HINDUJA VENTURES LIMITED

Hinduja Ventures
Inspiring Growth

ANNUAL REPORT 2018 - 2019

A new era of digitalisation and innovations

HINDUJA GROUP

Contents

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

Act Local; Think Global

Advance Fearlessly

Word is a Bond

Partnership for Growth

CHAIRMAN'S MESSAGE

Dear Shareholders,

It gives me pleasure to communicate with you, our esteemed shareholder family, about the performance of your Company for the year and our journey going forward.

A significant part of your Company's investments is in the media sector through its investment in IndusInd Media & Communications Limited (IMCL), a subsidiary of your Company. IMCL is the only integrated digital platform operator (DPO) with delivery via digital cable, satellite ("HITS").

As this segment has seen a significant positive structural transformation, I would like to give you my thoughts on the immense opportunity in the media sector and how your Company intends growing in this segment and creating value for the Company and its shareholders.

Media and Entertainment Sector

As far as the Media & Entertainment sector in India is concerned in 2018, it reached a size of INR 1.67 trillion, witnessing a growth of 13.4% over 2017. As per the FICCI-EY Report for 2019, the sector is expected to cross INR 2.35 trillion by 2021 at a Compound Annual Growth Rate ("CAGR") of 12%. In the distribution sector, Cable TV still dominates the distribution of TV channels in the country through MSOs and LCOs which increased from ₹ 91,810 Crores in 2013 to ₹ 1,67,500 Crores in 2018, a growth of 82.44%.

New Tariff Order

The Telecom Regulatory Authority of India (TRAI) notified a New Tariff Order (NTO) which is a new Regulatory Framework for the Pay TV industry in India which became effective from February 1, 2019 after a round of litigation right up to the Supreme Court.

The NTO heralds a new era for the TV Channel Distribution Industry and brings in the much-needed transparency and equitable distribution of economic benefits in the Industry by:

- Bringing in a MRP regime wherein broadcaster television channels are priced the same across all formats of distribution platforms (viz. digital cable, direct to home, Headend-in-the-Sky or IPTV) – unlike in the past, where there could be different prices offered to different platforms;
- Facilitating consumers to pay for only the channels they subscribe to, as against a forced fixed charge for all channels without any choice;
- Mandating a minimum assured distribution fee to the distribution platforms like IMCL from the Broadcasters;
- The NTO brings in a new regime that largely benefits Digital Platform Operators (or DPOs) like IMCL to retain an operating margin as against the previous model wherein IMCL was effectively subsidizing the broadcaster costs to the consumers.

IMCL Leader in NTO Implementation

The successful implementation of the New Tariff Order by IMCL while simultaneously ensuring that there is least disruption to customer service has been very well recognized by the industry and all its stakeholders. In appreciation of this, IMCL has won two prestigious awards at the annual BCS Ratna Awards- "Best NTO Implementation by a DPO" and "Best LCO and Consumer management services." TRAI the Regulator has

CHAIRMAN'S MESSAGE

also acknowledged the seminal role played by IMCL in successfully transitioning to the new consumer friendly regime.

Stellar turnaround in IMCL performance

During the year gone by in 2018-19, the NXT Digital and IN Digital - distribution platforms of IMCL have taken giant strides not only in terms of the subscriber base but also in terms of its subscription revenue. While the subscription revenue grew by 11%, there was an increase in the subscriber base by 10% over FY 2018.

IMCL along with its subsidiary companies have an active subscriber base of 5.1 million. This is expected to grow substantially in the coming years. With all these positive developments, IMCL is expected to return a positive Profit after Tax in the years ahead.

Impact of new Indian Accounting Standards (IND AS)

Your Company has been facing challenges in the regulatory environment due to mandatory resort to IND AS. While operationally on a standalone basis your Company has not made any losses, the loss reported this year is due to the (new) method of accounting prescribed under the new Indian Accounting Standards (IND AS) whereby all the unrealized gains arising out of the 'mark to market' gain adjustments carried out on Financial Assets held by your Company as on the date of transition to IND AS have been added to "Reserves".

The subsequent 'mark to market' adjustments have necessarily been made to the Profit & Loss Account and not to the Reserves.

Your Company continues to have a strong net worth, which as on March 31, 2019 was ₹ **1968.58 Crores**.

Future Outlook

Increasing long term shareholder value continues to be a prime objective and your Company will keep evaluating assorted opportunities to invest and grow.

Since the last 24 years, owing to regulatory headwinds, your Company did not get an opportunity to give commensurate value to the shareholders on the media investment.

Now, with the successful implementation of the New Tariff Order, the Company is confident of significantly improved performance in the media business segment, which is substantiated by the operating results of the quarter ending March 31,2019 and will be maintained in future quarters.

The Board of Directors of your Company at its meeting held on August 12, 2019 have accorded in principle approval for reorganization of the Media and Communications undertaking of IndusInd Media & Communications Limited ("IMCL") into Hinduja Ventures Limited subject to all statutory/regulatory approvals and approval of the esteemed shareholders.

Expansion of the business by leveraging technology and partnerships will be a key focus of the media business.

On completion of reorganisation, HVL will transit from a holding Company to an operating Media Company, resulting in substantial value unlocking.

In view of the above, your Company's name will be suitably changed to reflect the focus on the Media business.

There will be an emphasis on debt reduction by dilution of its non-media investments with the aim of the Company becoming debt free in the near future.

CHAIRMAN'S MESSAGE

Corporate Social Responsibility

The Hinduja Foundation is the implementing agency for Rural Development Projects and programs mandated by the Company as part of its CSR projects under Section 135 of the Companies Act 2013. Hinduja Foundation's Sustainable Rural Development Project in Jawahar Taluka, District Palghar of North West Maharashtra was awarded 'Project of the Year 2017-18' at the 'India CSR Summit 2018' in New Delhi on September 24, 2018.

The awards were presented by Shri Anant Kumar Hegde, Minister of State for Skill Development and Entrepreneurship, Government of India and by Dr. Satya Pal Singh, Minister of State for Human Resource Development and Minister of State for Water Resources, River Development and Ganga Rejuvenation, Government of India, Ambassador Prakash Shah, Honorary President, Hinduja Foundation was present at the occasion and he addressed the Summit.

The CSR initiative has improved the quality of life through income generation and by transforming the villages with enhanced healthcare facilities, livelihood interventions, water resource management, purposeful educational upliftment, empowerment of women and development of the village infrastructure. Over 6,000 tribal households with 30,000 people will benefit from this program and nearly 4,000 school children are gaining enhanced educational inputs.

For the financial year 2018-19, your Company has further contributed ₹ 2.04 Crores to Hinduja Foundation towards its Rural Development and Rural Educational Programme in Jawahar Taluka, Palghar District, Maharashtra.

Conclusion

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
Chairman

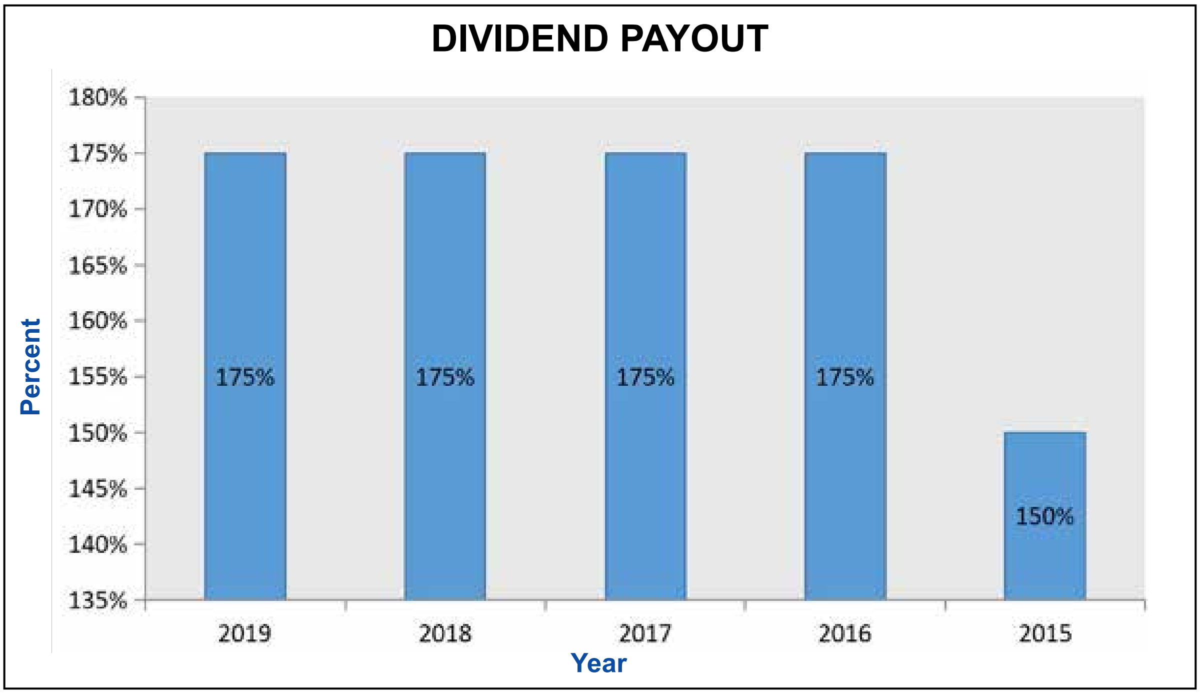
Date: August 12, 2019

Financial Highlights
Consolidated

[Amount ₹ in Crores]

For the year	2019	2018
Total income	710.58	864.06
Share capital	20.56	20.56
Other equity (including non-controllinq interests)	535.62	841.73
Equity	556.18	862.29
Net fixed assets	741.49	825.18
Investments	1,226.39	1,825.17
Dividend (%) #	175%	175%
Dividend amount #	35.97	35.97

Subject to approval by the shareholders in the ensuing Annual General Meeting of the Company



General Information

HINDUJA VENTURES LIMITED

CIN NO: L51900MH1985PLC036896

Board of Directors

Mr. Ashok P. Hinduja*	:	Non-Executive Chairman
Mr. Anil Harish	:	Independent Director
Mr. Rajendra P. Chitale	:	Independent Director
Mr. Prashant Asher	:	Independent Director
Ms. Bhumika Batra	:	Independent Director
Mr. Sudhanshu Tripathi	:	Non-Executive Director
Mr. Ashok Mansukhani#	:	Managing Director

Committees of the Board

Audit Committee

Mr. Anil Harish, Chairman

Mr. Rajendra P. Chitale

Mr. Sudhanshu Tripathi

Nomination and Remuneration Committee

Mr. Anil Harish, Chairman

Mr. Rajendra P. Chitale

Mr. Prashant Asher

Mr. Sudhanshu Tripathi

Stakeholders Relationship Committee

Ms. Bhumika Batra, Chairperson

Mr. Prashant Asher

Mr. Ashok Mansukhani

Corporate Social Responsibility Committee

Mr. Anil Harish, Chairman

Mr. Prashant Asher

Mr. Ashok Mansukhani

Company Secretary

Mr. Hasmukh Shah

Internal Auditor

Mr. Mihir Parab

Statutory Auditors

Deloitte Haskins & Sells LLP

Chartered Accountants

Solicitors and Advocates

Crawford Bayley & Co.

Bankers

Yes Bank Limited

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

Registrar and Share Transfer Agent

Karvy Fintech Private Limited

Karvy Selenium, Tower B, Plot 31-32

Gachibowli Financial District

Hyderabad - 500 032

Tel.: (91 040) 67162222/ 67161525

* Mr. Ashok P. Hinduja was redesignated as Non-Executive Chairman w.e.f. October 01, 2018.

Mr. Ashok Mansukhani was redesignated as Managing Director w.e.f. April 30, 2018.

Board's Report

To the Members,

Your Directors have pleasure in presenting the Thirty Fourth Annual Report and Company's Audited Financial Statements for the financial year ended March 31, 2019.

(₹ in Crores)

Particulars	Standalone		Consolidated	
	2019	2018	**2019**	2018
Revenue from operations	**45.44**	252.88	**690.48**	839.84
Other Income	**1.55**	0.68	**20.10**	24.22
Total Expenses	**118.63**	86.76	**1110.29**	1089.77
Profit / (Loss) before tax and exceptional items	**(71.64)**	166.80	**(399.71)**	(225.71)
Exceptional Items	**-**	-	**35.83**	-
Profit / (Loss) before Tax	**(71.64)**	166.80	**(363.88)**	(225.71)
Provision for tax (net)	**(24.44)**	69.75	**(20.76)**	5.31
Net Profit / (Loss) after Tax	**(47.20)**	97.05	**(343.12)**	(231.02)

REVIEW OF OPERATIONS

The Company has during the year migrated to the accounting guidelines prescribed under the new Indian Accounting Standards (IND AS). Hence the previous year's comparative figures provided above will not match with the figures provided in the previous year's Board's Report.

On a consolidated basis, the total income for the financial year ended March 31, 2019, stood at ₹ 710.58 Crores as against a total income of ₹ 864.06 Crores for the financial year ended March 31, 2018.

The decline is mainly due to the mark to market adjustments carried out under IND AS with respect to the listed securities held by the Company as stock in trade.

For the year ending March 31, 2019, the Company reported a consolidated after-tax loss of ₹ 343.12 Crores arising mainly due to IND AS mark to market adjustments as against a consolidated after-tax loss of ₹ 231.02 Crores for the year ending March 31, 2018.

On a standalone basis, the total income for the financial year ended March 31, 2019, stood at ₹ 46.99 Crores as against a total income of ₹ 253.56 Crores for the financial year ended March 31, 2018.

For the year ending March 31, 2019, the Company reported a standalone loss after tax of ₹ 47.20 Crores for the year ended March 31, 2019 arising mainly due to IND AS mark to market adjustments as against a profit after tax of ₹ 97.05 Crores for the year ended March 31, 2018.

While operationally on a standalone basis your Company has not made any losses, the reported loss is due to the method of accounting prescribed under the new Indian Accounting Standards (IND AS) whereby all the unrealized gains arising out of the mark to market gain adjustments carried out on Financial Assets held by your Company as on the date of transition to IND AS have been added to "Reserves", the subsequent mark to market adjustments having necessarily been made to the Profit & Loss Account and not to Reserves.

Pursuant to adoption of IND AS, the mark to market gains in respect of equity shares held by your Company in IndusInd Bank Limited were reflected in the Balance Sheet as on March 31, 2018. The price at which the mark to market adjustment was carried out in the Balance Sheet on March 31, 2018 was ₹ 1796.75 per share.

The corresponding market price of IndusInd Bank Limited shares as on March 31, 2019 was ₹ 1782.10 per share. This reduction in value in respect of shares held as "Stock in trade" is reflected in the Profit & Loss Account for the current year and in respect of shares held as "Investments" is reflected in "Other Comprehensive Income" in the Reserves of the Balance Sheet for the current year.

The average cost of acquisition of shares of IndusInd Bank Limited held as stock in trade is ₹ 864.34 and that of shares held has Investments is ₹ 170.79. Thus, the prices at which the mark to market adjustments have been carried out are substantially higher than the cost of acquisition of these shares.

The Company's net worth as on March 31, 2019, on a standalone basis stood at a very healthy amount of ₹ 1,968.58 Crores.

DIVIDEND

Continuing your Company's philosophy of rewarding shareholders, your Directors are pleased to recommend for approval of the Members, a dividend of ₹ 17.50 per equity share (previous year ₹ 17.50 per equity share) i.e. 175% of the face value of ₹ 10 each for the financial year ended March 31, 2019.

Dividend, as recommended, if approved by the Members would involve a cash outflow of ₹ 43.37 Crores including dividend distribution tax.

REVIEW OF INDIAN ECONOMY

The first Niti Ayog meeting held after the new Government was formed recently has set a challenging target of making India a 5 trillion-dollar economy by 2024.

To achieve this ambitious target, the Annual Economic Survey has laid out a blueprint based on emphasizing growth, at an annual real growth rate of 8% in GDP. This growth model is to be driven by "a virtuous cycle of savings, investments and exports catalyzed and supported by a favorable demographic phase."

For this, private investment will be the key driver that drives demand, creates capacity, increases labor productivity, introduces new technology, allows creative destruction and generates jobs.

TREASURY & INVESTMENTS

Portfolio review:

Hinduja Leyland Finance Limited (HLFL):

During the year under review your Company:

- subscribed to 4,54,806 equity shares of ₹ 10 each offered on rights basis by HLFL at a premium of ₹ 143 per share aggregating to ₹ 6,95,85,318 (Rupees Six Crores Ninety-Five Lakhs Eighty-Five Thousand Three Hundred Eighteen Only); and
- disinvested an aggregate of 1,00,00,000 equity shares of HLFL at a price of ₹ 153.56 per share aggregating to ₹ 153,56,00,000 (Rupees One Hundred Fifty-Three Crores and Fifty-Six Lakhs Only).

Post the above movements in shareholding, your Company holds an aggregate of 1,62,70,244 equity shares of HLFL thereby constituting 3.46% of the enhanced paid-up equity capital of HLFL.

IndusInd Bank Limited (IBL):

During the year under review, your Company has divested an aggregate 26,36,615 equity shares of ₹ 10 each of IBL. Post the above divestment, the Company holds 45,31,581 equity shares of ₹ 10 each of IBL.

While the market price of the shares of IBL have been under some pressure, the cost of acquisition of this portfolio is far lesser than the current market prices and hence the portfolio stands protected from the volatile market environment.

SUBSIDIARY:

IndusInd Media & Communications Limited (IMCL):

Dawn of a new era for the Cable TV channel distribution industry:

The year under review saw a major structural change in the TV Channel distribution industry:

- The Telecom Regulatory Authority of India (TRAI) notified a New Tariff Order (NTO) which is a new regulatory framework for the pay TV industry in India and became effective from February 1, 2019.
- The NTO heralds a new era for the TV Channel Distribution Industry.
- The NTO brings in the much-needed transparency and equitable distribution of economic benefits in the Industry by:
  - Bringing in a MRP regime wherein broadcaster television channels are priced the same across all formats of distribution platforms (viz. digital cable, direct to home, Headend-in-the-Sky (HITS) or IPTV) – unlike in the past, where there could be different prices offered to different platforms;
  - Facilitating consumers to pay for only the channels they subscribe to, as against a forced fixed charge for all channels;
  - Mandating a minimum distribution fee being assured to the distribution platforms from the broadcasters;
  - The NTO brings in a new regime that benefits Digital Platform Operators (or DPOs) like IMCL to retain an operating margin as against the previous model – wherein IMCL was effectively subsidizing the broadcaster costs to the consumers.

Operating Highlights:

- IMCL is the only DPO to operate in all the states and union territories of the country.
- Its HITS services are connected to 1,500+ points-of-presence in India – covering 2,000+ pin codes in the country.
- It is the only DPO to have a dual delivery platform – Digital cable through fiber and HITS (Head end in the Sky) through satellite.
- It is the first DPO to introduce the prepaid collection model – 99.5% of the customer base on prepaid.

