Hinduja Ventures

Inspiring Growth

HINDUJA GROUP

Contents

THE COMPANY

01 Group Principles

02 Letter to Shareholders from the Executive Chairman

04 Hinduja Ventures Financial Highlights

06 General Information

REPORTS

07 Directors' Report

14 Corporate Governance Report

25 Management Discussion & Analysis Report

FINANCIAL STATEMENTS

28 Standalone

62 Consolidated

103 HVL Holding Structure

104 IMCL Geographical Spread

Group Principles

The Group Founder,
Shri Parmanand Deepchand Hinduja

The five principles as under, distilled from the lifetime experience of the Founder of Hinduja Group, late Shri Parmanand D. Hinduja, serve as the cultural cornerstones of the businesses of the Group, leading to a synergistic and creative partnership of professional management and entrepreneurship among the Group Companies.

Work to Give

Word is a Bond

Act Local; Think Global

Partnership for Growth

Advance Fearlessly

Letter to Shareholders
from the Executive Chairman

It is indeed my privilege to be presenting to you the highlights of the investments of your Company during the Financial Year 2012-13. Your Company remained resilient in the back drop of slowing GDP and a tough global economic environment.

The global economy remained sluggish. Structural bottlenecks, widening of the Current Account Deficit (CAD), inflation and uncertainty in the political environment hampered the growth of GDP in India.

According to the first advance estimates of national income for the year 2012-13 of the Central Statistics Office (CSO), the Indian economy grew at its slowest pace in a decade at a mere 5% in 2012-13, on the back of dismal performance of the farm, manufacturing and services sectors.

In late 2012-13, the Indian Government announced a new round of reforms and deficit reduction measures to reverse India's slowdown. The outlook of India's medium-term growth is positive due to a young population and corresponding low dependency ratio, healthy savings and investment rates and increasing integration into the global economy. The greatest risk to the Indian economy continues to be the extremely high CAD. In the light of this scenario, while RBI has taken certain monetary measures to stimulate the economy, industrial revival will require greater facilitation in terms of effective policy measures to stimulate private investment.

Your Company adopted a wait and watch methodology for its investment as capital preservation remained the theme for this year. Your Company continued to hold its investments in the following sectors viz., Media, Power, Non-Banking Financial Institution, Banking and Real Estate besides holding a robust Treasury.

The Book Value of the shares of your Company stood at ₹ 398 per share as at the end of the financial year. The Net Worth grew from ₹ 734.39 crores in the previous year to ₹ 818.84 crores in the year under review. The investments clocked a steady growth from ₹ 225.96 crores in the previous year to ₹ 320.19 crores in financial year 2013.

The performance of its investments

Media – IndusInd Media & Communications Limited (IMCL)

During the year, your Company's principal subsidiary - IMCL - successfully managed the first phase of digitalization, converting all analogue homes into digital homes in Mumbai, Delhi and Kolkata. Having received an All India Digital Addressable Cable license, IMCL converted around 2.5 million homes to digital in Phase I and Phase II cities as mandated by Government. IMCL continues to be one of the leading Multi-System Operators having a pan-India presence with a reach of around 8.5 million subscribers in 36 locations.

IMCL infrastructure is adequately geared up to meet the opportunity presented by mandatory Digital Addressable System (DAS) and is currently supported by 10,000 km of hybrid fibre optic cable network, which includes 2,000 km of underground fibre. There are plans to introduce Value Added Services (VAS) in digital cable.

During the year, your Company applied for a HITS (Head-end in the sky) license, through its wholly owned subsidiary, with the Ministry of Information & Broadcasting. HITS is expected to provide white label services to millions of customer in phase III and phase IV. This will results in substantial revenue to your company and handsome rewards to its shareholders by way of dividend.

Power – Hinduja Energy (India) Limited (HEIL)

Your Company remains invested in the Power Sector through its stake of 15.74% for ₹ 187 crores (fully invested) in HEIL – holding company of Power Assets of Hinduja Group. This translates into a 10% effective holding in the SPV – Hinduja National Power Corporation Ltd. The project of 1040 MW under the SPV is progressing well and will be commissioned during this financial year.

Non-Banking Finance Company - Hinduja Leyland Finance Limited (HLFL)

Your Company purchased 2,00,00,000 shares i.e. a stake of 8.9% in HLFL – an Asset Financing Company (mainly Vehicles and Construction Equipments) - at par in early 2011. It further acquired 88,88,890 shares at par under the Rights issuance of the Company. As at the end of the financial year 2013, it retained a stake of around 6.7%, after having divested a small portion (2.15%) to an overseas investor. The sale took place at ₹ 40 per share, clocking a return of 4 times in about two years'.

The prospects of HLFL look positive; the Company registered a Profit after Tax (PAT) of ₹ 91.38 crores at the end of financial year 2013 vis-a-vis ₹ 83.69 crores in the previous year. This was despite the tough business environment that the Automobile industry faced during the last year.

Letter to Shareholders
from the Executive Chairman

NBFCs, especially vehicle financing, has seen a lot of investor appetite in the last year. HLFL is also close to finalising an equity infusion by a Private Equity investor of ₹ 200 crores in the coming year for funding its growth plans. This will bring down the percentage holding of your Company in HLFL to a tad below 5%. The possibility of listing HLFL in future remains high.

Banking – IndusInd Bank Limited (IBL)

Your Company, directly and indirectly through its subsidiaries, holds 1,82,37,383 shares, a stake of 3.49% in IBL as of March 31, 2013 as against 1,51,32,383 shares, a stake of 3.01% as of March 31, 2012.

Post the management change in 2008, IBL has smoothly turned around the business with an improvement across various business parameters viz. efficiency, productivity and profitability. Its superior franchise, well experienced employee base, operational expertise and an understanding of the market environment has catapulted the Bank in the Top 3 league of new generation Private Sector Banks in India. The confidence of the investor community in the stock was evident from the response IBL received on its Qualified Institutional Placement (QIP) from high quality FIIs as well as domestic investors. The subscription happened at a premium to the market price wherein the Bank raised around ₹ 2,000 crores. This capital increase will meet the growth plans that Bank has set for itself for the next planning cycle where it will focus on building 'Scale with Profitability'.

The stock has appreciated around 53%, since the last year.

Real Estate

The Company continues to pursue its efforts in seeking clearance for the development of its real estate in Bengaluru including attending the legal suits related to title in respect of 47.2 acres land. The land was purchased at ₹ 0.14 crores per acre and today the reckoner rate of land stands at ₹ 3.08 crores per acre. Post clearance of all the issues, the Company will take up development of the property.

Your Company through its wholly owned subsidiary had acquired 4.75 acres of land in Hyderabad at a price of ₹ 5 crores per acre. As of March 31, 2013, the reckoner rate of land stands as ₹ 12.1 crores per acre, registering an unrealised gain of 142%.

Corporate Social Responsibility

Mobile Medical Units

Your Company has generously funded the Hinduja Foundation in implementing its mobile health care project targeting the rural poor in the tribal areas of Thane district. The contributions have been made u/s 35 AC which is 100% tax exempt. The project focuses on providing access to basic health care facilities for tribal people, who, due to a variety of reasons ranging from financial to geographical constraints, remain largely neglected.

This marks the beginning of our contribution to the society in a tangible manner. We will continue to pursue our efforts in giving back to the society and contributing in making lives of people better.

Way forward

Whilst the above initiatives will take shape during the coming year, your Company's management will remain committed to evaluating the most lucrative opportunities for value creation for its stakeholders. We would broaden our horizons to include new sectors to the boutique that are most promising.

I would like to place on record my sincere appreciation of your unstinted support to the Company. I would also like to thank the Directors, Management and Employees for the good performance registered. Also my thanks go out to our Bankers, Auditors and Advisors for their help and guidance during the year to maintain the highest standards of corporate governance, a top priority for the Group.

Yours sincerely,

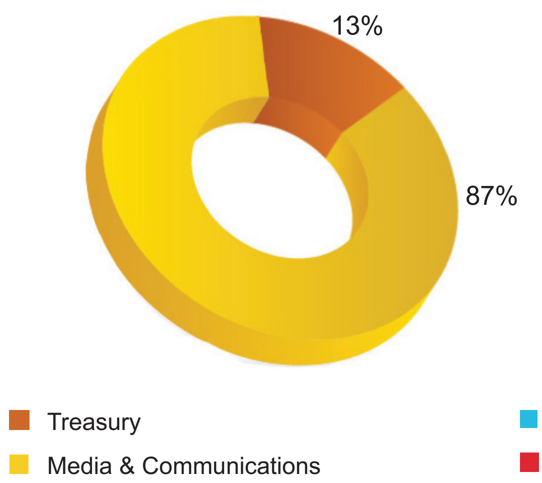
Ashok P. Hinduja
Executive Chairman
Mumbai, 16th May, 2013

Financial Highlights
Consolidated

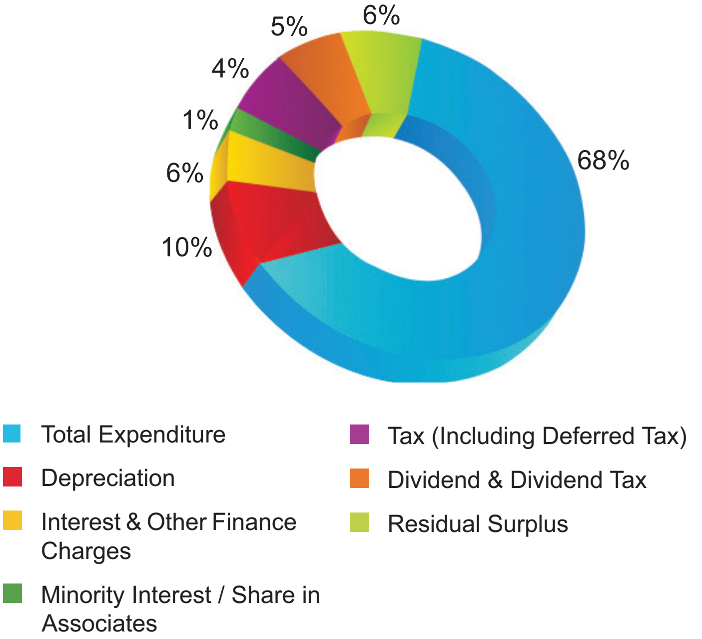
[Amount ₹ in Crores]

For the year	2013	2012	2011	2010	2009
Operating Income	696.88	538.49	433.58	351.50	329.38
Total Income	701.96	563.05	475.29	401.71	346.00
Total Expenditure	519.96	357.85	310.55	294.48	253.59
Profit After Minority Interest	80.22	100.46	86.57	60.58	46.80
As at the end of the year					
Share Capital	20.56	20.56	20.56	20.56	20.56
Reserve and Surplus	798.28	713.83	649.20	597.46	591.21
Net Worth	818.84	734.39	669.76	618.02	611.77
Loan Funds	787.18	127.77	102.44	11.57	14.65
Net Fixed Assets	651.87	304.56	265.62	240.49	241.88
Investments	320.19	225.96	272.67	252.50	103.65
Earnings per Share (₹)	39.03	48.87	42.12	29.47	22.77
Dividend (%)	150%	150%	125%	100%	100%
Dividend Amount	30.83	30.83	25.69	20.56	20.56
Book value per Share (₹)	398	357	326	301	298

Rupee Earned (Consolidated)



Rupee Spend (Consolidated)

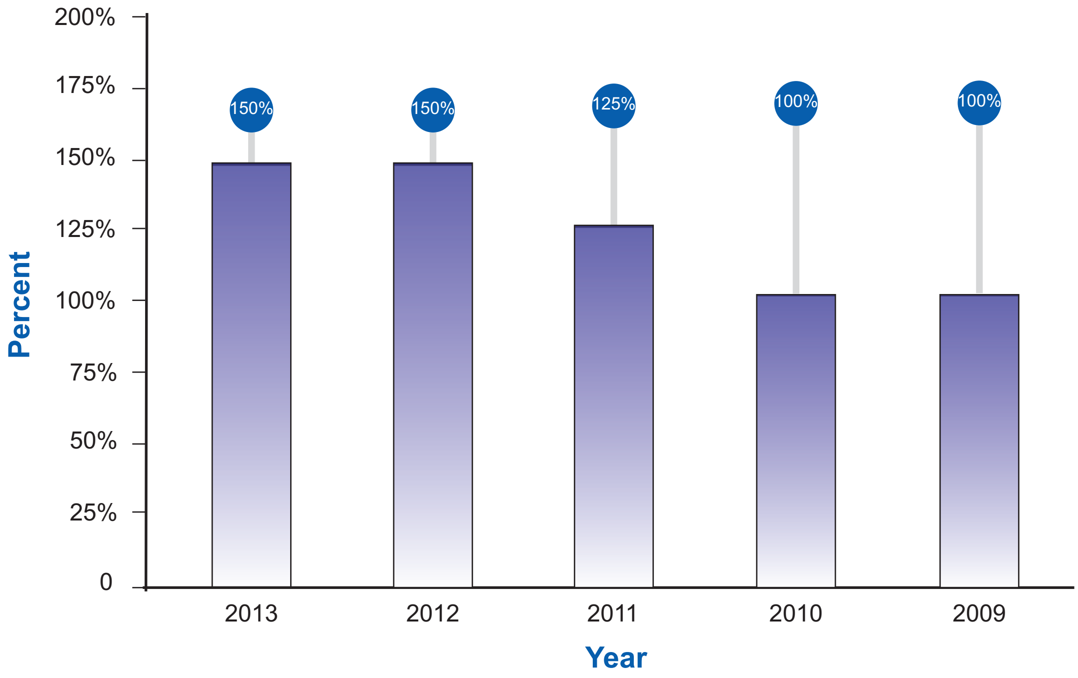


Financial Highlights
Standalone

[Amount ₹ in Crores]

For the year	2013	2012	2011	2010	2009
Total Income	94.52	90.11	83.48	80.49	58.67
Total Expenditure	8.51	13.87	13.64	33.10	7.31
PBIDTA	86.01	76.24	69.84	47.39	51.36
Profit After Tax	76.75	65.02	57.61	39.09	33.01
As at the end of the year					
Share Capital	20.56	20.56	20.56	20.56	20.56
Reserve and Surplus	694.79	654.12	624.93	594.69	579.57
Net Worth	715.35	674.68	645.49	615.25	600.13
Loan Funds	–	–	-	–	14.30
Net Fixed Assets	16.56	19.01	21.37	22.45	1.21
Investments	189.02	256.91	302.94	315.63	170.57
Earnings per Share (₹)	37.34	31.63	28.03	19.01	16.06
Dividend (%)	150%	150%	125%	100%	100%
Dividend Amount	30.83	30.83	25.69	20.56	20.56
Book value per Share (₹)	348	328	314	299	292

Divident Payout



General Information

Board of Directors

Mr. A. P. Hinduja, Executive Chairman

Mr. R. P. Hinduja, Co-Chairman

Mr. D. G. Hinduja
(upto 26th October 2012)

Mr. Dilip Panjwani, Whole-Time Director
(upto 30th April 2012)

Mr. Ashok Mansukhani, Whole-Time Director
(Appointed w.e.f. 30th April 2012)

Mr. H.C. Asher

Mr. Anil Harish

Mr. R. P. Chitale

Mr. Prakash Shah

Ms. Vinoo S. Hinduja
(Appointed w.e.f 30th October 2012)

Mr. Ravi Mansukhani
(Appointed as an Alternate Director to Ms. Vinoo Hinduja w.e.f. 30th October 2012)

Committee of the Board

Audit Committee

Mr. Anil Harish, Chairman

Mr. R. P. Hinduja

Mr. R. P. Chitale

Mr. H. C. Asher

Remuneration Committee

Mr. H. C. Asher, Chairman

Mr. Anil Harish

Mr. Prakash Shah

Investor Grievance Committee

Mr. H. C. Asher, Chairman

Mr. R. P. Hinduja

Mr. D. G. Hinduja
(upto 26th October 2012)

Mr. Prakash Shah

Company Secretary

Mr. Dilip Panjwani
(upto 30th April 2012)

Mr. Amit Vyas
(Appointed w.e.f 30th April 2012)

Internal Audit

Mr. Datta Gawade

DGM - Internal Audit

Auditors

Deloitte Haskins & Sells

Chartered Accountants

Solicitors & Advocates

Crawford Bayley & Co.

Bankers

IndusInd Bank Limited

HDFC Bank Limited

State Bank of India

Axis Bank Limited

Registered Office

In Centre, 49/50, MIDC,

12th Road, Andheri (East),

Mumbai-400 093.

Tel.: (91 22) 6691 0945

Fax.: (91 22) 6691 0988

Registrar & Share Transfer Agent

Sharepro Services (India) Private Limited

13AB, Samhita Warehousing Complex,

2nd Floor, Near Sakinaka Telephone Exchange,

Andheri-Kurla Road, Sakinaka, Andheri (East),

Mumbai-400 072.

Tel.: (91 22) 6772 0300

Fax.: (91 22) 2850 8927 / 2859 1568

To the Members,

Your Directors have pleasure in presenting the Directors' Report for the year ended 31st March 2013 and the Twenty Eighth Annual Report of your Company.

FINANCIAL RESULTS

(₹ in Lacs)

	Consolidated		Standalone	
For the year ended 31st March	**2013**	2012	**2013**	2012
Total Income	**70,196.16**	56,304.60	**9,452.42**	9,011.01
Total Expenses	**58,737.74**	39,321.36	**1,101.03**	1,636.17
Profit before tax	**11,458.42**	16,983.24	**8,351.39**	7,374.84
Provision for tax (incl. deferred tax)	**2,784.17**	4,706.62	**676.81**	872.27
Profit after tax	**8,674.25**	12,276.62	**7,674.58**	6,502.57
Minority Interest	**652.03**	2,230.21	**–**	–
Profit After Minority Interest	**8,022.22**	10,046.41	**7,674.58**	6,502.57

REVIEW OF INDIAN ECONOMY

As per the monetary policy statement for 2013-2014, the Reserve Bank of India has computed the cumulative GDP growth at an average of 5% against 6.6% a year back. With the progressive fall in industrial production, the growth rate for the current period has come down to 0.09% in April 2013 from February 2013. Inventory and capacity utilization remains flat. The composite Purchasing Manager Index (PMI) encompassing manufacturing and services had fallen to a seventeen month low in March 2013, but headline inflation as measured by wholesale price index moderated to an average of 7.3% in 2012-2013 from 8.9% in the earlier year. Retail inflation driven by food inflation averaged 10.2%. Corporate performance has shown significant deceleration. The current account deficit touched 6.7% in Quarter 3 of 2012-2013. In the light of all this, RBI has estimated baseline GDP growth at 5.7% for the next year. The greatest risk to the Indian economy continues to be the extremely high current account deficit. In the light of this scenario, while RBI has taken certain monetary measures to stimulate the economy, industrial revival will require greater facilitation in terms of effective policy measures to stimulate private investment.

REVIEW OF FINANCIALS

On a Consolidated basis your Company registered a growth of 24.67% in Income to reach ₹ 70,196.16 Lacs from ₹ 56,304.60 Lacs during the year. EBIDTA increased from ₹ 21,969.33 Lacs to ₹ 22,713.60 Lacs. Net Profit after Taxes and Minority Interest reduced from ₹ 10,046.41 Lacs to ₹ 8,022.22 Lacs.

The Standalone results reflect a strong performance buoyed by Treasury gains. Total Income grew by 4.90% from ₹ 9,011.01 Lacs to ₹ 9,452.42 Lacs. Net Profit after Tax grew 18.02% from ₹ 6,502.57 Lacs to ₹ 7,674.58 Lacs.

DIVIDEND

The Board is pleased to recommend Dividend payment of ₹ 15/- per Equity Share (150% Dividend on face value of ₹ 10/- per Equity Share) for the financial year 2012-13. The current year Dividend will result in a payout of ₹ 3,607.34 Lacs including Dividend Distribution Tax, representing 47% of the current year earnings.

TRANSFER TO RESERVES

The Company proposes to transfer ₹ 767.46 Lacs to the General Reserve as required under Transfer to General Reserve Rules and to carry forward an amount of ₹ 45,799.47 Lacs as balance in the Statement of Profit and Loss.

REAL ESTATE

The Company continues to pursue its efforts in seeking clearance for the development of its real estate in Bengaluru including attending the legal suits related to title in respect of 47.2 acres land. The land was purchased at ₹ 0.14 crores per acre and today the reckoner rate of land value stands at ₹ 3.08 crores per acre. Post clearance of all the issues, the Company will take up development of the property.

Your Company through its wholly owned subsidiary had acquired 4.75 acres of land in Hyderabad at a price of ₹ 5.00 crores per acre. As of 31st March 2013, the reckoner rate of land stands as ₹ 12.1 crores per acre, registering an unrealised gain of 142%.

INVESTMENTS

During the year under review, your Company has made further investment of ₹ 16,211.00 Lacs in Hinduja Energy (India) Limited through its wholly owned subsidiary Grant Investrade Limited. Hinduja Energy (India) Limited's subsidiary Hinduja National Power Corporation Limited is expected to go on stream during this financial year. It is setting up a 1040 MW coal based power plant at Vizag in Andhra Pradesh, India.

SUBSIDIARIES

Media:

IndusInd Media & Communications Limited (IMCL):

IMCL moved on in 2012-13 with the cable digitalization mandated by Government in a Phasewise manner. During the Ist phase of Digitalization, IMCL covered 3 cities (out of four metros mandated) and converted all the targeted analogue homes to digital. In the cities of Mumbai, Delhi and Kolkata, IMCL now offers only a digital signal for TV viewing.

IMCL has expanded the geography and network to 36 cities. The consolidation plans continued with Phase II. In the IInd Phase of Digitalization, IMCL is present in 15 cities, out of the Government mandated 38 cities list. IMCL already has over 2.3 million digital customers and plans to convert the entire base of 8.5 million customers to digital in the next 2 to 3 years. It will also give a significant push to Internet over cable services during the coming year.

IMCL consolidated EBIDTA for the year stood at ₹ 14,114.78 Lacs as against ₹ 14,563.48 Lacs. Consolidated Total Income grew by 26.82% from ₹ 48,146.68 Lacs to ₹ 61,061.95 Lacs.

IMCL has announced its various packages in the digital platform and also commenced the High Definition TV services (HD) in certain key markets. IMCL remains committed to its customers to bring out the best of the technology for viewing digitally over the cable networks. It now offers over 350 Standard Definition channels (SD) and over 20 High Definition channels (HD) in key markets under the brand name INDIGITAL. There are also plans to introduce Value Added Services (VAS) in digital cable.

The IMCL infrastructure is adequately geared to meet the opportunity presented by mandatory Digital Addressable System (DAS) and is currently supported by 10,000 km of hybrid fibre optic cable network, which includes 2,000 km of underground fibre.

IMCL has already achieved the first success of digitalization. However, IMCL feels that Government and Regulator have to consider some vital issues, such as:

- Providing infrastructure status to the cable industry.
- Access to domestic funding is critical for successive phases of digitalization.
- Customs duty on set top boxes has been doubled to 10%. Government indicated that this has been done in order to provide a boost to indigenous manufacturers. Incentives and subsidies to local manufacturers would be important to enable them to be more cost-competitive vis-à-vis imported boxes, thus keeping the price of the STB lower for the Consumer.
- Reduction in customs duty on digital headend equipments and set top boxes will provide a boost to the digitalization initiative.

FUTURE OUTLOOK – MEDIA & CABLE TV SECTOR

The Indian Media & Entertainment (M&E) industry grew from INR 728 billion in 2011 to INR 821 billion in 2012, registering an overall growth of 12.6%. Given the impetus introduced by digitalization, continued growth of regional media, strength in the film sector and fast increasing new media businesses, the industry is estimated to achieve a growth rate of 11.8% in 2013 to touch INR 917 billion. The sector is projected to grow at a healthy CAGR of 15.2% to reach INR 1,661 billion by 2017.

In 2012, the television industry commenced its journey down a game-changing path with the seeds planted for sweeping changes that would significantly change in the way business is done. Digitalization of cable is expected to bring in transparency and increase subscription revenues for Multi-System Operators (MSOs), broadcasters and higher taxes for Government. Developments and refinements in viewership measurement systems may affect the way advertising is distributed among channels.

In itself, 2012 was a challenging year for the industry, with companies conserving capital and cutting advertisement spends in the face of a soft macro-economic environment. Against this backdrop, leading players and networks stood out as they managed to perform better than fringe and niche players. The TV sector also witnessed consolidation and exits, paving way for a more sustainable, profitable future.

Despite the current challenges, the long-term outlook remains positive and India continues to remain a key strategic market for leading international broadcasters and national MSOs.

The television industry in India is estimated at INR 370 billion in 2012 and is expected to grow at a CAGR of 18% over 2012-17, to reach INR 848 billion in 2017. Aided by digitalization and the consequent increase in ARPUs (Average Revenue Per User), the share of subscription revenue to the total industry revenue is expected to increase from 66% in 2012 to 72% in 2017.

Paid Cable & Satellite (C&S) penetration of TV households is expected to increase to 91% by 2017:

The number of C&S households in India increased by 11 million in 2012 to reach 130 million. Excluding DD Direct, the number of paid C&S households is estimated to be 121 million. This paid C&S base is expected to grow to 173 million by 2017, representing 91% of TV households.

Broadcasting & Distribution:

- The benefit of Phase I and Phase II digitalization in terms of growth in subscription revenues is expected to be seen over 2013 and 2014.
- Growth is expected to be driven by a sharp increase in subscription revenues, while carriage costs are expected to rationalize in metro markets.

Distribution:

- Phase I of cable digitalization kick-started and met with varying degrees of success in the four metros. However, the consumer has warmed upto the concept of digitalization.
- Phase II as already started. Completion of Phase II digitalization is likely to get delayed by 3 to 6 months. Out of the 38 cities identified for phase II digitalization, approximately 80% of C&S households are already digitalized.

With the eventual control of the subscriber moving to MSOs post digitalization, the distribution industry is expected to see a power shift towards MSOs. Local Cable Operators (LCOs) are expected to take up the role of servicing agents while MSOs control the infrastructure and generate bills through a subscriber management system, ideally a prepaid model.

However, even as MSOs may have control of the subscriber, LCOs will be crucial to customer interactions and day-to-day management. Therefore LCOs relationship management remains crucial for MSOs. With 74% FDI recently granted to digital cable sector, there is increasing interest of private equity funds and foreign investors in these sector.

GRANT INVESTRADE LIMITED (GIL) - HITS LICENSE

With the mandate of Digitalization from the Government of India, a number of cable operators find themselves in a very strange position having to move from a B2B model to a B2C model which is now consumer centric and apart from considering their financial resources and size, will find it difficult to be able to muster and provide quality digital services with multiple choices to their customers and compete with other providers like Direct to Home (DTH) who have well established customer friendly services.

Considering the above, your Company thought it appropriate to launch a "pure service" model to the large number of cable operators through a HITS (Head-end in the Sky) model through this the Company would provide world renowned and quality backend services stipulated by TRAI. Accordingly, GIL, the wholly owned subsidiary of the Company had applied for a HITS license with The Ministry of Information and Broadcasting (MIB) in the month of November 2012. The license is in the final stages of approval.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 on Accounting for Investments in Associates and AS-27 on Financial Reporting of Interest in Joint Ventures, the audited Consolidated Financial Statements are provided in the Annual Report.

Ministry of Corporate Affairs, Government of India vide its circular no. 2/2011 dated 8th February, 2011 has provided general exemption from compliance with Sub-Section 212(8) of the Companies Act, 1956. In view of the exemption from compliance of section 212(8) of the Act, the Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. Financial information of the subsidiary companies as required by the said general approval, is disclosed in Note No. 31(A) of Consolidated Financial Statemens.

The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

CORPORATE SOCIAL RESPONSIBILITY

Your Company through Hinduja Foundation under project approved by the National Committee for Promotion of Social and Economic Welfare, is successfully implementing its mobile health care project targeting the rural poor in tribal areas of Thane district, North Maharashtra. The mobile medical units operate in a planned journey cycle along the interior village roads and provide primary healthcare services and healthcare education on specified days in a week. They also provide more advanced referral services in tandem with mobile hospital unit of P. D. Hinduja National Hospital & Medical Research Centre. During the one year of its operations the program has served over 40,000 people and trained more than 15 teachers and over 10,000 children in hygiene and preventive care.

COMMUNICATION AND PUBLIC RELATIONS

Your Company has, on a continuous basis, endeavored to increase awareness among its stakeholders and in the market place about the Company's strategy, new developments and financial performance as per rules laid down by the Regulatory Authority like SEBI etc.

Brand building of the organization is being given impetus and your Company is poised to achieve positive results out of these efforts.

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification as required under clause 49 of the Listing Agreement and Chief Executive Officer's declaration about the code of conduct are furnished in "Annexure-A" and "Annexure-A-1" to this report.

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

Considering the nature of the business of your Company, there are no particulars to be disclosed relating to the Conservation of Energy, Research and Development & Technology Absorption pursuant to Section 217(1)(e) of the Companies Act, 1956 during the year under review.

The details of Foreign Exchange and outgo are given in "Annexure-B" to this report.

EMPLOYEES PARTICULARS

Particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and Companies (Particulars of Employees) Rules, 2011 as amended, is annexed as "Annexure-C" to this report.

