

POOJA ENTERTAINMENT AND FILMS LIMITED

(Formerly known as DEAL (INDIA) LIMITED)

Report of Corporate Governance

(for the quarter ended on December 31, 2012)

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|--|
| I Board of Directors | 49 (I) | | |
| (A) Composition of Board | 49 (IA) | Yes | |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB) | N.A. | |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | |
| (D) Code of Conduct | 49 (ID) | Yes | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meetings of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 (IID) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| III. Subsidiary Companies | 49 (III) | N. A | As there is no Subsidiary Company. |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IV A) | N. A. | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | Will be given in annual report. |
| (C) Board Disclosures | 49 (IV C) | Yes | Will be given in annual report. |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | N.A. | There is no proceeds from public issue, preferential issue, right issue etc. |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Will be given in annual report. |
| (F) Management | 49 (IV F) | Yes | Will be given in annual report. |
| (G) Shareholders | 49 (IV G) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | Will be given in annual report. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Will be given in annual report. |
| VII. Compliance | 49 (VII) | Yes | |

For POOJA ENTERTAINMENT AND FILMS LIMITED

(AUTHORISED SIGNATORY)

Place : Mumbai
Date : 10/01/2013