  IMCL during the year:

  - Introduced Hybrid High Definition Set top boxes in the market for the first time.
  - Introduced VAS services channels – branded "NXT Services" across multiple genres and for all age groups – a bouquet which is very popular among consumers.
  - Became the provider of the greatest number of channels across DPOs – offering 700+ TV channels in key cities and 650+ TV channels via satellite on the HITS platform.
  - Introduced the Managed Services Model whereby small DPOs can operate profitably by using the infrastructure of IMCL on an opex model. IMCL has already signed up half a million subscribers on this model – Only DPO providing this service as of now.
  - Crossed the 5 million subscriber base by ending the year with a base of 5.1 million subscribers.
  - Successfully transitioned to the New Tariff Order – Only Company among DPOs to achieve this with a prepaid collection mechanism.
  - Is the DPO with the highest number of packages for customers to choose from in the NTO regime – 800+ packages including specially curated packages in 11 languages.

IMCL Financial Highlights:

During the year under review, IMCL:

- recorded a 11% growth in revenues over FY 2018.
- posted a positive operating profit in the last quarter of the year.
- recorded a growth in subscriber base over 10% over FY 2018.
- Achieved a collection to billing ratio at 99.5% which is highest in the industry.

IMCL expects to achieve a positive Profit after Tax for the year 2019-20.

Capital raising by IMCL

IMCL in the month of August 2018, came out with the issue of 608,22,070 equity shares on rights basis to its existing shareholders in the ratio of 5 shares for every 11 shares held i.e. (5:11) for debt repayments and funding for expansion plan of IMCL.

Your Company had subscribed for 5,23,73,505 equity shares in various tranches. Post rights issue of IMCL, the Company's shareholding in IMCL stood at 77.55% of the enhanced paid-up equity capital of IMCL.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("the Act"), read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statement of the Company's subsidiaries is provided in Form AOC-1 annexed as Annexure "A" to this Report. The Company does not have any associate and joint venture Company during the period under review.

Pursuant to the provisions of Section 136 of the Act, the audited financial statements of the Company including Consolidated Financial Statements along with all the relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company at the weblink:*http://www.hindujaventures.com/inv/annual_r.html.*

These documents will also be available for inspection on all working days except Saturday and Sunday and Public Holidays at the Registered Office of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company are prepared in accordance with relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

The Company has prepared its Consolidated Financial Statements for the year ended March 31, 2019, which were duly audited and reported upon by the Statutory Auditors of the Company.

The Consolidated Financial Statements were approved by the Audit Committee and the Board of Directors of the Company at their respective meetings held on May 9, 2019. An unmodified Auditor's Report was issued on the same date. These were also filed with the Stock Exchanges but have not been widely circulated to other stakeholders.

The year ended March 31, 2019, was the first year of adoption of Indian Accounting Standards (IND AS). Since, the Company was classified as a Non-Banking Finance Company (NBFC) for the purpose of IND AS, the prescribed format for NBFCs was required to be complied with. Further, the prior year comparatives were also required to be restated. There was, therefore, a significant change with respect to the preparation & reporting of its Consolidated Financial Statements.

While drawing up the Consolidated Financial Statements for the quarter ended June 30, 2019, the Company detected that an Intra group transaction that needed to be eliminated was inadvertently not eliminated. The impact of non-elimination in the Balance Sheet and Profit & Loss account is set out at the relevant notes to the Consolidated Financial Statements.

While the Company's Internal Financial Controls over financial reporting have been adequately designed and have consistently been operating effectively, the inadvertent non-elimination of one transaction arose amidst the significant change in the financial reporting environments as described earlier.

However, this was subsequently detected through the Company's internal financial controls over financial reporting and was amended. This was a clearly one-off incident and not reflective of any systemic issue.

In the context of the above, it may be noted that:

- The matter was detected by the Company on a timely basis i.e. before the financial statements were widely distributed to the shareholders and specifically prior to the circulation and approval of the financial statements by the shareholders and the declaration of dividend.
- The matter was duly rectified in the amended financial statements and therefore the internal financial controls over financial reporting prevented the approval and adoption of the earlier Consolidated Financial Statements.
- The matter was limited solely to the preparation of the Consolidated Financial Statements and as such has no impact on the standalone financial statements or the distributable profits of the Company or any of its subsidiaries.
- The matter has no impact and is not a reflection of any material weakness in the system of internal financial controls over financial reporting individually in the Company or any of its subsidiaries.
- The matter does not cause a material misstatement in the Consolidated Profit & Loss Account.

In the opinion of the Board, the matter is regarded as a one-off inadvertent omission, which was duly detected and amended on a timely basis and prevented a material misstatement in the widely circulated Consolidated Financial Statements.

The Board of Directors confirm that in terms of Section 134 of the Companies Act, 2013, the Company has in place adequate internal financial control commensurate with the size, scale and complexity of its operations. The matter described above, in the opinion of the Board of Directors does not constitute a material weakness in the system of internal financial controls over financial reporting.

The Consolidated Financial Statements as on March 31, 2019, which are attached in the Annual Report and placed before the shareholders for its approval are amended Consolidated Financial statements as on March 31, 2019 and were approved and adopted by the Board of Directors at its meeting held on August 12, 2019.

NATURE OF BUSINESS

There was no change in the business of the Company during the year under review. The Company's businesses continue to be Media (through its investments in IndusInd Media & Communications Limited), Treasury & Investments and Real Estate.

CODE OF CONDUCT

All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2018-2019. A declaration to this effect as required under Regulation 26(3) read with Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), from the Managing Director of the Company is annexed as Annexure "B" to this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, 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 and Technology Absorption pursuant to Section 134(3)(m) of the Act, during the year under review.

The Foreign Exchange Earnings and Outgo during the year under review and for the previous year were NIL.

CORPORATE GOVERNANCE

During the year under review, your Company has complied with the Corporate Governance requirements under SEBI Listing Regulations.

A detailed Report on Corporate Governance as required under Regulation 34 read with Schedule V of the SEBI Listing Regulations is annexed as Annexure "C" to this Report.

A certificate from the Secretarial Auditor of the Company certifying that the Company has complied with the conditions of Corporate Governance as required under Schedule V(E) of the SEBI Listing Regulations is annexed as Annexure "D" to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 read with Schedule V of the SEBI Listing Regulations, 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 "E" to this Report.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public within the meaning of Chapter V of the Act and as such, no amount of principal or interest was outstanding as on the Balance Sheet date.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has in place adequate internal financial controls which commensurate with the size, scale and complexity of its operations.

These internal financial controls of the Company encompass entity level controls, controls and processes for each area of operations of the Company including but not limited to Fixed Assets, Investments, Procurement, Operating expenses and Accounts Payables, Revenue and Accounts Receivables, Payroll and Human Resources Management.

The Company has an Internal Audit function that identifies the critical audit areas with specific reference to operations, accounting and finance. The adequacy of the internal controls and risks in such audit areas are reviewed by the Internal Auditor on quarterly basis. The audit is based on the Internal Audit Plan which is reviewed and approved by the Audit Committee. Based on the observations of the Internal Auditor, corrective actions are undertaken by the process owners in their respective area and thereby strengthening the internal control.

The Internal Control System of your Company is also tested on a half-yearly basis by a specialized external audit firm. In addition to such periodic audits, the Company also has in place a well implemented risk management policy.

Your Company has complied with specific requirements as laid under Section 134(5)(e) of the Act which calls for establishment and implementation of Internal Financial Control framework that supports compliance with requirements of the Act in relation to the Director's Responsibility Statement.

The Audit Committee, based on its evaluation has concluded that as on March 31, 2019, your Company's Internal Financial Controls were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 are annexed as Annexure "F" to this Report and the same is available on the website of the Company at the weblink: *www.hindujaventures.com/inv/annual_r.html.*

LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans given, investments made, guarantees given and securities provided are given in Note nos. 5 and 6 of the Notes to the Standalone Financial Statements.

RELATED PARTY TRANSACTIONS

Suitable disclosures as required under IND AS-24 have been made in Note no. 35 of the Notes to the Standalone Financial Statements.

Since, all the transactions/ contracts/ arrangements of the nature as specified in Section 188(1) of the Act, entered by the Company during the year under review, with related party/(ies) were in the ordinary course of business and on an arm's length basis, no particulars in Form AOC-2 have been furnished, as Section 188(1) of the Act is not applicable.

During the year under review, the Board of Directors adopted revised Policy on dealing with Related Party Transactions and on materiality of Related Party Transactions in line with recent amendments in SEBI Listing Regulations and Companies Act, 2013. The revised policy is available on the Company's website at the weblink: *http://www.hindujaventures.com/inv/pdf/policy-related-party-transactions.pdf*

DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors to the best of the knowledge and belief and according to the information, explanations and representations obtained by them and after due enquiry, make the following statements in terms of Sections 134(3)(c) and 134(5) of the Act that:

a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the loss of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152(6) of the Act and in terms of the Articles of Association of the Company, Mr. Sudhanshu Tripathi, Director (DIN: 06431686) will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The Board recommends his re-appointment for the consideration of the Members of the Company at the 34th Annual General Meeting (AGM). Brief profile of Mr. Sudhanshu Tripathi forms part of the Notice convening the 34th Annual General Meeting.

As on the date of this report, Mr. Ashok Mansukhani, Managing Director, Mr. Amar Chintopanth, Chief Financial Officer and Mr. Hasmukh Shah, Company Secretary & Compliance Officer are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51) read with Section 203 of the Act.

INDEPENDENT DIRECTORS

Your Company has received declaration from all the Independent Directors confirming that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors during the year under review.

The present tenure of Mr. Anil Harish and Mr. Prashant Asher will expire on September 21, 2019 and September 22, 2019 respectively. Pursuant to the provisions of the Section 149(6) of the Companies Act, 2013, they are eligible for re-appointment for second term. On the recommendation of the Nomination and Remuneration Committee at its meeting held on August 12, 2019, the Board of Directors at its meeting held on August 12, 2019 subject to approval of the shareholders have approved the re-appointment of Mr. Anil Harish from September 22, 2019 to September 21, 2024 and Mr. Prashant Asher from September 23, 2019 to September 22, 2024, for the second term of five years on the expiry of their present terms.

Mr. Rajendra P. Chitale, Independent Director will retire on completion of his present term on September 21, 2019.

The Board places on record its deep appreciation for the contribution of Mr. Rajendra P. Chitale as an Independent Director of the Company and also for the significant contributions he has made to the management of the affairs of the Company and for the valuable advises he made to the Board from time to time.

The necessary resolutions seeking approval of members for re-appointment of Mr. Anil Harish and Mr. Prashant Asher as Independent Directors along with their brief profile are included in the notice of the ensuing Annual General Meeting.

BOARD MEETINGS HELD DURING THE YEAR

During the year, four (4) meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report which forms part of this Report.

COMMITTEE MEETINGS HELD DURING THE YEAR

The details of the Committee meetings are furnished in the Corporate Governance Report which forms part of this Report.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

The Company had engaged the services of a specialized agency to undertake the evaluation process towards the performance of the Directors individually, Board as a whole and the Board Committees. The way evaluation has been carried out by the Board in consultation with such specialized agency has been explained in the Corporate Governance Report which forms part of this Report.

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company's policy on Director's appointment/ remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report which forms part of this Report.

COMPOSITION OF AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report which forms part of this Report.

AUDITORS

1. **STATUTORY AUDITORS:**

   At the 30th Annual General Meeting of the Company held on September 23, 2015, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018), were appointed as Statutory Auditors of your Company for a term of five years i.e. from the conclusion of the 30th Annual General Meeting until the conclusion of 35th Annual General Meeting of the Company.

   M/s. Deloitte Haskins & Sells LLP, Chartered Accountants will continue to hold the office as Statutory Auditors of the Company.

   The Company has received a confirmation from M/s. Deloitte Haskins & Sells LLP, Chartered Accountants that they are not disqualified to act as the Statutory Auditors and are eligible to hold the office as Auditors of the Company.

   Pursuant to the notification of certain sections of Companies (Amendment) Act, 2017 w.e.f. May 07, 2018, the requirement of annual ratification of Statutory Auditors by the members is no longer required. Hence, the resolution from members seeking ratification of appointment of auditors at this AGM is not being sought.

   The Auditor's Report to the Members on the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2019 does not contain any qualifications, reservations or adverse remarks.

2. **COST AUDITORS:**

   In accordance with Section 148 of the Act and rules framed thereunder, the Board of Directors on recommendation of Audit Committee, has appointed M/s. ABK & Associates, Cost Accountants, (Firm Registration No. 000036), as Cost Auditors of the Company for the financial year 2019-20 to audit the accounts relating to Dark Optic Fiber Leasing for the financial year ended March 31, 2020. Necessary resolution for ratification of remuneration of the Cost Auditor for the financial year 2019-20 is placed before the Members for ratification/approval.

   The accounts and Cost records as specified under Section 148(1) of the Act are made and maintained by the Company. The Cost Audit Report for financial year 2018-19 issued by M/s ABK & Associates, Cost Auditor in respect of the various products prescribed under Cost Audit Rules does not contain any qualifications, reservations or adverse remarks.

3. **SECRETARIAL AUDITORS:**

   Pursuant to the provisions of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Ms. Rupal Jhaveri, a Company Secretary in Whole-Time Practice (CP: 4225) was appointed to undertake Secretarial Audit for the financial year 2018-19. The Secretarial Auditor's Report is annexed as Annexure "G" to this Report.

   The Secretarial Audit Report for the year under review does not contain any qualifications, reservations or adverse remarks.

REPORTING OF FRAUDS BY AUDITOR:

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

CORPORATE SOCIAL RESPONSIBILITY

"Hinduja Foundation's Sustainable Rural Development Project in Jawahar Taluka, District Palghar of North West Maharashtra" was awarded 'Project of the Year 2017-18' at the 'India CSR Summit 2018' in New Delhi on September 24, 2018. During the year, your Company has made contribution towards Hinduja Foundation's Rural Development and SAKSHAM- A Rural Educational Programme in the Jawahar Taluka, District Palghar.

In this CSR initiative, the areas covered are solar powered drinking water project, Wadi Programme (Tree based farming), Vegetable Cultivation, Jasmin Cultivation, Cultivation of Millets, Improved agricultural practices for Rural Development Project. SAKSHAM-The Rural Educational Programme included renovation of Schools, Classroom makeovers and beyond syllabus programme.

Your Company through CSR initiative has improved the quality of life through income generation and by transforming the villages with enhanced healthcare facilities, livelihood interventions, water resource management, purposeful educational edification, empowerment of women and development of the village infrastructure.

The approach had been to catalyse inclusive development of truly indigent communities by harnessing the power of innovation, frugal technology and strategic partnerships to make a difference in the lives of the marginalized at the outer reaches of state intervention.

Over 18 villages, 69 hamlets, 4,927 tribal households with 24,637 people will be directly impacted from this program and nearly 8,347 school children in 14 schools are gaining enhanced educational inputs.

The main essence of the Rural Development Project of Hinduja Foundation is to enhance the income generation ability of the local community. Under the Rural Development Project, the livelihood of the project participant communities was enhanced through improved agricultural practices and by facilitating wadi-tree-based farming, floriculture and vegetable cultivation.

The communities were provided need-based training towards improved agricultural practices and agricultural inputs such as high-quality paddy, vegetables and fruit saplings. In order to ensure availability of water throughout the year for the purpose of agriculture, temporary check dams were constructed. Community based farming was encouraged to synergize the efforts and achieve better produce.

In order to ensure that drinking water was easily accessible, various water resource management techniques were undertaken by the Foundation. This included deepening of water wells and lifting of water from such wells through solar powered water lifting techniques. The water was then stored in the water tanks installed at suitable locations in the villages.

The self-help group of women were given relevant training towards the women empowerment and were introduced to the concept of savings and credit.

For the financial year 2018-19, your Company has further contributed ₹ 2.04 Crores to Hinduja Foundation towards its Rural Development and Rural Educational Programme in Jawahar Taluka, Palghar District, Maharashtra.

The composition of the CSR Committee and annual report on CSR activities in terms of the requirements of Sections 134(3)(o) and 135 of the Act read with the Rule 8 and 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure "H" to this Report.

The CSR Policy is available on the website of the Company at the weblink: *http://www.hindujaventures.com/inv/pdf/csr-policy-draft-final1.pdf*

WHISTLE BLOWER / VIGIL MECHANISM

During the year under review, the Board of Directors had approved a revised policy on Whistle Blower/ Vigil Mechanism and the same is uploaded on the website of the Company at the weblink: *http://www.hindujaventures.com/inv/pdf/whistlerblower-policy-vigil-mechanism.pdf*

The mechanism enables the directors and employees to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and assures to provide adequate safeguards against victimization of the concerned director or employee. The employees and other stakeholders have direct access to the Chairperson of the Audit Committee for lodging concerns, if any, for review.

Your Company affirms that no director/ employee has been denied access to the Chairperson of the Audit Committee and that no complaints were received during the year.

RISK MANAGEMENT POLICY

The risk management policy of the Company lays down the risk strategy of the Company and helps in determining the risk factor, categorizing the various forms of risks affecting the Company's strategic and financial goals and modes to manage such risks.

The risk identification and remedial steps, if any, to mitigate risks are periodically reviewed by the Company. In addition to reviewing the remedial steps, the Company also assesses whether identified risks still exist or whether the Company is exposed to new risks.

The Audit Committee and Board is updated on how each of the identified risk is monitored during the reporting period to ensure that there is no adverse impact on the Company.

Further details on risk management are provided in Management Discussion and Analysis section which form part of this Report.

COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. The Company has complied with SS-1 and SS-2.

CREDIT RATING

During the year under review, ACUITE Ratings & Research Limited, a credit rating agency vide its letter dated November 12, 2018 have reaffirmed "ACUITE A+" Rating to the Bank Loan facilities sanctioned to the Company. Instruments with this rating are considered to have very strong degree of safety regarding timely payment of financial obligations and carry lowest credit risk. The rating outlook is "Stable".

PREVENTION OF SEXUAL HARASSMENT

Your Company has zero tolerance for sexual harassment at workplace and have adopted policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace ("PPRSH") in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereunder.

An Internal Committee (IC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, temporary, trainees) are covered under this policy.

During the financial year under review, no concerns have been raised regarding sexual harassment at the workplace.

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years.

Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. During the year, the Company has transferred the unclaimed and unpaid dividends of ₹ 2,20,313 (Rupees Two Lakhs Twenty Thousand Three Hundred and Thirteen Only).

Further, 3188 corresponding shares on which dividend were unclaimed for seven consecutive years were transferred as per the requirements of the IEPF rules. The details are provided in the Corporate Governance Report of this Annual Report under heading Unpaid/Unclaimed Dividend and are also available on our Company's website at the weblink: *http://www.hindujaventures.com/inv/unclaimed-dividend.html*

COMMUNICATION AND PUBLIC RELATIONS

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

EMPLOYEES PARTICULARS AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure "I" to this Report.

The details of the employee who was in receipt of the remuneration amounting to the limits stipulated in Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure "J" to this Report.

GENERAL DISCLOSURES

1) No significant or material orders were passed by any Regulator or Court or Tribunal, which can have an impact on the going concern status and the Company's operations in future.
2) There are no material changes and commitments that have occurred between the end of the financial year of the Company and the date of this Report which affects the financial position of the Company.
3) The Managing Director of the Company does not receive any remuneration or commission from any of its subsidiaries.

