salary	520,000.00	520,000.00
Share Transfer Agent Fees	35,749.00	—
<b>TOTAL</b>	<b>766,271.00</b>	<b>737,110.00</b>

# ACCOUNTING POLICIES AND NOTES FORMING PART OF THE BALANCE SHEET AS AT AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011.

## 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 and the provisions of the Companies Act, 1956 as adopted consistently by the Company.

#### 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 31,2011	March 31,2010
Directors Remuneration	—	—

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

### 5) Earning Per Share:

Computation of earning per share is as under:

Particulars	March 31,2011	March 31,2010
Net profit / (loss) after tax for the year	(1,295,146.00)	25,462
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 earning per share	3,597,850	3,597,850
Weighted average number of shares used as denominator for calculating diluted earning per share	3,597,850	3,597,850
Nominal value per share (₹)	10	10
<b>Earnings per share:</b>		
Basic	(0.36)	0.01
Diluted	(0.36)	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 ₹ 15,000/- ( Previous Year ₹ 15,000/-)
- 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, 2011 are as follows :

#### A) List of Related Parties:

Key Management Personnel	Designation
1) Mr. Vashu Bhagnani	Managing Director
2) Mrs. Puja Bhagnani	Non-Executive Director
3) Ms. Honey Bhagnani	Non-Executive Director

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

- 1) Puja Entertainment (India) Limited
- 2) Pooja Devcon Private 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) Superkay Associates
- 13) Extremist
- 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 (In ₹)
Loan taken	Key Managerial Person	Mr. Vashu Bhagnani (Proprietor M/s. Pooja Constructions)	₹ 375,972.00
Repayment of Loan	Key Managerial Person	Mr. Vashu Bhagnani (Proprietor M/s. Pooja Constructions)	₹ 375,972.00

- 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 : 30.05.2011

For and on behalf of the Board

**Vashu Bhagnani**  
Managing Director

**Balkrishan Pradhan**  
Company Secretary

**Puja Bhagnani**  
Director

Place: Mumbai  
Date : 30.05.2011

## 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.	:	L99999MH1986PLC040559
State Code	:	11
Balance Sheet Date	:	31/03/2011

#### (II) CAPITAL RAISED DURING THE PERIOD (AMOUNT IN ₹):

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

#### (III) POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS ( AMOUNT IN ₹)

Total Liabilities	:	36,105,277.00
Total Assets	:	36,105,277.00

##### Sources of Funds

Paid up capital	:	35,978,500.00
Reserve & Surplus	:	126,777.00
Secured Loans	:	NIL
Unsecured Loans	:	NIL

##### Application of Funds

Net Fixed Assets	:	692,562.00
Investments	:	9,036,000.00
Net Current Assets	:	25,690,715.00
Misc. Expenditure	:	686,000.00

#### (IV) PERFORMANCE OF COMPANY ( AMOUNT IN ₹)

Turnover	:	879,869.00
Total Expenditure	:	1,830,243.00
Profit/(Loss) before Tax	:	(872,029.00)
Profit/(Loss) after Tax	:	(1,295,146.00)
Earning per Share in Rs.:		
Basic	:	(0.36)
Diluted	:	(0.36)
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 : 30.05.2011

Vashu 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 24th Annual General Meeting of the Company held on Saturday, 17th September, 2011 at 11:00 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 FORM

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member /members of  
**POOJA ENTERTAINMENT AND FILMS LIMITED** hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or  
failing him \_\_\_\_\_ of \_\_\_\_\_ or failing him  
\_\_\_\_\_ of \_\_\_\_\_ as my / our Proxy to attend and vote for me / us on  
my / our behalf at the 24th ANNUAL GENERAL MEETING of the Company to be held  
on Saturday, 17th September, 2011 at 11:00 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 \_\_\_\_\_ 2011

Signature \_\_\_\_\_

Affix a  
₹ 1/-  
Revenue  
Stamp

## FOR OFFICE USE ONLY

PROXY NO :

FOLIO NO :

NO. OF SHARES:

### Notes:

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