CORPORATE GOVERNANCE

As required under clause 49 of the Listing Agreement, a detailed report on Corporate Governance is annexed as "Annexure-D" to this report.

The Statutory Auditors of your Company have examined the Company's compliance with regulations and have certified the same as required under the Listing Agreement. The certificate is annexed as "Annexure-E" to this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Further, a separate Management Discussion and Analysis Report covering a wide range of issues relating to industry trends, company performance, SWOT analysis, business outlook etc. is annexed as "Annexure-F" to this report.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits from the public and as such, no amount of principal or interest was outstanding as on the balance sheet date.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company maintains an adequate system of internal control to ensure that all assets are safeguarded against loss from unauthorised use or disposition. Company policies, guidelines and procedures are in place to ensure that all transactions are authorised, recorded and reported correctly.

DIRECTORS

Mr. Ashok P. Hinduja was re-appointed as an Executive Chairman of the Company for the period of three years with effect from 1st October 2010. His tenure will be expiring on 30th September 2013. The Board of Directors in its meeting held on 16th May 2013 has recommended him for re-appointment as an Executive Chairman of the Company for a further period of five years with effect from 1st October 2013.

Ms. Vinoo Hinduja was appointed as an Additional Director by the Board on 30th October 2012. Being an Additional Director appointed by Board, her appointment as a Director would require approval of the shareholders as she would hold office upto the date of this Annual General Meeting under section 260 of the Companies Act, 1956.

Mr. Prakash Shah and Mr. R. P. Chitale, Directors of your Company are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Mr. Dheeraj G. Hinduja, Director has resigned from the Board effective 26th October 2012. The Board places on record its deep sense of appreciation for the invaluable contributions made by Mr. Dheeraj G. Hinduja during his tenure as director of the Company.

Mr. Ravi Mansukhani, Alternate Director to Mr. Dheeraj G. Hinduja ceased to be an Alternate Director due to resignation of Mr. Dheeraj G. Hinduja effective 26th October 2012 and appointed as an Alternate Director to Ms. Vinoo Hinduja with effect from 30th October 2012.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000 your Directors, based on the information and documents made available to them, confirm that:

i) in the preparation of annual accounts for year ending 31st March 2013, the applicable accounting standards have been followed;

ii) appropriate accounting policies have been selected and applied consistently. Judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of your Company as on 31st March 2013 and of the profit of your Company for the year ended 31st March 2013;

iii) proper and sufficient care to the best of their knowledge and ability has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;

iv) The annual accounts have been prepared on a going concern basis.

COST AUDITORS

In conformity with the directives of the Central Government, the Company has appointed M/s. ABK & Associates, Cost Accountants, Mumbai as the Cost Auditors under Section 233B of the Companies Act, 1956, for the audit of cost accounts for the Telecommunications Activity of the company for the financial year ended 31st March 2013.

Pursuant to the General Circular No. 43/2012 dated December 26, 2012 read with General Circular Nos. 18/2012 dated July 26, 2012 and 8/2012 dated May 10, 2012 (as amended on June 29, 2012), the Ministry of Corporate Affairs has allowed the Companies concerned to file their Cost Audit reports for the Financial year 2012-13 (including the reports relating to any previous year(s)) with the Central Government in the XBRL mode, within 180 days from the close of the company's financial year to which the report relates. Accordingly the Cost Audit report for the financial year 2012-13 is due for filling with the Ministry of Corporate Affairs within 180 days (i.e. 27th September, 2013). Necessary action is being taken to file the Report as required.

STATUTORY AUDITORS

M/s Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of your Company, retire at the conclusion of the forthcoming Annual General Meeting of the Company and being eligible offer themselves for re-appointment. The Board recommends the appointment of the Auditors.

ACKNOWLEDGEMENTS:

Your Board takes this opportunity to thank the Company's employees, customers, vendors, business partners, shareholders and bankers for the faith reposed in the Company and also to thank various regulatory authorities and agencies for their support and looks forward to their continued encouragement.

For and on behalf of the Board

Place: Mumbai
Date : 16th May, 2013

Ashok P. Hinduja
Executive Chairman

Annexure 'A' to the Directors' Report

Certificate in terms of Clause 49 of the Listing Agreement.

a. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee that there are;

   i. no significant changes in internal control over financial reporting during the year;

   ii. no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   iii. no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Mumbai
Date : 16th May, 2013

Ashok Mansukhani
Whole-Time Director

Annexure 'A-1' to the Directors' Report

Confirmation towards Code of Conduct:

I hereby confirm that all the Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended 31st March 2013.

Place: Mumbai
Date : 16th May, 2013

Ashok Mansukhani
Whole-Time Director

Annexure 'B' to the Directors' Report

Particulars pursuant to Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

Information required to be provided under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the report of the Board of Directors) Rules, 1988 in relation to Conservation of Energy, Technology Absorption and Research and development are currently not applicable to the Company.

- **Foreign exchange Earnings and Outgo**

(₹ in Lacs)

Particulars	**2012-2013**	2011-2012
Total Foreign Exchange earned	**NIL**	NIL
Total Foreign Exchange outgo	**4.84**	1.01

For and on behalf of the Board

Place: Mumbai
Date : 16th May, 2013

Ashok P. Hinduja
Executive Chairman

Annexure 'C' to the Directors' Report

Particulars of Employees pursuant to Section 217 (2A) of the Companies Act 1956, read with Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31st March 2013.

Name	Age (years)	Designation / Nature of duties	Gross Remun eration	Net Remun eration	Qualifi cations	Total experi ence (Years)	Date of comm encement of employment	Last employment held, Designation - period for which post held
Mr. Ashok Mansukhani	63	Whole-Time Director	69,03,295	42,90,445	MA, LLB	44	30th April 2012	Management Consultant
Mr. Anthony D'Silva	62	President	81,89,447	52,75,747	B.Sc., PGDBM	38	1st August 2012	SUN Direct TV Pvt. Ltd.

Notes:

(1) The Gross remuneration shown above is subject to tax and comprises of salary, allowances, monetary value of perquisites as per Income tax rules and company's contibution to provident fund and superannuation fund. In addition, employees are entitled to gratuity and leave encashment in accordance with the company's rules.

(2) The Net remuneration shown above is after deducting employee and employer contribution to provident fund, profession tax and income tax.

(3) None of the employees mentioned above is a relative of any of the directors of the company.

For and on behalf of the Board

Place : Mumbai
Date : 16th May, 2013

Ashok P. Hinduja
Executive Chairman

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes in adopting the best practices in the areas of Corporate Governance. The Management and Employees of the Company are committed to uphold the core values of transparency, integrity, honesty and accountability, which are fundamental to the Company as a whole.

During the year, the Company has taken all steps to bring its corporate practices in line with the revised Clause 49 of the Listing Agreement. The Company will continue to focus its resources, strengths and strategies for creation and safeguarding of the shareholders' wealth and at the same time protect the interests of all its shareholders.

The detailed report on implementation by the Company, of the Corporate Governance Code as incorporated in clause 49 of the Listing Agreement with the Stock Exchanges is set out below:

2. BOARD OF DIRECTORS

A. Composition:

The composition of your Company's Board is as under:

Executive Director (Promoter Group)

Mr. Ashok P. Hinduja, Executive Chairman

Non-Executive Directors (Promoter Group)

Mr. R. P. Hinduja, Co-Chairman

Ms. Vinoo Hinduja, Additional Director (Appointed w.e.f 30th October 2012)

Mr. Dheeraj Hinduja, Director (upto 26th October 2012)

Executive Director (Non-Promoter Group)

Mr. Ashok Mansukhani, Whole-Time Director (Appointed w.e.f. 30th April 2012)

Mr. Dilip Panjwani, Whole-Time Director (upto 30th April 2012)

Independent Directors (Non Executive)

Mr. H. C. Asher

Mr. Anil Harish

Mr. R. P. Chitale

Mr. Prakash Shah

The composition of the Board is in conformity with Clause 49 of the Listing Agreement with Stock Exchanges.

B. Dates of Board Meetings held during the year:

Date of Board Meeting	Board Strength	No. of Directors present
30th April 2012	8	7
6th August 2012	8	8
30th October 2012	8	6
26th December 2012	8	6
8th February 2013	8	7

The time gap between any two meetings did not exceed four months. The information as prescribed under Clause 49 of the Listing Agreement was placed before the Board from time to time, as required.

C. Attendance of Directors:

Name of the Director	No. of Meetings Attended	Attendance at the previous AGM held on 9th August 2012
Mr. Ashok P. Hinduja	4	Yes
Mr. R. P. Hinduja	3	Yes
Mr. D. G. Hinduja[1]	–	N.A
Mr. H. C. Asher	5	Yes
Mr. Anil Harish	5	Yes
Mr. R. P. Chitale	4	Yes
Mr. Prakash Shah	4	Yes
Mr. Dilip Panjwani[2]	1	N.A
Mr. Ashok Mansukhani[3]	4	Yes
Ms. Vinoo Hinduja[4] (Alternate Director to Mr. R. P. Hinduja)*	–	N.A.
Mr. Ravi Mansukhani[5] (Alternate Director to Mr. D. G. Hinduja)*	2	Yes
Ms. Vinoo Hinduja[6]	–	N.A
Mr. Ravi Mansukhani[7] (Alternate Director to Ms. Vinoo Hinduja)*	2	N.A

*Does not include attendance at Meetings of Alternate Director where the main director is present.

[1]Mr. D. G. Hinduja resigned as a Director on 26th October 2012.

[2]Mr. Dilip Panjwani resigned as a Whole-Time Director and Company Secretary on 30th April 2012.

[3]Mr. Ashok Mansukhani appointed as a Whole-Time Director w.e.f 30th April 2012.

[4]Ms. Vinoo Hinduja resigned as an Alternate Director to Mr. R. P. Hinduja on 30th October 2012.

[5]Mr. Ravi Mansukhani ceased to be an Alternate Director to Mr. D. G. Hinduja due to resignation of Mr. D. G. Hinduja on 26th October 2012.

[6]Ms. Vinoo Hinduja appointed as an Additional Director w.e.f. 30th October 2012.

[7]Mr. Ravi Mansukhani appointed as an Alternate Director to Ms. Vinoo Hinduja w.e.f. 30th October 2012.

D. Details of Membership of the Directors in Boards, Board Committees and Chairmanship of Board Committees (including HVL):

Name of the Director	Boards*	All Board Committees**	Chairmanship of Board Committees
Mr. Ashok P. Hinduja	4	–	–
Mr. R. P. Hinduja	5	3	–
Mr. D.G. Hinduja[1]	6	1	–
Mr. Anil Harish	14	10	4
Mr. H. C. Asher	9	7	2
Mr. R. P. Chitale	8	7	1
Mr. Prakash Shah	5	2	–
Mr. Ashok Mansukhani[2]	7	4	1
Mr. Dilip Panjwani[3]	3	3	1
Ms. Vinoo Hinduja[4]	4	–	–
Mr. Ravi Mansukhani[5] (Alternate to Ms. Vinoo Hinduja)	5	2	1

*Excludes Foreign Companies, Private Limited Companies and Alternate Directorships.

**Only the following Board Committees have been considered for this purpose: Audit Committee and Shareholders' / Investors' Grievance Committee.

[1]Mr. D. G. Hinduja resigned as a Director on 26th October 2012.

[2]Mr. Ashok Mansukhani appointed as a Whole-Time Director w.e.f 30th April 2012.

[3]Mr. Dilip Panjwani resigned as a Whole-Time Director and Company Secretary on 30th April 2012.

[4]Ms. Vinoo Hinduja appointed as an Additional Director w.e.f. 30th October 2012.

[5]Mr. Ravi Mansukhani appointed as an Alternate Director to Ms. Vinoo Hinduja w.e.f 30th October 2012.

3. AUDIT COMMITTEE

A. Terms of Reference:

The minutes of the meetings of the Audit Committee are placed before the Board. The terms of reference of the Audit Committee are in accordance with all the items listed in clause 49 (II) (D) and (E) of the listing agreement as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees.
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of subsection (2AA) of section 217 of the Companies Act, 1956.
   b. Changes, if any, in accounting policies and practices and reasons for the same.
   c. Major accounting entries involving estimates based on the exercise of judgment by management.
   d. Significant adjustments made in the financial statements arising out of audit findings.
   e. Compliance with listing and other legal requirements relating to financial statements.

f. Disclosure of any related party transactions.

g. Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

5A. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc), the statement of funds utilized for the purposes other than those stated in the offer document / prospectus / notices and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up the step in this matter.

6. Reviewing, with the management, performance of Statutory and Internal Auditors, and adequacy of the internal control systems.

7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

8. Discussion with Internal Auditors any significant findings and follow up thereon.

9. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

10. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

12A. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit committee's powers include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

B. Composition:

The composition of the Audit Committee is as follows:

Chairman:	Mr. Anil Harish
Members:	Mr. R. P. Chitale
	Mr. R. P. Hinduja
	Mr. H. C. Asher
	Ms. Vinoo Hinduja (Alternate Director to Mr. R. P. Hinduja)*

The Company Secretary acts as secretary to the Committee. The permanent invitees to Audit Committee meetings include representatives of the Statutory Auditors and representatives of the Internal Auditors.

*Ms. Vinoo Hinduja resigned as an Alternate Director to Mr. R. P. Hinduja on 30th October 2012.

C. Meetings and Attendance:

The details of meetings held during the year and the attendance there at are as follows:

Dates of Meetings: 30th April 2012, 6th August 2012, 30th October 2012 and 08th February 2013.

Attendance:

Name of the Director	Number of Meetings attended
Mr. Anil Harish	4
Mr. R. P. Hinduja	3
Mr. R. P. Chitale	4
Mr. H. C. Asher	4
Ms. Vinoo Hinduja (Alternate Director to Mr. R. P. Hinduja)*	–

*Does not include attendance at Meetings of Alternate Director where the main director is present.

4. REMUNERATION COMMITTEE

A. Terms of Reference:

The terms of reference of the Remuneration Committee in accordance with clause 49 of the listing agreement are as follows:

1. Reviewing and discussing managerial compensation including compensation of Executive Chairman.
2. Negotiating/finalising with Executive Chairman the terms and conditions of the office of Chairman.
3. Perform such other function in relation to managerial remuneration upto the one level below the Board.

B. Composition:

Chairman: Mr. H. C. Asher

Members: Mr. Anil Harish
Mr. Prakash Shah

C. Meeting:

No meeting of Remuneration Committee was held during the year.

D. Remuneration Policy:

For Executive Directors: The Total Remuneration, subject to shareholders' approval consists of salary, allowance and perquisites. Perquisites are as per the rules of the Company. No Sitting Fees is payable to Executive Directors.

For Non–Executive Directors: Sitting Fees as per the Companies Act, 1956 for attending any meeting of the Board or Committee of the Board. Directors are also reimbursed travel cost incurred in connection with attending meeting. There are no pecuniary relationship or transactions between any of the Non-Executive Directors and the Company. No other fees are paid to Non-Executive Directors other than the above.

E. Details of remuneration to all the Directors:

The Directors' remuneration and sitting fees paid in respect of the Financial Year 2012-13 are given under the head "Remuneration of Directors".

5. INVESTORS' GRIEVANCE COMMITTEE

A. Terms of Reference:

The Committee specifically looks into the redressal of shareholders' and investors' grievances, if any, relating to transfer of shares, non-receipt of financial statements, non-receipt of dividends, issue of duplicate shares and any other matter of shareholders' interest.

The Committee reviews the system of dealing with and responding to correspondence from all categories of investors. The details of complaint letters, if any, received from Stock Exchanges / SEBI and responses thereto are reviewed by the Committee. The Committee also reviews / approves initiatives for further improvements in servicing investors.

During the year, one complaint was received from the shareholder of the Company, which was resolved. There were no pending complaints against the Company as on 31st March 2013.

B. Composition:

Chairman: Mr. H. C. Asher

Members: Mr. D. G. Hinduja*
Mr. R. P. Hinduja
Mr. Prakash Shah

*Mr. D. G. Hinduja resigned on 26th October 2012.

C. Meetings and Attendance:

No meeting of Investor Grievances Committee was held during the year.

6. REMUNERATION OF DIRECTORS

The details of remuneration of the directors during the financial year are as follows:

During the year, the Company has paid remuneration to Mr. Ashok Mansukhani (Whole-Time Director w.e.f 30th April 2012) an aggregate amount of ₹ 69.03 Lacs and Mr. Dilip Panjwani (Whole-Time Director upto 30th April 2012) an aggregate amount of ₹ 3.75 Lacs. The remuneration comprises salaries and allowances including company's contribution to Provident fund but does not include retirement benefits of gratuity and leave encashment, bonuses or stock options. However, no bonus or stock option was granted during the year.

A. Criteria for Payment to Executive Director:

The fixed component of remuneration to Executive Director is paid as approved by the Board in terms of the approval granted by the shareholders.

Service Contract and Notice period:

Executive Director	Service Contract	Notice Period	Remuneration
Mr. Dilip Panjwani[1] Whole-Time Director & Company Secretary	Five Years (From 10th May 2011 to 9th May 2016)	Three months' notice by either party	Not Exceeding ₹ 45,00,000/- p.a
Mr. Ashok Mansukhani[2] Whole-Time Director	Three Years (From 30th April 2012 to 29th April 2015)	Three months' notice by either party	Not Exceeding ₹ 80,00,000/- p.a

[1]Mr. Dilip Panjwani resigned as a Whole-Time Director and Company Secretary on 30th April 2012.

[2]Mr. Ashok Mansukhani appointed as a Whole-Time Director w.e.f. 30th April 2012.

B. Payment to Non-Executive Directors:

There were no material pecuniary relationships or transactions with Non-Executive Directors except payment of sitting fees for meetings attended by them.

C. Sitting fees paid/payable to Non-Executive Directors during the year under review:

Name of Directors	Board Of Directors (₹)	Audit Committee (₹)	Total Fees (₹)
Mr. R. P. Hinduja	60,000	60,000	1,20,000
Mr. H. C. Asher	1,00,000	80,000	1,80,000
Mr. Anil Harish	1,00,000	80,000	1,80,000
Mr. R. P. Chitale	80,000	80,000	1,60,000
Mr. Prakash Shah	80,000	N.A	80,000
Mr. Ravi Mansukhani[1]	40,000	N.A	40,000
Mr. Ravi Mansukhani[2]	40,000	N.A	40,000
Total	**5,00,000**	**3,00,000**	**8,00,000**

[1]Alternate to Mr. D. G. Hinduja.

[2]Alternate to Ms. Vinoo Hinduja

D. Fees for professional services rendered by firms of solicitors /advocates/ chartered accountants in which certain Independent Directors are partners are as under:

Name of Firm	Amount paid during the year under review (₹)	Name of Director who is partner
Crawford Bayley & Co.	3,95,283/-	Mr. H. C. Asher

7. GENERAL BODY MEETINGS

Details of location, date and time of holding the last three Annual General Meetings:

Financial Year	Location	Date and Time	Special Resolutions Passed
2009-2010	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018.	31/07/2010 at 2.30 p.m.	1. Pursuant to provision of Section 81 and 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the Foreign Exchange Management Act, 1999 and SEBI (Disclosure and Investor Protection) Guidelines, 2000, to create, offer, issue and allot securities in the form of Equity Shares, Warrants, Bonds or Debentures, Depository Receipts, whether Global Depository Receipt ("GDR"), American Depository Receipt ("ADR"), Provided the aggregate issue price of Securities to be issued shall not exceed ₹ 500 Crores (Rupees Five Hundred Crores). 2. Pursuant to provisions of Sections 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to re-appointment of Mr. Ashok P. Hinduja, as the Executive Chairman of the Company with effect from 1st October 2010.
2010-2011	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018.	01/08/2011 at 2.30 p.m.	1. Pursuant to provisions of Sections 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded for appointment of Mr. Dilip Panjwani, as the Whole-Time Director of the Company with effect from 10th May 2011. 2. Pursuant to provision of Section 81 and 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the Foreign Exchange Management Act, 1999 and SEBI (Disclosure and Investor Protection) Guidelines, 2000, to create, offer, issue and allot securities in the form of Equity Shares, Warrants, Bonds or Debentures, Depository Receipts, whether Global Depository Receipt ("GDR"), American Depository Receipt ("ADR"), Provided the aggregate issue price of Securities to be issued shall not exceed ₹ 500 Crores (Rupees Five Hundred Crores).

2011-2012	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018.	09/08/2012 at 2.00 p.m.	1. Pursuant to provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956 (the "Act") and the Articles of Association of the Company, the terms of appointment of Mr. Ashok P. Hinduja as Executive Chairman of the Company be varied so that Mr. Ashok P. Hinduja shall not receive any remuneration with effect from 1st April 2011 till the expiry of the term of agreement dated 16th June 2010. 2. Pursuant to provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the "Act") approval of the Company be and is hereby accorded to the appointment of Mr. Ashok Mansukhani as the Whole-Time Director of the Company with effect from 30th April 2012. 3. Pursuant to provision of Section 81 and 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the Foreign Exchange Management Act, 1999 and SEBI (Disclosure and Investor Protection) Guidelines, 2000, to create, offer, issue and allot securities in the form of Equity Shares, Warrants, Bonds or Debentures, Depository Receipts, whether Global Depository Receipt ("GDR"), American Depository Receipt ("ADR"), Provided the aggregate issue price of Securities to be issued shall not exceed ₹ 500 Crores (Rupees Five Hundred Crores).

8. DISCLOSURES

A. There were no material significant related party transactions that may have a potential conflict with the interests of the Company at large. Transactions with related parties have been disclosed vide Note No. 31 to the Financial Statements.

B. Details of Directors seeking re-appointment at the ensuing Annual General Meeting have been furnished in the Notice convening the meeting of the Shareholders.

C. There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority or any matter relating to capital markets during the last three years.

D. The Company has complied with all the mandatory requirements of Corporate Governance as required by the Listing Agreement.

E. No personnel have been denied access to the Audit Committee of the Company to discuss any matter of substance.

F. The Company has not adopted any non-mandatory requirements of the Listing Agreement.

G. The Company has laid down the policies and procedures about the risk assessment and minimization procedures.

9. MEANS OF COMMUNICATION

A. The quarterly results were published in leading national newspapers (The Economic Times and Navbharat Times). The quarterly results are simultaneously displayed on www.hindujaventures.com, the Company's website. The website is updated regularly with the official news releases and disclosures as required from time to time.

B. Management Discussion & Analysis Report is annexed as an "Annexure-F" to the Directors' Report.

C. No presentations have been made to institutional investors / analysts during the year.

10. GENERAL SHAREHOLDER INFORMATION

1.	Next Annual General Meeting	
	Date	10th August 2013
	Time	2.00 p.m.
	Venue	Hall of Harmony, Nehru Centre, Worli, Mumbai-400 018
2.	Financial Calendar for 2013-14	(Tentative)
	Unaudited results for the quarter ending 30th June 2013	4th week of July 2013
	Unaudited results for the quarter / half year ending 30th September 2013	4th week of October 2013
	Unaudited results for the quarter ending 31st December 2013	4th week of January 2014
	Audited results for the year ending 31st March 2014	4th week of May 2014
3.	Book Closure Dates	From 7th August 2013 to 10th August 2013 (both days inclusive)
4.	Dividend for the Financial Year 2012-13, if any.	On or after Annual General Meeting
5.	Listing of Equity Shares on Stock Exchanges	Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).
6	Stock Code	BSE: 500189. NSE: HINDUJAVEN.

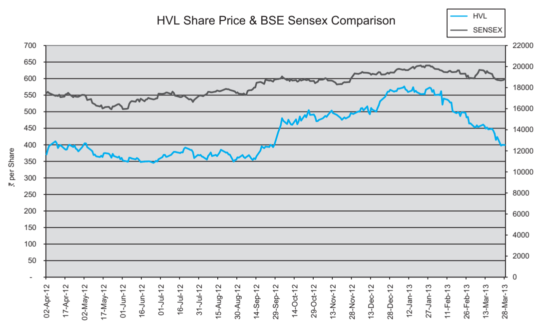
(Note: Annual Listing fee for the Financial Year 2013-14 has been paid to Bombay Stock Exchange Limited and National Stock Exchange of India Limited)

11. STOCK MARKET PRICE DATA

Month	Bombay Stock Exchange Limited		National Stock Exchange of India Limited	
	Month's High ₹	Month's Low ₹	Month's High ₹	Month's Low ₹
April 2012	414.95	350.25	415.00	354.00
May 2012	414.40	352.55	414.45	355.10
June 2012	367.00	342.30	380.00	341.10
July 2012	395.00	351.10	395.00	347.15
August 2012	388.00	341.10	389.95	339.95
September 2012	412.00	350.25	412.00	350.00
October 2012	522.40	403.00	523.30	395.10
November 2012	517.25	470.00	517.00	461.20
December 2012	574.65	490.00	575.00	485.00
January 2013	595.00	528.10	598.00	526.55
February 2013	569.00	452.15	568.85	458.00
March 2013	485.00	385.00	490.00	385.25

SHARE PRICE MOVEMENT (BSE)

Hinduja Ventures Limited share price performance compared to BSE Sensex. (April 12-March 13).



12. SHARE TRANSFER SYSTEM

Your Company's equity shares are compulsorily traded in dematerialized form. As on 31st March 2013, about 99.72% of your Company's equity (comprising 20,497,250 shares) had been dematerialized. Shares of your Company are regularly traded on the BSE and NSE.

The power to approve transfer of shares in physical form has been delegated by the Board to a committee consisting of officers of the Company.

Transfer requests received for physical shares are processed / returned within 30 days from the date of receipt.

On 31st March 2013, there were no unprocessed transfers pending. The details of physical shares transferred during the last three years are as under:

Particulars	2010-11	2011-12	2012-13
No. of transfer deeds	02	02	04
No. of shares transferred	100	150	400

Pattern of Shareholding as of 31st March 2013:

Particulars	No. of Shares	% of Shareholding
Promoters	1,35,05,640	65.70
FIIs	13,35,222	6.50
N.R.I.s / OCBs / Non-Domestic Companies / Foreign National	75,672	0.37
Mutual Funds, Banks, Financial Institutions, Insurance Companies	21,32,585	10.37
Private Corporate Bodies	13,04,066	6.34
Individuals / Others	22,02,318	10.72
Total Paid-up Capital	**2,05,55,503**	**100**

Distribution Schedule as of 31st March 2013:

Distribution	No. of Shareholders		No. of Shareholding	
	No of Shareholders	% of Total Shareholder	No of Shares	% of Shareholding
Less than 500	7,270	92.94	4,33,155	2.11
501-1000	211	2.70	1,60,852	0.78
1001-2000	150	1.92	2,22,572	1.08
2001-3000	50	0.64	1,23,871	0.60
3001-4000	15	0.19	53,065	0.26
4001-5000	24	0.31	1,11,493	0.54
5001-10000	36	0.46	2,48,896	1.21
Above 10000	66	0.84	1,92,01,599	93.42
Total	**7,822**	**100**	**2,05,55,503**	**100**

Reconciliation of Share Capital Audit is carried out in line with SEBI requirements and reports submitted by an independent Company Secretary confirming that the aggregate number of equity shares of the Company held in NSDL, CDSL and in physical form tally with the issued / paid-up capital of the Company, were noted by the Board from time to time.

The numbers of shares held by the Directors of Hinduja Ventures Limited as on 31st March 2013 are as under:

Sr. No.	Name of Directors	No. of Shares
1	Mr. Ashok P. Hinduja	6,76,221*
2	Ms. Vinoo Hinduja	61,065
3	Mr. Ashok Mansukhani	500

*A. P. Hinduja (HUF)-54,327, A. P. Hinduja Jt. A/c with Harsha Ashok Hinduja-45,313, Ashok P. Hinduja-31,600, Ashok Parmanand Hinduja-5,32,483, Harsha A Hinduja Jt. A/c with A. P. Hinduja-12,498.

Code of Conduct:

The Company has adopted separate Codes of Conduct for Executive Directors, Senior Management and Non-Executive Directors and the same have been posted on the Company's website. As required under Clause 49 of the Listing Agreement, Whole-Time Director has given a declaration to the effect that all the Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct as on 31st March 2013.

13. REGISTRARS AND SHARE TRANSFER AGENT

Your Company's Registrar and Share Transfer Agent is:

Sharepro Services (India) Private Limited

Address:
13AB, Samhita Warehousing Complex,
2nd Floor, Near Sakinaka Telephone Exchange,
Andheri-Kurla Road, Sakinaka,
Andheri (East), Mumbai-400 072.

Shareholders' correspondence should be addressed to the Registrar and Share Transfer Agent at the above address, marked to the attention of:

Ms. Indira Karkera / Mr. Damodar K.
Tel : (91 22) 6772 0300
Fax: (91 22) 2850 8927 / 2859 1568
Email: sharepro@shareproservices.com

Investor Relations Centre:

Sharepro Services (India) Private Limited.
912, Raheja Centre, Free Press Journal Road,
Nariman Point, Mumbai-400 021.
Tel: (91 22) 6772 0700

14. ADDRESS FOR CORRESPONDENCE WITH THE COMPANY

Queries relating to operational and financial performance of your Company may be addressed to:

Mr. Ashok Mansukhani, Whole-Time Director

Address:
In Centre, 49/50, MIDC, 12th Road,
Andheri (East), Mumbai 400 093.
Tel: (91 22) 6691 0945, Fax: (91 22) 6691 0988

Shareholders may address queries relating to their holdings to:

Mr. Amit Vyas, Company Secretary

Address:
In Centre, 49/50, MIDC, 12th Road,
Andheri (East), Mumbai 400 093.
Tel: (91 22) 6691 0945, Fax: (91 22) 6691 0988
Email: investorgrievances@hindujaventures.com

Members are requsted to register their email address with the Company's Registar and Share Transfer Agent (RTA) at *sharepro@shareproservices.com* to enable the Company to send all notices / documents through email and also advice any changes in their email address from time to time to the RTA.