FUTURE OUTLOOK

Recognizing the growth potential of the 'Media and Communications business in the backdrop of the fact that IMCL's 'Media and Communications business' has matured and the associated risks has reduced significantly as well as the recent regulatory reforms (New Tariff Order) providing additional stimuli, your Board at its meeting held on August 12, 2019 has accorded in-principle approval for reorganization of 'Media and Communications business' of IMCL, a material subsidiary of your Company consisting of Cable TV, HITS platform (Media & Communication undertaking) into your Company subject to all statutory and regulatory approvals and approval of the esteemed shareholders. This will help create a new platform for media business to go to the next level of performance.

ACKNOWLEDGEMENTS

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

For and on behalf of the Board of Directors

Place : Mumbai
Date : August 12, 2019

Ashok P. Hinduja
Chairman

Form AOC-1

(Pursuant to first provison to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries Companies/ Associates Companies/ Joint Ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ in Lakh)

(₹ in Lakh unless other wise stated)

Sr. No.	Name of Subsidiary Company	Reporting Period	Reporting Currency	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	% of Share-holding
A	**Subsidaries Entity**													
1	IndusInd Media and Communications Limited	Apr - Mar	INR	18,246.62	3,806.73	140,294.27	118,240.92	27,341.82	58,885.98	(35,331.65)	-	(35,331.65)	Nil	76.98%
2	U S N Networks Private Limited	Apr - Mar	INR	186.97	(246.03)	13.71	72.77	-	-	(0.63)	-	(0.63)	Nil	100.00%
3	United Mysore Network Private Limited	Apr - Mar	INR	227.33	(334.22)	46.07	152.96	-	-	(1.94)	-	(1.94)	Nil	99.45%
4	Gold Star Noida Network Private Limited	Apr - Mar	INR	262.00	(948.11)	108.44	794.55	-	-	(6.82)	-	(6.82)	Nil	100.00%
5	Bhima Riddhi Infotainment Private Limited	Apr - Mar	INR	102.04	732.80	2,023.94	1,189.10	0.88	3,848.47	36.65	16.99	19.66	Nil	51.00%
6	Apna Incable Broadband Services Private Limited	Apr - Mar	INR	173.50	(450.01)	44.68	321.19	-	-	(18.75)	-	(18.75)	Nil	100.00%
7	Sangli Media Services Private Limited	Apr - Mar	INR	102.04	(20.19)	419.71	337.86	0.03	206.65	(27.56)	15.85	(43.41)	Nil	51.00%
8	Sainath In Entertainment Private Limited	Apr - Mar	INR	50.00	(341.90)	183.08	474.98	-	258.73	1.48	(0.41)	1.89	Nil	51.00%
9	Sunny Infotainment Private Limited	Apr - Mar	INR	15.00	(91.12)	67.49	143.61	-	-	(27.54)	(2.66)	(24.88)	Nil	51.00%
10	Gold Star Infotainment Private Limited	Apr - Mar	INR	92.73	(98.48)	0.65	6.40	-	-	(0.26)	-	(0.26)	Nil	98.92%
11	Ajanta Sky Darshan Private Limited	Apr - Mar	INR	2.00	(1.88)	155.94	155.82	-	111.20	38.20	(1.86)	40.07	Nil	51.00%
12	Darpita Trading Company Private Limited	Apr - Mar	INR	100.00	(934.60)	2,419.69	3,254.29	-	1,698.58	(125.89)	(7.68)	(118.21)	Nil	51.00%
13	RBL Digital Cable Network Private Limited	Apr - Mar	INR	10.00	(7.29)	15.79	13.08	-	-	(0.41)	-	(0.41)	Nil	51.00%
14	Vistaar Telecommunication and Infrastructure Private Limited	Apr - Mar	INR	2.04	(32.88)	95.95	126.79	-	-	(19.12)	(1.83)	(17.29)	Nil	51.00%
15	Vinsat Digital Private Limited	Apr - Mar	INR	19.10	(61.93)	535.02	577.85	-	328.53	(159.33)	(15.68)	(143.65)	Nil	61.00%

Part "B": Associates and Joint Venture - NIL

For and on behalf of the Board of Directors

Anil Harish **Ashok Mansukhani**
Director **Managing Director**
Hasmukh Shah **Amar Chintopanth**
Company Secretary **Chief Financial Officer**

Place: Mumbai

Date: August 12, 2019

Annexure "B" to the Board's 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 ending March 31, 2019.

Ashok Mansukhani
Managing Director
DIN: 00143001

Place : Mumbai
Date : August 12, 2019

Report On Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company adheres to good corporate practices and has been upholding the core values in all facets of its corporate working with due concern for the welfare of members of the Company. The Board of Directors, Management and Employees of the Company consistently envisage attainment of highest level of transparency, integrity, accountability and fairness in all operations of the Company. It is believed that strict adherence to business ethics and commitment to corporate social responsibility would help the Company to achieve its goal of maximizing value for all its stakeholders. It further inspires and strengthens investor's confidence by ongoing commitment to overall growth of the Company.

Your Company has complied with the provisions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations").

The detailed report on compliance is given hereunder:

2. BOARD OF DIRECTORS

A. Composition and Category:

The Company's Board has an appropriate mix of Executive, Non-Executive and Independent Directors which enables the Board to provide effective leadership, strategic guidance, objective and independent view to the Company's management.

The Independent Directors of the Company continue to bring a balanced perspective to the Board deliberations including issues of strategy, risk management and overall governance by assessing the matters objectively.

As on March 31, 2019, the Board of Directors of the Company comprised of seven (7) Directors. Out of the total seven Directors, six (i.e. 85.71%) are Non-Executive Directors out of which four (i.e. 57.14%) are Independent Directors.

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 ('the Act') and Regulation 17 of the SEBI Listing Regulations.

Category of the Board of Directors is as follows:

Name of Directors	DIN	Category
*Mr. Ashok P. Hinduja	00123180	Promoter / Chairman and Non-Executive Director
#Mr. Ashok Mansukhani	00143001	Managing Director
Mr. Anil Harish	00001685	Independent Director
Mr. Rajendra P. Chitale	00015986	Independent Director
Mr. Prashant Asher	00274409	Independent Director
Ms. Bhumika Batra	03502004	Independent Director
Mr. Sudhanshu Tripathi	06431686	Non-Executive Director

*Mr. Ashok P. Hinduja was redesignated as Non-Executive Chairman w.e.f. October 01, 2018.

#Mr. Ashok Mansukhani was redesignated as Managing Director w.e.f. April 30, 2018.

B. Board Meetings held during the year:

Four (4) Board Meetings were held during the year, in compliance with the requirements under the Act.

Date of Board Meetings	Board Strength	No. of Directors present
May 07, 2018	7	7
August 03, 2018	7	7
November 01, 2018	7	7
February 07, 2019	7	7

The time gap between any two meetings did not exceed one hundred and twenty days.

In compliance with the applicable provisions of the Act and the rules made thereunder, the Company facilitates the participation of Directors in Board / Committee Meetings through video-conference.

C. Attendance of Directors and details of Membership of the Directors on Board and Board Committees (including Hinduja Ventures Limited):

Name of Directors	Attendance at the meetings during the financial year 2018-2019		Number of Directorships in public companies as on March 31, 2019#		Number of Committee positions held in public companies as on March 31, 2019#	
	Board Meetings	Annual General Meeting	Chairman	Director	Chairman	Member
Mr. Ashok P. Hinduja	4	Yes	6	6	Nil	Nil
Mr. Anil Harish	4	Yes	Nil	6	2	4
Mr. Rajendra P. Chitale	4	No	Nil	9	4	9
Mr. Prashant Asher	4	Yes	Nil	9	1	5
Ms. Bhumika Batra	4	Yes	Nil	10	2	7
Mr. Sudhanshu Tripathi	4	Yes	Nil	5	Nil	4
Mr. Ashok Mansukhani	4	Yes	Nil	4	Nil	1

\# Excludes Directorships in (1) Private Companies (2) Section 8 Companies (3) Companies incorporated outside India and (4) Alternate Directorships.

Only Audit Committee and Stakeholders Relationship Committee of public companies have been considered for Committee position.

D. Names of the other listed entities where the Directors holds Directorship:

Sr. No	Name of Directors	Name of Listed Entities	Category of Directorship
1.	Mr. Ashok P. Hinduja	-	-
2.	Mr. Anil Harish	Blue Star Limited	Independent Director
		Oberoi Realty Limited	Independent Director
		Future Enterprises Limited	Independent Director
		Hinduja Global Solution Limited	Independent Director
3.	Mr. Rajendra P. Chitale	Ambuja Cements Limited	Independent Director
		Reliance Capital Limited	Independent Director
		Everest Industries Limited	Independent Director
		Hinduja Global Solution Limited	Independent Director
4.	Mr. Prashant Asher	Sharp India Limited	Independent Director
5.	Ms. Bhumika Batra	Repro India Limited	Independent Director
		Kesar Enterprises Limited	Independent Director
		Jyothy Laboratories Limited	Independent Director
		Sharp India Limited	Independent Director
		Patel Integrated Logistics Limited (CN)	Independent Director
6.	Mr. Sudhanshu Tripathi	GOCL Corporation Limited	Non-Executive Director
7.	Mr. Ashok Mansukhani	-	-

i. None of the Directors on the Board hold Directorships in more than ten public companies. Further, none of them is a member of more than Ten Committees or Chairman of more than Five Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26(1) of the SEBI Listing Regulations) across all the public companies in which he/she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2019 have been made by the Directors. None of the Directors are related to each other.

ii. In compliance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 01, 2019:

    1. None of the Directors on the Board hold Directorships in more than eight listed entities.

    2. None of the Directors serve as an Independent Director in more than seven listed entities.

    3. None of the Whole Time Director / Managing Director on the Board serves as an Independent Director in more than three listed entities.

iii. The Independent Directors are Non-Executive Directors as defined under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. All Independent Directors have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

iv. All Independent Directors meet the requirements of Regulations 25(1) of SEBI Listing Regulations.

v. Independent Directors of the Company are appointed for a period of five (5) years as per the provisions of Section 149 of the Act and Regulation 25(2) of the SEBI Listing Regulations and are not liable to retire by rotation.

vi. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company.

vii. During the year, a separate meeting of Independent Directors was held on February 07, 2019 inter-alia to review the performance of Non-Independent Directors, Chairman and the Board as a whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and its Committees which is necessary for Board of Directors to effectively and reasonably perform their duties.

viii. During the year 2018-2019, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

ix. The Board periodically reviews compliance report of all the laws applicable to the Company as prescribed under Regulation 17(3) of SEBI Listing Regulations.

E. Skills / Expertise / Competencies of the Board of Directors:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and the Board Members should possess the right mix of skills / expertise / competencies mentioned below:

a) Strategic Financial acumen;

b) Strategic Risk Management;

c) Corporate Governance;

d) Providing guidance to the management;

e) Performance assessment and evaluation of Senior management personnel; and

f) Regulatory Knowledge;

3. AUDIT COMMITTEE

The Committee's composition and terms of reference are in compliance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.

A. #Terms of Reference:

The terms of reference of the Audit Committee are as under:

1. Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of our Company;
3. Approval of payment to Auditors for any other services rendered by the Auditors of our Company;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon 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 clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b) Changes, if any, in accounting policies and practices and reasons thereto;
    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; and
    g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. 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 purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
8. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
9. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
10. Approval or any subsequent modification of transactions of our Company with related parties; Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the Accounting Standards.
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of our Company, wherever it is necessary;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

15. 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;
16. Discussion with internal auditors of any significant findings and follow up there on;
17. 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;
18. 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;
19. Looking 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;
20. To review the functioning of the whistle blower mechanism;
21. Approval of the appointment of the CFO of our Company (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Review the compliance with the provisions of SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018 and shall verify that the systems for internal control are adequate and are operating effectively at least once in a financial year; and
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee is required to mandatorily review the following information:

1) Management discussion and analysis of financial condition and results of operations;
2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management of our Company;
3) Management letters / letters of internal control weaknesses issued by the statutory auditors of our Company;
4) Internal audit reports relating to internal control weaknesses;
5) The appointment, removal and terms of remuneration of the Chief Internal Auditor;
6) Statement of deviations:
    a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchanges in terms of sub-regulation (1) of Regulation 32 of the SEBI Listing Regulations; and
    b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of sub-Regulation (7) of Regulation 32 of the SEBI Listing Regulations.

#The Terms of Reference of Audit Committee were revised at the Board meeting held on February 07, 2019 pursuant to the Companies Amendment Act 2017, effective from May 07, 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from April 01, 2019.

B. Composition:

The composition of the Audit Committee is as follows:

Chairman : Mr. Anil Harish (Independent Director)

Members : Mr. Rajendra. P. Chitale (Independent Director)

Mr. Sudhanshu Tripathi (Non-Executive Director)

Mr. Anil Harish, Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on September 24, 2018.

All the members have accounting or related financial management expertise and have the ability to understand and analyze the financial statements.

The Company Secretary acts as Secretary to the Committee. The invitees to Audit Committee meetings include representatives of the Statutory Auditor and Internal Auditor, Managing Director, Chief Financial Officer and such other Executives as deemed necessary.

C. Meetings and Attendance:

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

Number of Meetings: Four (4)

Dates of Meetings: May 07, 2018; August 03, 2018; November 01, 2018 and February 07, 2019.

The time gap between any two meetings did not exceed one hundred and twenty days.

Attendance:

Name of Members	Number of meetings attended during the financial year 2018-2019
Mr. Anil Harish	4
Mr. Rajendra P. Chitale	4
Mr. Sudhanshu Tripathi	4

4. NOMINATION AND REMUNERATION COMMITTEE

The Committee's composition and terms of reference are in compliance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

A. #Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are as under:

1. The Committee shall be constituted as a Board Committee and be formally empowered to;

   a. identify persons who are qualified to become Directors and who may be appointed in the Senior Management as per criteria laid down by the Company and recommend to the Board their appointment or removal;

   b. provide the terms of engagement for Independent Directors, Non-Executive Directors, Chief Executive Officer, Whole Time Directors and Senior Management

   The expression "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.

   c. Determine criteria for evaluation of Board, Committee and individual Director's effectiveness, initiate effective evaluation process.

Role of the Committee shall inter- alia include the following:

a. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial personnel and other Employees;

b. Formulation of criteria for evaluation of Independent Directors and the Board;

c. Devising a policy on Board diversity and succession planning for Board/Senior Management;

d. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment, remuneration and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

2. While formulating the policy on the basis of criteria's enumerated above, the Committee shall ensure that;

   a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

   b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   c. remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

   d. Further, the policy formulated taking into consideration the above, shall be disclosed in the Board's Report.

3. The Committee shall (subject to compliance of the Companies Act and other applicable regulations):

   a. Establish the KRAs and clear metrics of performance for Chief Executive Officer and Whole-Time Directors against which their performance shall be appraised at the end of the year.

   b. Review and approve KRAs and performance metrics for Senior Management proposed by the Chief Executive Officer.

   c. Document the expectations and the actual achievements for a full Board review as may be taken as an audit.

   d. Have the responsibility for a) setting the remuneration for the Chief Executive Officer and Whole-Time Directors and, b) review and approval of Senior Management (one level below MD) remuneration proposed by Chief Executive Officer. Remuneration in this context will include salary; performance based variable component and any compensation payments, such as retiral benefits or stock options.

   e. Make available its terms of reference, its role, the authority delegated to it by the Board and what it has done for the year under review to the shareholders in a separate section of the chapter on corporate governance in the Annual Report.

4. The Committee shall be able to appoint external consultants for assistance on policy and compensation inputs whenever required.

5. The Nomination and Remuneration Committee shall comprise of 4 members, including its Chairman who shall be an Independent Director.

6. The Chairperson of the Committee or, in his absence, any other member of the Committee authorized by him in this behalf shall attend the general meetings of the Company.

#The Terms of Reference of Nomination and Remuneration Committee were revised at the Board meeting held on February 07, 2019 pursuant to the Companies Amendment Act, 2017, effective from May 07, 2018 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 01, 2019.

B. Composition:

The Composition of Nomination and Remuneration Committee is as follows:

Chairman : Mr. Anil Harish (Independent Director)

Members : Mr. Rajendra P. Chitale (Independent Director)

Mr. Prashant Asher (Independent Director)

Mr. Sudhanshu Tripathi (Non-Executive Director)

C. Meetings and Attendance:

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

Number of Meetings: Two (2)

Dates of Meetings: July 24, 2018 and August 03, 2018

Attendance:

Name of Members	Number of meetings attended during the financial year 2018-2019
Mr. Anil Harish	2
Mr. Rajendra P. Chitale	2
Mr. Prashant Asher	2
Mr. Sudhanshu Tripathi	2

D. Performance Evaluation:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of all directors of the Company as under:

Factor	Attributes
Role & Accountability	➢ Understanding of nature and role of Independent Directors' position
	➢ Understanding of risks associated with the business
	➢ Application of knowledge for rendering advice to Management for resolution of business issues
	➢ Offer constructive challenge to Management strategies and proposals
	➢ Active engagement with the Management and attentiveness to progress of decisions taken
Objectivity	➢ Non-partisan appraisal of issues
	➢ Own recommendations given professionally without tending to majority or popular views
Leadership & Initiative	➢ Heading Board Sub Committees
	➢ Driving any function or identified initiative based on domain knowledge and experience
Personal attributes	➢ Commitment to role & fiduciary responsibilities as a board member
	➢ Attendance and active participation and not done perfunctorily
	➢ Proactive, strategic and lateral thinking

Pursuant to provisions of the Act and SEBI Listing Regulations, during the year under review, the Board has carried out an annual evaluation of its own performance and that of its Committees, Chairperson and Directors facilitated by an Independent external agency M/s. AON Hewitt, India to ensure objectivity and equality based on above criteria. The process involved evaluation of the effectiveness of Board, Committees and individual Directors and Independent feedback from all Board Members. The Independent Directors also evaluated the performance of Non-Independent Directors, Chairman and the Board as a whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and its Committees which is necessary for Board of Directors to effectively and reasonably perform their duties.

The overall performance evaluation exercise was completed to the satisfaction of Board. The Board of Directors deliberated on the outcome of independent external agency review and feedback from Directors.

E. Remuneration Policy:

The Company has adopted a Remuneration Policy for Directors, KMPs and Senior Executives which is annexed as "Annexure I" to this report. The objective of the remuneration policy of the Company is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of the Company's stakeholders.

F. Details of Remuneration to all Directors:

No remuneration was paid to any Director except Managing Director.

No sitting fees was paid to Managing Director for the financial year 2018-2019.

G. Remuneration paid to Managing Director during the financial year 2018-2019:

(Amount in ₹)

Name of Director	Salary	Perquisites & allowances (*)	Commission	Bonus	Performance Linked Incentive	Severance Fee	Stock options granted	Total
Mr. Ashok Mansukhani	13,201,900	208,633	Nil	Nil	Nil	Nil	Nil	13,410,533

(*) Perquisites are valued as per Income Tax Act, 1961.

H. Criteria for Payment to Non-Executive Directors:

Non-Executive Directors are paid sitting fees for attending each meeting of the Board of Directors and Committee thereof. Non-Executive Directors are also reimbursed travelling and actual out of pocket expenses incurred for attending the meetings. There were no material pecuniary relationships or transactions with Non-Executive Directors.

I. Sitting fees paid to Non-Executive Directors during the financial year 2018-2019:

(Amount in ₹)

Name of Directors	Total Sitting Fees
Mr. Anil Harish	9,00,000
Mr. Rajendra P. Chitale	9,00,000
Mr. Prashant Asher	6,00,000
Ms. Bhumika Batra	5,50,000
Mr. Sudhanshu Tripathi	8,50,000
Mr. Ashok P. Hinduja	2,00,000
Total	**40,00,000**

J. Details of Fees for professional services rendered by firms of Solicitors / Advocates in which certain Independent Directors are partners are as under:

Name of Firm	Amount paid / payable during the year under review (Amount in ₹)	Name of Director who is partner
D. M. Harish & Co.	10,00,000*	Mr. Anil Harish

*Amounts are exclusive of all taxes.

K. Details of Equity Shares held by Directors of the Company:

The numbers of shares held by the Directors in the Company as on March 31, 2019 were as under:

Sr. No.	Name of Directors	Executive/Non-Executive Director	No. of Shares#
1	Mr. Ashok P. Hinduja	Non-Executive Director	76,913
2	Mr. Prashant Asher	Non-Executive Director	125
3	Mr. Ashok Mansukhani	Executive Director	500

Shares held singly or as a first Member are only considered.

The Company has not issued any convertible instruments.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee's composition and terms of reference are in compliance with the provisions of Section 178 (5) of the Act and Regulation 20 of the SEBI Listing Regulations.

A. #Terms of Reference:

1) Considering and resolving grievances of shareholders', debenture holders and other security holders;
2) Redressal of grievances of the security holders of the Company, including complaints in respect of allotment of Shares or debentures, transfer of Shares, non-receipt of declared dividends, non-receipt of balance sheets of the Company, non-receipt of annual reports of the Company, general meetings etc. and assisting with quarterly reporting of such complaints;
3) Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities and review cases for refusal of transfer/ transmission of shares and debentures;
4) Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc. and redress complaints relating to non-receipt of share certificates;
5) Overseeing the performance of the registrars and transfer agents of the Company and to recommend measures for overall improvement in the quality of investor service;
6) Review 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;
7) Review of measures taken for effective exercise of voting rights by shareholders;
8) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and

9) Carrying out any other function contained in the SEBI Listing Regulations as amended from time to time, and the equity listing agreement executed with the stock exchanges.

#The Terms of Reference of Stakeholders Relationship committee were revised at the Board meeting held on February 07, 2019 pursuant to the Companies Amendment Act 2017, effective from May 07, 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 01, 2019.

B. Composition:

The Composition of Stakeholders Relationship Committee is as follows:

Chairperson : Ms. Bhumika Batra (Independent Director)

Members : Mr. Prashant Asher (Independent Director)

Mr. Ashok Mansukhani (Managing Director)

Mr. Hasmukh Shah, Company Secretary acts as the Compliance Officer of the Company for complying with requirements of Securities Laws and SEBI Listing Regulations with Stock Exchanges.

C. Meetings and Attendance:

The details of meetings held during the year and the attendance thereat is as follows:

Number of Meetings: Two (2)

Date of Meetings: July 24, 2018 and December 14, 2018.

Attendance:

Name of Members	Number of meetings attended during the financial year 2018-2019
Ms. Bhumika Batra	2
Mr. Prashant Asher	2
Mr. Ashok Mansukhani	2

D. Investor Grievance Redressal:

The Status of Investors queries and complaints as on March 31, 2019 and reported under Regulation 13(3) of the SEBI Listing Regulations, is as under:

Sr. No	Particulars	No. of Complaints
1	Investor Complaints pending at the beginning of the year	NIL
2	Investor Complaints received during the year	1
3	Investor Complaints disposed off during the year	1
4	Investor Complainants remaining unresolved at the end of the year	NIL

All queries and complaints have been redressed to the satisfaction of the members and none of them were pending as on March 31, 2019.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Committee's composition and terms of reference are in compliance with the provisions of Section 135 of the Act and the Rules framed thereunder.

A. Terms of Reference:

The terms of reference of Corporate Social Responsibility ("CSR") Committee are as under:

1) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company;

2) To recommend the amount of expenditure to be incurred on the activities referred to in clause (1); and

3) To monitor the Corporate Social Responsibility Policy of the Company from time to time.

B. Composition:

The Composition of CSR Committee is as follows:

Chairman : Mr. Anil Harish (Independent Director)

Members : Mr. Prashant Asher (Independent Director)

Mr. Ashok Mansukhani (Managing Director)

C. Meeting and Attendance:

The details of meeting held during the year and the attendance thereat are as follows:

Number of Meeting: One (1)

Date of Meeting: January 29, 2019.

Attendance:

Name of Members	Number of meeting attended during the financial year 2018-19
Mr. Anil Harish	1
Mr. Prashant Asher	1
Mr. Ashok Mansukhani	1

7. GENERAL BODY MEETINGS / POSTAL BALLOTS

A. Details of location, date and time of holding the last three Annual General Meetings and special resolution passed thereat:

Financial Year	Date and Time	Venue	Special Resolution passed
2015-2016	September 22, 2016 at 11:00 a.m.	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018.	Adoption of New Sets of Articles of Association.
2016-2017	September 27, 2017 at 11:00 a.m.	Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018.	No Special Resolution was passed.
2017-2018	September 24, 2018 at 11:00 a.m.	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018.	No Special Resolution was passed.

B. No Extra Ordinary General Meeting of the Members of the Company was held during the financial year 2018-2019.

C. Details of special resolution passed through Postal Ballot in last year:

During the year 2018-2019, no special resolution was passed through Postal Ballot.

D. None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing of a special resolution through Postal Ballot.

8. DISCLOSURES

i. Suitable disclosures pertaining to related party transaction(s) as required under IND AS-24 have been made in note no. 35 of the Notes to the Standalone Financial Statements.

During the year under review, the Board of Directors have adopted revised Policy on dealing with Related Party Transactions and on materiality of Related Party Transactions in line with recent amendments in SEBI Listing Regulations and Companies Act, 2013. The revised policy is available on the Company's website at the weblink: *http://www.hindujaventures.com/inv/corporate-policies.html*

There were no materially significant transactions with related parties which could lead to a potential conflict with the interest between the Company and listed entities at large.

ii. The Company has adopted a Policy on archival and preservation of documents pursuant to Regulation 9 of SEBI Listing Regulations.

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

iv. A Certificate from the Managing Director and Chief Financial Officer in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations was placed before the Board to approve Audited Accounts and amended Consolidated Financial Statements for the financial year ended March 31, 2019.

v. Your Company has complied with all the mandatory requirements of Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations. The Company has also complied with the requirements of the Corporate Governance Report provided in sub-regulation (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations.

vi. Your Company has put in place a Whistle Blower Policy and Vigil Mechanism for Directors and Employees *inter alia* to report unethical conduct and mismanagement, if any. No person has been denied access to the Chairman of the Audit Committee for reporting issues concerning the interests of employees and the Company. During the year under review, no complaints were received. During the year under review, your Company has adopted revised policy on Whistle Blower Policy and Vigil Mechanism as per SEBI Listing Regulations. The said policy is available on your Company's website at the weblink: *http://www.hindujaventures.com/inv/pdf/whistlerblower-policy-vigil-mechanism.pdf.*

vii. Your Company has complied with the following non-mandatory requirements as prescribed under Regulation 27 of the SEBI Listing Regulations.

a. During the year under review, there were no audit qualifications, reservations or adverse remarks in your Company's auditor's report on statutory financial statements. Your Company continues to adopt best practices to ensure a regime of unqualified financial statement.

b. The Internal Auditor reports directly to the Audit Committee.

viii. There have been no instances of non-compliance by the Company of any requirement of Corporate Governance as required under SEBI Listing Regulations.

ix. There were no instances where the Board had not accepted any recommendations of any committee during the financial year.

x. Total fees of ₹ 42,05,740/- for financial year 2018-19, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

xi. During the financial year under review, no complaints were received regarding sexual harassment at the workplace in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

9. SUBSIDIARY COMPANIES

The Audit Committee reviews the financial statements including investments made by its unlisted subsidiary companies. The Minutes of the Board Meetings along with a report on significant transactions of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

During the year under review, the Board of Directors have adopted revised Policy for determining material subsidiaries in line with recent amendments in SEBI Listing Regulations. The revised policy for determining material subsidiaries has been uploaded on the website of the Company at the weblink: *http://www.hindujaventures.com/inv/pdf/policy-determining-material-subsidiaries.pdf*

10. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors were familiarized inter-alia, with the Company, their duties, roles and responsibilities, the nature of the industry and operations of the Company. The Directors were also familiarized with the organizational set-up, functioning, internal control processes and relevant information pertaining to the Company. Various interactions were held between the Directors and Senior Management of your Company to understand the Company's business operations.

Apart from the above, periodic presentations were also made at the Board Meetings to familiarize the Directors with the Company's Business Plans, Capital Structure, Business Model or Technology, Strategy, Business Performance, Opportunities, Regulatory updates/framework and other related matters.

The details of familiarization programmes can be viewed at the weblink: *http://www.hindujaventures.com/inv/pdf/familiarization-disclosure-2018-2019.pdf*

11. MEANS OF COMMUNICATION

i. **Financial Results:** The quarterly, half yearly and yearly financial results of the Company were published in leading national newspapers (The Business Standard and Sakaal). The quarterly, half yearly and yearly financial results were simultaneously displayed on the Company's website *www.hindujaventures.com.* The website is updated regularly with the official news releases and disclosures as required from time to time. The results are also uploaded on the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on their websites *www.bseindia.com* and *www.nseindia.com* repectively.

ii. **Presentations to institutional investors/ analysts:** No presentations have been made to institutional investors / analysts during the year.

iii. **Website:** The Company's website *www.hindujaventures.com* contains a dedicated section "Investor" which displays details/information of interest to various stakeholders. The Company's Annual Report is also available in a user friendly and downloadable form.

iv. **News releases:** Official press releases are sent to Stock Exchanges and the same is hosted on the website of the Company.

v. **Investor servicing:** A separate e-mail id *investorgrievances@hindujaventures.com* has been designated for the purpose of registering complaints by members or investors.

vi. **A greener environment:** Now and for future: The Company's philosophy focuses on making the environment greener for the benefit of posterity. In this regard, your Company requests its Members to register / update the e-mail ids for communication purpose.

12. GENERAL SHAREHOLDER INFORMATION

Sr. No.	Subject	Date
1	Company Registration Details	The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L51900MH1985PLC036896.
2	Annual General Meeting	
	Date	September 18, 2019
	Time	11.00 a.m.
	Venue	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.
3	Financial Year	April 01 to March 31
4	Financial Calendar for 2019-20 (Tentative)	
	Unaudited results for the quarter ending June 30, 2019.	August 12, 2019
	Unaudited results for the quarter / half year ending September 30, 2019.	2nd Week of November, 2019
	Unaudited results for the quarter/ nine months ending December 31, 2019.	2nd Week of February, 2020
	Audited results for the year ending March 31, 2020.	2nd Week of May, 2020
5	Book Closure Dates	From Thursday, September 12, 2019 to Wednesday, September 18, 2019
6	Dividend payment date for the financial year 2018-2019	On or before Thursday, October 10, 2019
7	Listing of Equity Shares on Stock Exchanges	a. **BSE Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. b. **National Stock Exchange of India Limited (NSE).** Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051
8	Stock Code	BSE: 500189 NSE: HINDUJAVEN
9	International Securities Identification Number [ISIN]	INE353A01023
10	Listing Fee	Annual Listing fee for the financial year 2019-2020 has been paid to BSE Limited and National Stock Exchange of India Limited.
11.	Credit Ratings	ACUITE Ratings & Research Limited vide its letter dated November 12, 2018 have reaffirmed the long term rating of 'ACUITE A+' (read as ACUITE A plus) on the bank loan facilities sanction to the Company. The outlook is 'Stable'.

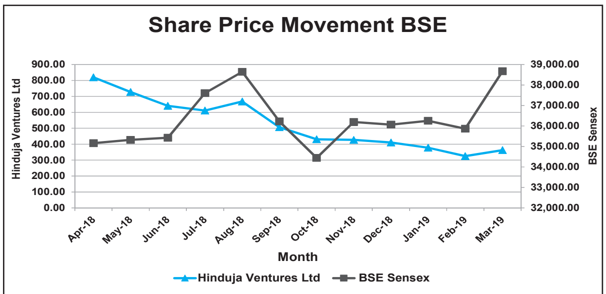
13.STOCK MARKET PRICE DATA

Month	BSE Limited (BSE)		National Stock Exchange of India Limited (NSE)	
	Months' High ₹	Months' Low ₹	Months' High ₹	Months' Low ₹
April 2018	864.00	661.00	864.80	667.25
May 2018	879.60	710.05	871.80	702.00
June 2018	765.00	630.05	765.95	631.90
July 2018	699.70	535.00	702.10	528.70
August 2018	718.00	611.00	690.00	606.05
September 2018	700.45	494.55	705.00	493.05
October 2018	530.00	424.00	529.00	424.00
November 2018	440.05	396.00	453.95	399.10
December 2018	450.60	395.00	439.95	389.00
January 2019	423.00	363.65	428.70	362.95
February 2019	374.90	310.05	382.85	310.20
March 2019	376.35	319.10	377.10	314.95

[Source: This information is compiled from the data available from the websites of BSE and NSE]

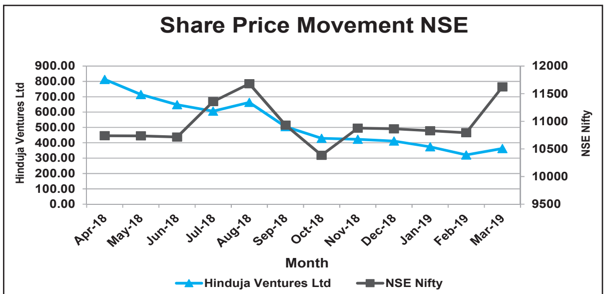
A. SHARE PRICE MOVEMENT (BSE)

Your Company's closing share price performance on the BSE relative to BSE Sensex closing prices (April 2018 to March 2019).



B. SHARE PRICE MOVEMENT (NSE)

Your Company's closing share price performance on the NSE relative to NSE Nifty closing prices. (April 2018 to March 2019).



14. UNPAID/UNCLAIMED DIVIDEND

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority. The provisions relating to transfer of shares were made effective by the Ministry of Corporate Affairs, vide its Notification dated October 13, 2017 read with the circular dated October 16, 2017.

In the interest of the members, the Company sends periodical reminders to the members to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and members whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website: *http://www.hindujaventures.com/inv/unclaimed-dividend.html*.

During the year under review, the Company has credited unpaid / unclaimed dividend amounting to ₹ 2,20,313/- to the IEPF for the financial year 2010-2011 pursuant to the provisions of Section 124 of the Act and transferred 3188 equity shares of 47 members to the demat account of the IEPF Authority as per Section 124 of the Act. Accordingly, the voting rights on the shares lying with IEPF Authority shall remain frozen till the rightful owner of such shares claims the shares.

The members who have a claim on above dividend and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website *www.iepf.gov.in* and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

The unclaimed / unpaid dividend declared for the financial year 2011-2012 will be transferred to the IEPF in September, 2019 and details of the same will be uploaded on the website of the Company and will be filed with MCA. The Company has already sent individual reminders to the concerned members with a request to claim the unpaid / unclaimed dividends and to avoid transfer of unpaid / unclaimed dividend to IEPF.

Likewise, all the shares wherein the dividend for the financial year 2011-2012 and onwards has remained unpaid / unclaimed for 7 consecutive years will be transferred by the Company to IEPF in September 2019, if not claimed by the concerned shareholders in time. The Company has given public notice in Business Standard and Sakaal and also sent individual communication to the concerned members requesting them to claim their unclaimed/ unpaid dividend amount(s) for the financial year 2011-2012 and onwards on or before Friday, September 06, 2019 to enable processing of claims before the due date and in order to avoid transfer of equity shares and unpaid/ unclaimed dividend for the year 2011-2012 to the IEPF.

Those Members who have so far not encashed their dividend warrants for the financial year 2012-2013, 2013-2014, 2014-2015, 2015-2016, 2016-2017 and 2017-2018 are requested to approach the Company's Registrar and Share Transfer Agent [RTA] for claiming the same at the earliest.

15. SHARE TRANSFER SYSTEM

Your Company's equity shares are compulsorily traded in dematerialized form on the BSE Limited and NSE. As on March 31, 2019, about 99.77% of your Company's equity (comprising 2,05,08,894 shares) had been dematerialized.

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

Transfer of shares in physical form is normally processed within a stipulated time period of 15 days from the date of the lodgment, subject to documents being valid and complete in all respects.

During the year under review, one request for physical transfer was received. The details of physical shares transferred during the last three (including current year) are as under:

Particulars	2016-2017	2017-2018	2018-2019
No. of transfer deeds	Nil	Nil	1
No. of shares transferred	Nil	Nil	50

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting physical transfer of securities except in case of transmission or transposition of securities shall not be processed w.e.f. April 1, 2019 and the securities can be transferred only in the dematerialised form. Therefore, Shareholders holding share in physical form are requested to take necessary action to dematerialize their securities.

Pattern of Shareholding as of March 31, 2019:

Particulars	No. of Shares	% of Shareholding
Promoters and Promoter Group	1,45,57,906	70.82
FIIs / Foreign Portfolio Investors	12,71,615	6.19
N.R.I.s / OCBs / Non-Domestic Companies / Foreign National	1,28,990	0.63
Mutual Funds, Banks, Financial Institutions, Insurance Companies, Central Government	6,724	0.03
Private Corporate Bodies	9,09,032	4.43
Individuals / Others	36,74,217	17.87
IEPF	7,019	0.03
Total Paid-up Capital	**2,05,55,503**	**100**

Distribution Schedule as of March 31, 2019:

Distribution	No. of Members		No. of Shareholding	
	No of Members	% of Total Member	No of Shares	% of Shareholding
Up to 500	9014	92.90	634807	3.09
501-1000	298	3.07	230017	1.12
1001-2000	175	1.80	258271	1.26
2001-3000	58	0.60	144631	0.70
3001-4000	36	0.37	126636	0.62
4001-5000	25	0.26	113191	0.55
5001-10000	36	0.37	237032	1.15
Above 10000	61	0.63	18810918	91.51
Total	**9703**	**100.00**	**20555503**	**100.00**

Reconciliation of Share Capital Audit as mandated by SEBI Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 and SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated December 31, 2002 is carried out by a Qualified Practicing Company Secretary. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. This audit is carried out every quarter and the report thereon is submitted to stock exchanges and is also placed before the Board of Directors.

16. OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY SHARE CAPITAL

Your Company has not issued any GDRs/ ADRs/Warrants or any convertible instruments in the past and hence as on March 31, 2019 there were no outstanding GDRs/ADRs/ Warrants or any convertible instruments.

17. CERTIFICATE TOWARDS NON-DISQUALIFICATION OF DIRECTORS

Your Company has received a Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authorities which is annexed as "Annexure II" to this report.