Plant Locations: Not Applicable

Pursuant to the SEBI Circular No. MIRSD/DPS III/Cir-01/07 dated January 22, 2007, the Company has designated an exclusive e-mail ID viz *investorgrievances@hindujaventures.com,* where the investors would be able to register their complaints and also take necessary follow-up actions as necessary.

15. COMPLIANCE OFFICER

Mr. Amit Vyas, Company Secretary

For and on behalf of the Board

Place : Mumbai
Date : 16th May, 2013

Ashok P. Hinduja
Executive Chairman

Annexure 'E' to the Directors' Report

Auditors' Certificate to the members of Hinduja Ventures Limited on compliance of the conditions of Corporate Governance for the year ended 31st March, 2013, under clause 49 of the Listing Agreement with relevant stock exchanges.

To

The Members of Hinduja Ventures Limited,

1. We have examined the compliance of the conditions of Corporate Governance by Hinduja Ventures Limited, (the Company) for the year ended 31st March, 2013, as stipulated in clause 49 of the listing agreement of the said Company with relevant stock exchanges in India (hereinafter referred to as clause 49).
2. The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination is limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and the representation made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Registration No. 117366W)

R. Laxminarayan
Partner
Membership No. 33023

Place: Mumbai
Date : 16th May, 2013

Management Discussion & Analysis Report

Hinduja Ventures Limited (“HVL”) operations and investment span over three segments namely Media, Real Estate and Treasury. The Company’s principal business investment is in Media & Communications via its valuable stake in IndusInd Media & Communications Limited (“IMCL”). HVL owns 47.2 acres land in Bengaluru and 4.75 acres in Hyderabad through its wholly owned subsidiary IDL Speciality Chemicals Limited (“IDL”) being its Real Estate segment. Treasury is represented by its investments and cash. The Treasury segment preserves its capital for reinvestments and new businesses.

MEDIA

Media & Entertainment (M&E) Industry Update:

The Indian M&E industry grew from INR 728 billion in 2011 to INR 821 billion in 2012, registering an overall growth of 12.6%. Recent policy measures taken by the government can pave the way for gradual recovery for the Indian economy. With some improvement also likely in the global economy in 2013, the prognosis for the Indian economy looks somewhat better and real GDP growth is expected to be in the range of 6.1 to 6.7% in 2013-14. Given the impetus introduced by digitalization, continued growth of regional media, upcoming elections, strength in the film sector and fast increasing new media businesses, the industry is estimated to achieve a growth rate of 11.8% in 2013 to touch INR 917 billion. The sector is projected to grow at a healthy CAGR of 15.2% to reach INR 1,661 billion by 2017.

Television Industry:

Television clearly continues to be the dominant segment. The television industry in India is estimated at INR 370 billion in 2012 and is expected to grow at a CAGR of 18% to reach INR 848 billion in 2017. Aided by digitalization and the consequent increase in ARPUs (Average Revenue Per User), the share of subscription revenue to the total industry revenue is expected to increase from 66% in 2012 to 72% in 2017.

Digitalization of distribution has brought in the promise of more sustainable and profitable business models across media sectors. The year 2012 heralded the much awaited start to digitalization of cable. Despite some hiccups, Phase I saw significant progress in implementation of mandatory digital access system across the four metros. Industry now hopes to realize benefits over the medium term including enhanced ability to monetize content, greater transparency and equitable revenue share across the value chain. Phase II digitalization across the next 38 cities is anticipated to move ahead on similar lines, albeit with some delay vis-a-vis planned timelines.

Outlook for Pay TV market:

The 2012 amendment of Cable Act, mandating Digitalization of cable is a game changer, impacting the entire value chain namely Broadcasters, MSOs and LCOs. While DTH also reaps benefits of Digitalization, the power shifts from LCOs to MSOs. Digitalization will usher in quality revolution in viewing TV with DVD like image and sound quality. Transmission of HD and 3D services being possible only in digital delivery will now be a reality for all. The consumer gets benefited with a wide array of choice of contents and pays only for content which he chooses to watch, unlike the analogue mode where there is no choice. The Digitalization of Cable also provides cable TV operators opportunity to bundle broadband and telephony services and presents a significant opportunity for Cable TV distributors to increase their revenues manifold. Digital television is expected to provide the consumer access to a higher number of TV channels, customized tariffs, availability of broadband and other value-added services and enhanced user experience through better viewing quality and consumer services.

The new Digital Addressable System (DAS) has the support of key stakeholders including the Government, the Broadcasters and the MSOs. As the digital distribution ecosystem takes shape, a coherent licensing regime is being enabled, anchored to full subscriber declaration and payment of taxes as well as a stipulation that the billing of TV subscribers will move from unorganized LCOs to organized addressable MSOs. The power equation is expected to shift towards MSOs over the next three years but they will continue to harness the entrepreneurial skills of the LCOs.

SWOT Analysis: IMCL

1) Strengths:

- IMCL is a pioneering MSO with a national presence in 36 cities presently and with an estimated reach of around 8.5 million subscribers.
- High ARPU's and high TRP cities (means cities where key TV channels have high rating).
- State of Art Technology. International technology partners. Professional and experienced management in place.
- Well-developed infrastructure in Fibre and digital Headends across India.

2) Challenges:

- To meet timelines of Digitalization and to ensure successful and profitable implementation of Cable mandated digitalisation, huge Capital outlays are required.
- LCOs management, in view of digitalization will be important, as they will have to declare 100% of their subscriber base. Make new revenue partnerships in subscription driven business for cable and broadband with LCOs.
- To scale up the Digital universe and to ensure all technology and process is in the right place at the right time.
- Logistics and installation of Digital Set top boxes in approximately 2 million homes in next few months. Quality of service issues in the last mile.
- Changes in the business model from B2B to B2C.

3) Opportunities:

- Key Cities mandated for Digital Transition: IMCL is in major cities like Mumbai, Delhi, Bengaluru, Kolkata, Ahmedabad etc. This gives ample opportunity to reach addressable consumers and increase ARPU's. IMCL networks reach a sizeable percentage of higher socio-economic groups in these large cities. In the first two phases around 18 major cities of IMCL will get completely digitalized.
- With the new Broadband policy and digitalization, IMCL will exponentially increase its broadband business.
- New revenue streams will open up from value-added services like Pay Per View (PPV), Video on Demand (VoD), Gaming and more.
- Packaging and tiering of services will increase ARPUs.

4) Threats:

- Competition from other platforms, mainly DTH.
- Vertically linked MSOs of Broadcasters may take undue advantage in pricing and tiering of channels.
- Cities in IInd and IIIrd phase of digitalization need some capital upgradations.

TREASURY

There was a marked turnaround in the economic scenario during the year and thus the Company was able to capitalize the recovery in the market sentiment with improved returns. The recovery in offshore markets was more than emerging markets. Going forward with reduced Quantitative Easing announced by the fed and capital flows getting back to US market, the demand for dollar will be higher resulting in depreciating rupee. This rupee also depreciates due to higher fiscal deficit. Both these situations, result in highest interest rate scenario putting pressure on domestic recovery. The Company, thus may not gain significantly in equity portfolio as much as it maintain returns on debt.

REAL ESTATE

HVL owns two pieces of land, one in Bengaluru and the other through its wholly owned subsidiary IDL Speciality Chemicals Limited in Hyderabad. The land at Bengaluru would entail some more additional resources to enable development of property until receipt of title and other approvals.

PERFORMANCE REVIEW

Discussion on Financial results with respect to Operational Performance:

The consolidated financial highlights for the year 2012-13 are produced below. The following are relevant financial highlights with respect to the operational performance of the company.

(₹ in Lacs)

For the Year	2012 - 13	2011 - 12
Operating, Interest & Dividend Income	63,558.99	49,216.60
Expenses	47,482.56	34,335.27
Operating Profit (PBDITA)	16,076.43	14,881.33
Finance Costs	4,513.74	1,449.50
Depreciation and Amortization	6,741.44	3,536.59
Operating Profit after Interest and Depreciation	4,821.25	9,895.24
Profit on Sale of Non-Current Investments (net)	6,128.63	4,632.87
Other Income	508.54	2,455.13
Profit before tax and exceptional items	11,458.42	16,983.24
Provision for tax (incl. deferred tax)	2,784.17	4,706.62
Profit after tax	8,674.25	12,276.62
EPS Basic (₹)	39.03	48.87
EPS Diluted (₹)	39.03	48.87

Segmental Review:

The Consolidated business segment wise analysis for the year ended 31st March, 2013 is as under:

(₹ in Lacs)

	Real Estate	Media & Communications	Treasury	Other/ (Unallocated)
Segment Revenues	0.40	61,062.91	9,013.11	119.74
Segment Results (PBT)	(100.25)	4,687.88	6,934.15	(63.36)
Capital Employed	3,716.54	39,650.75	54,760.35	(314.62)

RISKS, CONCERNS AND MITIGATION PLANS

The Company has a proper framework for analysis of Risks and Concerns and continuously evaluates risk mitigation on an ongoing basis. On compliance risk, the Company has a robust process of risk and mitigation planning in place. The risk management system put in place last year is working smoothly and will be evaluated for stress or modification upon change in size or nature of business.

The risk management system was reviewed this year and a risk management plan was put in place. This being dynamic, the Company will re-evaluate as the business keeps changing.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control systems and processes of your Company cover operational efficiency, accuracy and promptness in financial reporting, compliance with laws and regulations and development of mature, disciplined and effective processes. The processes also are designed to meet the goals of cost, schedule, functionality and product quality, thus resulting in higher levels of customer satisfaction.

A well-defined organizational structure, clearly demarcated authority levels and well-documented policy and guidelines to ensure process efficiencies are the hallmarks of the Company's internal control system.

The internal and external Auditor's reports with comments of the management are regularly placed before the Audit Committee, which discusses the reports with the Management and the Auditors to satisfy them about the internal control environment designed to ensure that the results of operations are reflected properly in the financial statements and process control and quality standards are maintained.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCE MANAGEMENT / INDUSTRIAL RELATIONS

The Company had cordial relations with its employees during the year. The Company has adopted best practices to retain key talent. Based on business needs the Company will go forward with new plans.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be 'forward looking' within the meaning of applicable Securities Laws and Regulations. Actual results may differ materially from those expressed herein. Important factors that could influence the Company's operations include global and domestic economic conditions affecting demand, supply, price conditions, change in Government's regulations, tax regimes, the laws and other factors such as litigation and industrial relations.

Balance Sheet
as at 31st March, 2013

(₹ in Lacs)

Particulars	Note No.	As at 31.03.2013	As at 31.03.2012
I EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUNDS			
Share capital	2	**2,055.55**	2,055.55
Reserves and surplus	3	**69,479.39**	65,412.15
		71,534.94	67,467.70
2 NON-CURRENT LIABILITIES			
Deferred tax liabilities (net)	4	**54.91**	49.15
Long-term provisions	5	**24.04**	27.35
		78.95	76.50
3 CURRENT LIABILITIES			
Trade payables	6	**95.06**	56.39
Other current liabilities	7	**73.29**	74.23
Short-term provisions	8	**3,978.72**	3,931.80
		4,147.07	4,062.42
TOTAL		**75,760.96**	71,606.62
II ASSETS			
1 NON-CURRENT ASSETS			
Fixed Assets			
(i) Tangible assets	9	**1,651.56**	1,895.15
(ii) Intangible assets		**4.68**	6.24
		1,656.24	1,901.39
Non-current investments	10	**18,901.59**	25,691.95
Long-term loans and advances	11	**3,516.93**	2,537.93
		24,074.76	30,131.27
2 CURRENT ASSETS			
Inventories	12	**1,201.80**	1,201.80
Trade receivables	13	**1,352.25**	868.99
Cash and bank balances	14	**135.11**	291.09
Short-term loans and advances	15	**48,807.25**	38,680.47
Other current assets	16	**189.79**	433.00
		51,686.20	41,475.35
TOTAL		**75,760.96**	71,606.62

See accompanying notes 1 to 39 forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : 16th May, 2013

For and on behalf of the Board

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Amit Vyas
Company Secretary

Place : Mumbai
Date : 16th May, 2013

Statement of Profit and Loss
for the year ended 31st March, 2013

(₹ in Lacs)

	Particulars	Note No.	Year ended 31.03.2013	Year ended 31.03.2012
I	**INCOME**			
	Revenue from operations	**17**	**9,353.07**	9,008.92
	Other income	**18**	**99.35**	2.09
	Total Revenue		**9,452.42**	9,011.01
II	**EXPENSES**			
	Changes in inventories of stock-in-trade	**19**	**–**	(138.07)
	Direct cost	**20**	**–**	701.79
	Employee benefits expenses	**21**	**264.36**	140.30
	Depreciation and amortisation expenses	**22**	**249.60**	248.77
	Other expenses	**23**	**587.07**	683.38
	Total Expenses		**1,101.03**	1,636.17
III	**Profit before tax**		**8,351.39**	7,374.84
	Tax Expenses			
	- Current tax		**1,624.00**	1,366.00
	- MAT credit entitlement	**29**	**(971.00)**	(457.54)
	- Deferred tax		**5.76**	(155.15)
	- Short provision for earlier year		**18.05**	118.96
IV	**Profit for the year from continuing operations**		**7,674.58**	6,502.57
	Earnings per equity share (Face value ₹ 10/- per share)			
	- Basic and Diluted	**25**	**37.34**	31.63

See accompanying notes 1 to 39 forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : 16th May, 2013

For and on behalf of the Board

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Amit Vyas
Company Secretary

Place : Mumbai
Date : 16th May, 2013

Cash Flow Statement
for the year ended 31st March, 2013

(₹ in Lacs)

	Particulars		Year ended 31.03.2013		Year ended 31.03.2012
A	**Cash Flow from Operating Activities**				
	Net profit before tax		**8,351.39**		7,374.84
	Adjustments for:				
	Depreciation	**249.60**		248.77	
	Amortisation	**–**		563.72	
	Profit on sale of investments (net)	**(6,128.63)**		(4,632.87)	
	Loss on scrapped assets	**1.60**		1.00	
	Bad debts written off	**5.00**		–	
	Sundry debit balance written off	**–**		0.76	
	Provision for wealth tax	**40.41**		38.53	
	Gains on foreign currency (net)	**(0.32)**		–	
			(5,832.34)		(3,780.09)
	Operating profit before working capital changes		**2,519.05**		3,594.75
	Changes in working capital:				
	Trade payables	**38.99**		22.45	
	Short / long term provisions	**17.73**		(18.14)	
	Other current liabilities	**7.20**		1.06	
	Trade receivables	**(488.26)**		187.92	
	Inventories	**–**		(138.07)	
	Loans and advances	**(10,126.44)**		(8,167.82)	
	Other current assets	**243.38**		(26.73)	
			(10,307.40)		(8,139.33)
	Cash generated from operations		**(7,788.35)**		(4,544.58)
	Taxes paid (net of refunds)		**(1,688.84)**		(1,635.94)
	Net Cash used in Operating Activities (A)		**(9,477.19)**		(6,180.52)
B	**Cash Flow from Investing Activities**				
	Purchase of tangible / intangible assets	**(6.05)**		(13.81)	
	Purchase of non-current investments	**–**		(903.68)	
	Sale of non-current investments	**12,918.91**		9,637.12	
			12,912.86		8,719.63
	Net Cash generated from Investing Activities (B)		**12,912.86**		8,719.63

Cash Flow Statement
for the year ended 31st March, 2013

(₹ in Lacs)

Particulars		Year ended 31.03.2013		Year ended 31.03.2012
C Cash Flow from Financing Activities				
Dividend paid	**(3,091.46)**		(2,569.25)	
Dividend distribution tax	**(500.19)**		(416.83)	
		(3,591.65)		(2,986.08)
Net Cash used in Financing Activities (C)		**(3,591.65)**		(2,986.08)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)		**(155.98)**		(446.97)
Cash and cash equivalents at the beginning of the year		**291.09**		738.06
Cash and cash equivalents at the end of the year		**135.11**		291.09
Cash and cash equivalents comprises of:				
Cash on hand		**0.23**		0.15
Balance with banks				
- Current account		**71.13**		219.23
- Deposits		**2.20**		2.03
- Unpaid dividend account		**61.55**		69.68
Total		**135.11**		291.09

Notes :

1. The above cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statement.
2. Previous Year's figures have been regrouped / rearranged wherever necessary, to conform to figures of the current year.

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : 16th May, 2013

For and on behalf of the Board

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Amit Vyas
Company Secretary

Place : Mumbai
Date : 16th May, 2013

1 Significant accounting policies

a) Basis of Accounting

The financial statements are prepared under the historical cost convention in accordance with generally accepted accounting principles in India, applicable accounting standards and provisions of the Companies Act, 1956 read with Companies (Accounting Standard) Rules, 2006.

b) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Difference between the actual results and the estimates are recognised in the period in which the results are known / materialise.

c) Fixed Assets

Fixed Assets are stated at cost of acquisition, which includes taxes and duties (net of cenvat), including any cost attributable to bringing the asset to its working condition for its intended use, less accumulated depreciation.

d) Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction, if any, is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at recoverable amount.

e) Depreciation and Amortisation

i) **Tangible Assets:**

Depreciation on assets is provided on straight line method on pro-rata basis at the rates prescribed under Schedule XIV to the Act. Assets costing less than ₹ 5,000 each are depreciated fully in the year of acquisition.

ii) **Intangible Assets:**

Computer software is amortised over a period of six years on straight line basis.

f) Valuation of Stock-in-Trade

i) Real estate is valued at cost or net realisable value, whichever is lower.

ii) Shares have been valued at cost and fair value whichever is lower. The cost is computed by the “First In First Out” method.

iii) The cost of acquisition relating to Indian theatrical rights, overseas theatrical rights, satellite T.V., video and other rights of films are amortised as follows:

- The cost of aforesaid rights assigned to third parties for a perpetual period at an agreed consideration are fully amortised in the year in which such rights are assigned.
- 70% of the cost of the aforesaid rights is amortised on the first theatrical release of the movie. In case, certain rights are not exploited along with first theatrical release, the cost of such rights is carried forward to be written-off on commercial exploitation. Balance 30% will be amortised over the balance license period or based on management estimate of future revenue potential, as the case may be.

g) Investments

Non-current investments are stated at cost and provision is made for diminution, other than temporary, in the value of investments.

Current investments are valued at lower of cost and fair value.

h) Revenue Recognition

i) Revenue is recognised to the extent it is probable that economic benefits will flow to the Company and the revenue can be reliably measured.

ii) Interest income is accounted on accrual basis and dividend income is recognised when the right to receive the dividend is established.

iii) Profits/ Losses from share trading is determined on the basis of the "First In First Out" method. Profits/ Losses from investment activities (including gain/ (loss) on sale of stake in subsidiaries) is determined on the basis of weighted average carrying amount of investments and is recognised on the basis of trade dates/ contracts / agreements entered with respective parties.

iv) Revenue from sale / distribution of film rights is recognised as follows:

- In case of income from distribution of Indian theatrical rights, revenue is recognised on accrual basis on receipt of business statements from theatres and sub distributors.

- Income from assignment of certain overseas rights for a perpetual period at an agreed consideration is recognised on the date of assignment of such rights and income from other rights is recognised based on terms of the agreements with respective parties.

v) Equity Index / Stock Futures

1. Equity Index / Stock Futures are marked-to-market on a daily basis. Debit or credit balances, if any, disclosed under Short-term loans and advances or Current liabilities respectively, in the "Mark-to-Market Margin - Index / Stock Futures Account", represents the net amount paid or received on the basis of movement in the prices of Index / Stock Futures till the Balance Sheet date.

2. As at the Balance Sheet date, the profit/ loss on open positions, if any, in Equity Index / Stock Futures are accounted for as follows:

   • Credit balance in the "Mark-to-Market Margin – Equity Index / Stock Futures Account", being anticipated profit, is ignored and no credit is taken in the Statement of Profit and Loss.

   • Debit balance in the "Mark-to-Market Margin - Equity Index / Stock Futures Account", being anticipated loss, is recognised in the Statement of Profit and Loss.

3. On final settlement or squaring-up of contracts for Equity Index / Stock Futures, the profit or loss is calculated as difference between settlement / squaring-up price and contract price. Accordingly, debit or credit balance pertaining to the settled / squared-up contract in "Mark-to-Market Margin - Equity Index / Stock Futures Account" is recognised in the Statement of Profit and Loss upon expiry of the contracts. When more than one contract in respect of the relevant series of Equity Index / Stock Futures contract to which the squared-up contract pertains is outstanding at the time of the squaring up of the contract, the contract price of the contract so squared up is determined using ''First In First Out'' method for calculating profit / loss on squaring-up.

4. "Initial Margin – Equity Index / Stock Futures Account", representing the initial margin and "Margin Deposits" representing additional margin paid over and above the initial margin, for entering into contracts for Equity Index / Stock Futures, which are released on final settlement / squaring-up of underlying contracts, are disclosed under Short-Term Loans and Advances.

i) Foreign Currency Transactions

Transactions in foreign currency are recorded at the original rates of exchange in force at the time of occurrence of the transactions.

Monetary items denominated in foreign currency, are restated using the exchange rates prevailing at the date of Balance Sheet and the resulting net exchange difference is recognised in the Statement of Profit and Loss.

j) Employee Benefits

i) **Long Term Employee Benefits:**

Defined Contribution Plan

The Company has a Defined Contribution Plan namely Provident Fund.

Under the Provident Fund Plan, the Company contributes to a Government administered provident fund on behalf of its employees and has no further obligation beyond making its contribution.

The Company makes contributions to State plans namely Employees State Insurance Fund and Employees Pension Scheme and has no further obligation beyond making the payment to them.

The Company's contributions to the above funds are charged to revenue every year.

Defined Benefit Plan

The Company has a Defined Benefit Plan (unfunded) namely Gratuity for all its employees. The liability for the defined benefit plan of Gratuity is determined on the basis of an actuarial valuation at the year-end using Projected Unit Credit Method.

Termination benefits are recognised as an expense as and when incurred.

Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss as income or expenses.

ii) **Other Employee Benefits:**

The employees of the Company are entitled to leave encashment as per the leave policy of the Company. The liability in respect of leave encashment is provided, based on an actuarial valuation carried out by an independent actuary as at the year-end using Projected Unit Credit Method. Short term compensated absences, if any, are provided on cost to Company basis.

k) Taxation

i) Provision for Income Tax is made after considering exemptions and deductions available under the Income Tax Act, 1961.

ii) Income Taxes are accounted for in accordance with Accounting Standard (AS 22) – “Accounting for Taxes on Income” notified under the Companies Accounting Standard Rules 2006. Income Tax comprises of Current and Deferred tax. Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

iii) Deferred Tax is recognised, subject to the consideration of prudence, on timing differences, 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 Asset is not recognised unless there are timing differences the reversal of which will result in sufficient income or there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised. They are measured using the substantively enacted tax rates and tax regulations as of the Balance Sheet date.

l) Borrowing Cost

Borrowing cost attributable to the acquisition or construction of qualifying assets is capitalised as part of the cost of the assets. Other borrowing costs are recognised as an expense in the period in which they are incurred.

m) Segment Reporting

The accounting policies adopted for segment reporting are in line with the accounting policies adopted in consolidated financial statements with the following additional policies being considered for segment reporting:

a) Inter segment revenue has been accounted for based on the transaction price agreed to between segments which is primarily market led.

b) Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated corporate expenses".

n) Leases

Assets leased out under operating leases are capitalised. Rental income is recognised on straight line basis over the lease term.

Assets acquired on lease where all significant risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to Statement of Profit and Loss on straight line basis over the lease term.

o) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p) Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non–cash nature and any deferrals of accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

q) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

2 Share capital

(₹ in Lacs)

i) Particulars	As at 31.03.2013		As at 31.03.2012	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹ 10 each	**70,000,000**	**7,000.00**	70,000,000	7,000.00
Issued, subscribed and paid up				
Equity shares of ₹ 10 each fully paid	**20,555,503**	**2,055.55**	20,555,503	2,055.55
Total	**20,555,503**	**2,055.55**	20,555,503	2,055.55

Rights, Preferences and Restrictions attached to equity shares:

i) Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.

ii) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 1956.

iii) Every member of the Company holding equity shares has a right to attend the General Meeting of the company and has a right to speak and on a show of hands, has one vote if he is present and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the company.

ii) Reconciliation of number of shares outstanding:

(₹ in Lacs)

Particulars	As at 31.03.2013		As at 31.03.2012	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	**20,555,503**	**2,055.55**	20,555,503	2,055.55
Add: Shares issued during the year	**–**	**–**	–	–
Less: Shares bought back during the year	**–**	**–**	–	–
Shares outstanding at the end of the year	**20,555,503**	**2,055.55**	20,555,503	2,055.55

iii) Shares in the Company held by each shareholder holding more than 5% shares:

Name of the shareholder	As at 31.03.2013		As at 31.03.2012	
	Number of shares held	% of holding	Number of shares held	% of holding
Aasia Management and Consultancy Private Limited	**9,127,028**	**44.40%**	8,883,839	43.22%
Amas Mauritius Limited	**2,761,427**	**13.43%**	2,761,427	13.43%
Reliance Capital Trustee Company Limited	**1,959,467**	**9.53%**	1,933,167	9.40%
Total	**13,847,922**	**67.36%**	13,578,433	66.05%

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
3 Reserves and surplus		
Securities premium account		
Opening balance	**670.58**	670.58
Closing balance	**670.58**	670.58
General reserve		
Opening balance	**22,241.88**	21,591.62
Add: Transferred from surplus in Statement of Profit and Loss	**767.46**	650.26
Closing balance	**23,009.34**	22,241.88
Surplus in Statement of Profit and Loss		
Opening balance	**42,499.69**	40,230.90
Add: Net profit for the year	**7,674.58**	6,502.57
Less: Appropriations		
- Transfer to general reserve	**767.46**	650.26
- Proposed dividend [₹ 15.00 per share (Previous Year ₹ 15.00 per share)]	**3,083.33**	3,083.33
- Dividend distribution tax	**524.01**	500.19
Closing balance	**45,799.47**	42,499.69
Total Reserves and surplus	**69,479.39**	65,412.15
4 Deferred tax liabilities (net)		
Deferred Tax Liabilities		
Depreciation on fixed assets	**64.61**	58.51
Total Deferred Tax Liabilities (A)	**64.61**	58.51
Deferred Tax Assets		
Liabilities to be deducted for tax purposes when paid	**9.70**	9.36
Total Deferred Tax Assets (B)	**9.70**	9.36
Net Deferred tax liabilities (A-B)	**54.91**	49.15

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
5 Long-term provisions		
Provision for employee benefits		
- Provision for gratuity	**17.56**	18.50
- Provision for compensated absences	**6.48**	8.85
Total	**24.04**	27.35
6 Trade payables		
Trade payables (other than outstanding dues to micro, small and medium enterprises)	**95.06**	56.39
Total	**95.06**	56.39
7 Other current liabilities		
Unclaimed dividend #	**61.55**	69.68
Outstanding liabilities for expenses	**0.93**	1.04
Statutory dues	**10.81**	3.51
Total	**73.29**	74.23
# There are no amounts due and outstanding to be credited to investor education and protection fund.		
8 Short-term provisions		
Provision for gratuity	**0.48**	0.54
Provision for compensated absences	**4.00**	0.95
Provision for income tax (net of advance tax)	**326.49**	308.44
Provision for wealth tax	**40.41**	38.35
Proposed dividend	**3,083.33**	3,083.33
Dividend distribution tax	**524.01**	500.19
Total	**3,978.72**	3,931.80

9 Fixed Assets

(₹ in Lacs)

	Description	Gross block				Depreciation and amortisation				Net block	
		As at 01.04.2012	Additions	Disposal	As at 31.03.2013	Upto 31.03.2012	For the Year	Disposal / adjustment	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
A	**Tangible assets:**										
	Own assets:										
	Furniture and fixtures	2.08	0.81	1.44	**1.45**	1.93	0.69	1.44	**1.18**	**0.27**	0.15
		[1.51]	[0.57]	[–]	[2.08]	[1.49]	[0.44]	[–]	[1.93]		
	Vehicles	139.14	–	–	**139.14**	52.43	13.21	–	**65.64**	**73.50**	86.71
		[127.94]	[11.20]	[–]	[139.14]	[40.18]	[12.25]	[–]	[52.43]		
	Office equipments	5.27	2.27	3.05	**4.49**	1.87	0.26	1.57	**0.56**	**3.93**	3.40
		[6.75]	[0.48]	[1.96]	[5.27]	[2.52]	[0.29]	[0.94]	[1.87]		
	Computers	44.83	2.97	6.24	**41.56**	39.96	1.66	6.12	**35.50**	**6.06**	4.87
		[43.27]	[1.56]	[–]	[44.83]	[38.60]	[1.36]	[–]	[39.96]		
	TOTAL (A)	**191.32**	**6.05**	**10.73**	**186.64**	**96.19**	**15.82**	**9.13**	**102.88**	**83.76**	**95.13**
	Previous Year	[179.47]	[13.81]	[1.96]	[191.32]	[82.79]	[14.34]	[0.94]	[96.19]		
B	**Assets given on operating lease:**										
	Plant and equipment	2,245.93	–	–-	**2,245.93**	445.91	232.22	–	**678.13**	**1,567.80**	1,800.02
		[2,245.93]	[–]	[–]	[2,245.93]	[213.04]	[232.87]	[–]	[445.91]		
	TOTAL (B)	**2,245.93**	–	–	**2,245.93**	**445.91**	**232.22**	–	**678.13**	**1,567.80**	**1,800.02**
	Previous Year	[2,245.93]	[–]	[–]	[2,245.93]	[213.04]	[232.87]	[–]	[445.91]		
	TOTAL (A+B)	**2,437.25**	**6.05**	**10.73**	**2,432.57**	**542.10**	**248.04**	**9.13**	**781.01**	**1,651.56**	**1,895.15**
	Previous Year	[2,425.40]	[13.81]	[1.96]	[2,437.25]	[295.83]	[247.21]	[0.94]	[542.10]		
C	**Intangible assets:**										
	Computer software - acquired	9.36	–	–	**9.36**	3.12	1.56	–	**4.68**	**4.68**	6.24
		[9.36]	[–]	[–]	[9.36]	[1.56]	[1.56]	[–]	[3.12]		
	TOTAL (C)	**9.36**	–	–	**9.36**	**3.12**	**1.56**	–	**4.68**	**4.68**	**6.24**
	Previous Year	[9.36]	[–]	[–]	[9.36]	[1.56]	[1.56]	[–]	[3.12]		
	TOTAL (A + B + C)	**2,446.61**	**6.05**	**10.73**	**2,441.93**	**545.22**	**249.60**	**9.13**	**785.69**	**1,656.24**	**1,901.39**
	Previous Year	[2,434.76]	[13.81]	[1.96]	[2,446.61]	[297.39]	[248.77]	[0.94]	[545.22]		

Note: Figures in brackets are in respect of the previous year.