18. CODE OF CONDUCT

Your Company has adopted separate Code of Conduct for Board of Directors and Senior Management and the same has also been displayed on the Company's website. All Board Members and Senior Management Personnel [as per Regulation 26(3) of the SEBI Listing Regulations] have affirmed compliance with the applicable Code of Conduct applicable to them during the year ended March 31, 2019.

The Annual Report of the Company contains a certificate by the Managing Director on the compliance declarations received from Board of Directors and Senior Management which is annexed as "Annexure B" to the Board's Report. The code has been hosted on the Company's website under the weblink *http://www.hindujaventures.com/inv/conduct.html*.

19. REGISTRAR AND SHARE TRANSFER AGENT

The details of the Company's Registrar and Share Transfer Agent are given below.

Karvy Fintech Private Limited

Address:

Karvy Selenium Tower B,
Plot 31-32, Gachibowli,
Financial District Nanakramguda,
Serilingampally Mandal
Hyderabad – 500 032.

Tel.: 040-67162222,
Fax: 040-23001153

E-mail: *einward.ris@karvy.com*

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

Mrs. Rajitha Cholleti / Mr. Premkumar Nair

Investor Relations Centre
24-B, Raja Bahadur Mansion
Ground Floor, Ambalal Doshi Marg
Fort, Mumbai-400 023

Tel.: (91-22) 6623 5412

20. ADDRESS FOR CORRESPONDENCE

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

Mr. Ashok Mansukhani, Managing Director

Address:

IN Centre, 49/50, MIDC
12th Road Andheri (East)
Mumbai-400093.

Tel.: (91-22) 6691 0945

E-mail: *ashokm@hindujaventures.com*

Members may address queries relating to their holdings to:

Mr. Hasmukh Shah - Company Secretary and Compliance Officer

Ms. Swati Talgaonkar - Manager - Corporate Secretariat

Address:

IN Centre, 49/50, MIDC
12th Road, Andheri (East)
Mumbai-400 093.

Tel.: (91-22) 6691 0945

E-mail: *investorgrievances@hindujaventures.com*

Members are requested to register their e-mail address with the Company's Registrar and Share Transfer Agent (RTA) at *einward.ris@karvy.com* to enable the Company to send all notices / documents through e-mail and also intimate about any changes in their e-mail address from time to time to the RTA.

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

21. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

The Company does not deal in the commodity market nor has any hedging activities.

The Company has in place a Risk Management Policy and a mechanism to assess foreign exchange risk, periodically review it and ensure that necessary steps are taken to mitigate the foreign exchange risk. The details of Foreign Exchange Earnings and Outgo are mentioned in the Board's Report.

22. DETAILS OF PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONAL PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A) OF THE SEBI LISTING REGULATIONS:

The Company has not raised funds through preferential allotment or qualified institutional placement during the year under review.

23. PLANT LOCATIONS: Not applicable.

24. COMPLIANCE OFFICER

Mr. Hasmukh Shah, Company Secretary is the Compliance Officer of the Company for complying with requirements of Securities Laws and Listing Regulations with Stock Exchanges.

For and on behalf of the Board of Directors

Place : Mumbai
Date : August 12, 2019

Ashok P. Hinduja
Chairman

REMUNERATION POLICY

1. Objective

The objective of the remuneration policy of Hinduja Ventures Limited (“HVL”) is to attract, motivate and retain qualified and expert individuals that the company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of HVL’s stakeholders.

2. Definitions

i. **“Act”** means the Companies Act 2013

ii. **“Board of Directors”** or **“Board”** means the collective body of the Directors of the Company.

iii. **“Chief Executive Officer”** (CEO) means Chief Executive Officer as defined under Section 2(18) of the Act.

iv. **“Chief Financial Officer”** (CFO) means Chief Financial Officer as defined under Section 2(19) of the Act.

v. **“Company Secretary”** (CS) means a Company Secretary as defined in Section 2(24) of the Act.

vi. **“Managing Director”** means a Managing Director as defined in Section 2(54) of the Act.

vii. **“Manager”** means a Manager as defined in Section 2(53) of the Act.

viii. **“Key Managerial Personnel”** (KMP) means:

   a. Managing Director, or Chief Executive Officer or Manager;

   b. Company Secretary;

   c. Whole Time Director;

   d. Chief Financial Officer;

   e. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board and

   f. Such other officer as may be prescribed.

ix. **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

x. **“Senior Management”** means Officers/Personnel of the Company who are members of its core management team excluding Board of Directors, but comprising of all members of management one level below the chief executive officer/managing director/Whole Time Director/manager (including chief executive officer/manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer

xi. **“Whole-time Director”** or **“Executive Director”** means Whole-time Director as defined in Section 2(94) of the Act.

All capitalised terms used in this Policy but not defined herein shall have the meaning ascribed to such term in the Act and the Rules framed there under or in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time.

3. The Nomination & Remuneration Committee

The Nomination & Remuneration Committee (“Committee”) is responsible for formulating and making the necessary amendments to the Remuneration Policy for the Directors, KMP and Senior Management of HVL from time to time.

4. Role of the Committee:

I. The Committee shall be formally empowered to;

   a. identify persons who are qualified to become Directors and who may be appointed in the Senior Management as per criteria laid down by the Company and recommend to the Board their appointment or removal;

b. provide the terms of engagement for Independent Directors, Non-Executive Directors, Chief Executive Officer, Whole Time Directors and Senior Management

II. Role of the Committee shall inter-alia include the following:

a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

b. Formulation of criteria for evaluation of Independent Directors and the Board;

c. Devising a policy on Board diversity and succession planning for Board/Senior Management;

d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment, remuneration and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

e. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

f. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

g. To ensure remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

III. The Committee shall:

a. Establish the KRAs and clear metrics of performance for Chief Executive Officer and whole-time directors against which their performance shall be appraised at the end of the year.

Review and approve KRAs and performance metrics for senior management proposed by the Chief Executive Officer.

Document the expectations and the actual achievements for a full Board review as may be taken as an audit.

b. Have the responsibility for a) setting the remuneration for the Chief Executive Officer and Whole-Time Directors and, b) review and approval of Senior Management (one level below MD) remuneration proposed by Chief Executive Officer. Remuneration in this context will include salary; performance based variable component and any compensation payments, such as retiral benefits or stock options.

c. Make available its terms of reference, its role, the authority delegated to it by the Board and what it has done for the year under review to the shareholders in a separate section of the chapter on corporate governance in the Annual Report.

5. Remuneration for Non-Executive Directors

Non-Executive Directors ("NED") are remunerated by way of sitting fee for each meeting of the Board/ Committees of the Board attended by them and can include an annual commission on the profits of the Company. Commission to respective NED is determined on the basis of objective criteria discussed and agreed upon by the Committee Members unanimously. NED's are reimbursed any out of pocket expenses incurred by them for the purpose of the Company.

6. Remuneration for Executive Directors, Key Managerial Personnel (KMP) and Senior Management

The following elements are taken into consideration for determining the Remuneration of Executive Directors, KMP and Senior Management:

- The remuneration policy reflects a balance between the interests of HVL's main stakeholders as well as a balance between the Company's short-term and long-term strategy. As a result, the structure of the remuneration package for the Executive Directors, KMP and Senior Management is designed to balance short-term operational performance with the medium and long-term objective of creating sustainable value within the Company, while taking into account the interests of its stakeholders. HVL strives for a high performance in the field of sustainability and aims to maintain a good balance between economic gain, respect for people and concern for the environment.

- To ensure that highly skilled and qualified Executive Directors / KMP / Senior Management Personnel can be attracted and retained, HVL aims for a total remuneration level that is comparable to levels provided by other companies that are similar to HVL in terms of size and complexity.
- In designing and setting the levels of remuneration for the Executive Directors, KMP and Senior Management, the Committee also takes into account the relevant statutory provisions and provisions of the corporate governance regulations, societal and market trends and the interests of stakeholders.
- HVL's policy is to offer the Executive Directors, KMP and Senior Management a total compensation comparable to the peer group.

Total Compensation (TC)

The total compensation of the Executive Directors, KMP and Senior Management consists of the following components:

1. Base salary
2. Variable income –
   - Annual Performance Pay (APP)
   - Performance-related Long-Term Incentive Plan (LTIP)

Base salary

On joining the Company, the Executive Directors, KMP and Senior Management Personnel receive a base salary comparable to the peer group. Every year, base salary levels are reviewed by the Committee.

Variable income

The variable income part of remuneration consists of APP and LTIP. The distribution between APP and LTIP for (on target) performance aims to achieve a proper balance between short-term result and long-term value creation. The parameters relating to the various elements of the variable income part of the remuneration are established and where necessary adjusted by and at the discretion of the Committee, taking into account the general rules and principles of the remuneration policy itself.

The targets are determined each year by the Committee in consultation with the respective Executive Director / KMP / Senior Management Personnel, based on historical performance, the operational and strategic outlook of the Company in the short term and expectations of the Company's management and stakeholders, among other things. The targets contribute to the realization of the objective of long-term value creation.

It is one of the long term objectives to reach the proportion of variable compensation upto 50% of the total compensation.

7. **Remuneration for other Employees.**

   Remuneration of middle and lower level employees of the Company consists entirely of fixed pay which is reviewed on an annual basis. Increase in the remuneration of employees is effected based on an annual review taking into account performance of the employee and the performance of the Company also.

8. **Remuneration for Workmen.**

   Remuneration of workmen employed in the factories of the Company consists of fixed pay and performance incentives, which is negotiated and agreed upon on periodical basis. Increase in the remuneration of workmen is effected based on a review of performance of the Company and increase in the general price levels / cost of living index, etc.

9. **Evaluation of Performance of Board, its Committees and Individual Directors**

   The evaluation of performance of Board of Directors, its Committees and individual directors shall be carried out either by the Board, by the Committee or by an independent external agency and Committee shall review its implementation and compliance.

10. **Employee Stock Options**

    It is a long term objective of the Company to introduce employee stock options to inculcate a sense of ownership among the employees of the Company.

11. **Alignment of Remunerations**

    The Committee strives to achieve that the remunerations of the Directors, Senior Management, Middle and Lower Level Employees of HVL are aligned to each other.

12. **Term of Appointment**

    The term of appointment of the Managing Director and other Executive Directors is generally for a period of 3 years and renewed for similar periods from time to time, whereas the term of the other employees, generally is upto the age of superannuation. However the Company may also appoint consultants for shorter periods on need basis.

13. **Post Retirement Benefits**

    All the Executive Directors and employees are entitled to retirement benefits such as provident fund, superannuation fund and gratuity.

14. **Severance Arrangements**

    Contracts of employment with Executive Directors and regular employees provide for compensation of upto 3 months pay or advance notice of similar period.

15. **Loans**

    There is no system of granting of loans to Directors, KMP and employees of the Company.

16. **Amendments to this Policy**

    The Nomination and Remuneration Committee of the Company shall review and may amend this policy from time to time, subject to the approval of the Board of Directors of the Company. In the event of any conflict between the provisions of this Policy and of Act / SEBI Listing Regulations or any other statutory enactments, rules, the provisions of such Act or statutory enactments, rules shall prevail over this Policy.

    The revised Policy was adopted by the Board of Directors on May 09, 2019.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

HINDUJA VENTURES LIMITED

IN Centre,49/50, MIDC, 12th Road,

Andheri (E), Mumbai – 400093.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **HINDUJA VENTURES LIMITED** having CIN L51900MH1985PLC036896 and having registered office at IN Centre, 49/50, MIDC, 12th Road, Andheri (E), Mumbai - 400093 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company
1	Mr.Anil Harish	00001685	08/11/1995
2	Mr. Rajendra Prabhakar Chitale	00015986	05/05/2003
3	Mr. Ashok Parmanand Hinduja	00123180	01/10/2010
4	Mr. Ashok Hiranand Mansukhani	00143001	09/08/2012
5	Mr. Prashant Khatau Asher	00274409	23/09/2014
6	Ms.Bhumika Batra	03502004	11/03/2015
7	Mr. Sudhanshu Kumar Tripathi	06431686	04/08/2015

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai
Date : August 12, 2019

Rupal D. Jhaveri
FCS No: 5441
Certificate of Practice No. 4225

PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of
HINDUJA VENTURES LIMITED
IN Centre,49/50 MIDC 12th Road,
Andheri (E) Mumbai – 400093

I have examined the compliance of the conditions of Corporate Governance by Hinduja Ventures Limited ('the Company') for the year ended March 31, 2019, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended March 31, 2019.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai
Date : August 12, 2019

Rupal D. Jhaveri
FCS No: 5441
Certificate of Practice No. 4225

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Hinduja Ventures Limited's ("HVL") operations and investments span over three segments namely Media & Communication, Real Estate and Treasury & Investments.

The Company's principal business investments are in Media and Communications through its stake in IndusInd Media & Communications Limited ("IMCL"), a Company in the Cable TV distribution business through both the traditional cable platform and the Headend-in-the-Sky ("HITS") platform.

With respect to its interest in real estate the Company owns land in Bengaluru and in Hyderabad.

INDUSTRY STRUCTURE - DEVELOPMENTS AND OUTLOOK

Media and Entertainment Industry:

The Indian Media & Entertainment (M&E) Industry sector has always been one of the most prominent global brand ambassadors for India. The year 2018 has proven to be no different for the M&E and has, as expected, continued its upward growth journey.

In 2018, the Indian M&E Sector reached a size of INR 1.67 trillion, witnessing a growth of 13.4% over 2017. As per the FICCI-EY Report for 2019, the sector is expected to cross INR 2.35 trillion by 2021 at a Compound Annual Growth Rate ("CAGR") of 12%.

The segments that led to this significant growth of M&E sector were digital media, online gaming, animation, visual effects and live events. All these segments are showing growth, consolidation and innovation led by digital media, both on the consumer side and through content supply chain.

A relatively new trend was also witnessed by the Indian M&E sector in respect to a high level of visual effects and even artificial intelligence being used in online gaming in the digital domain.

The M&E Sector continues to grow at a rate much faster than GDP thereby reflecting the growing disposable income led by stable economic growth. India is the second largest pay TV market in the world in terms of subscribers with 197 million TV households growing at 7.5% year-on-year (y-o-y).

Pay-Tv penetration has more than doubled from 32% in 2001 to 66% in 2018.

This is largely due to addressability being mandated in the period 2004-2017. With the New Tariff Order finally coming into implementation from February 2019, offers exciting opportunities for monetisation specially for Digital Platform Operators like IMCL which have been pioneers and leaders in providing addressable choice to customers at highly competitive rates.

The rise is expected to continue as factors such as favourable demographics, rise in consumer income, huge demand for knowledge, regional entertainment and sports content, all which led to the growth of the M&E sector in previous years continue to be prevalent.

Television Industry:

The Television industry continues to be a dominant player in the Indian M&E Sector. The television industry in the year 2018 continued its strong run on the back of digitization of television homes and has seen a growth of 12% and stands at an estimated size of INR 740 billion. The Industry is expected to reach INR 955 billion by 2021.

The revenue from linear (one screen) television distribution grew to INR 435 billion a growth of 11% in subscriptions and linear television advertising increased to INR 305 billion a growth of 14%.

Linear television distribution / subscription revenues continue to comprise about 60% of the total revenues of the television industry with advertising comprising of the balance 40% of the revenues.

Linear television penetration reached 66% taking the total number of TV viewing households to 197 million in 2018 which is an approx. growth of 7.75% over 2017. Multi television sets households along with new age television sets to availability of High Definition channels is yet another important variable and factor to be considered in the coming months.

In the case of Nonlinear television which is primarily driven by Over the Top (OTT) applications, there is a tectonic shift which is taking place in the tradition television industry landscape, effects of which are bound to be experienced in coming years.

As viewers want both choices apart from high speed broadband the Hinduja Media Group companies have devised a series of plans to not only take on these challenges and changes but also to harness these challenges to move on to greater heights in the coming years.

Digitization and the Distribution Platform Industry and its Impact on IMCL:

The digitization segment in India has a mix of Multi Service Operator ("MSO"), Local Cable Operators ("LCOs")/ Last Mile Owners ("LMOs") Headend-in-the-Sky ("HITS"), Direct-To-Home operators (DTH) and Prasar Bharati's free to air satellite service in operation.

IMCL, the Company's material subsidiary not only operates as one of the largest MSO in the country but is also the only operational HITS operator in the country. It is the only Company in the country having both the distribution platforms viz as MSO with Fiber and as HITS, with Hybrid satellite plus fibre-based network.

While the NXT Digital HITS business model has enabled hundreds of LMO from across the country to make a transition from analog cable to digital while still holding on to their customer base and provides a viable entrepreneurial option to LMOs who need to digitize but want to retain their business, the traditional cable service has been able to consolidate its position in the market by offering a series of value added services (VAS) at competitive prices.

Between the two distribution platforms and including its Managed Services portfolio, IMCL serviced over 5 million subscribers as on March 31, 2019.

Fully prepaid collections with Digitization at LMO level has resulted in increased collection from end customers across all Digital Addressable System (DAS) markets. Increased collections from end customers has resulted in increased revenue received by MSOs and broadcasters.

The entire prepaid model *(the first of its kind)* in the entire cable television industry not only set the bar for other to follow but also won accolades by various Government and regulatory authorities as helping to bring about total transparency in a rather opaque industry.

The year ending 2019 was a crucial time where long term broadcaster agreements were executed due to the implementation of the New Tariff Order. The New Tariff Order (NTO) which is presently in force is in fact a major game changer for all stakeholders and will have a positive impact on the industry.

The NTO has made the end consumer king (in respect to paying for only those channels the consumer wishes to watch). For the MSO's and LMO's and other traditional digital delivery platforms there will be more equitable distribution of revenue between the broadcasters, the MSOs and the LMOs.

Under the NTO, the MSO can, inter-alia, charge a network capacity fee (NCF) i.e. charge up to ₹130/- (excluding taxes) for providing initial 100 SD channels and a further ₹20/- for slabs of 25 SD channels each and carriage fee. This would help to take care of the operational costs of the MSO.

The fees payable to broadcasters are primarily a pass through of pay channels fees which are charged by the Broadcasters and no additional cost is envisaged vis - a - vis MSO and a broadcaster. This will ensure that all Digital Delivery platforms and specifically HITS and MSOs, a positive EBIDTA from the initial stages of its proper implementation itself. This is already apparent from the first month of implementation in February-March 2019 and is stabilising in later months.

SWOT ANALYSIS

Strengths:

- Pedigree of the global Hinduja Group, thereby seen as a player with a strong backing and shelf-life.
- Only integrated digital platform in Asia – offering digital cable, satellite & broadband.
- Considered as the "leader" in technology innovation and displaying nimble adaptability to the changing multi- media environment.
- Seen as a "fair" and "equitable" player by LMOs and a Company that "stands by its LMOs/ customers".
- Pre-paid business model ensures limited working capital requirement and supports revenue assurance.
- Strength in rural India via NXT Digital HITS service, gives the Company an unbeatable edge over conventional MSOs as well as access to a yet unsaturated market for multiple products.

Weaknesses:

- IMCL Brands are not well known to general viewers owing to the B2B nature of the business.
- Insignificant digital presence till date.

Opportunities:

- Strategic shift from a B2B model to a B2C model.
- Opportunities to improve yield through proper packaging and providing value added services.
- Transform into a multi-solution service provider.
- Focus on markets where saturation is limited.
- New revenue streams; reduce dependence on content distribution.

Threats:

- Regulatory concerns especially absence of regulation on OTT platforms.
- Vertically integrated competition offering heavy discounts on bundled packages.
- Threat from newer technologies like 5G.

PERFORMANCE REVIEW

Discussion on financial results with respect to Operational Performance:

The standalone financial highlights for the financial year 2018-19 are produced below. The following are relevant financial highlights with respect to the operational performance of the Company.

(₹ in Crores)

For the Year	2018-19	2017-18
Operating, Interest and Dividend Income	45.44	34.33
Expenses	14.67	31.64
Operating Profit (PBDITA)	30.77	2.69
Finance Costs	64.68	50.73
Depreciation and Amortization	13.96	4.39
Operating (loss) / Profit after Interest and Depreciation	(47.87)	(52.43)
Net loss(Gain) on fair value changes	**25.32**	**(218.55)**
Other Income	1.55	0.68
(Loss)/Profit before tax and exceptional items	(71.64)	166.80
Exceptional/ Extraordinary Items	-	-
(Loss)/Profit before tax	(71.64)	166.80
Provision for tax (incl. deferred tax)	(24.44)	69.75
(Loss)/Profit after tax	(47.20)	97.05
Other comprehensive income (net of tax)	24.03	168.46
Total comprehensive income	(23.17)	265.51
EPS Basic (₹)	(22.96)	47.22
EPS Diluted (₹)	(22.96)	47.22

Segmental Review:

The standalone business segment wise analysis for the financial year ended March 31, 2019 is as under:

(₹ in Crores)

	Real Estate	Media & Communications	Investments & Treasury	Other/ (Unallocated)
Segment Revenues	-	39.45	5.99	1.55
Segment Results (PBT)	(1.67)	3.26	(73.07)	(0.16)
Capital Employed	37.02	1415.51	717.11	(201.06)

RISKS, CONCERNS AND MITIGATION PLANS

In addition to entity level governance mechanisms, the Company has put in place a Risk Management Policy which, *inter-alia*, covers the following:

- Economic and market environment
- Political environment
- Technology obsolescence
- Financial reporting
- Investment
- Legal and compliance
- Human resource

The Company keeps reviewing the risks it is exposed to and assesses the nature and extent of risk in each of the identified areas. It also assesses new risks and their impact. The method of monitoring of the risks are updated to the Audit Committee and Board from time to time.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an internal control system which covers among other areas, entity level controls, procurement and payables, revenue and receivables, borrowings and operating controls. These controls are tested from time to time by both the auditors and external agencies specialized in formulating and testing internal controls. The Company's internal financial controls are adequate and operating effectively.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCE MANAGEMENT/ INDUSTRIAL RELATIONS

The Company recognizes that employees are its direct assets and their engagement contributes to lower turnover and higher productivity and better customer service. 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.

There were 12 permanent employees on the rolls of the Company as on March 31, 2019.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report 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, applicable laws and other factors such as litigation and industrial relations.

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

1	CIN No.	L51900MH1985PLC036896
2	Registration Date	July 18, 1985
3	Name of the Company	Hinduja Ventures Limited
4	Category/Sub-category of the Company	Public Company Limited by Shares
5	Address of the Registered office and contact details	IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai-400 093. Tel: (91 22) 6691 0945 E-mail: investorgrievances@hindujaventures.com Website: www.hindujaventures.com
6	Whether Listed Company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent	**Karvy Fintech Private Limited** Karvy Selenium, Tower B, Plot No. 31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 Tel: (91 40) 67162222

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company are as under:-

Sr. No.	Name and Description of main products / services	*NIC Code of the Product/ service	% to total turnover of the company
1	Media & Communication	7730	83.95%
2	Treasury & Investment	6619	12.74%

** As per National Industrial Classification, 2008 issued by Central Statistical Organisation, Ministry of Statistics and Programme Implementation.*

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held*	Applicable section
1	IndusInd Media & Communications Limited IN Centre, 49/50, 12th Road, MIDC, Andheri (East) Mumbai 400093	U92132MH1995PLC085835	Subsidiary	76.98	2(87)
2	U S N Networks Private Limited IN Centre, 49/50, 12th Road, MIDC, Andheri (East) Mumbai 400093	U32201MH1998PTC306027	Subsidiary	100.00	2(87)
3	United Mysore Network Private Limited IN Centre, 49/50, 12th Road, MIDC, Andheri (East) Mumbai 400093	U85110MH1996PTC306003	Subsidiary	99.45	2(87)
4	Gold Star Noida Network Private Limited 111, 3rd Floor, Humayunpur Safdarjung Enclave, South West, New Delhi - 110 029.	U72300DL2007PTC170234	Subsidiary	100.00	2(87)
5	Bhima Riddhi Infotainment Private Limited C.S.No. 446/5, E Ward, Kailash Tower, Above Komal Hospital, New Shahupuri, Station Road, Kolhapur- 416 001.	U92132PN2008PTC131620	Subsidiary	51.00	2(87)

Sr. No	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held*	Applicable section
6	Apna Incable Broadband Services Private Limited IN Centre, 49/50, 12th Road, MIDC , Andheri (East) Mumbai 400093	U64201MH2008PTC306009	Subsidiary	100.00	2(87)
7	Sangli Media Services Private Limited Sms House, Capital Crown, Near Hotel Chinar, Ganpati Mandir Road, Vishrambag, Sangli - 416 415	U92100PN2008PTC133058	Subsidiary	51.00	2(87)
8	Sainath In Entertainment Private Limited 101, Saidham Bldg., Kharigaon, Kalwa (West), Thane - 400 605	U92190MH2009PTC196339	Subsidiary	51.00	2(87)
9	Sunny Infotainment Private Limited A/20, Kiran C.H.S.L. Road No.6, Pestom Sagar, Chembur, Mumbai - 400 089	U74990MH2008PTC188328	Subsidiary	51.00	2(87)
10	Goldstar Infotainment Private Limited Hanjer Nagar, "B" Wing, Shop No.5, Pump House, Andheri (East), Mumbai - 400 093.	U64204MH2007PTC172051	Subsidiary	98.92	2(87)
11	Ajanta Sky Darshan Private Limited New Parimal Chowk, Behind Akashwani Quarter, Above Hariom Auto, University Road, Rajkot - 360 005	U64204GJ2010PTC061776	Subsidiary	51.00	2(87)
12	Darpita Trading Company Private Limited TISAI House, 3rd Floor, Tisgaon, Kalyan East, Thane - 421 306	U51900MH2008PTC186699	Subsidiary	51.00	2(87)
13	RBL Digital Cable Network Private Limited Bastarwadi Mata Mandhir, Prem Nagar Road, Nagpur Near Railway Station Itwari, Nagpur - 440 002	U93090MH2010PTC208543	Subsidiary	51.00	2(87)
14	Vistaar Telecommunication and Infrastructure Private Limited Samaj Kalyan Co. Soc. Block No.2, Near Mahanagar Bank, Bhatwadi, Ghatkopar West, Mumbai - 400 084.	U64204MH2010PTC210057	Subsidiary	51.00	2(87)
15	Vinsat Digital Private Limited Flat No.19 & 20, Sripada Diamond Towers 47-10-6, North Block, IV floor, Dwaraka Nagar, Visakhapatnam - 530016	U74220AP2012PTC084081	Subsidiary	61.00	2(87)

**Representing aggregate % of shares held by the Company and / or its subsidiaries.*

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding:

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	1532185	0	1532185	7.45	1532185	0	1532185	7.45	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corp.	10264294	0	10264294	49.93	10264294	0	10264294	49.93	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A (1)	11796479	0	11796479	57.39	11796479	0	11796479	57.39	0.00
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	2761427	0	2761427	13.43	2761427	0	2761427	13.43	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A (2)	**2761427**	**0**	**2761427**	**13.43**	**2761427**	**0**	**2761427**	**13.43**	**0.00**
	Total A=A(1)+A(2)	**14557906**	**0**	**14557906**	**70.82**	**14557906**	**0**	**14557906**	**70.82**	**0.00**
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions /Banks	31382	0	31382	0.15	6724	0	6724	0.03	-0.12
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Portfolio Investors	934158	0	934158	4.54	1271615	0	1271615	6.19	1.65
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others (NBFC)	8086	0	8086	0.04	12280	0	12280	0.06	0.02
	Sub-Total B (1)	**973626**	**0**	**973626**	**4.73**	**1290619**	**0**	**1290619**	**6.28**	**1.55**
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	906596	3350	909946	4.43	901798	2750	904548	4.40	-0.03
(b)	Individuals									
(i)	Individuals holding nominal share capital upto ₹1 lakh	1452536	32294	1484830	7.22	1487490	28734	1516224	7.38	0.16
(ii)	Individuals holding nominal share capital in excess of ₹ 1 lakh	2482082	0	2482082	12.08	2145077	0	2145077	10.44	-1.64
(c)	Others									
	Clearing Members	12148	0	12148	0.06	4484	0	4484	0.02	-0.04
	Directors	500	125	625	0.00	500	125	625	0.00	0.00
	Foreign Nationals	3885	0	3885	0.02	3885	0	3885	0.02	0.00

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
	Non Resident Companies	0	15000	15000	0.07	0	15000	15000	0.07	0.00
	Non Resident Indians	89620	0	89620	0.44	92126	0	92126	0.45	0.01
	NRI Non-Repatriation	21968	0	21968	0.11	17979	0	17979	0.09	-0.02
	Trusts	36	0	36	0.00	11	0	11	0.00	0.00
	Investor Education & Protection Fund	3831	0	3831	0.02	7019	0	7019	0.03	0.01
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B (2)	**4973202**	**50769**	**5023971**	**24.44**	**4660369**	**46609**	**4706978**	**22.90**	**-1.56**
	Total B=B (1)+B (2)	**5946828**	**50769**	**5997597**	**29.18**	**5950988**	**46609**	**5997597**	**29.18**	**0.00**
	Total (A+B)	**20504734**	**50769**	**20555503**	**100.00**	**20508894**	**46609**	**20555503**	**100.00**	**0.00**
(C)	Shares held by custodians for GDRs and ADRs									
	GRAND TOTAL (A+B+C)	**20504734**	**50769**	**20555503**	**100.00**	**20508894**	**46609**	**20555503**	**100.00**	**0.00**

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1	Ashok P Hinduja (31600 shares) & Ashok Parmanand Hinduja Jtly Harsha Ashok Hinduja (45313)	76913	0.37	0.00	76913	0.37	0.00	0.00
2	Harsha Ashok Hinduja (16695 shares) & Harsha Ashok Hinduja Jtly Ashok Parmanand Hinduja (472498 shares)	489193	2.38	0.00	489193	2.38	0.00	0.00
3	Vinoo Srichand Hinduja	61065	0.30	0.00	61065	0.30	0.00	0.00
4	Ambika Ashok Hinduja	177242	0.86	0.00	177242	0.86	0.00	0.00
5	Shom Ashok Hinduja	140007	0.68	0.00	140007	0.68	0.00	0.00
6	Shanoo S. Mukhi	955	0.00	0.00	955	0.00	0.00	0.00
7	A P Hinduja, Karta of A.P Hinduja (HUF)	54327	0.26	0.00	54327	0.26	0.00	0.00
8	Ashok Parmanand Hinduja, Karta of S. P. Hinduja (HUF Bigger)	532483	2.59	0.00	532483	2.59	0.00	0.00
9	Hinduja Group Limited	5637449	27.43	0.00	5637449	27.43	0.00	0.00
10	Hinduja Group Limited jointly with Hinduja Realty Ventures Limited (as the Demat Account holder & Partners of Aasia Exports)	3053123	14.85	0.00	2913123	14.17	0.00	-0.68
11	Aasia Corporation LLP	1400879	6.82	0.00	1400879	6.82	0.00	0.00
12	Hinduja Properties Limited	172843	0.84	0.00	212843	1.04	0.00	0.19
13	Hinduja Finance Limited	0	0.00	0.00	100000	0.49	0.00	0.49
14	Amas Mauritius Limited	2761427	13.43	0.00	2761427	13.43	0.00	0.00
	Total	**14557906**	**70.82**	**0.00**	**14557906**	**70.82**	**0.00**	**0.00**

(iii) Change in Promoters Shareholding:

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	**Ashok P Hinduja (31600 shares) & Ashok Parmanand Hinduja jointly with Harsha Ashok Hinduja (45313)**					
	At the beginning of the year	76913	0.37	76913	0.37	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-	No Change
	At the End of the year	0	0.00	76913	0.37	
2	**Harsha Ashok Hinduja (16695 shares) & Harsha Ashok Hinduja jointly with Ashok Parmanand Hinduja (472498 shares)**					
	At the beginning of the year	489193	2.38	489193	2.38	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-	No Change
	At the End of the year	0	0.00	489193	2.38	
3	**Vinoo Srichand Hinduja**					
	At the beginning of the year	61065	0.30	61065	0.30	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year	0	0.00	61065	0.30	
4	**Ambika Ashok Hinduja**					
	At the beginning of the year	177242	0.86	177242	0.86	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year	0	0.00	177242	0.86	
5	**Shom Ashok Hinduja**					
	At the beginning of the year	140007	0.68	140007	0.68	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	No Change
	At the End of the year	0	0.00	140007	0.68	

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
6	**Shanoo S Mukhi**					
	Shanoo S Mukhi	955	0.00	955	0.00	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-	No Change
	At the End of the year	0	0.00	955	0.00	
7	**A P Hinduja, Karta of A.P. Hinduja (HUF)**					
	At the beginning of the year	54327	0.26	54327	0.26	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-	No Change
	At the End of the year	0	0.00	54327	0.26	
8	**Ashok P. Hinduja, Karta of S.P. Hinduja (HUF Bigger)**					
	At the beginning of the year	532483	2.59	532483	2.59	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				-	No Change
	At the End of the year	0	0.00	532483	2.59	
9	**Hinduja Group Limited**					
	At the beginning of the year	5637449	27.43	5637449	27.43	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				-	No Change
	At the End of the year	0	0.00	5637449	27.43	
10	**Hinduja Group Limited Jointly Hinduja Realty Ventures Limited (as the Demat Account Holder and Partners of Aasia Exports)**					
	At the beginning of the year	3053123	14.85	3053123	14.85	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)					
	05-10-2018	(40000)	-0.19	(40000)	-0.19	Sale
	12-10-2018	(100000)	-0.49	(100000)	-0.49	Sale
	At the End of the year	0	0.00	2913123	14.17	

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
11	**Aasia Corporation LLP**					
	At the beginning of the year	1400879	6.82	1400879	6.82	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-	No Change
	At the End of the year	0	0.00	1400879	6.82	
12	**Hinduja Properties Limited**					
	At the beginning of the year	172843	0.84	172843	0.84	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) 05/10/2018	40000	0.20	40000	0.20	Purchase
	At the End of the year	0	0.00	212843	1.04	
13	**Hinduja Finance Limited**					
	At the beginning of the year	0	0.00	0	0.00	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) 12-10-2018	100000	0.49	100000	0.49	Purchase
	At the End of the year	0	0.00	100000	0.49	
14	**Amas Mauritius Limited**					
	At the beginning of the year	2761427	13.43	2761427	13.43	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-	No Change
	At the End of the year	0	0.00	2761427	13.43	

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1	**BRIDGE INDIA FUND**					
	At the beginning of the year	874147	4.25	874147	4.25	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-	No Change
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	874147	4.25	
2	**DILIPKUMAR LAKHI**					
	At the beginning of the year	627659	3.05	627659	3.05	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	28-09-2018	-143881	0.70	483778	2.35	Sale
	15-02-2019	6793	0.04	490571	2.39	Purchase
	22-02-2019	13934	0.06	504505	2.45	Purchase
	15-03-2019	4089	0.02	508584	2.47	Purchase
	22-03-2019	10503	0.06	519097	2.53	Purchase
	29-03-2019	691	0.00	519788	2.53	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	519788	2.53	
3	**RANGA PRASAD N**					
	At the beginning of the year	505074	2.46	505074	2.46	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	06-04-2018	116	0.00	505190	2.46	Purchase
	05-10-2018	363	0.00	505553	2.46	Purchase
	07-12-2018	151	0.00	505704	2.46	Purchase
	14-12-2018	29	0.00	505733	2.46	Purchase
	18-01-2019	5	0.00	505738	2.46	Purchase
	15-02-2019	1155	0.01	506893	2.47	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	506893	2.47	

Sr. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
4	**RANGA PRASAD NUTHAKKI**					
	At the beginning of the year	496337	2.41	496337	2.41	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	14-12-2018	3	0.00	496340	2.41	Purchase
	15-02-2019	386	0.01	496726	2.42	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	496726	2.42	
5	**RELIANCE VALUE SERVICES PRIVATE LIMITED**					
	At the beginning of the year	350000	1.70	350000	1.70	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	13-04-2018	25000	0.12	375000	1.82	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	350000	1.70	
6	**VALLABH REALTORS PRIVATE LIMITED**					
	At the beginning of the year	205600	1.00	205600	1.00	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-	No Change
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	205600	1.00	
7	**ELARA INDIA OPPORTUNITIES FUND LIMITED**					
	At the beginning of the year	0	0.00	0	0.00	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) 28.09.2018	200000	0.97	200000	0.97	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	200000	0.97	

Sr. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Reason
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
8	**BHAVESH DHIRESHBHAI SHAH**					
	At the beginning of the year	176183	0.86	176183	0.86	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	01-06-2018	-9654	-0.05	166529	0.81	Sale
	29-03-2019	10045	0.05	176574	0.86	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	176574	0.86	
9	**MANISH LAKHI**					
	At the beginning of the year	175232	0.85	175232	0.85	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): 28-09-2018	-100000	0.48	75232	0.37	Sale
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	75232	0.37	
10	**RITESH GIRDHARILAL LAKHI**					
	At the beginning of the year	175000	0.85	175000	0.85	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) 28-09-2018	-100000	0.49	75000	0.36	No Change
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	75000	0.36	

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Ashok P. Hinduja				
	At the beginning of the year	76,913	0.37	76,913	0.37
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	0	0.00	76,913	0.37
2	Prashant Asher				
	At the beginning of the year	125	0.00	125.00	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	0	0.00	125	0.00
3	Ashok Mansukhani				
	At the beginning of the year	500	0.00	500	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	0	0.00	500	0.00

Note: None of the Directors and Key Managerial Personnel hold any shares in the Company except mentioned above.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6,590,000,000			6,590,000,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	140,995,638	-	-	140,995,638
Total (i+ii+iii)	6,730,995,638	-	-	6,730,995,638
Change in Indebtedness during the financial year				
Addition				
• Addition	-	-	-	-
• Reduction	1,077,645,000	-	-	1,077,645,000
Net Change	(1,077,645,000)	-	-	(1,077,645,000)
Indebtedness at the end of the financial year				
i) Principal Amount	5,512,355,000	-	-	5,512,355,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	100,761,215	-	-	100,761,215
Total (i+ii+iii)	**5,613,116,215**	**-**	**-**	**5,613,116,215**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Ashok Mansukhani (Managing Director)	Total
1.	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	13,201,900	13,201,900
	(b) Value of perquisite u/s 17(2) of the Income-tax Act, 1961	208,633	208,633
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission	Nil	Nil
	- As % of profit	Nil	Nil
	- Others, specify	Nil	Nil
5.	Other	Nil	Nil
	Total (A)	**13,410,533**	**13,410,533**
	Ceiling as per the Act		1,20,30,000