(₹ in Lacs)

	Particulars	As at 31.03.2013	As at 31.03.2012
10	**Non-current investments (Fully paid, at Cost)**		
	Trade Investments		
	a) Unquoted Equity Instruments		
	Investment in Subsidiaries:		
	41,455,683 [March 31, 2012: 40,421,200] equity shares of ₹ 10 each in IndusInd Media & Communication Limited.	**6,508.86**	5,008.86
	4,154,902 [March 31, 2012: 4,154,902] equity shares of ₹ 10 each in Grant Investrade Limited.	**235.31**	235.31
	10,000,000 [March 31, 2012: 10,000,000] equity shares of ₹ 10 each in IDL Speciality Chemicals Limited.	**210.00**	210.00
	b) Unquoted Preference Shares		
	Investment in Subsidiaries:		
	Nil [March 31, 2012: 15,000,000] 12% Cumulative Optionally Convertible Preference Shares of ₹ 10 each in IndusInd Media & Communications Limited. (converted into equity shares during the year)	**–**	1,500.00
	Total (A)	**6,954.17**	6,954.17
	Other Investments		
	a) Quoted:		
	Investment In Equity Instruments:		
	3,833 [March 31, 2012: 3,833] equity shares of ₹ 2 each in Gulf Oil Corporation Limited.	**1.09**	1.09
	Nil [March 31, 2012: 523,812] equity shares of ₹ 10 each in Hinduja Global Solutions Limited.	**–**	2,553.08
	6,882,383 [March 31, 2012: 9,382,383] equity shares of ₹ 10 each in IndusInd Bank Limited.#	**9,737.72**	13,275.00
	50,736 [March 31, 2012: 50,736] equity shares of ₹ 10 each in NHPC Limited.	**18.26**	18.26
	24,007 [March 31, 2012: 24,007] equity shares of ₹ 10 each in VCK Capital Market Services Limited.	**1.46**	1.46
	b) Unquoted:		
	Investment In Equity Instruments:		
	21,888,890 [March 31, 2012: 28,888,890] equity shares of ₹ 10 each in Hinduja Leyland Finance Limited.	**2,188.89**	2,888.89
	Total (B)	**11,947.42**	18,737.78
	Total (A+B)	**18,901.59**	25,691.95
	# 15,00,000 [March 31,2012: 26,00,000] equity shares pledged against loan taken by IN Entertainment (India) Limited, an associate.		
	# 5,50,000 [March 31,2012: Nil] equity shares pledged against loan taken by IDL Speciality Chemicals Limited, a wholly owned subsidiary.		
	Aggregate amount of quoted investments	**9,758.53**	15,848.89
	Market value of quoted investments	**27,865.95**	31,894.14
	Aggregate amount of unquoted investments	**9,143.06**	9,843.06

Notes forming part of the Financial Statements for the year ended 31st March, 2013

(₹ in Lacs)

	Particulars	As at 31.03.2013	As at 31.03.2012
11	**Long-term loans and advances**		
	Unsecured, Considered Good		
	Security deposits	**1.65**	1.65
	Other deposits	**10.44**	10.44
	Prepaid expenses	**–**	0.35
	Balances with government authorities		
	- VAT credit receivable	**38.31**	38.31
	Advance tax and tax deducted at source (net of provision)	**1,043.29**	1,034.94
	MAT credit entitlement	**2,423.24**	1,452.24
	Total	**3,516.93**	2,537.93
12	**Inventories (At cost or net realisable value, whichever is lower)**		
	Stock-in-Trade		
	Real estate (Pending registration in the name of the Company) (Refer Note 37)	**1,201.80**	1,201.80
	Total	**1,201.80**	1,201.80
13	**Trade receivables**		
	Unsecured, Considered Good		
	Trade receivables outstanding for a period exceeding six months from the date they were due for payment	**1,097.12**	557.79
	Other trade receivables	**255.13**	311.20
	Total	**1,352.25**	868.99
14	**Cash and bank balances**		
	Cash and Cash Equivalents		
	Cash on hand	**0.23**	0.15
	Balance with Banks		
	- Current account	**71.13**	219.23
	- Deposits	**2.20**	2.03
	Other Bank Balance		
	Unpaid dividend account	**61.55**	69.68
	Total	**135.11**	291.09

(₹ in Lacs)

	Particulars	As at 31.03.2013	As at 31.03.2012
15	**Short-term loans and advances**		
	Secured, Considered Good		
	a) Loans and advances to related parties (Refer Note 31)		
	- Inter-corporate deposits (Refer Note 28)	**5,295.00**	9,700.00
	Unsecured, Considered Good		
	a) Loans and advances to related parties (Refer Note 31)		
	- Inter-corporate deposits	**43,473.00**	27,805.00
	b) Prepaid expenses	**2.56**	2.65
	c) Balances with government authorities		
	- CENVAT credit receivable	**36.40**	57.11
	d) Inter-corporate deposits	**–**	1,000.00
	e) Other receivables	**0.29**	115.71
	Total	**48,807.25**	38,680.47
16	**Other current assets**		
	Interest accrued on inter-corporate deposits	**189.73**	432.95
	Interest accrued on fixed deposits	**0.06**	0.05
	Total	**189.79**	433.00

Notes forming part of the Financial Statements for the year ended 31st March, 2013

(₹ in Lacs)

	Particulars	Year ended 31.03.2013	Year ended 31.03.2012
17	**Revenue from operations**		
	Income from trading of securities and equity index / stock futures (net)	–	7.72
	Fee income	**0.48**	1.42
	Lease income - optical fibre cable	**437.30**	583.07
	Other operating revenues		
	Interest		
	- On inter-corporate deposits	**2,483.80**	3,414.59
	- On deposits with bank	**0.18**	0.66
	Dividend		
	- Non-current non-trade investments	**296.21**	347.44
	- Current investments non-trade	**6.47**	21.15
	Gain on sale of non-current investments (net) - non-trade	**6,128.63**	4,632.87
	Total	**9,353.07**	9,008.92
18	**Other income**		
	Miscellaneous income	**0.40**	2.09
	Gains on foreign currency (net)	**0.32**	–
	Comfort letter fees	**98.63**	–
	Total	**99.35**	2.09
19	**Change in inventories of stock-in-trade**		
	Inventories at the beginning of the year		
	Real estate	**1,201.80**	1,063.73
	Inventories at the end of the year		
	Real estate	**(1,201.80)**	(1,201.80)
	Total	–	(138.07)
20	**Direct cost**		
	Amortisation of film rights	–	563.72
	Other costs	–	138.07
	Total	–	701.79
21	**Employee benefits expenses**		
	Salary and other benefits	**241.76**	122.88
	Contribution to employees' provident and other funds	**14.06**	8.78
	Gratuity	**6.62**	6.68
	Staff welfare	**1.92**	1.96
	Total	**264.36**	140.30
22	**Depreciation and amortisation expenses**		
	- Tangible assets	**15.82**	14.34
	- Assets given on operating lease	**232.22**	232.87
	- Intangible assets	**1.56**	1.56
	Total	**249.60**	248.77

(₹ in Lacs)

	Particulars	Year ended 31.03.2013	Year ended 31.03.2012
23	**Other expenses**		
	Rent	**87.52**	90.39
	Repairs and maintenance others	**37.02**	46.99
	Insurance charges	**5.50**	6.34
	Rates and taxes	**42.75**	42.39
	Directors' sitting fees	**8.00**	7.50
	Auditors' remuneration (net of service tax input credit)		
	- As auditors	**22.00**	22.00
	- For reimbursement of expenses	**0.41**	0.41
	Advertisement and business promotion	**13.97**	24.15
	Communication expenses	**7.02**	6.37
	Travelling expenses	**61.09**	15.39
	Professional fees	**157.89**	237.54
	Motor car expenses	**16.39**	14.40
	Donations	**100.00**	150.00
	Bad debts	**5.00**	–
	Loss on scrapped assets	**1.60**	1.00
	Loss (net) from trading of index stock futures	**2.40**	–
	Miscellaneous expenses	**18.51**	18.51
	Total	**587.07**	683.38

24 (A) Contingent liabilities in respect of:

(₹ in Lacs)

Sr. No.	Particulars	As at 31.03.2013	As at 31.03.2012
i.	Corporate Guarantee provided by the Company for loan taken by IDL Speciality Chemicals Limited, a wholly owned subsidiary of the Company.	–	4,500.00
ii.	Corporate Guarantee provided by the Company for loan taken by IN Entertainment (India) Limited, an associate of the Company.	–	3,000.00
iii.	Income Tax matters against which the Company has filed appeals / objections. (Refer Note 1 below).	**20,749.21**	17,784.30
iv.	Summary Suit has been filed by Nishkalp Investments and Trading Company Limited with regard to the dispute for buyback of shares of Plus Paper Foodpac Limited (PPFL) vide an agreement dated 25th November, 1997. The Management is of the opinion that the Company has a good case and the summary suit is not sustainable.	**867.12**	867.12

Notes:

1. Includes an amount of ₹ 18,274.29 (in Lacs) [Previous Year – ₹ 16,662.50 (in Lacs)] being disputed income tax liabilities pertaining to IT / ITES business, which is reimbursable from Hinduja Global Solutions Limited, pursuant to the Scheme of Arrangement and Reconstruction for demerger of IT / ITES business sanctioned by High Court of Judicature of Bombay and made effective on 7th March, 2007. In respect of the aforesaid disputed dues, an amount of ₹ 4,397.12 (in Lacs) [Previous Year – ₹ 4,397.12 (in Lacs)] has been deposited by the Company with income tax authorities under protest. The Company has received ₹ 3,750.00 (in Lacs) [Previous Year – ₹ 3,750.00 (in Lacs)] upto 31st March, 2013 from Hinduja Global Solutions Limited to discharge part payment of disputed income tax liabilities pertaining to IT / ITES business, which is netted from advance tax and tax deducted at source (net of provisions).
2. With respect to the above, the Company does not expect any outflow of cash / resources.

(B) Other commitments:

a) IDL Speciality Chemicals Limited ('IDL'), a wholly owned subsidiary of the Company has during the year issued Non–convertible debentures ('NCD') of ₹ 25,000 Lacs redeemable at the end of 18 months from the date of allotment. The Company has provided pledge of its investment of 5,50,000 shares in IndusInd Bank Limited and also a shortfall undertaking to the debenture trustee, that in the event of default by the subsidiary in redeeming the said debentures, the Company shall meet the shortfall, if any, to the investors of NCD.

b) IN Entertainment (India) Limited ('INEL'), an associate of the Company has during the year availed the Loan against Share facility of ₹ 7,500 Lacs from Kotak Mahindra Prime Limited ('KMPL') repayable at the end of 18 months from the date of disbursement. The Company has provided pledge of its investment of 15,00,000 shares in IndusInd Bank Limited and also an undertaking to KMPL for the replenishment of margins in case INEL fails to maintain the margins stipulated in the loan agreement during the tenor of loan.

c) The Company has given an undertaking to a bank to retain shareholding to the extent of 61.71% in the subsidiary viz; IndusInd Media & Communications Limited ('IMCL') until all amounts outstanding under various Facility Agreements entered into by IMCL with the said Bank are repaid in full by IMCL.

25 Earnings per equity share

Particulars	As at 31.03.2013	As at 31.03.2012
Profit attributable to equity shareholders (₹ in Lacs)	**7,674.58**	6,502.57
Number of equity shares outstanding during the year		
- For Basic and Diluted earnings per share (nos.)	**20,555,503**	20,555,503
Nominal value of equity shares (₹)	**10.00**	10.00
Basic and Diluted earnings per share (₹)	**37.34**	31.63

26 Details of traded goods under broad heads:

a) The Company traded in the following. The relevant information in contract values is as follows:

(₹ in Lacs)

Traded Goods	Unit	Opening stock (A)	Purchases (B)	Sales (C)	Closing stock (D)	Net income for the year (A+B-C-D)
Stock / Index Futures (Refer Note 2 below)	Value	**–** (–)	**10,451.29** (3,158.57)	**10,448.89** (3,166.29)	**–** (–)	**– 2.40** (7.72)
Real estate	Value	**1,201.80** (1,063.73)	**–** (138.07)	**–** (–)	**1,201.80** (1,201.80)	**–** (–)
Film rights	Value	**–** (563.72)	**–** (–)	**–** (563.72)	**–** (–)	**–** (–)

Notes:

1. Figures in brackets are in respect of the previous year.
2. The following Equity Index Futures Contracts have open interests as at the Balance Sheet date:

Name of Equity Index / Stock Futures	No. of units involved	Nature of position	No. of Contracts	Series of futures	Settlement price as on 31.03.2013
Nifty	NIL (20,000)	NA (Long)	NIL (3)	NA (26-04-2012)	NA (5,333.25)

Initial Margin on Equity Index Futures Contracts ₹ NIL [Previous Year: ₹ 115.22 (in Lacs)] have been paid after adjusting the loss amounting to ₹ NIL [Previous Year: ₹ 14.94 (in Lacs)]

27 Operating leases

a) Where the Company is a lessee:

The operating lease arrangement relating to office premises extend upto a maximum of five years from the respective date of inception and are renewable on mutual consent. In addition, the Company has entered into cancellable leasing arrangements for office premises and towards which the lease rental of ₹ 87.52 (in Lacs) [Previous Year - ₹ 90.39 (in Lacs)] has been included in 'Rent' - Refer Note 23 of the financial statements.

b) Where the Company is a lessor:

The Company has given optical fibre cable under operating lease. These are generally cancellable and are renewable by mutual consent on mutually agreeable terms. The lease income recognised in the Statement of Profit and Loss under lease income – optical fibre cable of ₹ 437.30 (in Lacs) [Previous Year - ₹ 583.07 (in Lacs)] - Refer Note 17 of the financial statements.

28 Inter-corporate deposits

Inter-corporate deposit aggregating ₹ 5,295.00 (in Lacs) [Previous Year - ₹ 9,700.00 (in Lacs)] granted to Hinduja Realty Ventures Limited is secured by way of pledge of equity shares of Juhu Beach Resort Limited held by that company.

29 MAT credits

The Company has recognised Minimum Alternate Tax (MAT) credit as per the provisions of section 115JAA of the Income Tax Act, 1961 in the current year, which can be carried forward for a period of ten years and set-off against the tax payable when the Company will fall under the normal tax rate. The convincing evidence of obtaining tax credit is supported by subsequent performance of the Company and subsisting business, which will ensure availability of sufficient future taxable income against which the above MAT credit will be adjusted.

30 Segment reporting

Primary Segment

In accordance with Accounting Standard 17 - Segment Reporting, the Management has identified its business segments based on the nature of services, nature of risks and returns as applicable to each segment and the internal financial reporting systems, so far as they relate to the specific groups included in the segments, which are as under:

I. **Media and communications** – consists of various media / communication related activities spearheaded by the Corporate Group. This segment also includes all activities relating to increase in shareholders' value in subsidiaries belonging to the Company in this sector.

II. **Real estate** – The Company has real estate activities in the form of property development. The segment also identifies potential investment opportunities in real estate properties either itself or through participation in the form of shares or securities of real estate companies.

III. **Treasury** – This segment consists of activities relating to

   i. Deployment of surplus funds; and

   ii. Existing stock in trade / investments in shares and securities, other than subsidiaries.

Revenue and expenses have been accounted for on the basis of their relationship to the operating activities of the segment. Expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Corporate Expenses". Assets and Liabilities, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Corporate Assets / Liabilities".

Secondary Segment

There is no reportable Geographical Segment.

Business Segments

(₹ in Lacs)

Sr. No.	Particulars	Media and communications		Real estate		Treasury		Total	
		2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
1.	Segment Revenue	**437.30**	583.07	**0.40**	1.50	**8,915.77**	8,426.44	**9,353.47**	9,011.01
	Add:- Other income							**98.95**	–
								9,452.42	9,011.01
2.	Segment Results	**59.45**	(320.60)	**(100.24)**	(102.89)	**8,399.95**	7,910.50	**8,359.16**	7,487.01
	Add:- Other income							**98.95**	–
	Less:- Unallocated corporate expenses							**(106.72)**	(112.17)
	Total Profit Before Tax							**8,351.39**	7,374.84
3.	Capital Employed								
	Segment assets	**9,648.69**	9,517.12	**1,201.98**	1,201.98	**60,996.15**	57,895.68	**71,846.82**	68,614.78
	Add: Unallocated corporate assets							**3,914.14**	2,991.84
	Total Assets							**75,760.96**	71,606.62
	Segment Liabilities	**13.02**	7.65	**2.96**	5.04	**28.12**	17.95	**44.10**	30.64
	Add: Unallocated corporate liabilities							**4,181.92**	4,108.28
	Total Liabilities							**4,226.02**	4,138.92
	Segment Capital Employed	**9,635.67**	9,509.47	**1,199.02**	1,196.94	**60,968.03**	57,877.73	**71,802.72**	68,584.14
	Add: Unallocated capital employed							**(267.78)**	(1,116.44)
	Total Capital Employed							**71,534.94**	67,467.70
4.	Capital Expenditure	**–**	–	**–**	–	**6.05**	13.81	**6.05**	13.81
5.	Depreciation and Amortisation	**232.22**	232.87	**–**	–	**17.38**	15.90	**249.60**	248.77
6.	Significant Non Cash Expenditure	**5.00**	564.49	**–**	–	**1.60**	1.00	**6.60**	565.49

Notes:

1. There are no Inter Segment Revenues.
2. Previous Year's figures have been regrouped / rearranged, wherever considered necessary.

31 Related party disclosures (as identified by the Management)

I. Individual having control with relatives and associates

Mr. Ashok P. Hinduja, Executive Chairman

II. Subsidiaries

A) Direct Subsidiaries

1. IndusInd Media & Communications Limited
2. Grant Investrade Limited
3. IDL Speciality Chemicals Limited

B) Indirect Subsidiaries

1. USN Networks Private Limited
2. Gold Star Noida Network Private Limited
3. Seven Star Information Technology Private Limited
4. Bhima Riddhi Infotainment Private Limited
5. United Mysore Network Private Limited
6. Apna Incable Broadband Services Private Limited
7. Sangli Media Services Private Limited
8. Sainath In Entertainment Private Limited
9. Sunny Infotainment Private Limited
10. Goldstar Infotainment Private Limited
11. Ajanta Sky Darshan Private Limited
12. V4U Entertainment Private Limited
13. Darpita Trading Company Private Limited
14. RBL Digital Cable Network Private Limited
15. Vistaar Telecommunication and Infrastructure Private Limited
16. Jagsumi Perspectives Private Limited
17. Advance Multisystem Broadband Communications Limited (effective 9th November, 2012)

III. Associates

1. Planet E-Shop Holdings India Limited
2. IN Entertainment (India) Limited

IV. Key Management Personnel

1. Mr. Ashok Mansukhani, Whole-Time Director (effective from 30th April, 2012)
2. Mr. Dilip Panjwani, Director and Company Secretary (upto 30th April, 2012)

V. Enterprises where common control exists

1. Aasia Management and Consultancy Private Limited
2. Hinduja Group India Limited
3. Hinduja Realty Ventures Limited
4. Hinduja Global Solutions Limited
5. APDL Estates Limited
6. Hinduja National Power Corporation Limited
7. Hinduja Energy (India) Limited

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Interest Income						
IndusInd Media & Communications Limited	– [–]	33.67 [–]	– [–]	– [–]	– [–]	33.67 [–]
IDL Speciality Chemicals Limited	– [–]	– [1,698.23]	– [–]	– [–]	– [–]	– [1,698.23]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	983.16 [8.49]	983.16 [8.49]
Hinduja Energy (India) Limited	– [–]	– [–]	– [–]	– [–]	0.21 [–]	0.21 [–]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	778.50 [1,040.87]	778.50 [1,040.87]
APDL Estates Limited	– [–]	– [–]	– [–]	– [–]	141.06 [140.04]	141.06 [140.04]
IN Entertainment (India) Limited	– [–]	– [–]	521.27 [431.37]	– [–]	– [–]	521.27 [431.37]
Total	– [–]	**33.67** [1,698.23]	**521.27** [431.37]	– [–]	**1,902.93** [1,189.40]	**2,457.87** [3,319.00]
Lease Charges						
IndusInd Media & Communications Limited	– [–]	437.30 [583.07]	– [–]	– [–]	– [–]	437.30 [583.07]
Total	– [–]	**437.30** [583.07]	– [–]	– [–]	– [–]	**437.30** [583.07]
Other Income						
Grant Investrade Limited	– [–]	– [0.60]	– [–]	– [–]	– [–]	– [0.60]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	98.63 [–]	98.63 [–]
Total	– [–]	– [0.60]	– [–]	– [–]	**98.63** [–]	**98.63** [0.60]
Reimbursement of Expenses to Other Companies						
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	0.10 [0.10]	0.10 [0.10]
IN Entertainment (India) Limited	– [–]	– [–]	0.38 [1.02]	– [–]	– [–]	0.38 [1.02]
IndusInd Media & Communications Limited	– [–]	2.50 [2.81]	– [–]	– [–]	– [–]	2.50 [2.81]
Total	– [–]	**2.50** [2.81]	**0.38** [1.02]	– [–]	**0.10** [0.10]	**2.98** [3.93]
Professional Fees						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	9.97 [1.50]	9.97 [1.50]
Hinduja Group India Limited	– [–]	– [–]	– [–]	– [–]	130.34 [116.92]	130.34 [116.92]
Total	– [–]	– [–]	– [–]	– [–]	**140.31** [118.42]	**140.31** [118.42]

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Rent / Service Charges						
IndusInd Media & Communications Limited	– [–]	8.81 [8.65]	– [–]	– [–]	– [–]	8.81 [8.65]
Aasia Management and Consultancy Private Limited	– [–]	– [–]	– [–]	– [–]	87.38 [81.74]	87.38 [81.74]
Total	– [–]	**8.81** [8.65]	– [–]	– [–]	**87.38** [81.74]	**96.19** [90.39]
Purchase of Fixed Assets						
IN Entertainment (India) Limited	– [–]	– [–]	2.67 [0.57]	– [–]	– [–]	2.67 [0.57]
Total	– [–]	– [–]	**2.67** [0.57]	– [–]	– [–]	**2.67** [0.57]
Managerial Remuneration						
Mr. Ashok Mansukhani, Whole-Time Director (effective from 30th April, 2012)	– [–]	– [–]	– [–]	70.39 [–]	– [–]	70.39 [–]
Mr. Dilip Panjwani, Director and Company Secretary (upto 30th April, 2012)	– [–]	– [–]	– [–]	8.12 [49.91]	– [–]	8.12 [49.91]
Total	– [–]	– [–]	– [–]	**78.51** [49.91]	– [–]	**78.51** [49.91]
Inter-Corporate Deposits / Loans Given						
IndusInd Media & Communications Limited	– [–]	2,980.00 [–]	– [–]	– [–]	– [–]	2,980.00 [–]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	32,915.00 [21,000.00]	32,915.00 [21,000.00]
Grant Investrade Limited	– [–]	16,253.00 [5,002.00]	– [–]	– [–]	– [–]	16,253.00 [5,002.00]
IN Entertainment (India) Limited	– [–]	– [–]	7,860.00 [7,890.00]	– [–]	– [–]	7,860.00 [7,890.00]
IDL Speciality Chemicals Limited	– [–]	20,545.00 [12,025.00]	– [–]	– [–]	– [–]	20,545.00 [12,025.00]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	25,136.00 [5,000.00]	25,136.00 [5,000.00]
Hinduja Energy (India) Limited	– [–]	– [–]	– [–]	– [–]	300.00 [–]	300.00 [–]
Total	– [–]	**39,778.00** [17,027.00]	**7,860.00** [7,890.00]	– [–]	**58,351.00** [26,000.00]	**105,989.00** [50,917.00]

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Inter-Corporate Deposits Received Back						
IndusInd Media & Communications Limited	– [–]	2,980.00 [–]	– [–]	– [–]	– [–]	2,980.00 [–]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	37,320.00 [19,500.00]	37,320.00 [19,500.00]
Grant Investrade Limited	– [–]	– [2,500.00]	– [–]	– [–]	– [–]	– [2,500.00]
IN Entertainment (India) Limited	– [–]	– [–]	14,610.00 [4,740.00]	– [–]	– [–]	14,610.00 [4,740.00]
IDL Speciality Chemicals Limited	– [–]	12,180.00 [14,565.00]	– [–]	– [–]	– [–]	12,180.00 [14,565.00]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	27,636.00 [2,500.00]	27,636.00 [2,500.00]
Total	– [–]	**15,160.00** [17,065.00]	**14,610.00** [4,740.00]	– [–]	**64,956.00** [22,000.00]	**94,726.00** [43,805.00]
Inter-Corporate Deposits Receivable as at the Year-end						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	5,295.00 [9,700.00]	5,295.00 [9,700.00]
Grant Investrade Limited	– [–]	18,755.00 [2,502.00]	– [–]	– [–]	– [–]	18,755.00 [2,502.00]
IN Entertainment (India) Limited	– [–]	– [–]	– [6,750.00]	– [–]	– [–]	– [6,750.00]
IDL Speciality Chemicals Limited	– [–]	23,133.00 [14,768.00]	– [–]	– [–]	– [–]	23,133.00 [14,768.00]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	– [2,500.00]	– [2,500.00]
Hinduja Energy (India) Limited	– [–]	– [–]	– [–]	– [–]	300.00 [–]	300.00 [–]
APDL Estates Limited	– [–]	– [–]	– [–]	– [–]	1,285.00 [1,285.00]	1,285.00 [1,285.00]
Total	– [–]	**41,888.00** [17,270.00]	– [6,750.00]	– [–]	**6,880.00** [13,485.00]	**48,768.00** [37,505.00]
Trade Receivables						
IndusInd Media & Communications Limited	– [–]	1,252.20 [867.72]	– [–]	– [–]	– [–]	1,252.20 [867.72]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	99.74 [–]	99.74 [–]
Total	– [–]	**1,252.20** [867.72]	– [–]	– [–]	**99.74** [–]	**1,351.94** [867.72]
Trade Payables						
Mr. Ashok P. Hinduja	46.87 [38.85]	– [–]	– [–]	– [–]	– [–]	46.87 [38.85]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	0.11 [1.49]	0.11 [1.49]
Total	**46.87** [38.85]	– [–]	– [–]	– [–]	**0.11** [1.49]	**46.98** [40.34]

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Other Current Assets						
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	189.54 [1.48]	189.54 [1.48]
Hinduja Energy (India) Limited	– [–]	– [–]	– [–]	– [–]	0.19 [–]	0.19 [–]
IDL Speciality Chemicals Limited	– [–]	– [402.38]	– [–]	– [–]	– [–]	– [402.38]
Total	– [–]	– [402.38]	– [–]	– [–]	**189.73** [1.48]	**189.73** [403.86]
Amount received related to Income Tax matters						
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	3,750.00 [3,750.00]	3,750.00 [3,750.00]
Total	– [–]	– [–]	– [–]	– [–]	**3,750.00** [3,750.00]	**3,750.00** [3,750.00]
Counter Guarantees provided on behalf of and outstanding at the Year-end						
IN Entertainment (India) Limited	– [–]	– [–]	– [3,000.00]	– [–]	– [–]	– [3,000.00]
IDL Speciality Chemicals Limited	– [–]	– [4,500.00]	– [–]	– [–]	– [–]	– [4,500.00]
Total	– [–]	– [4,500.00]	– [3,000.00]	– [–]	– [–]	– [7,500.00]
Comfort Letter / Shortfall Undertaking						
IndusInd Media & Communications Limited	– [–]	45,000.00 [–]	– [–]	– [–]	– [–]	45,000.00 [–]
IDL Speciality Chemicals Limited	– [–]	25,000.00 [–]	– [–]	– [–]	– [–]	25,000.00 [–]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	40,000.00 [–]	40,000.00 [–]
IN Entertainment (India) Limited	– [–]	– [–]	7,500.00 [–]	– [–]	– [–]	7,500.00 [–]
Total	– [–]	**70,000.00** [–]	**7,500.00** [–]	– [–]	**40,000.00** [–]	**117,500.00** [–]
Sale of Investments						
Aasia Management and Consultancy Private Limited	– [–]	– [–]	– [–]	– [–]	1,442.05 [–]	1,442.05 [–]
Total	– [–]	– [–]	– [–]	– [–]	**1,442.05** [–]	**1,442.05** [–]

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Investments as at the Year-end						
IndusInd Media & Communications Limited	– [–]	6,508.86 [6,508.86]	– [–]	– [–]	– [–]	6,508.86 [6,508.86]
Grant Investrade Limited	– [–]	235.31 [235.31]	– [–]	– [–]	– [–]	235.31 [235.31]
IDL Speciality Chemicals Limited	– [–]	210.00 [210.00]	– [–]	– [–]	– [–]	210.00 [210.00]
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	– [2,553.08]	– [2,553.08]
Total	– [–]	**6,954.17** [6,954.17]	– [–]	– [–]	– [2,553.08]	**6,954.17** [9,507.25]
Dividend Paid						
Mr. Ashok P. Hinduja	233.27 [194.40]	– [–]	– [–]	– [–]	– [–]	233.27 [194.40]
Aasia Management and Consultancy Private Limited	– [–]	– [–]	– [–]	– [–]	1,350.71 [1,125.59]	1,350.71 [1,125.59]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	18.34 [15.29]	18.34 [15.29]
Total	**233.27** [194.40]	– [–]	– [–]	– [–]	**1,369.05** [1,140.88	**1,602.32** [1,335.28]

Note : Figures in brackets are in respect of the previous year.

32 Disclosure in accordance with Accounting Standard 15 (Revised 2005) ‘Employee Benefits’

The Company has classified various benefits provided to employees as under:

I Defined Contribution Plans

a) Provident fund

b) State defined contribution plans

i) Employer’s contribution to employees’ state insurance

ii) Employer’s contribution to employees’ pension scheme 1995

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss:

(₹ in Lacs)

Particulars	Year ended 31.03.2013	Year ended 31.03.2012
- Employers’ contribution to provident fund [Includes EDLI charges and employers’ contribution to employee’s pension scheme 1995] *	**13.81**	8.60
- Employers’ contribution to employees’ state insurance *	**0.25**	0.18

* Included in contribution to provident and other funds – Refer Note 21 of the financial statements

II Defined Benefit Plan

Gratuity

In accordance with Accounting Standard 15 (Revised 2005), actuarial valuation was carried out in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:

Particulars	Year ended 31.03.2013	Year ended 31.03.2012
Discount rate (per annum)	**8.25%**	8.75%
Rate of increase in compensation levels	**6%**	6%
Rate of return on plan assets	**Not Applicable**	Not Applicable

A) Changes in the Present Value of Obligation

(₹ in Lacs)

Particulars	Year ended 31.03.2013	Year ended 31.03.2012
	Unfunded	**Unfunded**
Present value of obligation as at the beginning of the year	**19.04**	41.21
Interest cost	**1.51**	2.41
Current service cost	**2.07**	2.39
Transfers*	**(7.62)**	–
Benefits paid	**–**	(28.85)
Actuarial (gain) / loss on obligations	**3.04**	1.88
Present Value of Obligation at the end of the year	**18.04**	19.04

* Represents liability discharged in respect of employees transferred to group companies.

B) Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
Present value of unfunded obligation at the end of the year	**(18.04)**	(19.04)
Unrecognised actuarial (gains) / losses	**–**	–
Unfunded Net Asset / (Liability) Recognised in Balance Sheet*	**(18.04)**	(19.04)

* Included in provisions – Refer Note 5 & 8 of the financial statements.

C) Amount Recognised in the Balance Sheet

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
Present value of obligation at the end of the year	**(18.04)**	(19.04)
Liability recognised in the Balance Sheet*	**(18.04)**	(19.04)

* Included in provisions – Refer Note 5 & 8 of the financial statements.

D) Expenses Recognised in the Statement of Profit and Loss

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
Current service cost	**1.51**	2.39
Interest cost	**2.07**	2.41
Net actuarial (gain) / loss recognised in the year	**3.04**	1.88
Total Expenses recognised in the Statement of Profit and Loss *	**6.62**	6.68

* Included in employee benefits expenses - Refer Note 21 of the financial statements.

E) Other Information

(₹ in Lacs)

Particulars	2012-13	2011-12	2010-11	2009-10	2008-09
	Unfunded	Unfunded	Unfunded	Unfunded	Unfunded
Present value of obligation at the end of the year	**18.04**	19.04	41.21	34.21	26.78
Experience adjustments on plan liabilities – (gain) / loss	**3.04**	1.88	(3.55)	(1.52)	(3.59)

The liability for leave encashment and compensated absences as at 31st March, 2013 aggregates ₹ 10.48 (₹ in Lacs) [Previous Year – 9.80 (₹ in Lacs)].

The estimates of future salary increases considered in actuarial valuation, take account of Inflation, seniority, promotion, and other relevant factor, such as supply and demand in the employment market.

33 Expenditure in foreign exchange

(₹ in Lacs)

Particulars	Year ended 31.03.2013	Year ended 31.03.2012
Foreign travels	**4.84**	1.01

34 Unhedged foreign currency exposure

The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as given below:

Amount payable in foreign currency on account of the following:

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2012
	₹ (in lacs)	USD (in lacs)	₹ (in lacs)	USD (in lacs)
Creditors for services	**9.45**	**0.17**	NIL	NIL

35 Dividend remitted in foreign currency

(₹ in Lacs)

Particulars	Year ended 31.03.2013	Year ended 31.03.2012
Amount remitted	**417.29**	349.93
Dividend related to financial year	**2011-12**	2010-11
Number of non-resident shareholders	**15**	16
Number of shares	**2,781,962**	2,799,462

36 Loans and advances in the nature of loans to subsidiaries and associates (pursuant to Clause 32 of the Listing Agreement with Stock Exchanges):

(₹ in Lacs)

Name of the Company	Relationship	Balance		Maximum balance outstanding	
		31.03.2013	31.03.2012	2012-13	2011-12
IndusInd Media & Communications Limited	Subsidiary	**Nil**	Nil	**1,640.00**	Nil
IDL Speciality Chemicals Limited	Subsidiary	**23,133.00**	14,768.00	**23,133.00**	22,148.00
Grant Investrade Limited	Subsidiary	**18,755.00**	2,502.00	**18,755.00**	5,002.00
IN Entertainment (India) Limited	Associate	**Nil**	6,750.00	**7,485.00**	6,750.00

- Loans and advances, in the nature of loans to subsidiaries and associates as shown above are repayable on demand.
- There are no other loans and advances in the nature of loans where there is no repayment schedule.
- In respect of the loan of ₹ 23,133 Lacs (Previous Year ₹ 22,148.00 Lacs) given to IDL Speciality Chemicals Limited and loan of ₹ 18,755 Lacs (Previous Year ₹ 5,002.00 Lacs) to Grant Investrade Limited, wholly owned subsidiaries of the Company, no interest is charged. However the provisions of Section 372A of the Companies Act, 1956 are not applicable to these loans in view of the loanees been wholly owned subsidiaries of the Company.
- Loans and advances to employees and investment by such employees in the shares of the company, if any are excluded from the above disclosure.

37 As part of its Real estate activity the Company acquired approximately 47 acres of land in Bengaluru from a party in terms of an Agreement to sell. However in view of the fact that the said party, though is in receipt of sales consideration, has not fulfilled his part of the obligation by transferring the title to the said land in the name of the Company, the Company has filed a suit in a civil court in Bengaluru for specific performance of the Agreement of Sale so as to have proper conveyance to the said property in favour of the Company.

38 The Company had obtained registration as a sub-broker of the National Stock Exchange of India Limited and Bombay Stock Exchange Limited from Securities and Exchange Board of India. The Company is engaged in the activity of sub-broking during the year. In the opinion of the Management and based on a legal opinion, the Company is not considered as a Non-Banking Financial Company as per the guidelines issued by Reserve Bank of India.

39 Previous Year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Amit Vyas
Company Secretary

Place : Mumbai
Date : 16th May, 2013

Independent Auditors' Report

To the Members of Hinduja Ventures Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **HINDUJA VENTURES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March , 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act") and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;

(b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by Section 227(3) of the Act, 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 purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act; and

   (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Act.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Registration No. 117366W)

R. Laxminarayan
Partner
Membership No. 33023

Place: Mumbai
Date : 16th May, 2013

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the accounts of Hinduja Ventures Limited for the year ended 31st March, 2013)

Having regard to the nature of the Company's business / activities / results during the year, clause (vi), (x), (xiii) of paragraph 4 of the Order are not applicable to the Company.

(i) In respect of its fixed assets:

a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.

(ii) In respect of its inventory:

a) As explained to us, the inventory (real estate) were physically verified by the Management at the year-end.

b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.

c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no discrepancies were noticed on physical verification.

(iii) The Company has neither granted nor taken any loans, secured or unsecured, to/ from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.

(iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.

(v) To the best of our knowledge and belief and according to the information and explanations given to us, no contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that needed to be entered in the said Register.

In view of what has been stated above, sub clause (b) of clause (v) of paragraph 4 of the order is not applicable to the company for the year.

(vi) In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.

(vii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

Annexure to the Independent Auditors' Report

(viii) According to the information and explanations given to us in respect of statutory dues:

(a) The Company has been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31st March, 2013 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess which have not been deposited as on 31st March, 2013 on account of disputes are given below:

Name of the Statute	Nature of Dues	Amount involved (₹ in Lacs)	Forum where Dispute is pending
The Income Tax Act, 1961	Matters in Appeal for the Assessment Years 1994-1995, 1995-1996, 1996 –1997, 1999- 2000 and 2000-2001	200.35	High Court of Judicature at Bombay
	Matters in Appeal for the Assessment Years 2002-2003, 2003-2004, 2004-2005, 2005-06 and 2006-07	11,755.67	Income Tax Appellate Tribunal, Mumbai
	Matters in Appeal for the Assessment Years 2001-02, 2007-2008 and 2009-10	4,585.68	Commissioner of Income Tax (Appeals)
Total		16,541.70*	

* includes an amount of ₹ 13,877.17 lacs pertaining to IT / ITES business which is reimbursable by Hinduja Global Solutions Limited as stated in footnote 1 to Note 24 (A).

(ix) According to the information and explanations given to us, there were no dues payable by the Company to financial institutions, banks and debenture holders during the year. Therefore, the provisions of paragraph 4 (xi) of the Order are not applicable to the Company.

(x) In our opinion, the Company has maintained adequate documents and records where it has granted loans and advances on the basis of security by way of pledge of shares. The Company has not granted any loans and advances on the basis of security by way of pledge of debentures and other securities.

(xi) Based on our examination of the records and evaluation of the related internal controls, the Company has maintained proper records of the transactions and contracts in respect of its dealing in shares, securities, debentures and other investments and timely entries have been made therein. The aforesaid securities have been held by the Company in its own name, other than those securities for which exemption has been granted under Section 49 of the Companies Act, 1956.

(xii) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks and financial institutions are not, *prima facie*, prejudicial to the interests of the Company.

(xiii) To the best of our knowledge and belief and according to the information and explanations given to us, there have been no term loans availed during the year. Hence clause (xvi) of paragraph 4 of the said Order is not applicable to the Company.

(xiv) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have, *prima facie*, not been used during the year for long- term investment.

Annexure to the Independent Auditors' Report

(xv) 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 during the year. Hence clause (xviii) of paragraph 4 of the said Order is not applicable to the Company.

(xvi) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not issued any debentures during the year. Hence clause (xix) of paragraph 4 of the said Order is not applicable to the Company.

(xvii) According to the information and explanations given to us, the Company has not raised any money by public issue during the year. Hence, clause (xx) of paragraph 4 of the Order is not applicable to the Company for the year.

(xviii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Registration No. 117366W)

R. Laxminarayan
Partner
Membership No. 33023

Place : Mumbai
Date : 16th May, 2013

Statement pursuant to Section 212 of the Companies Act, 1956
(Forming part of the Directors' Report)

(₹ in Lacs)

Name of the Subsidiary Company	Holding Company	Extent of Holding Company's Interest	Face Value of Equity Shares held by the Holding Company	Number of shares held by Holding Company	Net Aggregate amount of Subsidiary Company's Profit / (Loss) so far as not dealt with in the Company's Accounts	Net Aggregate amount of Subsidiary Company's Profit / (Loss) so far as not dealt with in the Company's Accounts for previous financial years since it became Company's Subsidiary
1	2	3	4	5	6	7
IndusInd Media & Communications Limited (IMCL)*	Hinduja Ventures Limited	61.71%	10/-	41,455,683	2,607.68	4,301.96
Grant Investrade Limited	Hinduja Ventures Limited	100.00%	10/-	4,154,902	(50.09)	(3.41)
IDL Speciality Chemicals Limited	Hinduja Ventures Limited	100.00%	10/-	10,000,000	(1,487.96)	(2,342.89)
USN Networks Private Limited	IndusInd Media & Communications Limited	99.96%	100/-	4,998	(17.21)	(44.10)
United Mysore Network Private Limited	IndusInd Media & Communications Limited	95.91%	100/-	29,218	(28.96)	19.81
Seven Star Information Technology Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	2,182,800	(31.22)	(26.85)
Bhima Riddhi Infotainment Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	520,400	51.29	30.48
Gold Star Noida Network Private Limited	IndusInd Media & Communications Limited	100.00%	10/-	2,620,000	(122.25)	(39.62)
Apna Incable Broadband Services Private Limited	IndusInd Media & Communications Limited	66.71%	10/-	1,157,500	(200.45)	(51.76)
Sangli Media Services Private Limited	IndusInd Media & Communications Limited	51.00%	1/-	5,204,100	(37.02)	(45.13)
Sainath In Entertainment Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	255,000	(16.52)	6.99
Sunny Infotainment Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	76,500	(14.32)	5.12
Goldstar Infotainment Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	10,410	(183.64)	30.38
Ajanta Sky Darshan Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	10,200	2.02	(0.99)
V4U Entertainment Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	51,000	(21.54)	1.60
Darpita Trading Company Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	374,000	(56.05)	76.04
RBL Digital Cable Network Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	51,000	(32.83)	3.39
Vistaar Telecommunication and Infrastructure Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	10,410	(46.32)	0.31
Jagsumi Perspectives Private Limited	IndusInd Media & Communications Limited	51.00%	10/-	405,517	(7.60)	23.39
Advance Multisystem Broadband Communication Limited	IndusInd Media & Communications Limited	51.00%	10/-	425,382	31.33	–

* Hinduja Ventures Limited directly holds 56.09% of IMCL and Grant Investarde Limited holds 5.62% of IMCL's paid-up equity share capital.

For and on behalf of the Board

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Amit Vyas
Company Secretary

Place : Mumbai
Date : 16th May, 2013

Consolidated Financial Statements

Consolidated Balance Sheet
as at 31st March, 2013

(₹ in Lacs)

	Particulars	Note No.	As at 31.03.2013	As at 31.03.2012
I	**EQUITY AND LIABILITIES**			
1	**SHAREHOLDERS' FUNDS**			
	Share capital	2	2,055.55	2,055.55
	Reserves and surplus	3	79,828.09	71,382.80
			81,883.64	73,438.35
2	**MINORITY INTEREST**		15,929.38	18,099.68
3	**NON-CURRENT LIABILITIES**			
	Long-term borrowings	4	63,885.20	5,983.36
	Deferred tax liabilities (net)	5	2,619.42	1,918.03
	Long-term provisions	6	297.71	269.78
			66,802.33	8,171.17
4	**CURRENT LIABILITIES**			
	Short-term borrowings	7	415.32	4,646.09
	Trade payables	8	12,472.32	10,076.69
	Other current liabilities	9	21,198.56	6,162.32
	Short-term provisions	10	4,077.95	4,112.67
			38,164.15	24,997.77
	TOTAL		202,779.50	124,706.97
II	**ASSETS**			
1	**NON-CURRENT ASSETS**			
	Fixed Assets	11		
	(i) Tangible assets		46,480.29	22,562.39
	(ii) Intangible assets		4,003.01	4,293.48
			50,483.30	26,855.87
	(iii) Capital work-in-progress		11,222.32	863.37
			61,705.62	27,719.24
	Goodwill arising on consolidation		3,481.44	2,736.55
	Non-current investments	12	32,018.98	22,596.32
	Long-term loans and advances	13	7,572.77	6,681.55
	Other non-current assets	14	1,632.91	76.33
			106,411.72	59,809.99
2	**CURRENT ASSETS**			
	Current investments	15	–	0.12
	Inventories	16	46,366.49	19,150.57
	Trade receivables	17	30,760.68	16,330.65
	Cash and bank balances	18	4,908.45	3,576.74
	Short-term loans and advances	19	13,138.54	25,662.66
	Other current assets	20	1,193.62	176.24
			96,367.78	64,896.98
	TOTAL		202,779.50	124,706.97

See accompanying notes 1 to 46 forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : 16th May, 2013

For and on behalf of the Board

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Amit Vyas
Company Secretary

Place : Mumbai
Date : 16th May, 2013

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2013

(₹ in Lacs)

	Particulars	Note No.	Year ended 31.03.2013	Year ended 31.03.2012
I	**INCOME**			
	Revenue from operations	21	**69,687.62**	53,849.47
	Other income	22	**508.54**	2,455.13
	Total Revenue		**70,196.16**	56,304.60
II	**EXPENSES**			
	Purchase of network cables & equipments		**2,442.45**	387.15
	Changes in inventories of stock-in-trade	23	**(55.34)**	(92.46)
	Direct cost and operating expenses	24	**23,897.33**	19,156.13
	Employee benefits expenses	25	**4,328.05**	3,881.50
	Finance costs	26	**4,513.74**	1,449.50
	Depreciation and amortisation expenses	27	**6,741.44**	3,536.59
	Other expenses	28	**16,870.07**	11,002.95
	Total Expenses		**58,737.74**	39,321.36
III	**Profit before tax and minority interest**		**11,458.42**	16,983.24
IV	**Tax expenses**			
	-Current tax		**3,075.06**	3,696.94
	-MAT credit entitlement		**(971.00)**	(457.54)
	-Deferred tax		**662.06**	1,348.26
	-Short provision for earlier year		**18.05**	118.96
V	**Profit after tax**		**8,674.25**	12,276.62
	Less: Minority interest		**652.03**	2,230.21
VI	**Profit for the year from continuing operations**		**8,022.22**	10,046.41
	Earnings per equity share (Face value ₹ 10/- per share)			
	- Basic and Diluted	34	**39.03**	48.87

See accompanying notes 1 to 46 forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : 16th May, 2013

For and on behalf of the Board

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Amit Vyas
Company Secretary

Place : Mumbai
Date : 16th May, 2013

Consolidated Cash Flow Statement

for the year ended 31st March, 2013

(₹ in Lacs)

	Particulars		Year ended 31.03.2013		Year ended 31.03.2012	
A	**Cash Flow from Operating Activities**					
	Net profit before tax			**11,458.42**		16,983.24
	Adjustments for:					
	Depreciation and amortisation expenses		**6,741.44**		3,536.59	
	Amortisation of film rights		**–**		563.72	
	Interest earned on deposits / advances		**(127.92)**		(1,046.32)	
	Dividend - non-current investments		**(0.51)**		(0.45)	
	Dividend - current investments (Other than treasury activities)		**–**		(49.48)	
	Bad debts written-off		**6,335.99**		1,708.66	
	Provision no longer required written back		**(12.94)**		(752.45)	
	Sundry credit balance written back		**(38.62)**		(284.49)	
	Loss on sale of fixed assets / fixed assets written-off		**4.40**		9.08	
	Unrealised foreign exchange loss (net)		**34.51**		138.42	
	Profit on sale of investments (net)		**(6,128.63)**		(4,632.87)	
	Wealth tax		**42.26**		39.58	
	Finance costs		**4,513.74**		1,449.50	
	Advance written-off		**230.27**		121.05	
	Provision for gratuity and leave encashment		**42.43**		17.05	
				11,636.42		817.59
	Operating profit before working capital changes			**23,094.84**		17,800.83
	Changes in working capital:					
	Trade payables		**1,636.24**		3,911.78	
	Short / long-term provisions		**–**		–	
	Other current liabilities		**967.99**		(737.43)	
	Trade receivables		**(20,533.18)**		(6,462.10)	
	Inventories		**(27,215.92)**		(1,491.00)	
	Loans and advances		**12,502.43**		(10,327.63)	
	Other current / non-current assets		**–**		(41.84)	
				(32,642.44)		(15,148.22)
	Cash generated from operations			**(9,547.60)**		2,652.61
	Taxes paid (net of refunds)			**(3,081.10)**		(4,018.80)
	Net Cash used in Operating Activities	**(A)**		**(12,628.70)**		(1,366.19)
B	**Cash Flow from Investing Activities**					
	Purchase of tangible / intangible assets		**(38,894.12)**		(5,219.72)	
	Sale of intangible assets		**27.91**		14.27	
	Purchase consideration paid on acquisition of interest in subsidiaries		**(932.00)**		(1,161.02)	
	Purchase of non-current investments		**(16,213.02)**		(3,407.29)	
	Sale of non-current investments		**12,918.92**		9,637.12	
	Dividend - non-current investments		**0.51**		0.45	
	Dividend - current investments		**–**		49.48	
	Interest income (Other than treasury activities)		**(34.16)**		1,002.76	
				(43,125.96)		916.05
	Net Cash generated from / used in Investing Activities	**(B)**		**(43,125.96)**		916.05

Consolidated Cash Flow Statement
for the year ended 31st March, 2013

(₹ in Lacs)

	Particulars		Year ended 31.03.2013		Year ended 31.03.2012
C	**Cash Flow from Financing Activities**				
	Proceeds / (payments) of long-term borrowings (net)	**70,102.85**		(2,604.49)	
	Proceeds / (payments) of short-term borrowings (net)	**(4,333.73)**		4,424.42	
	Finance cost paid	**(6,447.14)**		(1,449.32)	
	Dividend paid	**(3,091.47)**		(2,569.25)	
	Dividend distribution tax	**(500.19)**		(416.83)	
			55,730.32		(2,615.47)
	Net Cash generated from / used in Financing Activities (C)		**55,730.32**		(2,615.47)
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)		**(24.34)**		(3,065.61)
	Cash and cash equivalents at the beginning of the year		**2,570.10**		5,321.66
	Cash and cash equivalents taken over pursuant to acquisition of subsidiaries		**76.21**		314.05
	Cash and cash equivalents at the end of the year		**2,621.97**		2,570.10
	Cash and cash equivalents comprises of:				
	Cash on hand		**143.72**		56.48
	Cheque on hand		**1,509.55**		673.62
	Balance with banks				
	- Current account		**1,277.96**		2,147.34
	- Deposits		**1,915.67**		629.62
	- Unpaid dividend account		**61.55**		69.68
	Current investments		**–**		0.12
	Temporary overdrawn bank balance		**(2,286.48)**		(1,006.76)
	Total		**2,621.97**		2,570.10

Notes :

1. The above cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statement.
2. Previous Year's figures have been regrouped / rearranged wherever necessary, to conform to figures of the current year.
3. Current investments comprises investment in mutual funds which are highly liquid and have an insignificant risk of change in value.

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : 16th May, 2013

For and on behalf of the Board

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Amit Vyas
Company Secretary

Place : Mumbai
Date : 16th May, 2013

1 Significant accounting policies

a) Basis of Accounting

The financial statements are prepared under the historical cost convention in accordance with generally accepted accounting principles in India, applicable accounting standards and provisions of the Companies Act, 1956 read with Companies (Accounting Standard) Rules, 2006.

b) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Difference between the actual results and the estimates are recognised in the period in which the results are known / materialise.

c) Principles of Consolidation

The Consolidated Financial Statements relate to Hinduja Ventures Limited (the 'Company'/ 'HVL'/ 'Parent') and its direct and indirect subsidiaries, associate company and jointly controlled entity (collectively referred to as 'the Group'). The consolidated financial statements have been prepared using uniform accounting policies and on the following basis:

- The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group transactions and intra-group balances and resultant unrealised profits / losses.
- The excess of cost to the Company of its investment in the subsidiaries is recognised in the consolidated financial statements as Goodwill. The excess of the Company's portion of equity and reserves of the subsidiaries as at the time of its investment is treated as Capital Reserve.
- Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to the shareholders of the Company.
- Investments of the Group in associates are accounted as per the Equity Method under Accounting Standard 23 – 'Accounting for Investments in Associates in Consolidated Financial Statements'.
- Interests in a jointly controlled entity are reported using Proportionate Consolidation Method as per requirements of Accounting Standard 27 – 'Financial Reporting of Interests in Joint Ventures.'
- The financial statements of the subsidiaries, jointly controlled entity and associate companies used in the consolidated financial statements are consolidated from the date of the acquisition and are drawn upto the same reporting date as of the Company.

d) Fixed Assets

Fixed assets are stated at cost of acquisition, which includes taxes and duties (net of cenvat), including any cost attributable to bringing the asset to its working condition for its intended use, less accumulated depreciation.

Land and Building (constituting a single property) at Andheri (East), Mumbai and certain class of Plant and Machinery are reflected at revalued amounts.

Set Top Boxes (STBs) issued to customers are capitalised at cost on issuance / installation.

Intangible assets are stated at cost of acquisition less amortisation.

e) Impairment of Assets

The Group assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction, if any, is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

f) Depreciation and Amortisation

i) **Tangible Assets:**

Depreciation is provided for fixed assets on straight-line method, on month basis, at rates prescribed under Schedule XIV of the Companies Act, 1956. Assets costing less than ₹ 5,000 each are depreciated fully in the year of acquisition. Set Top Boxes are depreciated over a period of five years on straight-line basis. Leasehold land is amortised over the balance period of lease in equal annual installments. Leasehold Improvements are amortised over the primary period of lease.

ii) **Intangible Assets:**

Computer software is amortised over the period of six years on straight-line basis.

Network rights are amortised over the period of ten years on straight-line basis.

The carrying value of Goodwill arising on consolidation is evaluated for impairment, if any, at the year-end.

g) Valuation of Stock-in-Trade

i) Securities and inventory consisting of cables, head-end equipments and other network items are valued at lower of cost and Fair Value / Net Realisable Value. The cost of securities is computed by the "First In First Out" method and cost of cables, head-end equipments and other network items are computed on Weighted Average basis.

ii) Real estate is valued at cost or net realisable value, whichever is lower.

iii) The cost of acquisition relating to Indian theatrical rights, overseas theatrical rights, satellite T.V., video and other rights of films are amortised as follows:

- The cost of aforesaid rights assigned to third parties for a perpetual period at an agreed consideration are fully amortised in the year in which such rights are assigned.
- 70% of the cost of the aforesaid rights is amortised on the first theatrical release of the movie. In case certain rights are not exploited along with first theatrical release, the cost of such rights is carried forward to be written-off on commercial exploitation. Balance 30% will be amortised over the balance license period or based on management estimate of future revenue potential, as the case may be.

h) Valuation of Investments

Non-current investments are stated at cost and provision is made for diminution, other than temporary, in the value of investments.