B. Remuneration to other directors:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Anil Harish	Rajendra P. Chitale	Prashant Asher	Bhumika Batra	
1	Independent Directors					
	Fee for attending board meetings	400,000	400,000	400,000	400,000	1,600,000
	Commission	Nil	Nil	Nil	Nil	0
	Others	Nil	Nil	Nil	Nil	0
	Audit Committee	400,000	400,000	Nil	Nil	800,000
	Nomination and Remuneration Committee	50,000	50,000	50,000	Nil	150,000
	CSR Committee	Nil	Nil	Nil	Nil	0
	Separate Meeting of Independent Directors	50,000	50,000	50,000	50,000	200,000
	Stakeholders Relationship Committee	Nil	Nil	100,000	100,000	200,000
	Total (1)	**900,000**	**900,000**	**600,000**	**550,000**	**2,950,000**

Sr. No.	Particulars of Remuneration	Ashok P. Hinduja	Sudhanshu Tripathi	Total Amount
2.	**Other Non-Executive Directors**			
	Fee for attending board meetings	200,000	400,000	600,000
	Commission	Nil	Nil	0
	Others	Nil	Nil	0
	Audit Committee	Nil	400,000	400,000
	Nomination and Remuneration Committee	Nil	50,000	50,000
	CSR Committee	Nil	Nil	0
	Separate Meeting of Independent Directors	Nil	Nil	0
	Stakeholders Relationship Committee	Nil	Nil	0
	Total (2)	**2,00,000**	**850,000**	**1,050,000**
	Total (B) = (1+2)			**40,00,000**
	Total Managerial Remuneration (A+B)			**17,410,533**
	Overall Ceiling as per the Act	Sitting Fees paid is within the limits specified under the Companies Act, 2013		

C. Remuneration to Key Managerial Personnel other than Managing Director, Whole-Time Directors and/or Manager:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Amar Chintopanth (CFO)	Hasmukh Shah (Company Secretary)	
1.	Gross Salary			
a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Nil	2,890,000	2,890,000
b)	Value of perquisite u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil
c)	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission			
	- as % of profit	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil
5.	Others	Nil	Nil	Nil
	Total	Nil	2,890,000	2,890,000
	Ceiling as per the Act	Not Applicable		

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019

[Pursuant to section 204(l) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 20l4]

To,
The Members,
HINDUJA VENTURES LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HINDUJA VENTURES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the **HINDUJA VENTURES LIMITED'S** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **HINDUJA VENTURES LIMITED** for the financial year ended 31st March, 2019 according to the provisions of:

(1) The Companies Act, 2013 (the Act) and the rules made thereunder;

(2) Foreign Exchange Management Act, 1999 ('FEMA') and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(3) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(4) The Depositories Act, 1996 and the Regulations and Bye- Laws framed there under;

(5) The laws prescribed under the Securities and Exchange Board of India Act, 1992 to the extent applicable:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable)**;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable)**;

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(6) Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say :

   (a) The Securities and Exchange Board of India (Stock Brokers and Sub-brokers) Regulations, 1992;

   (b) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008;

   (c) Other laws to the extent applicable to the Company as per the representations made by the Company.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued pursuant to Section 118(10) of the Act, by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Proper notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meeting duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

1. An Ordinary Resolution was passed at Thirty Third Annual General Meeting held on 24th September, 2018, by the Members of Company for the appointment and payment of remuneration to Mr. Ashok Mansukhani as Managaing Director of the Company.

Rupal Dhiren Jhaveri
FCS No: 5441
Certificate of Practice No: 4225

Place : Mumbai

Date : 4th May, 2019

(*This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.)*

To,
The Members,
HINDUJA VENTURES LIMITED

My report of even date is to be read along with this letter.

'Annexure A'

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Rupal Dhiren Jhaveri
FCS No: 5441
Certificate of Practice No: 4225

Place : Mumbai
Date : 4th May, 2019

ANNUAL CORPORATE SOCIAL RESPONSIBILITY ("CSR") REPORT

1	A brief outline of the Company's CSR Policy, including overview of the project or programs proposed to be undertaken and a reference to the web link to the CSR Policy and projects of the programs	Hinduja Ventures Limited (HVL) allocates at least 2% of its average Net Profits made during the three immediately preceding financial years for the planning and implementation of CSR. All the CSR initiatives are approved by the Committee and the same are reviewed periodically. Taking note of the importance of synergy and interdependence at various levels, HVL would adopt a strategy for working directly or in partnership, wherever appropriate. • Priority to be given to Rural Development and Education. However, certain programs might be expanded beyond this purview and upscaled. • All the CSR spend would be formulated based on need assessment using different quantitative and qualitative methods. • All the interventions would be adopted based on concurrent evaluation and knowledge management through process documentation. • Social Mobilization, advocacy at various levels, and/or appropriate policy changes would form part of the interventions in each sector. The Company has framed a CSR policy in compliance with the provision of Section 135 of the Companies Act, 2013 and the same is placed on Company's website and the web link for the same is *http://www.hindujaventures.com/inv/pdf/csr-policy-draft-final1.pdf.*
2	The Composition of CSR committee	1. Mr. Anil Harish – (Chairman) (Independent Director) 2. Mr. Prashant Asher – (Independent Director) 3. Mr. Ashok Mansukhani – (Managing Director)
3	Average Net profit of the Company for last three financial years	₹ 10,205.17 Lakhs
4	CSR expenditure (2% of the amount as in item no. 3)	₹ 204.10 Lakhs
5	Details of CSR spend during the year:	
	a) Total amount spend during the financial year.	₹ 204.10 Lakhs
	b) Amount un-spent, if any	Nil
	c) Manner in which the amount spent during the financial year	The Company has paid to Hinduja Foundation (HF) towards Rural Development and Rural Educational Programme in the Jawahar Taluka, Palghar District, Maharashtra. The details are given overleaf.

Manner in which the amount spend during the financial year:

Sr. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1.	Rural development and Rural Educational Programme in the Jawahar Taluka, Palghar District, Maharashtra	Promoting Education and Rural Development (Covered under clause no. (ii) and (x) respectively of Schedule VII of the Companies Act, 2013)	Jawahar Taluka, Palghar District, Maharashtra	₹ 204.10 Lakhs	₹ 204.10 Lakhs	₹ 204.10 Lakhs	Implementing Agency- Hinduja Foundation

6. The Company has spent the prescribed amount towards CSR Activities.

7. Responsibility Statement:

   The Implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

Place : Mumbai
Date : August 12, 2019

Anil Harish
Chairman, CSR Committee

Ashok Mansukhani
Managing Director

Annexure “I” to the Board’s Report

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. **The percentage increase / (decrease) in remuneration of each Director, Chief Financial Officer (CFO) and Company Secretary (CS) during the financial year 2018-2019 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-2019 are as under:**

Sr. No.	Name of the ^Director / Key Managerial Person (KMP) and Designation	Remuneration of Director /KMP for the financial year 2018-19 (₹ in lakhs)	% increase/ (decrease) in remuneration in the financial year 2018-19	Ratio of remuneration of each Directorto median remuneration of employees
1.	Ashok Mansukhani (Managing Director)	134.10	(16.79)	19.35
2.	Amar Chintopanth (CFO)	-	-	Not Applicable
3.	Hasmukh Shah (CS)	30.10	-	Not Applicable

^excludes Directors not drawing any remuneration apart from sitting fees.

2. The median remuneration of the employees of the Company during the financial year was ₹ 6.93 Lakhs.

3. **The percentage increase in the median remuneration of employees in the financial year.**

   In the financial year, the median remuneration of employees in comparison to the previous year increased by 6.94%.

4. **The number of permanent employees on the roll of the Company.**

   There were 12 permanent employees on the rolls of the Company as on March 31, 2019.

5. Average percentile increase made in the salaries of employees other than the managerial personnel in the financial year 2018-2019 was 0.57% and there is no increase in the managerial remuneration for the same financial year.

6. **Affirmation that the remuneration is as per the remuneration policy of the Company.**

   It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

   Particulars of employees as required under Section 197(12) of Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure “J” to this Report.

Annexure "J" to the Board's Report

Particulars of employees as required under Section 197(12) of Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

A. Particulars of employees drawing salary of ₹ 102 Lakhs or above per annum as required under Section 197(12) of Companies Act, 2013 read with Rule 5(2) (i) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Name	Age	Designation	Gross Remuneration (₹ In Lakhs)	Nature of Employment	Qualifications	Total Experience	Date of Commencement of employment	Last employment held, Designation-period for which post held
Ashok Mansukhani	68	Managing Director	134.10	Contractual	MA, LLB	48	April 30, 2012	Management Consultant for period of 4 years

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 contribution 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 employee mentioned above is not a relative of any director of the Company.

B. Particulars of the employees employed for a part of a year drawing salary of not less than ₹ 8.50 Lakhs per month in aggregate.

Name	Age	Designation	Gross Remuneration (₹ In Lakhs)	Nature of Employment	Qualifications	Total Experience	Date of Commencement of employment	Last employment held, Designation-period for which post held
NIL								

C. Particulars of the employee employed throughout the year or a part of the year who was in receipt of remuneration which is in excess of that drawn by the Managing Director and who holds himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

Name	Age	Designation	Gross Remuneration (₹ In Lakhs)	Nature of Employment	Qualifications	Total Experience	Date of Commencement of employment	Last employment held, Designation-period for which post held
NIL								

For and on behalf of the Board of Directors

Ashok P. Hinduja
Chairman

Place : Mumbai
Date : August 12, 2019

Financial Statements

Independent Auditor's Report

To the Members of Hinduja Ventures Limited

Report on the Audit of Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Hinduja Ventures Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, and based on the matter referred to in the Other Matter section below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and based on the matter referred to in the Other Matter section below is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
A) <u>Lease income from lease of optic fibre cable infrastructure</u> The Company during previous year purchased the underground optic fibre cable (the assets) from one of its erstwhile subsidiary and has leased the same to a group company for a specified period for a fixed fee. The Company has presently classified the lease income as operating lease based on the terms of lease agreement with the lessor. This is key audit matter due to; • significant revenue from operations is from the above lease contract with a single party. • judgement is involved in classifying the lease as an operating lease or finance lease considering the terms of agreement. • the contract being unique could include significant contractual obligation that require recognition and/or disclosures in the financial statements. Please also see the disclosures regarding leasing commitments in Note 31 to the Standalone Financial Statements	**<u>Principal Audit Procedures</u>** Our audit approach comprised the following: • Verify the certificate of registration as Infrastructure Provider - Category 1 received by Company from the Department of Telecommunication, Ministry of Communications to ensure that the Company is permitted to lease optic fibre cable infrastructure. • Evaluating the design and implementation of the Company's process for entering in lease contracts, fulfilment of the contractual obligations, if any, and revenue recognition. • Assess the lease agreement between the lessee and the Company and evaluate the terms of agreement interalia, lease period, consideration, obligation of the parties, the restrictions on use of assets, if any, and transfer of risks and rewards at end of lease period from a lease classification perspective.

B) Fair Valuation of Investment in subsidiary carried at cost	**Principal Audit Procedures**
The Company holds investment in a subsidiary company with a carrying value at cost amounting to ₹135,729.56 lakh as at March 31, 2019. The Company annually assesses the fair value of the investment in subsidiary company through an independent valuer. The fair value is based under the discounted cash flows method. Due to inherent uncertainty, assumptions and jugdement involved in forecasting and discounting the future cash flows and determination of discount rates these are considered the key judgement areas for our audit. The discounted cash flows are based on the net present value of the future cash flows to be generated by the subsidiary company. This is calculated using available empirical market data, budgets to determine the forecasts of revenue and expenses and assumptions around discount rates, growth rates and cash flow forecasts. Please also see Note 6 to the Standalone Financial Statements	We focussed our substantive testing procedures towards the fair valuation of the investment in subsidiary company. Our audit procedures comprise: • Discussions with management regarding the operations and nature of business of the subsidiary company. • Understand the management's process in selecting the external valuers with the appropriate knowledge and experience and how the valuation reports are used in determining the fair values for accounting purpose. • Assess and evaluate the competence, capabilities and objectivity of management's independent valuer, discuss the scope of his work with management and review his terms of engagement to determine that there were no matters imposing scope limitations upon him. • Analysis of historical financial statement and the basis of the estimates of future cash flows for the budgeted period based on our understanding of the current business scenario and past experience. • Compare the revenue growth rates and operating margins, against historical performance to test the reasonableness of management's projections. • Evaluate whether the discounted cash flow model used by management to calculate the value in use of the subsidiary company are reasonable as compared to market approach of other entities within the sector. Involve our internal fair valuation experts to challenge the management's underlying assumptions, the appropriateness of the valuation methodologies used and the reasonableness of the valuation.

Information Other than the Financial Statements and Auditor's Report Thereon

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Chairman's Message, Financial Highlights, Board's Report and Management Discussion and Analysis Report but does not include the standalone financial statements and our auditor's report thereon. The Chairman's Message, Financial Highlights, Board's Report and Management Discussion and Analysis Report is expected to be made available to us after the date of this auditor's report.

6. Our opinion on the standalone financial statements does not cover the other information and will not express any form of assurance conclusion thereon.

7. In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

8. When we read the Chairman's Statement, Financial Highlights, Board's Report and Management Discussion and Analysis Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Management's Responsibility for the Standalone Financial Statements

9. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

10. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

11. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

12. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

13. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

14. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
    - Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
    - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

15. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

16. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

17. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

18. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

19. The comparative financial information of the Company for the year ended March 31, 2018 and the related transition date opening balance sheet as at April 01, 2017 included in these Ind AS standalone financial statements, have been prepared after adjusting previously issued standalone financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended), to comply with Ind AS. The previously issued standalone financial statements were audited by us whose reports for the years ended March 31, 2018 and March 31, 2017 dated May 07, 2018 (August 03, 2018) and May 12, 2017 respectively expressed an modified opinion on those standalone financial statements. The adjustments made to those previously issued standalone financial statements to comply with Ind AS have been audited by us.

    Our opinion on the standalone financial statements is not modified in respect of the above matter on the comparative financial information.

Report on Other Legal and Regulatory Requirements

20. As required by Section 143 (3) of the Act, based on our audit and on the consideration of matter referred to in the Other Matter section above we report that:

    a) We have sought and 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 it appears from our examination of those books.

    c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS prescribed under section 133 of the Act.

    e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

    g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in excess of the limits laid down under section 197 of the Act. Details of remuneration paid in excess of the limit laid down under this section are as given below:

Period	Number of managerial personnel	Amount of Excess remuneration	Treatment in Standalone financial statement
April 01, 2018 to March 31, 2019	One	₹ 13.81 lakh	The approval of the shareholders for the excess amount would be sought at the ensuing general meeting through a special resolution and hence no adjustment is required in standalone financial statements for the year ended March 31, 2019

    h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 33(A) to the standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

21. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm’s Registration No. 117366W/W-100018)

Kalpesh J. Mehta
Partner
(Membership No. 48791)

Place : Mumbai,
Date : May 9, 2019

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 20(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date on the standalone accounts of Hinduja Ventures Limited for the year ended March 31, 2019)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

1. We have audited the internal financial controls over financial reporting of Hinduja Ventures Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial

reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Kalpesh J. Mehta
Partner
(Membership No. 48791)

Place : Mumbai,
Date : May 9, 2019

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 21 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the standalone accounts of Hinduja Ventures Limited for the year ended March 31, 2019)

(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) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner (once in three years), which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

c) The Company does not have any immovable properties classified as fixed assets, and hence reporting under clause (i)(c) of the Order is not applicable.

(ii) In our opinion and according to the information and explanations given to us, having regard to the nature of inventory (Real estate-Land), the physical verification of title deeds and site visits by the Management are at reasonable intervals and no material discrepancies were noticed on physical verification (Refer Note 32 to the standalone financial statements).

(iii) According to the information and explanations given to us, the Company has granted unsecured loan to a Company covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:

a) The terms and conditions of the grant of such loan are, in our opinion, prima facie, not prejudicial to the Company's interest.

b) The schedule of payment of interest has been stipulated and receipts of interest have been regular as per stipulations. As regards the principal amount, it is repayable on demand;

c) In view of what is stated in item (b) above, the question of commenting on overdue amounts in respect of principal amount of loan given and recovery of interest thereon does not arise.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, are not applicable to the company.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013 in respect of Telecommunication activity. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, 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.

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

a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, Wealth Tax, Custom 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, Employees' State Insurance, Income-tax, Goods and Services Tax, Wealth Tax, Custom duty, Excise duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

c) There are no dues of Goods and Services Tax, Custom duty, Excise duty, and Cess which have not been deposited on account of any dispute. Details of dues towards Income tax, which have not been deposited as on March 31, 2019 on account of dispute are given below:

Annexure "B" to the Independent Auditor's Report

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (₹ in Lakh)	Amount unpaid (₹ in Lakh)
The Income Tax Act, 1961	Income tax	High Court of Judicature at Bombay	Assessment Years 1994-1995, 1995-1996, 1996 -1997 2000-2001	434.61	200.35
		Commissioner of Income Tax (Appeals)	Assessment Year 2014-15, 2015-16, 2016-17	8,384.63	3,897.46
		Assessing Officer (A.O.)	Assessment Years 2008-2009 and 2009-2010	3,182.55	42.88
			Total	**11,900.79**	**4,140.69**

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans taken from bank and financial institutions. The Company has not taken loans or borrowings from government or has not issued any debentures.

(ix) In our opinion and according to the information and explanations given to us, money raised by way of term loans have been applied by the Company during the year for the purposes for which they were raised. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments).

(x) 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 by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in excess of the limits and approvals prescribed under section 197 read with Schedule V to the Companies Act, 2013 to the following managerial personnel:

Managerial Position	Excess amount of remuneration paid / provided (₹)	Financial year ending	Treatment of the excess remuneration in the respective year financial statements	Steps taken by the Company for securing refund
Managing Director	13.81 lakh	2018-2019	The approval of the shareholders for the excess amount would be sought at the ensuing general meeting through a special resolution and hence no adjustment is required in standalone financial statements for the year ended March 31, 2019	The approval of the shareholders for the excess amount would be sought at the ensuing general meeting through a special resolution

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (Refer Note 44 to the standalone financial statements).