Current investments are valued at lower of cost and fair value.

i) Revenue Recognition

i) Revenue is recognised to the extent it is probable that economic benefits will flow to the Group and the revenue can be reliably measured.

ii) Cable Television Transmission Income by way of subscription and carriage fees are recognised on the basis of bills raised on direct subscribers / cable operators and agreements with parties, respectively.

iii) Subscription Income of internet services rendered is recognised on pro-rata basis over the period in which such services are rendered.

iv) Profits / Losses from share trading are determined on the basis of the "First In First Out" method. Profits / Losses from investment activities (including gain / (loss) on sale of stake in subsidiaries) is determined on the basis of weighted average carrying amount of investments and is recognised on the basis of trade dates / contracts / agreements entered with respective parties.

v) Revenue from sale / distribution of film rights is recognised as follows:

- In case of income from distribution of Indian theatrical rights, revenue is recognised on accrual basis on receipt of business statements from theatres and sub distributors.
- Income from assignment of certain overseas rights for a perpetual period at an agreed consideration is recognised on the date of assignment of such rights and income from other rights is recognised based on terms of the agreements with respective parties.

vi) Interest income is accounted on accrual basis and dividend income is recognised when the right to receive the dividend is established.

vii) Installation Charges of STB are recognised as revenue on Completion of issuance / Installation.

viii) Interest charged on overdue amounts of trade receivables is recognised as income on the basis of the terms of the invoice.

ix) Equity Index / Stock – Futures

a. Equity Index / Stock Futures are marked-to-market on a daily basis. Debit or credit balances, if any, disclosed under Short-term loans and advances or Current liabilities respectively, in the "Mark-to-Market Margin - Index / Stock Futures Account", represents the net amount paid or received on the basis of movement in the prices of Index / Stock Futures till the Balance Sheet date.

b. As at the Balance Sheet date, the profit / loss on open positions, if any, in Equity Index / Stock Futures are accounted for as follows:

- Credit balance in the "Mark-to-Market Margin – Equity Index / Stock Futures Account", being anticipated profit, is ignored and no credit is taken in the Statement of Profit and Loss.
- Debit balance in the "Mark-to-Market Margin - Equity Index/ Stock Futures Account", being anticipated loss, is recognised in the Statement of Profit and Loss.

c. On final settlement or squaring-up of contracts for Equity Index / Stock Futures, the profit or loss is calculated as difference between settlement / squaring-up price and contract price. Accordingly, debit or credit balance pertaining to the settled / squared-up contract in "Mark-to-Market Margin - Equity Index / Stock Futures Account" is recognised in the Statement of Profit and Loss upon expiry of the contracts. When more than one contract in respect of the relevant series of Equity Index / Stock Futures contract to which the squared-up contract pertains is outstanding at the time of the squaring up of the contract, the contract price of the contract so squared-up is determined using First In First Out method for calculating profit / loss on squaring-up.

d. "Initial Margin – Equity Index / Stock Futures Account", representing the initial margin and "Margin Deposits" representing additional margin paid over and above the initial margin, for entering into contracts for Equity Index / Stock Futures, which are released on final settlement / squaring-up of underlying contracts, are disclosed under Short-term loans and advances.

e. Forward Contracts in the nature of highly probable forecasted transactions / firm commitments entered into for hedging the risk of foreign currency exposure are accounted for on the principles of prudence as enunciated in Accounting Standard 1 (AS-1) " Disclosure of Accounting Policies". Pursuant to this, losses, if any, on Mark to Market basis, are recognised in the Statement of Profit and Loss and gains are not recognised on prudent basis.

j) Foreign Currency Transactions

Transactions in foreign currency are recorded at the original rates of exchange in force at the time of occurrence of the transactions.

Monetary items denominated in foreign currency, are restated using the exchange rates prevailing at the date of Balance Sheet and the resulting net exchange difference is recognised in the Statement of Profit and Loss.

Derivative Accounting:
Forward Contracts in the nature of highly probable forecasted transactions / firm commitments entered into for hedging the risk of foreign currency exposure are accounted for on the principles of prudence as enunciated in Accounting Standard 1 (AS-1) " Disclosure of Accounting Policies". Pursuant to this, losses, if any, on Mark to Market basis, are recognised in the Statement of Profit and Loss and gains are not recognised on prudent basis.

k) Employee Benefits

i) Long Term Employee Benefits:

Defined Contribution Plan

The Group has Defined Contribution Plan namely Provident Fund.

Under the Provident Fund Plan, the Group contributes to a Government administered provident fund on behalf of its employees and has no further obligation beyond making its contribution.

The Group makes contributions to State plans namely Employee's State Insurance Fund and Employee's Pension Scheme 1995 and has no further obligation beyond making the payment to them.

The Group's contributions to the above funds are charged to revenue every year.

Defined Benefit Plan

The Group has a Defined Benefit plan namely Gratuity for all its employees. In respect of employees of IndusInd Media & Communications Limited and United Mysore Network Private Limited, the gratuity scheme is funded through a Gratuity Fund administered by trustees and managed by the Life Insurance Corporation of India ('LIC') and PNB Metlife India Insurance Co. Ltd. For the balance employees in the Group, the scheme is unfunded. The liability for the defined benefit plan of gratuity is determined on the basis of an actuarial valuation at the year-end using Projected Unit Credit Method.

Termination benefits are recognised as an expense as and when incurred.

Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss as income or expense.

ii) Other Employee Benefits:

The employees of the Group are entitled to leave encashment as per the leave policy of the Group. The liability in respect of leave encashment is provided, based on an actuarial valuation, carried out by an independent actuary as at the year-end using Projected Unit Credit Method. Short-term compensated absences, if any, are provided on cost to Company basis.

l) Taxation

i) Provision for Income Tax is made after considering exemptions and deductions available under the Income Tax Act, 1961.

ii) Income Taxes are accounted for in accordance with Accounting Standard (AS 22) – "Accounting for Taxes on Income" notified under the Companies Accounting Standard Rules 2006. Income Tax comprises of Current and Deferred tax. Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

iii) Deferred Tax is recognised, subject to the consideration of prudence, on timing differences, 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 Asset is not recognised unless there are timing differences the reversal of which will result in sufficient income or there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised. They are measured using the substantively enacted tax rates and tax regulations as of the Balance Sheet date.

m) Borrowing Cost

Borrowing cost attributable to the acquisition or construction of qualifying assets is capitalised as part of the cost of the assets. Other borrowing costs are recognised as an expense in the period in which they are incurred. Processing fees incurred on Long-term borrowings is amortised over the tenure of the loans except that such processing fees is charged off to the Statement of Profit and Loss in the year of incurring the expenses in case of IDL Speciality Chemicals Limited, a wholly owned subsidiary. However, such differing policy does not have a material impact on the financial statements of the Group.

n) Segment Reporting

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segments are identified having regard to the dominant source and nature of risks and returns and internal organisation and management structure.

o) Leases

(i) Assets acquired under lease where substantially all the risks and rewards of ownership are retained by the Group are classified as Finance Leases. Such assets are capitalised at the inception of the lease at the lower of the fair value or the present value of minimum lease payments. Assets acquired under finance lease are depreciated on straight line basis over the lease term.

(ii) Assets acquired on lease where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as Operating Leases. Lease rentals are charged to the Statement of Profit and Loss on straight line basis over the lease term.

(iii) Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. The principal amount received reduces the net investment in the lease and interest is recognised as revenue. Initial direct costs are recognised immediately in the Statement of Profit and Loss.

(iv) Assets given under operating leases are capitalised. Rental income is recognised on straight line basis over the lease term.

p) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

q) Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non–cash nature and any deferrals of accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

r) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

2 Share capital

(₹ in Lacs)

i) Particulars	As at 31.03.2013		As at 31.03.2012	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹ 10 each	**70,000,000**	**7,000.00**	70,000,000	7,000.00
Issued, subscribed and paid up				
Equity shares of ₹ 10 each fully paid	**20,555,503**	**2,055.55**	20,555,503	2,055.55
Total	**20,555,503**	**2,055.55**	20,555,503	2,055.55

Rights, Preferences and Restrictions attached to equity shares:

i) Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.

ii) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 1956.

iii) Every member of the Company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the Company.

ii) Reconciliation of number of shares outstanding:

(₹ in Lacs)

Particulars	As at 31.03.2013		As at 31.03.2012	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	**20,555,503**	**2,055.55**	20,555,503	2,055.55
Add: Shares issued during the year	**–**	**–**	–	–
Less: Shares bought back during the year	**–**	**–**	–	–
Shares outstanding at the end of the year	**20,555,503**	**2,055.55**	20,555,503	2,055.55

iii) Shares in the company held by each shareholder holding more than 5% shares:

Name of the shareholder	As at 31.03.2013		As at 31.03.2012	
	Number of shares held	% of holding	Number of shares held	% of holding
Aasia Management and Consultancy Private Limited	**9,127,028**	**44.40%**	8,883,839	43.22%
Amas Mauritius Limited	**2,761,427**	**13.43%**	2,761,427	13.43%
Reliance Capital Trustee Company Limited	**1,959,467**	**9.53%**	1,933,167	9.40%
Total	**13,847,922**	**67.36%**	13,578,433	66.05%

(₹ in Lacs)

	Particulars	As at 31.03.2013	As at 31.03.2012
3	**Reserves and surplus**		
	Securities premium account		
	Opening balance	**1,092.63**	1,092.63
	Closing balance	**1,092.63**	1,092.63
	General reserve		
	Opening balance	**21,887.16**	21,236.90
	Add: Transferred from surplus in Statement of Profit and Loss	**767.46**	650.26
	Closing balance	**22,654.62**	21,887.16
	Capital reserve		
	Opening balance	**7,150.56**	7,150.56
	Add: Conversion of investment in preference shares of a subsidiary to equity	**4,030.41**	–
	Closing balance	**11,180.97**	7,150.56
	Revaluation reserve		
	Opening balance	**63.87**	63.87
	Closing balance	**63.87**	63.87
	Surplus in Statement of Profit and Loss		
	Opening balance	**41,188.58**	35,375.95
	Add: Net profit for the year	**8,022.22**	10,046.41
	Less: Appropriations		
	- Transfer to general reserve	**767.46**	650.26
	- Proposed dividend [₹ 15.00 per share (Previous Year ₹ 15.00 per share)]	**3,083.33**	3,083.33
	- Dividend distribution tax	**524.01**	500.19
	Closing balance	**44,836.00**	41,188.58
	Total Reserves and surplus	**79,828.09**	71,382.80
4	**Long-term borrowings**		
	Secured Loans		
	Debentures For nature of security and terms of repayment (Refer Note 39 (I))	**15,000.00**	–
	Term loans From banks For nature of security and terms of repayment (Refer Note 39 (II) (i))	**15,039.09**	147.37
	From others For nature of security and terms of repayment (Refer Note 39 (II) (ii))	**8,684.21**	5,789.47
	Other loans and advances From banks (Buyers credit) For nature of security and terms of repayment (Refer Note 39 (III) (i))	**25,122.14**	–
	From others (Secured against vehicle)	**2.77**	–
	Unsecured Loans		
	From others	**36.99**	46.52
		63,885.20	5,983.36

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2013

(₹ in Lacs)

	Particulars	As at 31.03.2013	As at 31.03.2012
5	**Deferred tax liabilities (net)**		
	Deferred Tax Liabilities		
	Depreciation on fixed assets	**2,140.08**	2,016.28
	Unamortised borrowing cost	**829.77**	–
	Total Deferred Tax Liabilities (A)	**2,969.85**	2,016.28
	Deferred Tax Assets		
	Liabilities to be deducted for tax purposes when paid	**126.02**	98.25
	Disallowances under Section 40(a)(i) of the Income Tax Act, 1961	**224.41**	–
	Total Deferred Tax Assets (B)	**350.43**	98.25
	Net Deferred tax liabilities (A-B)	**2,619.42**	1,918.03
6	**Long-term provisions**		
	Provision for employee benefits		
	- Provision for gratuity	**39.99**	55.66
	- Provision for compensated absences	**257.72**	214.12
	Total	**297.71**	269.78
7	**Short-term borrowings**		
	Loans repayable on demand		
	Secured Loans		
	Other loans and advances		
	From banks (Secured against stock and fixed deposit in one of the subsidiaries)	**234.43**	4,500.00
	From others (Secured against office premises)	**17.69**	–
	Unsecured Loans		
	Other loans and advances		
	From banks	**5.87**	–
	From others	**157.33**	146.09
	Total	**415.32**	4,646.09
8	**Trade payables**		
	Trade payables (Other than outstanding dues to micro, small and medium enterprises)	**12,472.32**	10,076.69
	Total	**12,472.32**	10,076.69

(₹ in Lacs)

	Particulars	As at 31.03.2013	As at 31.03.2012
9	**Other current liabilities**		
	Current maturities of Long-term borrowings - Secured		
	Debentures For nature of security and terms of repayment (Refer Note 39 (I))	**10,000.00**	–
	Term loans		
	From banks For nature of security and terms of repayment (Refer Note 39 (II) (i))	**765.35**	42.11
	From others For nature of security and terms of repayment (Refer Note 39 (II) (ii))	**2,105.26**	2,105.26
	Other loans and advances		
	From banks (Buyers credit) For nature of security and terms of repayment (Refer Note 39 (III) (i))	**1,546.55**	–
	Temporary overdrawn book balances	**2,286.48**	1,006.76
	Income received in advance	**387.98**	1,303.68
	Advance received from customers	**540.84**	146.85
	Statutory dues	**2,197.85**	812.77
	Trade deposits	**495.40**	464.92
	Interest accrued and due on borrowings	**485.03**	6.53
	Salary payable	**326.27**	203.76
	Unclaimed dividend	**61.55**	69.68
	Total	**21,198.56**	6,162.32
10	**Short-term provisions**		
	Provision for gratuity	**49.57**	42.87
	Provision for compensated absences	**35.47**	27.67
	Provision for wealth tax	**42.26**	39.58
	Provision for income tax (net of advance tax)	**343.31**	419.03
	Proposed dividend	**3,083.33**	3,083.33
	Dividend distribution tax	**524.01**	500.19
	Total	**4,077.95**	4,112.67

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2013

11 Fixed Assets

(₹ in Lacs)

	Description	Gross block					Depreciation and amortisation					Net block	
		As at 01.04.2012	Addition on Account of Acquisition	Additions	Disposal	As at 31.03.2013	Upto 31.03.2012	Addition on Account of Acquisition	For the Year	Disposal / Adjustment	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
A	**Tangible assets:**												
	Leasehold land (Refer Note 2)	2.49	–	–	–	**2.49**	0.84	–	0.02	–	**0.86**	**1.63**	1.65
		[2.49]	[–]	[–]	[–]	[2.49]	[0.81]	[–]	[0.03]	[–]	[0.84]		
	Settop box	4,618.70	1,505.28	24,912.18	0.25	**31,035.91**	2,304.52	158.64	3,005.18	–	**5,468.34**	**25,567.57**	2,314.18
		[2,636.18]	[1.62]	[1,980.90]	[-]	[4,618.70]	[2,022.59]	[0.02]	[281.91]	[–]	[2,304.52]		
	Building (Refer Note 1, 4, 6 and 7)	4,948.77	–	29.93	–	**4,978.70**	1,300.42	–	167.99	–	**1,468.41**	**3,510.29**	3,648.35
		[4,796.55]	[–]	[152.22]	[–]	[4,948.77]	[1,139.16]	[–]	[161.26]	[–]	[1,300.42]		
	Plant and equipment (Refer Note 3, 5 and 6)	24,545.35	372.98	3,137.84	40.62	**28,015.55**	10,778.60	113.27	2,529.91	16.64	**13,405.14**	**14,610.41**	13,766.75
		[19,438.34]	[1,196.47]	[3,912.04]	[1.50]	[24,545.35]	[8,545.01]	[65.89]	[2,167.76]	[0.06]	[10,778.60]		
	Furniture and fixtures	847.99	11.47	38.54	1.84	**896.16**	611.75	2.75	36.43	1.55	**649.38**	**246.78**	236.24
		[758.16]	[68.71]	[21.12]	[–]	[847.99]	[560.10]	[0.56]	[51.09]	[–]	[611.75]		
	Office equipment	212.87	6.63	28.44	3.57	**244.37**	52.09	1.37	10.35	1.57	**62.24**	**182.13**	160.78
		[144.72]	[29.15]	[40.96]	[1.96]	[212.87]	[47.01]	[0.83]	[5.20]	[0.95]	[52.09]		
	Leasehold improvements	6.95	–	–	–	**6.95**	0.23	–	0.88	–	**1.11**	**5.84**	6.72
		[–]	[–]	[6.95]	[–]	[6.95]	[-]	[–]	[0.23]	[–]	[0.23]		
	Computers	655.67	22.13	246.24	7.35	**916.69**	356.12	13.24	72.27	6.12	**435.51**	**481.18**	299.55
		[523.83]	[31.97]	[100.19]	[0.32]	[655.67]	[310.03]	[0.94]	[45.15]	[–]	[356.12]		
	Vehicles (Refer Note 8)	443.69	11.18	16.78	12.16	**459.49**	123.16	3.19	41.70	7.60	**160.45**	**299.04**	320.53
		[256.99]	[–]	[192.91]	[6.21]	[443.69]	[90.80]	[-]	[37.47]	[5.11]	[123.16]		
	Live stock	7.62	–	–	–	**7.62**	–	–	–	–	–	**7.62**	7.62
		[7.62]	[–]	[–]	[–]	[7.62]	[–]	[–]	[–]	[–]	[–]		
	Total (A)	**36,290.10**	**1,929.67**	**28,409.95**	**65.79**	**66,563.93**	**15,527.73**	**292.46**	**5,864.73**	**33.48**	**21,651.44**	**44,912.49**	**20,762.37**
	Previous Year	[28,564.88]	[1,327.92]	[6,407.29]	[9.99]	[36,290.10]	[12,715.51]	[68.24]	[2,750.10]	[6.12]	[15,527.73]		
B	**Assets given on operating lease:**												
	Plant and equipment	2,245.93	–	–	–	**2,245.93**	445.91	–	232.22	–	**678.13**	**1,567.80**	1,800.02
		[2,245.93]	[–]	[–]	[–]	[2,245.93]	[213.04]	[–]	[232.87]	[–]	[445.91]		
	Total (B)	**2,245.93**	**–**	**–**	**–**	**2,245.93**	**445.91**	**–**	**232.22**	**–**	**678.13**	**1,567.80**	**1,800.02**
	Previous Year	[2,245.93]	[–]	[–]	[–]	[2,245.93]	[213.04]	[–]	[232.87]	[–]	[445.91]		
	TOTAL (A+B)	**38,536.03**	**1,929.67**	**28,409.95**	**65.79**	**68,809.86**	**15,973.64**	**292.46**	**6,096.95**	**33.48**	**22,329.57**	**46,480.29**	**22,562.39**
	Previous Year	[30,810.81]	[1,327.92]	[6,407.29]	[9.99]	[38,536.03]	[12,928.55]	[68.24]	[2,982.97]	[6.12]	[15,973.64]		
C	**Intangible assets - acquired:**												
	Goodwill	98.88	–	–	–	**98.88**	16.86	–	9.84	–	**26.70**	**72.18**	82.02
		[0.50]	[98.38]	[–]	[–]	[98.88]	[0.50]	[16.36]	[—]	[–]	[16.86]		
	Network rights	5,881.70	–	265.56	–	**6,147.26**	1,781.60	–	604.47	–	**2,386.07**	**3,761.19**	4,100.10
		[5,250.40]	[–]	[656.30]	[25.00]	[5,881.70]	[1,249.70]	[–]	[537.41]	[5.51]	[1,781.60]		
	Computer software	321.73	–	88.46	–	**410.19**	210.37	–	30.18	–	**240.55**	**169.64**	111.36
		[259.04]	[–]	[62.69]	[–]	[321.73]	[194.16]	[–]	[16.21]	[–]	[210.37]		
	Total (C)	**6,302.31**	**–**	**354.02**	**–**	**6,656.33**	**2,008.83**	**–**	**644.49**	**–**	**2,653.32**	**4,003.01**	**4,293.48**
	Previous Year	[5,509.94]	[98.38]	[718.99]	[25.00]	[6,302.31]	[1,444.36]	[16.36]	[553.62]	[5.51]	[2,008.83]		
	TOTAL (A+B+C)	**44,838.34**	**1,929.67**	**28,763.97**	**65.79**	**75,466.19**	**17,982.47**	**292.46**	**6,741.44**	**33.48**	**24,982.89**	**50,483.30**	**26,855.87**
	Previous Year	[36,320.75]	[1,426.30]	[7,126.28]	[34.99]	[44,838.34]	[14,372.91]	[84.60]	[3,536.59]	[11.63]	[17,982.47]		
	Capital work-in-progress											**11,222.32**	863.37
												61,705.62	27,719.24

Notes :
1. Building includes shares in a co-operative Society, amount not material.
2. Leasehold land acquired at the time of amalgamation of In Network Entertainment Limited with the Company is yet to be transferred in the name of the Company.
3. Plant and equipment - includes assets viz. optical fibre cable ducts given on operating lease, cost of which is not practicable to ascertain.
4. Land and building was revalued on 31st March, 2009 on the basis of valuation made by external valuer resulting in net increase of ₹ 2,760.29/- (in Lacs) being surplus on revaluation. Consequently revalued amount of ₹ 3,710.50/- (in Lacs) has been substituted for historical cost on the said date of revaluation.
5. Plant and equipment which includes optical fibre cable have been revalued on 31st March, 2009 on the basis of valuation made by external valuer resulting in net increase of ₹ 3,724.34/- (in Lacs) being surplus on revaluation. Consequently revalued amount of ₹ 4,964.54/- (in Lacs) has been substituted for historical cost on said date of revaluation.
6. Land, Building and Plant and equipment consisting of optical fibre cable have been revalued on 31st March, 2009 on the basis of the fair market values considering the factors such as permissible Floor Space Index & Rate of Commercial Property, total life, inflation, age in life and other relevant factors.
7. The office premises of Sangli Media Services Private Limited is mortgaged against overdraft facility.
8. The vehicle of Advance Multisystem Broadband Communications Limited is mortgaged against loan.
9. Figures in brackets are in respect of the previous year

(₹ in Lacs)

	Particulars	As at 31.03.2013	As at 31.03.2012
12	**Non-current investments (Fully paid, at Cost)**		
	Trade Investments		
	a) Unquoted Equity Instruments		
	Investment in Associates:		
	9,60,000 [March 31, 2012: 9,60,000] equity shares of ₹ 10 each in Planet E-shop Holdings India Limited	**96.00**	96.00
	b) Unquoted Preference Instruments		
	Investment in Associates:		
	8,446,120 [March 31, 2012: 8,446,120] 7% Cumulative Preference Shares of ₹ 10 each in IN Entertainment (India) Limited	**844.61**	844.61
	5,00,000 [March 31, 2012: 5,00,000] Preference Shares of ₹ 10 each in Planet E-shop Holdings India Limited	**500.00**	500.00
	Total (A)	**1,440.61**	1,440.61
	Other Investments		
	a) **Quoted:**		
	Investment in Equity Instruments:		
	26,833 [March 31, 2012: 26,833] equity shares of ₹ 2 each in Gulf Oil Corporation Limited	**2.60**	2.60
	Nil [March 31, 2012: 523,812] equity shares of ₹ 10 each in Hinduja Global Solutions Limited	**–**	2,553.08
	6,882,383 [March 31, 2012: 9,382,383] equity shares of ₹ 10 each in IndusInd Bank Limited.#	**9,737.72**	13,275.00
	50,736 [March 31, 2012: 50,736] equity shares of ₹ 10 each in NHPC Limited	**18.26**	18.26
	24,007 [March 31, 2012: 24,007] equity shares of ₹ 10 each in VCK Capital Market Services Limited	**1.46**	1.46
	b) Unquoted:		
	1,37,10,999 [March 31, 2012: Nil] Zero Coupon Compulsory Convertible Debentures of ₹ 100 each in Hinduja Energy (India) Limited	**13,711.00**	–
	16,339,870 [March 31, 2012: 8,169,934] equity shares of ₹ 10 each in Hinduja Energy (India) Limited	**5,000.00**	2,500.00
	21,888,890 [March 31, 2012: 28,888,890] equity shares of ₹ 10 each in Hinduja Leyland Finance Limited.	**2,188.89**	2,888.89
	c) Unquoted Other Investments:		
	Investments in government or trust securities	**13.53**	10.50
	Investments fully paid at cost		
	Investments in co-operative banks	**0.91**	1.92
	Total (B)	**30,674.37**	21,251.71
	Add: Share of brought forward accumulated losses from associates	**(96.00)**	(96.00)
	Total (A+B)	**32,018.98**	22,596.32
	# 15,00,000 [March 31,2012: 26,00,000] equity shares pledged against loan taken by IN Entertainment (India) Limited, an associate.		
	# 5,50,000 [March 31,2012: Nil] equity shares pledged against loan taken by IDL Speciality Chemicals Limited, a wholly owned subsidiary.		
	Aggregate amount of quoted investments	**9,760.04**	15,850.39
	Market value of quoted investments	**46,606.13**	34,423.79
	Aggregate amount of unquoted investments	**22,258.94**	6,745.93

(₹ in Lacs)

	Particulars	As at 31.03.2013	As at 31.03.2012
13	**Long-term loans and advances**		
	Unsecured, Considered Good		
	Capital advances	**2,327.13**	2,296.37
	Deposits		
	- Deposit with government authorities	**344.96**	151.66
	- Security deposits	**230.08**	393.19
	- Other deposits	**10.44**	10.44
	Prepaid expenses	**–**	0.35
	Advance tax and tax deducted at source (net of provision)	**1,885.32**	2,013.48
	MAT credit entitlement	**2,774.65**	1,801.47
	Other loans and advances	**0.19**	14.59
	Total	**7,572.77**	6,681.55
14	**Other non-current assets**		
	Unamortised borrowing expenses	**1,632.91**	76.33
	Total	**1,632.91**	76.33
15	**Current investments (non-trade unquoted, fully paid)**		
	At Cost or Fair value, whichever is lower		
	Unquoted mutual fund investments	**–**	0.12
	Total	**–**	0.12
16	**Inventories (At cost or net realisable value, whichever is lower except shares)**		
	Stock-in-Trade		
	Real estate	**3,719.32**	3,719.32
	Network cables and equipments	**404.47**	349.13
	Shares (cost or fair value whichever is lower)#	**42,242.70**	15,082.12
	Total	**46,366.49**	19,150.57
	# 1,10,60,000 [March 31, 2012: 42,50,000] equity shares of Indusind Bank Limited pledged against loan taken by IDL Speciality Chemicals Limited, a wholly owned subsidiary.		
	# 2,00,00,000 [March 31, 2012: Nil] equity shares of Ashok Leyland Limited pledged against loan taken by In Entertainment (India) Limited, an associate.		
17	**Trade receivables**		
	Unsecured, Considered Good		
	Trade receivables outstanding for a period exceeding six months from the date they were due for payment	**9,218.40**	3,553.33
	Other trade receivables	**21,542.28**	12,777.32
	Total	**30,760.68**	16,330.65

(₹ in Lacs)

	Particulars	As at 31.03.2013	As at 31.03.2012
18	**Cash and bank balances**		
	Cash and Cash Equivalents		
	Cash on hand	**143.72**	56.48
	Cheques on hand	**1,509.55**	673.62
	Balance with Banks		
	- Current account	**1,277.96**	2,147.34
	- Deposits	**1,915.67**	629.62
	Other Bank Balance		
	Unpaid dividend account	**61.55**	69.68
	Note : Balances with banks includes deposits amounting to ₹ 399.14 Lacs (Previous Year ₹ 242.06 Lacs) which have an original maturity of more than 12 months. Of the above ₹ 371.33 Lacs (Previous Year ₹ 447.62 Lacs) are against bank guarantees.		
	Total	**4,908.45**	3,576.74
19	**Short-term loans and advances**		
	Secured, Considered Good		
	a) Loans and advances to related parties (Refer Note 36)		
	- Inter-corporate deposits (Refer Note 42)	**5,295.00**	9,700.00
	Unsecured, Considered Good		
	a) Loans and advances to related parties		
	- Inter-corporate deposits	**1,709.90**	10,535.00
	b) Advance to supplier	**3,382.86**	3,096.07
	c) Security deposits	**95.04**	113.92
	d) Prepaid expenses	**84.60**	63.74
	e) Balances with government authorities		
	- CENVAT and VAT credit receivable	**2,292.78**	611.78
	f) Inter-corporate deposits	**50.00**	1,050.00
	g) Other receivables	**228.36**	492.15
	Total	**13,138.54**	25,662.66
20	**Other current assets**		
	Interest accrued on inter-corporate deposits	**283.07**	54.58
	Interest accrued on fixed deposits	**27.01**	93.42
	Unamortised borrowing expenses	**883.54**	28.24
	Total	**1,193.62**	176.24

(₹ in Lacs)

	Particulars	Year ended 31.03.2013	Year ended 31.03.2012
21	**Revenue from operations**		
	Cable television transmission	**57,035.78**	43,739.06
	Income from trading of securities and equity index / stock futures (net)	**–**	1,078.55
	Sale of set top boxes / modem	**1,766.52**	31.89
	Sale of trading goods - network cable and equipments	**340.86**	35.65
	Sub broking income	**0.48**	1.42
	Other operating revenues		
	Advertisement	**506.87**	483.73
	Lease income - optical fibre cable	**923.47**	1,279.49
	Discount received from broadcaster	**95.27**	121.00
	Distributor commission	**5.74**	86.13
	Interest		
	- On inter-corporate deposits	**2,450.13**	1,716.35
	- On deposits with bank	**0.18**	1.76
	Dividend		
	- Non-current non-trade investments	**296.21**	347.45
	- Current investments non-trade	**6.47**	21.15
	- Shares held as stock-in-trade	**131.01**	272.97
	Gain on sale of non-current investments (net) - non-trade	**6,128.63**	4,632.87
	Total	**69,687.62**	53,849.47
22	**Other income**		
	Interest		
	- On deposits with bank	**84.55**	73.85
	- On others - over due trade receivable	**1.72**	837.07
	- On inter-corporate deposits	**41.65**	–
	- Custom duty claim	**–**	85.47
	Gains on foreign currency (net)	**0.32**	–
	Dividend		
	- Non-current investments - non-trade	**0.51**	0.45
	- Current investments - non-trade	**–**	49.48
	Sundry credit balances written back	**38.62**	284.49
	Service charges recovered	**53.23**	63.84
	Provision for expenses no longer required, written back	**12.94**	752.45
	Recovery of bad debts	**–**	66.63
	Comfort letter fees	**98.63**	–
	Interest on income tax refund	**29.76**	–
	Miscellaneous income	**146.61**	241.40
	Total	**508.54**	2,455.13

(₹ in Lacs)

	Particulars	Year ended 31.03.2013	Year ended 31.03.2012
23	**Changes in inventories of stock-in-trade**		
	Opening inventories	**4,068.45**	3,975.99
	Closing inventories	**(4,123.79)**	(4,068.45)
	Total	**(55.34)**	(92.46)
24	**Direct cost and operating expenses**		
	Cable television operation expenses	**23,521.01**	18,180.10
	Bandwidth charges	**376.32**	274.24
	Amortisation of film rights	**–**	563.72
	Other costs	**–**	138.07
	Total	**23,897.33**	19,156.13
25	**Employee benefits expenses**		
	Salary and other benefits	**3,834.21**	3,420.52
	Contribution to employees' provident and other funds	**275.57**	231.34
	Gratuity	**42.35**	48.85
	Staff welfare	**175.92**	180.79
	Total	**4,328.05**	3,881.50
26	**Finance costs**		
	Interest expense on		
	Term loans	**1,872.32**	1,237.92
	Other loans	**1,928.20**	–
	Inter-corporate deposits	**240.71**	3.55
	Interest on delayed payment of taxes	**50.73**	75.08
	Other borrowing costs		
	Amortisation of loan processing fees	**421.78**	132.95
	Total	**4,513.74**	1,449.50
27	**Depreciation and amortisation expenses**		
	- Tangible assets	**5,864.73**	2,750.10
	- Assets given on operating lease	**232.22**	232.87
	- Intangible assets	**644.49**	553.62
	Total	**6,741.44**	3,536.59

(₹ in Lacs)

	Particulars	Year ended 31.03.2013	Year ended 31.03.2012
28	**Other expenses**		
	Royalties	**124.38**	365.28
	Programming expenses	**13.35**	7.23
	Power and fuel	**672.51**	521.88
	Rent	**738.82**	645.49
	Lease rental - duct	**505.31**	452.54
	Repairs and maintenance		
	- Plant and machinery	**201.67**	163.71
	- Building	**315.95**	502.96
	- Others	**212.08**	–
	Insurance charges	**94.30**	79.81
	Rates and taxes	**441.13**	154.79
	Freight and octroi	**120.53**	105.51
	Commission	**1,827.83**	2,185.20
	Travelling expenses	**865.94**	694.22
	Directors' sitting fees	**11.44**	9.81
	Auditors' remuneration (net of service tax input credit)		
	- As auditors	**56.00**	56.00
	- For other services	**26.50**	24.00
	- For reimbursement of expenses	**1.41**	1.19
	Professional fees	**2,852.27**	2,170.61
	Donations	**101.60**	153.03
	Communication expenses	**168.84**	146.51
	Advertisement and business promotion	**42.49**	37.95
	Loss on exchange difference	**34.83**	138.42
	Bad debts	**6,335.99**	1,708.66
	Bank charges	**88.71**	85.42
	Sundry balance written off	**230.27**	121.05
	Fixed assets written off	**–**	9.08
	Loss on scrapped assets	**4.40**	–
	Loss (net) from trading of index stock futures	**4.72**	–
	Miscellaneous expenses	**776.80**	462.60
	Total	**16,870.07**	11,002.95

29 (I) Capital commitments and contingent Liabilities:

a) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 31,339.45 (in Lacs) [Previous Year – ₹ 16,310.10 (in Lacs)].

b) Contingent liabilities in respect of:

(₹ in Lacs)

Sr. No.	Particulars	As at 31.03.2013	As at 31.03.2012
i.	Bank Guarantees given on behalf of the Group.	**292.60**	120.00
ii.	Guarantees / Counter Guarantees given to Custom Authorities.	**347.05**	519.08
iii.	Corporate Guarantee provided by the Company for loan taken by IN Entertainment (India) Limited, an associate of Company.	**–**	3,000.00
iv.	Claims against the Group not acknowledged as debts:		
	- Entertainment Tax	**78.93**	181.57
	- Sales Tax	**50.35**	6.35
	- Telecasting of films, copyrights etc. and claims from pay channel providers for subscription charges under negotiation	**Not Ascertainable**	Not Ascertainable
	- Service Tax	**155.29**	141.70
v.	Income tax matters against which the Group has filed appeals / objections. (Refer Note 1 below).	**22,231.40**	17,784.30
vi.	Demands of Custom Duty in a subsidiary company against which it has filed appeal.	**194.41**	194.41
vii	Summary Suit has been filed by Nishkalp Investments and Trading Company Limited with regard to the dispute for buyback of shares of Plus Paper Foodpac Limited (PPFL) vide an agreement dated 25th November, 1997. The Management is of the opinion that the Company has a good case and the summary suit is not sustainable.	**867.12**	867.12
viii.	Letters of Credit	**8,883.55**	5,039.67

Notes:

1. Includes an amount of ₹ 18,274.29 (in Lacs) [Previous Year – ₹ 16,662.50 (in Lacs)] being disputed income tax liabilities pertaining to IT / ITES business, which is reimbursable from Hinduja Global Solutions Limited, pursuant to the Scheme of Arrangement and Reconstruction for demerger of IT / ITES business sanctioned by High Court of Judicature of Bombay and made effective on 7th March, 2007. In respect of the aforesaid disputed dues, an amount of ₹ 4,397.12 (in Lacs) [Previous Year – ₹ 4,397.12 (in Lacs)] has been deposited by the Company with income tax authorities under protest. The Company has received ₹ 3,750.00 (in Lacs) [Previous Year – ₹ 3,750.00 (in Lacs)] upto 31st March, 2013 from Hinduja Global Solutions Limited to discharge part payment of disputed income tax liabilities pertaining to IT / ITES business, which is netted from advance tax and tax deducted at source (net of provisions).
2. With respect to the above, the Company does not expect any outflow of cash / resources.

(II) Other commitments:

a) IDL Speciality Chemicals Limited ('IDL'), a wholly owned subsidiary of the Company has during the year issued Non–Convertible Debentures ('NCD') of ₹ 25,000 lacs redeemable at the end of 18 months from the date of allotment. The Group has provided pledge of 1,16,10,000 shares in IndusInd Bank Limited and also a shortfall undertaking to the debenture trustee, that in the event of default by the subsidiary in redeeming the said debentures, the Company shall meet the shortfall, if any, to the investors of NCD.

b) IN Entertainment (India) Limited ('INEL'), an associate of the Company has during the year availed the loan against share facility of ₹ 7,500 lacs from Kotak Mahindra Prime Limited ('KMPL') repayable at the end of 18 months from the date of disbursement. The Group has provided pledge of 15,00,000 shares in IndusInd Bank Limited, 2,00,00,000 shares in Ashok Leyland Limited and also an undertaking to KMPL for the replenishment of margins in case INEL fails to maintain the margins stipulated in the loan Agreement during the tenor of loan.

c) The Company has given an undertaking to a bank to retain shareholding to the extent of 61.71% in the subsidiary viz; IndusInd Media & Communications Limited ('IMCL') until all amounts outstanding under various Facility Agreements entered into by IMCL with the said bank are repaid in full by IMCL.

30 The direct and indirect subsidiaries (all incorporated in India) considered in the consolidated financial statements with the Company's share in voting power in these companies are as follows:

Sr. No.	Name of the company	Held by	Parent's shareholding and voting power (%)		Company's effective stake (%)	
			Year ended		Year ended	
			31.03.2013	31.03.2012	31.03.2013	31.03.2012
A	**DIRECT SUBSIDIARIES**					
1.	IndusInd Media & Communications Limited (IMCL)	HVL and GIL	**61.71**	65.78	**61.71**	65.78
2.	Grant Investrade Limited (GIL)	HVL	**100.00**	100.00	**100.00**	100.00
3.	IDL Speciality Chemicals Limited (IDL)	HVL	**100.00**	100.00	**100.00**	100.00
B	**INDIRECT SUBSIDIARIES**					
1.	USN Networks Private Limited	IMCL	**99.96**	99.96	**61.69**	65.75
2.	United Mysore Network Private Limited	IMCL	**95.91**	95.91	**59.19**	63.09
3.	Seven Star Information Technology Private Limited	IMCL	**51.00**	51.00	**31.47**	33.55
4.	Bhima Riddhi Infotainment Private Limited	IMCL	**51.00**	51.00	**31.47**	33.55
5.	Gold Star Noida Network Private Limited	IMCL	**100.00**	100.00	**61.71**	65.78
6.	Apna Incable Broadband Services Private Limited	IMCL	**66.71**	66.71	**41.17**	43.88
7.	Sangli Media Services Private Limited	IMCL	**51.00**	51.00	**31.47**	33.55
8.	Sainath In Entertainment Private Limited	IMCL	**51.00**	51.00	**31.47**	33.55
9.	Sunny Infotainment Private Limited	IMCL	**51.00**	51.00	**31.47**	33.55
10.	Goldstar Infotainment Private Limited	IMCL	**51.00**	51.00	**31.47**	33.55
11.	Ajanta Sky Darshan Private Limited	IMCL	**51.00**	51.00	**31.47**	33.55
12.	V4U Entertainment Private Limited	IMCL	**51.00**	51.00	**31.47**	33.55
13.	Darpita Trading Company Private Limited	IMCL	**51.00**	51.00	**31.47**	33.55
14.	RBL Digital Cable Network Private Limited	IMCL	**51.00**	51.00	**31.47**	33.35
15.	Vistaar Telecommunication and Infrastructure Private Limited	IMCL	**51.00**	51.00	**31.47**	33.55
16.	Jagsumi Perspectives Private Limited	IMCL	**51.00**	50.70	**31.47**	33.35
17.	Advance Multisystem Broadband Communications Limited (effective 9th November, 2012)	IMCL	**51.00**	–	**31.47**	–

31 (A) Statement pursuant to exemption recevied under Section 212 (8) of the Companies Act, 1956 relating to subsidiary companies

(₹ in Lacs)

Sr. No.	Name of subsidiary company	Paid up capital	Reserves	Total assets	Total liabilities	Investments [except in case of investments in the subsidiary]	Turnover income	Profit / [Loss] before taxation	Provision for taxation	Profit / [Loss] after taxation	Proposed dividend
1	IndusInd Media & Communications Limited	7,390.69 (15,690.86)	27,420.33 (15,496.19)	107,862.27 (53,852.67)	73,051.25 (22,665.62)	1,455.65 (1,452.74)	54,756.20 (42,451.08)	5,547.12 (9,854.90)	1,923.12 (3,495.37)	3,624.00 (6,359.53)	– (–)
2	Grant Investrade Limited	415.49 (415.49)	21,696.44 (21,746.55)	40,881.53 (24,665.34)	18,769.60 (2,503.31)	18,711.00 (2,500.00)	1.20 (1.19)	[50.09] ([1.28])	– (–)	[50.09] ([1.28])	– (–)
3	IDL Speciality Chemicals Limited	1,000.00 (1,000.00)	[4,638.59] ([3,150.62])	44,924.14 (17,775.07)	48,562.73 (19,925.71)	– (–)	160.36 (1,424.59)	[1,487.96] ([617.27])	– (–)	[1,487.96] ([617.27])	– (–)
4	USN Networks Private Limited	35.00 (35.00)	[160.14] ([142.92])	117.01 (113.76)	242.15 (221.68)	– (–)	91.19 (93.06)	[17.21] ([15.05])	– (–)	[17.21] ([15.05])	– (–)
5	United Mysore Network Private Limited	30.46 (30.46)	[110.77] ([81.79])	284.36 (278.93)	364.67 (330.26)	– (–)	189.27 (275.90)	[28.96] (15.76)	– (–)	[28.96] (15.76)	– (–)
6	Gold Star Noida Network Private Limited	262.00 (262.00)	[264.37] ([142.11])	325.37 (303.70)	327.74 (183.81)	– (–)	249.51 (234.95)	[124.05] ([34.23])	[1.80] (10.21)	[122.25] ([44.44])	– (–)
7	Seven Star Information Technology Private Limited	428.00 (428.00)	[270.69] ([209.45])	532.89 (487.29)	375.58 (268.74)	– (–)	208.06 (227.90)	[62.30] ([45.83])	[1.07] (1.11)	[61.23] ([46.94])	– (–)
8	Bhima Riddhi Infotainment Private Limited	102.04 (102.04)	1,341.01 (1,240.45)	1,810.92 (1,747.79)	367.87 (405.30)	0.88 (0.88)	1,801.83 (1,841.99)	204.83 (99.75)	104.26 (73.49)	100.57 (26.26)	– (–)
9	Apna Incable Broadband Services Private Limited	173.50 (173.50)	[341.77] ([125.26])	198.11 (380.51)	366.38 (332.27)	– (–)	7.34 (247.16)	[217.09] ([110.53])	[0.59] (13.02)	[216.50] ([123.55])	– (–)
10	Sangli Media Services Private Limited	102.04 (102.04)	107.11 (179.72)	691.70 (660.06)	482.55 (378.31)	0.03 (–)	562.25 (503.50)	[69.70] ([122.73])	2.89 ([0.10])	[72.59] ([122.63])	– (–)
11	Sainath In Entertainment Private Limited	50.00 (50.00)	[34.91] ([2.51])	183.71 (178.57)	168.62 (131.08)	– (–)	187.20 (217.25)	[30.88] (14.79)	1.51 (5.85)	[32.39] (8.94)	– (–)
12	Sunny Infotainment Private Limited	15.00 (15.00)	197.69 (225.78)	357.84 (355.05)	145.15 (114.27)	– (–)	115.79 (152.65)	[24.79] (19.69)	3.28 (12.20)	[28.07] (7.49)	– (–)
13	Goldstar Infotainment Private Limited	2.04 (2.04)	33.25 (393.33)	425.28 (691.64)	389.99 (296.27)	– (–)	104.28 (316.61)	[370.93] (107.84)	[10.85] (23.04)	[360.08] (84.80)	– (–)
14	Ajanta Sky Darshan Private Limited	2.00 (2.00)	47.08 (43.14)	82.64 (71.49)	33.56 (26.35)	– (–)	48.17 (46.78)	5.15 ([7.20])	1.20 (2.20)	3.95 ([9.40])	– (–)
15	V4U Entertainment Private Limited	10.00 (10.00)	81.37 (123.62)	152.99 (171.89)	61.62 (38.28)	– (–)	77.93 (113.69)	[40.75] (8.00)	1.48 (3.69)	[42.23] (4.32)	– (–)
16	Darpita Trading Company Private Limited	100.00 (73.33)	1,121.81 (728.71)	1,950.13 (1,133.89)	728.32 (331.85)	– (–)	1,495.44 (1,508.63)	[128.16] (302.81)	[18.25] (111.80)	[109.91] (191.01)	– (–)
17	RBL Digital Cable Network Private Limited	10.00 (10.00)	69.07 (133.45)	189.93 (209.99)	110.86 (66.54)	– (–)	89.90 (124.72)	[63.13] (7.63)	1.24 (4.28)	[64.37] (3.35)	– (–)
18	Vistaar Telecommunication and Infrastructure Private Limited	2.04 (2.04)	141.28 (232.12)	268.37 (308.94)	125.05 (74.78)	– (–)	123.85 (176.43)	[89.53] (1.91)	1.30 (3.67)	[90.83] ([1.76])	– (–)
19	Jagsumi Perspectives Private Limited	79.51 (79.51)	1,249.02 (1,263.92)	1,757.68 (1,767.95)	429.15 (424.52)	– (–)	1,161.14 (563.39)	(1.90) (140.62)	13.00 (70.51)	14.90 (70.11)	– (–)
20	Advance Multisystem Broadband Communications Limited	83.41 (–)	1,113.55 (–)	2,391.11 (–)	1,194.15 (–)	– (–)	686.57 (–)	147.16 (–)	85.74 (–)	61.42 (–))	– (–)

31 (B) The associate and joint venture companies considered in the consolidated financial statements for the year ended 31st March, 2013 with the Company's shareholding in these companies is as follows:

Sr. No.	Name of the company	Held through	Share in voting power (%)		Company's effective stake (%)	
			Year ended		Year ended	
			31.03.2013	31.03.2012	31.03.2013	31.03.2012
	Associate					
1.	Planet E-Shop Holdings India Limited (PES-H) [including IN Entertainment (India) Limited being subsidiary of PES-H]	IMCL	**48.00**	48.00	**29.62**	31.57
	Joint Venture					
1.	RMD Baroda Network Private Limited	IMCL	**50.00**	50.00	**30.86**	32.89

32 Operating leases

The operating lease arrangement relating to office premise extend upto a maximum of five years from the respective dates of inception and is renewable on mutual consent. In addition, the Group has entered into various cancellable leasing arrangements for office premises and towards which lease rentals of ₹ 738.82 (in Lacs) [Previous Year - ₹ 645.49 (in Lacs)] has been recognised in 'Rent' under Note No. 28 to the financial statements.

33 Details of gross investments, unearned finance income and present value of lease rentals in respect of assets given under finance lease as at the year-end are as follows:

(₹ in Lacs)

Particulars	Gross investment	Unearned finance income	Present value of minimum lease payments
Not later than 1 year	16.44 [16.44]	16.42 [16.43]	0.02 [0.01]
Between 1 and 5 years	65.75 [65.75]	63.25 [64.94]	2.51 [0.81]
Later than 5 years	16.44 [32.88]	11.13 [25.85]	5.31 [7.02]

Note: Figures in brackets are in respect of the previous year.

34 Earnings per equity share

Particulars	As at 31.03.2013	As at 31.03.2012
Profit attributable to equity shareholders (₹ in Lacs)	**8,022.22**	10,046.41
Number of equity shares outstanding during the year - For Basic and Diluted earnings per share (nos.)	**20,555,503**	20,555,503
Nominal value of equity shares (₹)	**10.00**	10.00
Basic and Diluted earnings per share (₹)	**39.03**	48.87

35 Segment information

Primary Segment

In accordance with Accounting Standard 17 - Segment Reporting, the Management has identified its business segments based on the nature of services, nature of risks and returns as applicable to each segment and the internal financial reporting systems, so far as they relate to the specific Groups included in the segments, which are as under:

I. **Media and communications** – consists of various media / communications, related activities spearheaded by the Corporate Group. This segment includes all activities relating to cable television and broadband internet, local television programming, movie channel and movie based programming.

II. **Real estate** – The Group has real estate activities in the form of property development. The segment also identifies potential investment opportunities in real estate properties either itself or through participation in the form of shares or securities of real estate companies.

III. **Treasury** – This segment consists of activities relating to

- i) deployment of surplus funds and
- ii) existing stock in trade / investments in shares and securities.

Revenue and expenses have been accounted for on the basis of their relationship to the operating activities of the segment. Expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under “Unallocated Expenses”. Assets and Liabilities, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under “Unallocated Assets / Liabilities”.

Secondary Segment

There is no reportable Geographical Segment.

Business Segments

(₹ in Lacs)

Sr. No.	Particulars	Media and communications		Real estate		Treasury		Total	
		2012-13	**2011-12**	**2012-13**	**2011-12**	**2012-13**	**2011-12**	**2012-13**	**2011-12**
1.	Segment Revenue	**61,062.91**	48,150.90	**0.40**	1.50	**9,013.11**	8,085.57	**70,076.42**	56,237.97
	Add:- Other income							**119.74**	66.63
								70,196.16	56,304.60
2.	Segment Results	**4,687.88**	10,130.71	**(100.25)**	(102.89)	**6,934.15**	7,040.81	**11,521.78**	17,068.63
	Add:- Other income							**119.74**	66.63
	Less:- Unallocated corporate expenses							**(183.10)**	(152.02)
	Total Profit Before Tax							**11,458.42**	16,983.24
3.	Capital Employed								
	Segment Assets	**115,112.36**	60,542.96	**3,719.50**	3,719.50	**80,061.86**	57,776.30	**198,893.72**	122,038.76
	Add: Unallocated corporate assets							**3,885.78**	2,668.21
	Total Assets							**202,779.50**	1,24,706.97
	Segment Liabilities	**75,461.61**	24,009.66	**2.96**	3.35	**25,301.51**	4,517.95	**100,766.08**	28,530.96
	Add: Unallocated corporate liabilities							**4,200.40**	4,637.98
	Total Liabilities							**104,966.48**	33,168.94
	Segment Capital Employed	**39,650.75**	36,533.30	**3,716.54**	3,716.15	**54,760.35**	53,258.35	**98,127.64**	93,507.80
	Add: Unallocated capital employed							**(314.62)**	(1,969.77)
	Total Capital Employed							**97,813.02**	91,538.03
4.	Capital Expenditure	**40,752.55**	7,027.20	**–**	–	**6.05**	13.81	**40,758.60**	7,041.01
5.	Depreciation and Amortisation	**6,724.06**	3,520.69	**–**	–	**17.38**	15.90	**6,741.44**	3,536.59
6.	Significant Non Cash Expenditure	**6,606.09**	2,512.49	**–**	–	**1.60**	1.00	**6,607.69**	2,513.49

Notes:

1. There are no Inter Segment Revenues.
2. Previous Year's figures have been regrouped / rearranged, wherever considered necessary.

36 Related party disclosures (as identified by the Management)

I. Individual having control with relatives and associates

Mr. Ashok P. Hinduja, Executive Chairman

II. Associates

1. Planet E-Shop Holdings India Limited
2. IN Entertainment (India) Limited

III. Joint Venture Company

1. RMD Baroda Network Private Limited

IV. Key Management Personnel

1. Mr. Ashok Mansukhani, Whole-Time Director (effective from 30th April, 2012)
2. Mr. Dilip Panjwani, Director and Company Secretary (upto 30th April, 2012)
3. Mr. Ravi Mansukhani, Managing Director in IndusInd Media & Communications Limited
4. Mr. Nagesh Chhabria, CEO of IndusInd Media & Communications Limited

V. Enterprises where common control exists

1. Aasia Management and Consultancy Private Limited
2. Hinduja Group India Limited
3. Hinduja Realty Ventures Limited
4. Hinduja Global Solutions Limited
5. APDL Estates Limited
6. Hinduja National Power Corporation Limited
7. Hinduja Energy (India) Limited

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Interest Income						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	820.15 [1,041.44]	820.15 [1,041.44]
APDL Estates Limited	– [–]	– [–]	– [–]	– [–]	141.06 [140.04]	141.06 [140.04]
IN Entertainment (India) Limited	– [–]	521.27 [431.37]	– [–]	– [–]	– [–]	521.27 [431.37]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	983.16 [8.49]	983.16 [8.49]
Hinduja Energy (India) Limited	– [–]	– [–]	– [–]	– [–]	0.21 [–]	0.21 [–]
Total	– [–]	**521.27** [431.37]	– [–]	– [–]	**1,944.58** [1,189.97]	**2,465.85** [1,621.34]
Internet Income						
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	– [9.26]	– [9.26]
Aasia Management and Consultancy Private Limited	– [–]	– [–]	– [–]	– [–]	1.14 [0.35]	1.14 [0.35]
Hinduja Group India Limited	– [–]	– [–]	– [–]	– [–]	5.25 [6.30]	5.25 [6.30]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	10.47 [–]	10.47 [–]
IN Entertainment (India) Limited	– [–]	0.76 [0.28]	– [–]	– [–]	– [–]	0.76 [0.28]
Total	– [–]	**0.76** [0.28]	– [–]	– [–]	**16.86** [15.91]	**17.62** [16.19]
Other Income						
IN Entertainment (India) Limited	– [–]	– [6.00]	– [–]	– [–]	– [–]	– [6.00]
Planet E-Shop Holding India Limited	– [–]	– [86.13]	– [–]	– [–]	– [–]	– [86.13]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	98.63 [–]	98.63 [–]
Total	– [–]	– [92.13]	– [–]	– [–]	**98.63** [–]	**98.63** [92.13]
Interest Paid						
IN Entertainment (India) Limited	– [–]	0.43 [-]	– [–]	– [–]	– [–]	0.43 [–]
Total	– [–]	**0.43** [–]	– [–]	– [–]	– [–]	**0.43** [–]

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Reimbursement of Expenses from Other Companies						
IN Entertainment (India) Limited	– [–]	4.13 [28.51]	– [–]	– [–]	– [–]	4.13 [28.51]
Planet E-Shop Holding India Limited	- [-]	7.35 [53.77]	– [–]	– [–]	– [–]	7.35 [53.77]
Total	– [–]	**11.48** [82.28]	– [–]	– [–]	– [–]	**11.48** [82.28]
Reimbursement of Expenses to Other Companies						
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	0.10 [0.10]	0.10 [0.10]
IN Entertainment (India) Limited	– [–]	0.38 [1.02]	– [–]	– [–]	– [–]	0.38 [1.02]
RMD Baroda Network Private Limited	– [–]	– [–]	0.64 [0.45]	– [–]	– [–]	0.64 [0.45]
Total	– [–]	**0.38** [1.02]	**0.64** [0.45]	– [–]	**0.10** [0.10]	**1.12** [1.57]
Professional / Technical Fees						
Hinduja Group India Limited	– [–]	– [–]	– [–]	– [–]	205.34 [166.92]	205.34 [166.92]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	9.97 [1.50]	9.97 [1.50]
RMD Baroda Network Private Limited	– [–]	– [–]	– [16.76]	– [–]	– [–]	– [16.76]
Total	– [–]	– [–]	– [16.76]	– [–]	**215.31** [168.42]	**215.31** [185.18]
Link Charges						
RMD Baroda Network Private Limited	– [–]	– [–]	7.62 [3.81]	– [–]	– [–]	7.62 [3.81]
Total	– [–]	– [–]	**7.62** [3.81]	– [–]	– [–]	**7.62** [3.81]
Rent / Service Charges Paid						
Aasia Management and Consultancy Private Limited	– [–]	– [–]	– [–]	– [–]	108.13 [113.54]	108.13 [113.54]
Total	– [–]	– [–]	– [–]	– [–]	**108.13** [113.54]	**108.13** [113.54]
Miscellaneous Expenses						
Aasia Management and Consultancy Private Limited	– [–]	– [–]	– [–]	– [–]	– [3.96]	– [3.96]
Total	– [–]	– [–]	– [–]	– [–]	– [3.96]	– [3.96]

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2013

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Advertisements and Business Promotional Expenses						
IN Entertainment (India) Limited	– [–]	4.81 [23.78]	– [–]	– [–]	– [–]	4.81 [23.78]
Total	– [–]	**4.81** [23.78]	– [–]	– [–]	– [–]	**4.81** [23.78]
Purchase of Fixed Assets						
IN Entertainment (India) Limited	– [–]	2.67 [0.57]	– [–]	– [–]	– [–]	2.67 [0.57]
Total	– [–]	**2.67** [0.57]	– [–]	– [–]	– [–]	**2.67** [0.57]
Managerial Remuneration						
Mr. Ashok Mansukhani, Whole-Time Director (effective from 30th April, 2012)	– [–]	– [–]	– [–]	70.39 [–]	– [–]	70.39 [–]
Mr. Dilip Panjwani, Director and Company Secretary (upto 30th April, 2012)	– [–]	– [–]	– [–]	8.12 [49.91]	– [–]	8.12 [49.91]
Mr. Ravi Mansukhani	– [–]	– [–]	– [–]	102.26 [132.25]	– [–]	102.26 [132.25]
Mr. Nagesh Chhabria	– [–]	– [–]	– [–]	135.00 [24.76]	– [–]	135.00 [24.76]
Total	– [–]	– [–]	– [–]	**315.77** [206.92]	– [–]	**315.77** [206.92]
Inter-Corporate Deposits / Loans Given						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	37,215.00 [21,000.00]	37,215.00 [21,000.00]
IN Entertainment (India) Limited	– [–]	7,960.00 [7,890.00]	– [–]	– [–]	– [–]	7,960.00 [7,890.00]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	25,136.00 [5,000.00]	25,136.00 [5,000.00]
Hinduja Energy (India) Limited	– [–]	– [–]	– [–]	– [–]	300.00 [–]	300.00 [–]
Total	– [–]	**7,960.00** [7,890.00]	– [–]	– [–]	**62,651.00** [26,000.00]	**70,611.00** [33,890.00]
Inter-Corporate Deposits Received Back						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	41,620.00 [19,500.00]	41,620.00 [19,500.00]
IN Entertainment (India) Limited	– [–]	14,710.00 [4,740.00]	– [–]	– [–]	– [–]	14,710.00 [4,740.00]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	27,636.00 [2,500.00]	27,636.00 [2,500.00]
Total	– [–]	**14,710.00** [4,740.00]	– [–]	– [–]	**69,256.00** [22,000.00]	**83,966.00** [26,740.00]

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Inter-Corporate Deposits Receivable as at the Year-end						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	5,295.00 [9,700.00]	5,295.00 [9,700.00]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	– [2,500.00]	– [2,500.00]
Hinduja Energy (India) Limited	– [–]	– [–]	– [–]	– [–]	300.00 [–]	300.00 [–]
APDL Estates Limited	– [–]	– [–]	– [–]	– [–]	1,285.00 [1,285.00]	1,285.00 [1,285.00]
IN Entertainment (India) Limited	– [–]	– [6,750.00]	– [–]	– [–]	– [–]	– [6,750.00]
Total	– [–]	– [6,750.00]	– [–]	– [–]	**6,880.00** [13,485.00]	**6,880.00** [20,235.00]
Loans and Advances						
IN Entertainment (India) Limited	– [–]	145.10 [138.50]	– [–]	– [–]	– [–]	145.10 [138.50]
Total	– [–]	**145.10** [138.50]	– [–]	– [–]	– [–]	**145.10** [138.50]
Trade Receivables						
Planet E-Shop Holding India Limited	– [–]	67.52 [62.53]	– [–]	– [–]	– [–]	67.52 [62.53]
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	– [11.14]	– [11.14]
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	99.74 [–]	99.74 [–]
RMD Baroda Network Private Limited	– [–]	– [–]	57.88 [56.73]	– [–]	– [–]	57.88 [56.73]
Total	– [–]	**67.52** [62.53]	**57.88** [56.73	– [–]	**99.74** [11.14]	**225.14** [130.40]
Trade Payables						
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	47.66 [–]	47.66 [–]
Hinduja Group India Limited	– [–]	– [–]	– [–]	– [–]	69.55 [18.76]	69.55 [18.76]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	0.11 [1.49]	0.11 [1.49]
Aasia Management and Consultancy Private Limited	– [–]	– [–]	– [–]	– [–]	21.14 [17.22]	21.14 [17.22]
Mr. Ashok P. Hinduja	46.87 [38.85]	– [–]	– [–]	– [–]	– [–]	46.87 [38.85]
Total	**46.87** [38.85]	– [–]	– [–]	– [–]	**138.46** [37.47]	**185.33** [76.32]

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Other Current Assets						
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	189.54 [1.48]	189.54 [1.48]
Hinduja Energy (India) Limited	– [–]	– [–]	– [–]	– [–]	0.19 [–]	0.19 [–]
Total	– [–]	– [–]	– [–]	– [–]	**189.73** [1.48]	**189.73** [1.48]
Amount received related to Income tax matters						
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	3,750.00 [3,750.00]	3,750.00 [3,750.00]
Total	– [–]	– [–]	– [–]	– [–]	**3,750.00** [3,750.00]	**3,750.00** [3,750.00]
Counter Guarantee provided during the year						
IN Entertainment (India) Limited	– [–]	– [3,000.00]	– [–]	– [–]	– [–]	– [3,000.00]
Total	– [–]	– [3,000.00]	– [–]	– [–]	– [–]	– [3,000.00]
Comfort Letter / Shortfall Undertaking						
Hinduja National Power Corporation Limited	– [–]	– [–]	– [–]	– [–]	40,000.00 [–]	40,000.00 [–]
IN Entertainment (India) Limited	– [–]	7,500.00 [–]	– [–]	– [–]	– [–]	7,500.00 [-]
Total	– [–]	**7,500.00** [–]	– [–]	– [–]	**40,000.00** [–]	**47,500.00** [–]
Sale of Investments						
Aasia Management and Consultancy Private Limited	– [–]	– [–]	– [–]	– [–]	1,442.05 [–]	1,442.05 [–]
Total	– [–]	– [–]	– [–]	– [–]	**1,442.05** [–]	**1,442.05** [–]
Investments as at the Year-end						
Planet E-Shop Holding India Limited	– [–]	596.00 [596.00]	– [–]	– [–]	– [–]	596.00 [596.00]
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	– [2,553.08]	– [2,553.08]
Hinduja Energy (India) Limited	– [–]	– [–]	– [–]	– [–]	18,711.00 [2,500.00]	18,711.00 [2,500.00]
IN Entertainment (India) Limited	– [–]	844.61 [844.61]	– [–]	– [–]	– [–]	844.61 [844.61]
Total	– [–]	**1,440.61** [1,440.61]	– [–]	– [–]	**18,711.00** [5,053.08]	**20,151.61** [6,493.69]

The following details pertain to transactions carried out with the related parties in the ordinary course of business and the balances outstanding at the year-end:

(₹ in lacs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Dividend Paid						
Mr. Ashok P. Hinduja	233.27 [194.40]	– [–]	– [–]	– [–]	– [–]	233.27 [194.40]
Aasia Management and Consultancy Private Limited	– [–]	– [–]	– [–]	– [–]	1,350.71 [1,125.59]	1,350.71 [1,125.59]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	18.34 [15.29]	18.34 [15.29]
Total	**233.27** [194.40]	– [–]	– [–]	– [–]	**1,369.05** [1,140.88]	**1,602.32** [1,335.28]

Notes :

1. Figures in brackets are in respect of the previous year.
2. Transactions with joint venture company as reflected in column III above are at full value.

37 Disclosure in accordance with Accounting Standard 15 (Revised 2005) 'Employee Benefits': -

The Group has classified various benefits provided to its employees as under:

I Defined Contribution Plans

a) Provident fund

b) State defined contribution plans

i) Employer's contribution to employees' state insurance.

ii) Employer's contribution to employees' pension scheme 1995.

During the year, the Group has recognised the following amounts in the Statement of Profit and Loss:

(₹ in Lacs)

Particulars	2012-13	2011-12
- Employers' contribution to provident fund [Includes EDLI charges and employers' contribution to employees' pension scheme 1995]*	**168.92**	191.65
- Employers' contribution to employees' state insurance *	**56.64**	38.99
- Employers' contribution to other employees' benefit scheme *	**0.53**	0.70

* Included in contribution to provident and other funds - Refer Note 25 of the financial statements.

II Defined Benefit Plan

Gratuity

In accordance with Accounting Standard 15 (Revised 2005), actuarial valuation was carried out in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:

Particulars	2012-13	2011-12
Discount rate (per annum)	**8.25%**	8.75%
Rate of increase in compensation levels	**5-6%**	5-6%
Rate of return on plan assets	**8.70%**	8-8.60%

A) Changes in the Present Value of Obligation

(₹ in Lacs)

Particulars	2012-13		2011-12	
	Funded	Unfunded	Funded	Unfunded
Present value of obligation as at the beginning of the year	**199.52**	**19.04**	155.34	41.21
Interest cost	**17.46**	**1.51**	12.81	2.41
Current service cost	**26.52**	**2.07**	25.28	2.39
Transfers	**7.62**	**(7.62)**	–	–
Benefits paid	**(11.56)**	**–**	(9.04)	(28.85)
Actuarial (gain) / loss on obligations	**(1.03)**	**3.04**	15.13	1.88
Present Value of Obligation at the end of the year	**238.53**	**18.04**	199.52	19.04

B) Changes in the Fair Value of Plan Assets

(₹ in Lacs)

Particulars	2012-13	2011-12
Opening fair value of plan assets	**157.19**	128.24
Expected return on plan assets	**13.52**	10.26
Actuarial gains / (losses) on plan assets	**(6.29)**	0.80
Contributions	**29.06**	26.93
Transfers	**7.62**	–
Benefits paid	**(11.56)**	(9.04)
Closing Fair Value of Plan Assets	**189.54**	157.19

C) Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets

(₹ in Lacs)

Particulars	2012-13		2011-12	
	Funded	Unfunded	Funded	Unfunded
Present value of funded obligation as at the end of the year	**238.53**	**–**	199.52	–
Fair value of plan assets as at the end of the year	**189.54**	**–**	157.19	–
Funded status	**189.54**	**–**	157.19	–
Present value of unfunded obligation at the end of the year	**–**	**(18.04)**	–	(19.04)
Unfunded Net Asset / (Liability) Recognised in Balance Sheet*	**(48.99)**	**(18.04)**	(42.33)	(19.04)

* Included in provisions - Refer Note 6 & 10 of the financial statements.

D) Amount recognised in the Balance Sheet

(₹ in Lacs)

Particulars	2012-13		2011-12	
	Funded	Unfunded	Funded	Unfunded
Present value of obligation at the end of the year	**238.53**	**18.04**	199.52	19.04
Fair value of plan assets as at the end of the year	**189.54**	**–**	157.19	–
Liability recognised in the Balance Sheet*	**48.99**	**18.04**	42.33	19.04

*Included in provisions - Refer Note 6 & 10 of the financial statements.

E) Expenses recognised in the Statement of Profit and Loss

(₹ in Lacs)

Particulars	2012-13	2011-12
Current service cost	**28.03**	27.67
Interest cost	**19.53**	15.23
Expected return on plan assets	**(13.52)**	(10.26)
Net actuarial (gain) / loss recognised in the year	**8.31**	16.21
Total Expenses recognised in the Statement of Profit and Loss*	**42.35**	48.85

* Included in employee benefits expenses - Refer Note 25 of the financial statements.

F) Other Information

(₹ in Lacs)

Particulars	2012-13		2011-12		2010-11		2009-10		2008-09	
	Funded	Unfunded	Funded	Unfunded	Funded	Unfunded	Funded	Unfunded	Funded	Unfunded
Present value of obligation at the end of the year	**238.53**	**18.04**	199.52	19.04	155.33	41.21	125.64	34.21	118.51	26.78
Fair value of plan assets at the end of the year	**189.54**	**–**	157.19	–	128.24	–	120.15	–	115.68	–
Surplus / (deficit)	**48.99**	**–**	42.33	–	27.09	–	5.49	–	2.83	–
Experience adjustments on plan liabilities – (gain) / loss	**11.29**	**3.04**	23.11	1.88	20.31	(3.55)	3.99	(1.52)	7.10	(3.59)
Experience adjustments on plan assets – (gain) / loss	**6.29**	**–**	0.80	–	(0.75)	–	(0.25)	–	(0.52)	–

The above data has been disclosed on the basis of information available with the Group and to the extent such information has been disclosed in the financial statements of the constituents.

G) Percentage of each category of Plan Asset to the Fair Value of Plan Assets as at 31st March, 2013

The plan assets are administered through the Group Gratuity Scheme with Life Insurance Corporation of India ('LIC') as per the investment pattern stipulated for Pension and Group Schemes Fund by Insurance Regulatory and Development Authority Regulations. The expected return on plan assets is based on market expectation at the beginning of the year, for the returns over the entire life of the related obligation.

H) Expected Contribution to Fund for the next year

Expected employer's contribution to fund maintained with LIC for the next year aggregates ₹ 81.33 (in Lacs) [Previous Year – ₹ 29.15 (in Lacs)].

The liability for leave encashment and compensated absences as at 31st March, 2013 aggregates ₹ 293.19 (in Lacs) [Previous Year - ₹ 241.79 (in Lacs)].

The fair value of plan asset in the above computation includes the funds of the following Company that merged with the group as per the details given below.

Employees of Televideo Communications Limited were taken on the payroll of the Company from April 1, 2005, the plan assets relating to them amounting to ₹ 11.05 (in Lacs) [(Previous Year ₹ 11.05 (in Lacs)] has been included in the above computation.

The estimates of future salary increases considered in actuarial valuation, take account of Inflation, seniority, promotion, and other relevant factor, such as supply and demand in the employment market.

38 The details of derivative instruments and foreign currency exposures are as under:

The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as given below:

Amounts payable in foreign currency on account of the following:

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2013	As at 31.03.2012	As at 31.03.2012
	₹ (in lacs)	USD (in lacs)	₹ (in lacs)	USD (in lacs)
Sundry Creditors	**(1,840.86)**	**(33.84)**	NIL	NIL
Buyers Credit	**(5,779.91)**	**(102.27)**	NIL	NIL

a) Forward exchange contracts and options (being derivative instruments), which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables.

Outstanding foreign exchange contracts entered into by the Company as on March 31, 2013

Currency	Amount	Buy / Sell	Cross Currency
USD	**USD 81.60 Lacs**	Buy	INR
	(Nil)		

Note: Figures in brackets are in respect of the previous year.

b) Interest rate swap to hedge against fluctuation in interest rate changes: No. of contracts : 79 (As at March 31,2012 : Nil)

c) Currency swaps (other than forward exchange contracts stated above) to hedge against fluctuations in changes in exchange rate. No. of contracts : 80 (As at March 31,2012 : Nil)

Note: The Company has borrowed loans from The Hongkong and Shanghai Banking Corporation Limited in foreign currency and has simultaneously entered in to currency swap and interest rate swap contracts which has fixed the Company liability in terms of Rupees for Principal & Interest.

39 Details of long-term borrowings :-

(₹ in Lacs)

Particulars	As at 31.03.2013				As at 31.03.2012		
Secured loans	**Non-current**	**Current maturities**	**Total**	**Particulars of redemption / repayment**	**Non-current**	**Current maturities**	**Total**
(I) Non-convertible debentures ('NCD')							
11.70% NCD	–	10,000.00	10,000.00	Repayable in January, 2014.	–	–	–
10.60% NCD	15,000.00	–	15,000.00	Repayable ₹ 13,500 in June, 2014 and ₹ 1,500 in July, 2014.	–	–	–
Total	**15,000.00**	**10,000.00**	**25,000.00**		–	–	–

(₹ in Lacs)

Particulars	As at 31.03.2013				As at 31.03.2012		
Secured loans	**Non-current**	**Current maturities**	**Total**	**Particulars of redemption / repayment**	**Non-current**	**Current maturities**	**Total**
(II) Term loans ('TL')							
(i) From banks							
TL – 1	5,385.00	–	5,385.00	3 equal installments on Nov 17, 2014; Feb 02, 2015 and May 15, 2015.	–	–	–
TL – 2	8,076.76	723.24	8,800.00	17 equal quarterly installments starting from Dec 27, 2013	–	–	–
TL – 3	105.26	42.11	147.37	19 equal quarterly installments after 6 months starting from Mar 30, 2012.	147.37	42.11	189.48
TL – 4	1,472.07	–	1,472.07	Varying amount repayable on 30th, 33rd and 36th month from the drawdown starting from Feb 7, 2015 and ending on Nov 5, 2015.	–	–	–
Total	**15,039.09**	**765.35**	**15,804.44**		**147.37**	**42.11**	**189.48**
(ii) From others							
TL – 5	3,684.21	2,105.26	5,789.47	19 equal quarterly installments starting from June 30, 2011.	5,789.47	2,105.26	7,894.73
TL – 6	5,000.00	–	5,000.00	16 equal quarterly installments starting from May 25, 2014.	–	–	–
Total	**8,684.21**	**2,105.26**	**10,789.47**		**5,789.47**	**2,105.26**	**7,894.73**
(III) Other loans and advances							
(i) From banks							
Buyers credit -1	5,013.52	1,253.37	6,266.89	20% of amount to be repaid or equivalent FD to be created at the end of first & second year and balance to be repaid in third year.	–	–	–
Buyers credit – 2	4,686.22	293.18	4,979.40	17 equal quarterly installments starting from Dec 27, 2013	–	–	–

(₹ in Lacs)

Particulars	As at 31.03.2013				As at 31.03.2012		
Secured loans	**Non-current**	**Current maturities**	**Total**	**Particulars of redemption / repayment**	**Non-current**	**Current maturities**	**Total**
Buyers credit – 3	15,422.40	–	15,422.40	Varying amount repayable on 30th, 33rd and 36th month from the drawdown starting from Dec 29, 2014 and ending on Jan 29, 2016.	–	–	–
Total	**25,122.14**	**1,546.55**	**26,668.69**		**–**	**–**	**–**
Grand Total	**63,845.44**	**14,417.16**	**78,262.60**		**5,936.84**	**2,147.37**	**8,084.21**

Note 1: The NCD of ₹ 10,000 (in Lacs) (Previous Year: NIL) carries coupon rate of 11.70% compounded semi annually and NCD of ₹ 15,000 (in Lacs) (Previous Year: NIL) carries coupon rate of 10.60% compounded quarterly. The NCD is secured against equity shares held by the subsidiary viz. IDL Speciality Chemicals Limited and the Company so as to give an adequate coverage. Additionally, the Company has provided a shortfall undertaking to the debenture trustee, that in the event of default by the subsidiary, the Company shall meet the shortfall, if any, to the investors of NCD.

Note 2: The above term loans and buyers credit from banks and others carry varying rate of interest with the maximum rate of interest going upto 12.69% per annum. The weighted average rates of these loans are at around 9% per annum.

Note 3: The term loan 3 and 5 are secured by a first charge on all present and future assets of the Company including fixed and current, immovable and movable, tangible and intangible assets except the Company's Corporate Office at Incentre, Andheri (East), Mumbai ranking pari-passu with the charges created for other loans.

Note 4: Other term loans, buyers credits and term loan-4 are secured by a first charge on all present and future assets of the company including fixed and current, immovable and movable, tangible and intangible assets ranking pari-passu with the charges created for other loans.

40 The effect of acquisition of stake in subsidiary during the year on the Consolidated Financial Statements are as under:

(₹ in Lacs)

Name of the Company	Goodwill / (Capital Reserve) on Consolidation	Effect on Group Profit / (Loss) After Tax	Effect on Net Assets as on 31.03.2013
Advance Multisystem Broadband Communications Limited	221.88 (–)	61.42 (–)	1,198.16 (–)
Jagsumi Perspectives Private Limited	– (515.45)	– (70.12)	– (1,343.42)

Figures in brackets are in respect of the previous year.

41 The Company's subsidiary IndusInd Media & Communications Limited (IMCL) has 50% of the equity shareholding in RMD Baroda Network Private Limited (RMD) as of 31st March, 2013.

IMCL's share of assets and liabilities as at 31st March, 2013 and income and expenditure for the year ended 31st March, 2013 of the above joint venture company based on audited financial statements are as follows:

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
A. Assets		
Non-Current Assets		
Fixed Assets		
- Tangible assets	5.90	6.82
- Intangible assets	54.41	64.01
Long-term loans and advances	–	0.33
Current Assets		
Trade receivables	48.95	31.87
Cash and cash equivalents	6.85	0.58
Short-term loans and advances	28.39	27.57

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
B. Liabilities		
Non-Current Liabilities		
Deferred tax liabilities	10.42	10.74
Long-term provision	0.46	1.13
Current Liabilities		
Trade payables	31.86	30.58
Other current liabilities	13.44	10.65
Short-term provision	0.88	–
C. Income		
Subscription income	29.63	30.82
Advertisement	0.32	0.17
Other income	0.71	Nil
D. Expenditure		
Operating expenses and direct costs	3.81	1.90
Employee cost	4.44	5.93
Administrative and other expenses	1.60	23.79
Depreciation	10.52	10.33
Financial expenses	0.05	0.21
Taxation	0.88	4.00
E. Other Matters		
Capital commitments	Nil	Nil
Contingent liabilities	Nil	Nil

42 Inter-corporate deposit aggregating ₹ 5,295.00 (in Lacs) [Previous Year - ₹ 9,700.00 (in Lacs)] granted to Hinduja Realty Ventures Limited is secured by way of pledge of equity shares of Juhu Beach Resort Limited held by that company.

43 In the opinion of the Board of Directors, the current assets, viz Trade receivables and Short-term loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the financial statements and the amounts retained by way of providing for diminution in the value of assets or for any known liability is not in excess of the amounts reasonably necessary for the purpose.

44 As part of its Real Estate activity the company acquired approximately 47 acres of land in Bengaluru from a party in terms of an Agreement to sell. However in view of the fact that the said party, though is in receipt of sales consideration, has not fulfilled his part of the obligation by transferring the title to the said land in the name of the company, the company has filed a suit in a civil court in Bengaluru for specific performance of the Agreement of Sale so as to have proper conveyance to the said property in favour of the Company.

45 The Group has recognised Minimum Alternate Tax (MAT) credit for the Company in the current year, which can be carried forward for a period of ten years and set-off against the tax payable when the Company will fall under the normal tax rate. The convincing evidence of obtaining tax credit is supported by subsequent performance of the Company and subsisting business and orders under execution, which will ensure availability of sufficient future taxable income against which the above MAT credit of the Company will be adjusted.

46 Previous Year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Amit Vyas
Company Secretary

Place : Mumbai
Date : 16th May, 2013

Independent Auditors' Report

To the Board of Directors of Hinduja Ventures Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **HINDUJA VENTURES LIMITED** (the "Company"), its subsidiaries and a jointly controlled entity (the Company, its subsidiaries and a jointly controlled entity constitute "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2013, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries, a jointly controlled entity and associates referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2013;

(b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and

(c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matter

We did not audit the financial statements of nineteen subsidiaries whose financial statements reflect total assets (net) of ₹ 75,563.77 lacs as at 31st March, 2013, total revenues of ₹ 7,367.89 lacs and net cash inflows amounting to ₹ 213.98 lacs for the year ended on that date and a jointly controlled entity whose financial statements reflect total assets (net) of ₹ 144.51 lacs as at 31st March, 2013, total revenues of ₹ 30.66 lacs and net cash inflows amounting to ₹ 6.27 lacs, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of ₹ Nil for the year ended 31st March, 2013 as considered in the consolidated financial statements, in respect of two associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, a jointly controlled entity and associates, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm Registration No. 117366W)

R. Laxminarayan
Partner
Membership No. 33023

Place : Mumbai
Date : 16th May, 2013

FORWARD-LOOKING STATEMENTS

In this Annual Report we may have disclosed certain forward-looking information to enable investors to comprehend our prospects and take informed investment decision. This report and other statements-written oral- that we periodically make may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify information with words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

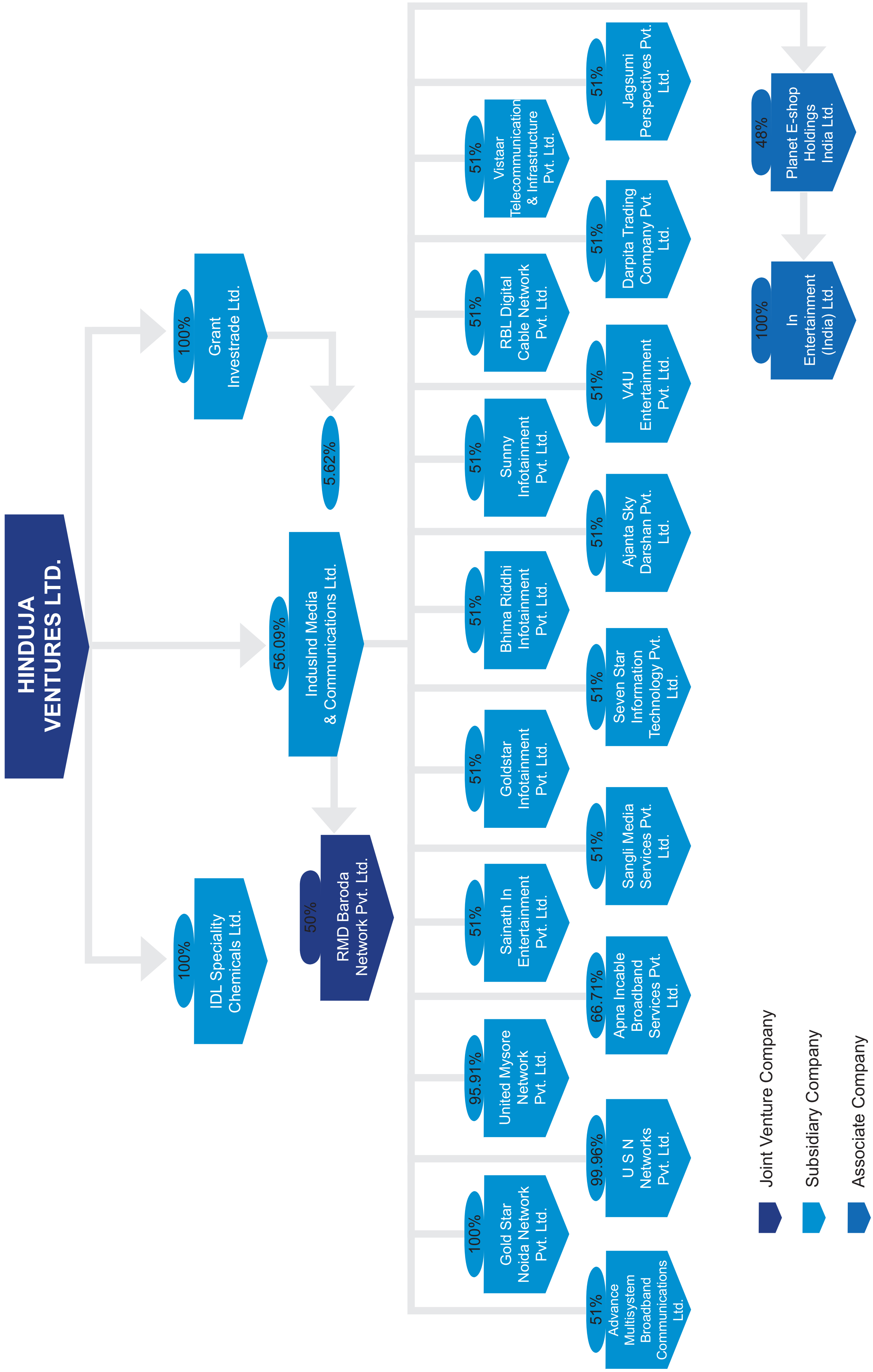
We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumption. The achievement of results is subject to risk, uncertainties and even inaccurate assumptions at times.

Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially form those anticipated, estimated or projected. Readers should bear this in mind.

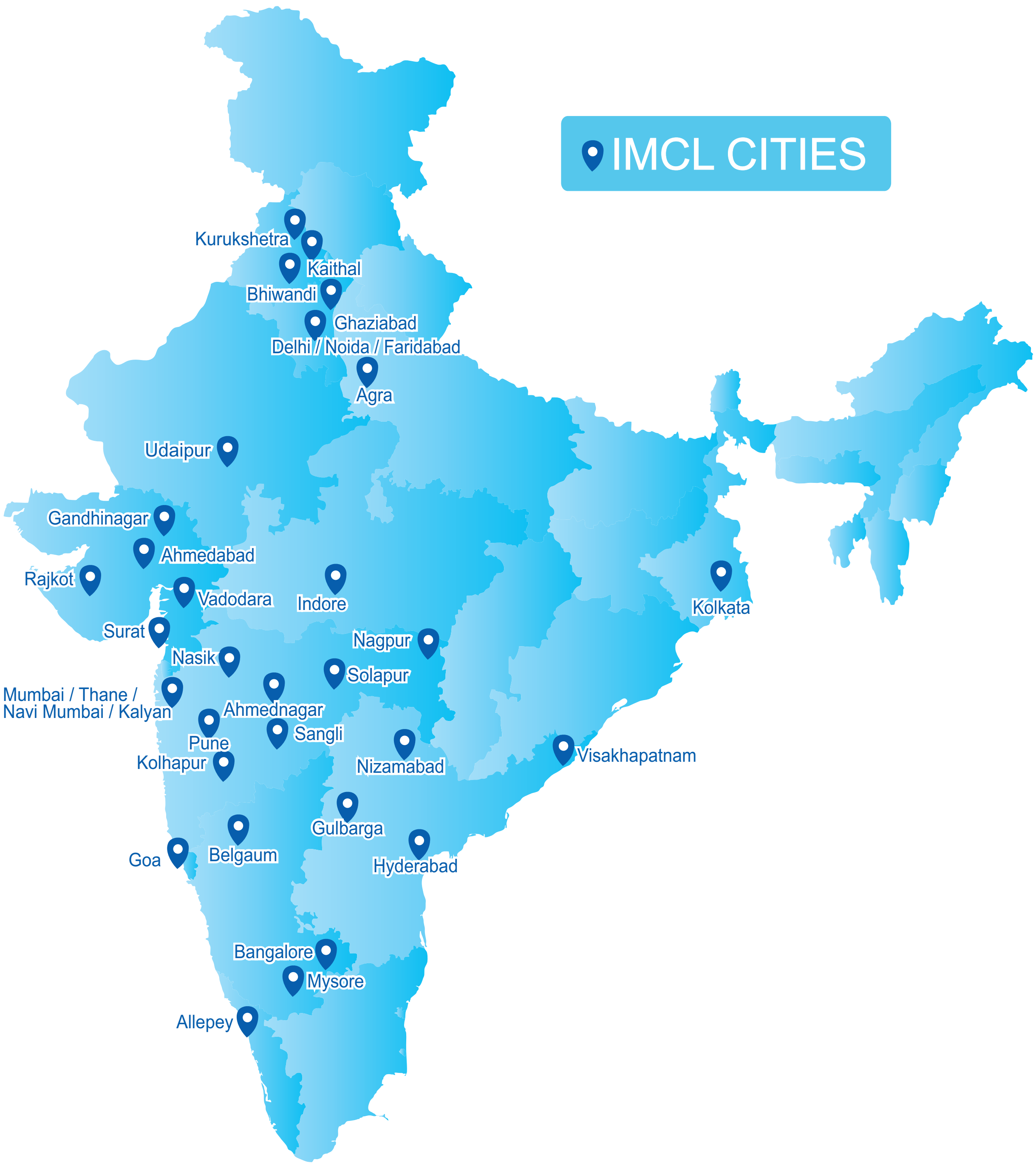
We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

NOTES

HVL Holding Structure



IMCL Geographical Spread



You can find pdf version of this report on our website - www.hindujaventures.com