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Kalpesh J. Mehta
Partner
(Membership No. 48791)

Place : Mumbai,
Date : May 9, 2019

Balance Sheet
as at March 31, 2019

(₹ in Lakh)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
ASSETS				
1) Financial Assets				
a) Cash and cash equivalents	2	**476.13**	389.53	1,351.22
b) Other bank balances	3	**30.16**	361.79	74.27
c) Trade receivables	4	**361.68**	604.99	318.65
d) Loans	5	**-**	18,670.25	-
e) Investments	6	**243,164.37**	256,925.20	235,571.54
f) Other financial assets	7	**70.29**	135.07	65.20
Total		**244,102.63**	277,086.83	237,380.88
2) Non-financial Assets				
a) Inventory	8	**3,719.32**	3,719.32	3,719.32
b) Current tax assets (net)	9A	**400.11**	546.96	470.25
c) Property, plant and equipment	10A	**22,349.33**	23,738.38	1,171.36
d) Other intangible assets	10B	**0.24**	0.94	1.65
e) Other non-financial assets	11	**3,733.30**	4,138.03	23.27
Total		**30,202.30**	32,143.63	5,385.85
Total Assets		**274,304.93**	309,230.46	242,766.73
LIABILITIES AND EQUITY				
LIABILITIES				
1) Financial Liabilities				
a) Payables	12			
Trade payables				
i) total outstanding dues of micro enterprises and small enterprises		**–**	–	–
ii) total outstanding dues of creditors other than micro enterprises and small enterprises		**152.56**	132.53	2,813.38
Total		**152.56**	132.53	2,813.38
b) Borrowings (other than debt securities)	13	**55,073.30**	74,481.67	42,774.36
c) Other financial liabilities	14	**7,924.24**	9,500.80	887.15
Total		**63,150.10**	84,115.00	46,474.89
2) Non-financial Liabilities				
a) Provisions	15	**98.83**	87.96	62.26
b) Deferred tax liabilities (net)	9B	**14,073.36**	21,200.79	14,835.13
c) Other non-financial liabilities	16	**124.44**	314.72	104.18
Total		**14,296.63**	21,603.47	15,001.57
3) EQUITY				
a) Equity share capital	17	**2,055.55**	2,055.55	2,055.55
b) Other equity	18	**194,802.65**	201,456.44	179,234.72
Total		**196,858.20**	203,511.99	181,290.27
Total Liabilities and Equity		**274,304.93**	309,230.46	242,766.73

Significant Accounting Policies	1
See accompanying notes to the Standalone Financial Statements	2-50

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Kalpesh J. Mehta
Partner
Membership No. 48791

Place : Mumbai
Date : May 9, 2019

For and on behalf of the Board of Directors

Anil Harish
Director
DIN 00001685

Ashok Mansukhani
Managing Director
DIN 00143001

Hasmukh Shah
Company Secretary
FCS No. 2029

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : May 9, 2019

Statement of Profit and Loss
for the year ended March 31, 2019

(₹ in Lakh)

	Particulars	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
1	**Income**			
a)	**Revenue from operations**			
	i) Interest income	19	**566.41**	948.37
	ii) Dividend income		**551.46**	501.67
	iii) Lease income - optic fibre cable	31	**3,416.42**	563.56
	iv) Sub-broking income		**9.27**	25.29
	v) Net gain on fair value changes	20	**–**	21,854.96
	vi) Sale of products	21	**–**	1,394.50
	Total Revenue from operations		**4,543.56**	25,288.35
b)	Other income	22	**155.13**	67.53
	Total Income		**4,698.69**	25,355.88
2	**Expenses**			
	i) Finance costs	23	**6,468.20**	5,072.67
	ii) Net loss on fair value changes	20	**2,531.53**	–
	iii) Changes in inventory	24	**–**	–
	iv) Purchases of stock-in-trade		**–**	1,378.92
	v) Employee benefits expense	25	**362.18**	406.11
	vi) Depreciation and amortisation expense	26	**1,395.56**	438.88
	vii) Other expenses	27	**1,105.53**	1,379.46
	Total Expenses		**11,863.00**	8,676.04
3	**Profit / (Loss) before tax (1-2)**		**(7,164.31)**	16,679.84
4	**Tax Expense:**	28		
	- Current Tax		**8,225.95**	4,858.00
	- Deferred Tax / (Reversal)		**(10,728.17)**	2,032.01
	- Short provision for tax relating to prior years		**57.69**	181.53
	- MAT credit entitlement of earlier years		**–**	(97.17)
	Total tax expenses		**(2,444.53)**	6,974.37
5	**Net Profit / (Loss) after tax for the year (3-4)**		**(4,719.78)**	9,705.47
6	**Other Comprehensive Income**			
	i) Items that will not be reclassified to profit or loss			
	- Fair value of equity instruments through other comprehensive income		**2,073.86**	19,699.04
	- Re-measurement of defined benefit plans		**(3.60)**	(8.45)
	- Income tax on above	28	**332.35**	(2,844.82)
	Total Other Comprehensive Income for the year		**2,402.61**	16,845.77
7	**Total Comprehensive Income for the year (5+6)**		**(2,317.17)**	26,551.24
8	**Earnings per equity share**	29		
	Basic (₹)		**(22.96)**	47.22
	Diluted (₹)		**(22.96)**	47.22

Significant Accounting Policies	1
See accompanying notes to the Standalone Financial Statements	2-50

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Kalpesh J. Mehta
Partner
Membership No. 48791

Place : Mumbai
Date : May 9, 2019

For and on behalf of the Board of Directors

Anil Harish
Director
DIN 00001685

Ashok Mansukhani
Managing Director
DIN 00143001

Hasmukh Shah
Company Secretary
FCS No. 2029

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : May 9, 2019

Statement of Cash Flow

for the year ended March 31, 2019

(₹ in Lakh)

Particulars		Year ended March 31, 2019		Year ended March 31, 2018
A Cash Flow from Operating Activities				
Profit / (Loss) before tax		**(7,164.31)**		16,679.84
Adjustments for:				
Depreciation and amortisation expense	**1,395.56**		438.88	
Net (gain) / loss on fair value changes	**2,531.53**		(21,854.96)	
Finance costs	**6,468.20**		5,072.67	
Interest income	**(566.41)**		(948.37)	
Dividend income	**(551.46)**		(501.67)	
Loss on sale of assets	**(0.25)**		-	
		9,277.17		(17,793.45)
Operating Profit / (Loss) before working capital changes		**2,112.86**		(1,113.61)
Changes in working capital:				
Decrease / (Increase) in other bank balances	**331.63**		(287.52)	
Decrease / (Increase) in trade receivables	**243.31**		(286.34)	
Decrease / (Increase) in other financial assets	**26.15**		(33.36)	
Decrease / (Increase) in other non-financial assets	**404.73**		(4,114.76)	
Increase / (Decrease) in trade payables	**20.03**		(2,680.85)	
Increase in provisions	**7.27**		17.25	
Increase in deferred tax and MAT credit	**3,933.09**		1,586.00	
Increase in other financial liabilities	**2,276.01**		4,513.89	
(Decrease) / Increase in other non-financial liabilities	**(190.28)**		210.54	
		7,051.94		(1,075.15)
Cash generated from / (used in) operations		**9,164.80**		(2,188.76)
Taxes paid (net of refunds)		**(8,136.77)**		(5,116.23)
Net Cash generated from / (used in) Operating Activities (A)		**1,028.03**		(7,304.99)
B Cash Flow from Investing Activities				
Interest income received	**605.04**		911.86	
Dividend income received	**551.46**		501.67	
Payment towards purchase of property, plant and equipment	**(6.34)**		(19,507.45)	
Payment towards capital expenditure	**(3,497.74)**		-	
Proceeds from sale of property, plant and equipment	**0.78**		-	
Payment for purchase of investments	**(47,046.42)**		(4,515.05)	
Proceeds from sale of investments	**60,349.56**		24,660.73	
		10,956.34		2,051.76
Net Cash generated from Investing Activities (B)		**10,956.34**		2,051.76

Statement of Cash Flow
for the year ended March 31, 2019

(₹ in Lakh)

Particulars		Year ended March 31, 2019		Year ended March 31, 2018	
C Cash Flow from Financing Activities					
Receipt of loans given / (loans given)		**18,670.25**		(18,670.25)	
Proceeds from borrowings taken		**22,614.01**		55,939.99	
Repayment of borrowings taken		**(42,090.45)**		(23,763.60)	
Interest paid		**(6,752.23)**		(4,881.14)	
Dividend paid (including unclaimed)		**(3,599.94)**		(3,601.15)	
Dividend distribution tax paid		**(739.41)**		(732.31)	
			(11,897.77)		4,291.54
Net Cash (used in) / generated from Financing Activities	**(C)**		**(11,897.77)**		4,291.54
Net increase / (decrease) in Cash and Cash Equivalents	**(A+B+C)**		**86.60**		(961.69)
Cash and cash equivalents at the beginning of the year			**389.53**		1,351.22
Cash and cash equivalents at the end of the year			**476.13**		389.53
Cash and cash equivalents comprises of:					
Cash on hand			**0.29**		0.47
Balance with banks					
- Current accounts			**475.84**		389.06
Total			**476.13**		389.53

Notes:

1. The above cash flow statement has been prepared under the “Indirect Method” as set out in Ind AS 7 on Statement of Cash Flows.
2. Previous year’s figures have been regrouped / rearranged wherever necessary, to confirm to figures of the current year.

Significant Accounting Policies	1
See acompanying notes to the Standalone Financial Statements	2-50

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm’s Registration No. 117366W/W-100018

Kalpesh J. Mehta
Partner
Membership No. 48791

Place : Mumbai
Date : May 9, 2019

For and on behalf of the Board of Directors

Anil Harish
Director
DIN 00001685

Ashok Mansukhani
Managing Director
DIN 00143001

Hasmukh Shah
Company Secretary
FCS No. 2029

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : May 9, 2019

Statement of Changes in Equity

for the year ended March 31, 2019

(A) Equity share capital

(₹ in Lakh)

Particulars	Amount
Balance as at April 01, 2017	**2,055.55**
Changes in equity share capital during the year	-
Balance as at March 31, 2018	**2,055.55**
Changes in equity share capital during the year	-
Balance as at March 31, 2019	**2,055.55**

(B) Other equity

(₹ in Lakh)

Particulars	Reserve and surplus				Items of other comprehensive income	Total equity attributable to equity holders
	Capital reserve	Securities premium	General reserve	Retained earnings	Equity instrument through other comprehensive income	
Balance as at April 01, 2017	**6,929.99**	**670.58**	**24,755.54**	**100,120.59**	**46,758.02**	**179,234.72**
Add: Profit for the year ended March 31, 2018	-	-	-	9,705.47	-	**9,705.47**
Less: Final dividend paid	-	-	-	(3,597.21)	-	**(3,597.21)**
Less: Dividend distribution tax	-	-	-	(732.31)	-	**(732.31)**
Add: Impact of fair valuation on investment stock	-	-	-	-	19,699.04	**19,699.04**
Add : Remeasurement loss on defined benefit obligations	-	-	-	(8.45)	-	**(8.45)**
Less: Income tax on above	-	-	-	2.95	(2,847.77)	**(2,844.82)**
Balance as at April 01, 2018	**6,929.99**	**670.58**	**24,755.54**	**105,491.04**	**63,609.29**	**201,456.44**
Add: Loss for the year ended March 31, 2019	-	-	-	(4,719.78)	-	**(4,719.78)**
Less: Final dividend paid	-	-	-	(3,597.21)	-	**(3,597.21)**
Less: Dividend distribution tax	-	-	-	(739.41)	-	**(739.41)**
Add: Impact of fair valuation on investment stock	-	-	-	-	2,073.86	**2,073.86**
Add : Remeasurement loss on defined benefit obligations	-	-	-	(3.60)	-	**(3.60)**
Less: Income tax on above	-	-	-	1.26	331.09	**332.35**
Balance as at March 31, 2019	**6,929.99**	**670.58**	**24,755.54**	**96,432.30**	**66,014.24**	**194,802.65**

Significant Accounting Policies 1

See acompanying notes to the Standalone Financial Statements 2-50

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Kalpesh J. Mehta
Partner
Membership No. 48791

Place : Mumbai
Date : May 9, 2019

For and on behalf of the Board of Directors

Anil Harish
Director
DIN 00001685

Ashok Mansukhani
Managing Director
DIN 00143001

Hasmukh Shah
Company Secretary
FCS No. 2029

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : May 9, 2019

1 Significant Accounting Policies

1A. General information

Company Background

Hinduja Ventures Limited ("the Company") is a public limited company incorporated and domiciled in India and governed by the Companies Act, 2013 ("Act"). The Company's registered office is situated at In Centre, 49/50, MIDC, Andheri East, Mumbai, Maharashtra, India. The main activities of the Company span over three segments namely Media & Communication, Real Estate and Treasury & Investments. The Company's principal business investments are in Media and Communications with primary activity in Cable TV distribution business through both the traditional cable platform and the Headend-in-the-Sky ("HITS") platform.

The financial statements for the year ended March 31, 2019 were authorised for issue in accordance with the resolution of the directors on May 9, 2019.

1B. Significant Accounting Policies

1B.1 Basis of Preparation and Presentation

Compliance with Indian Accounting Standards (Ind AS)

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

Up to the year ended March 31, 2018, the Company prepared its financial statements in accordance with the requirements of previous IGAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 01, 2017.

First-time adoption

In accordance with Ind AS 101 on First time adoption of Ind AS, the Company has prepared its first Ind AS financial statements which include:

(i) Three Balance sheets namely, the opening Balance sheet as at April 01, 2017 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising assets or liabilities which are not permitted by Ind AS, by reclassifying assets and liabilities from previous IGAAP as required by Ind AS, and applying Ind AS in measurement of recognised assets and liabilities; and Balance sheets as at March 31, 2019 and 2018; and

(ii) Two statements each of profit and loss; cash flows and changes in equity for the years ended March 31, 2019 and 2018 together with related notes.

The same accounting policies have been applied for all the periods presented except when the Company has made use of certain exceptions and / or exemptions and disclosed accordingly.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

All assets and liabilities have been classified and presented as per criteria set out in the Division III format of Schedule III to the Act.

The financial statements are presented in Indian Rupees (₹) and all values are rounded to the nearest lakh, except where otherwise indicated.

The significant accounting policies are detailed below.

1B.2 Revenue recognition

The Company has adopted Ind AS 115 “Revenue from Contracts with Customers” with a date of initial application of April 01, 2018. The new revenue standard sets forth a single comprehensive model for recognising and reporting revenues. The Company has applied Ind AS 115. However, there is no significant impact due to application of the standard.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services.

To recognise revenues, we apply the following five step approach:

(1) identify the contract with a customer,

(2) identify the performance obligations in the contract,

(3) determine the transaction price,

(4) allocate the transaction price to the performance obligations in the contract and

(5) recognise revenues when a performance obligation is satisfied.

Performance obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the client and is the unit of accounting in Ind AS 115.

The performance obligations of the Company are satisfied over time as services are rendered.

Determination of transaction price

Revenue is measured based on transaction price which includes variable consideration only to the extent it is probable that a significant reversal of revenues recognised will not occur when the uncertainty associated with the variable consideration is resolved. Revenues also exclude taxes collected from customers.

Allocation of transaction price

A contract’s transaction price is allocated to each distinct performance obligation and recognised as revenue when, or as, the performance obligation is satisfied. For contracts with multiple performance obligations, we allocate the contract’s transaction price to each performance obligation based on the relative standalone selling price. The primary method used to estimate standalone selling price is the adjusted market assessment approach, under which the Company evaluates the price in that market that a customer is willing to pay for those services. While determining relative standalone selling price and identifying separate performance obligations require judgment, generally relative standalone selling prices and the separate performance obligations are readily identifiable as we sell those performance obligations unaccompanied by other performance obligations.

Sale of products

The Company recognises revenue on the sale of set top boxes, net of discounts, sales incentives and rebates granted when control of the goods is transferred to the customer. The control of goods is transferred to the customer depending upon the terms agreed with customer. Control is considered to be transferred to customer when customer has ability to direct the use of such goods and obtain substantially all the benefits from it such as following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on-selling the goods and bears the risks of obsolescence and loss in relation to the goods.

Sub-broking income

Revenue from sub-broking services is recognised net of taxes and discounts when the services are rendered in accordance with the specific terms of contract and when collectability of the resulting receivable is reasonably assured. Performance obligations or the promises in the contracts with the customers includes referral and continuation of clients to the broker (customer).

Rendering of other services

Revenue from services is recognised when the services are rendered in accordance with the specific terms of contract and when collectability of the resulting receivable is reasonably assured.

Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Dividend Income

Dividend income from investments is recognised when the Company's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Lease Income - Optic Fibre Cable

The policy for recognition of revenue from operating leases is described in **1B.10** below

Other Income

Other income comprise of income from ancillary activities incidental to the operations of the Company and is recognised when the right to receive the income is established as per the terms of the contract.

Contract balances

A contract asset is right to consideration in exchange of services that the company has rendered to a customer when that right is conditioned on something other than passage of time. Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

A contract liability is the obligation to render services to a customer for which the company has received consideration from the customer. If a customer pays consideration before the company renders services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company renders services as per the contract.

1B.3 Foreign currency transactions

In preparing the financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the closing exchange rates prevailing on that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in statement of profit or loss in the period in which they arise.

1B.4 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit or loss in the period in which they are incurred.

1B.5 Employee benefits

Retirement benefit costs and termination benefits

Payments to defined contribution plans i.e., Company's contribution to Government administered provident fund, superannuation fund and State plans namely Employees State Insurance and Employees' Pension Scheme other funds are determined under the relevant schemes and/ or statute and charged to the Statement of Profit and Loss in the period when the services are rendered by the employees entitling them to the contributions and the Company has no further obligation beyond making its contribution.

For defined benefit plans i.e. Company's liability towards gratuity (unfunded), other retirement/ terminations benefits and compensated absences, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Defined benefit costs are comprised of:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement.

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

Re-measurement of net defined benefit liability/ asset pertaining to gratuity comprise of actuarial gains / losses (i.e. changes in the present value resulting from experience adjustments and effects of changes in actuarial assumptions) and is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit or loss. Past service cost is recognised in statement of profit or loss in the period of a plan amendment.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of salaries, performance incentives, annual leave, medical benefits and other short term benefits in the period the related service is rendered, at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

1B.6 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax for the year are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax

Current tax is determined on taxable profits for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 including other applicable tax laws that have been enacted or substantively enacted.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax asset is recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

1B.7 Property, plant and equipment

Cost

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost (net of duty / tax credit availed) less accumulated depreciation and accumulated impairment losses. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation / amortisation

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives of the assets specified in Schedule II of the Companies Act, 2013, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Particulars	Estimated Useful life
Plant and machinery	18 years
Office Equipment	5 years
Computers	3 years
Furniture and fixtures	10 years
Vehicles	8 years

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of Property, plant and equipment.

De-recognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

1B.8 Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately is capitalised and carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Useful lives of intangible asset

Estimated useful lives of the intangible asset, based on technical assessment carried out by the management, is as follows:

Classes of Intangible Asset	Useful life
Computer Software (Acquired)	6 years

De-recognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in profit or loss when the asset is derecognised.

1B.9 Impairment of tangible and intangible assets

At the end of each reporting period, the Company determines whether there is any indication that its assets have suffered an impairment loss with reference to their carrying amounts. If any indication of impairment exists, the recoverable amount (i.e. higher of the fair value less costs of disposal and value in use) of such assets is estimated and impairment is recognised, if the carrying amount exceeds the recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

1B.10 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets leased out under operating leases are capitalised. Rental income from operating lease is recognised on a straight line basis over the lease term. Rental income, based on agreement, is recognised based on product of number of pairs of dark fibre assets leased out and length of dark fibre assets leased out (in kilometres) and the rate at which lease rent is charged per pair per kilometre of dark fibre assets including minimum guarantee lease rental.

Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

1B.11 Inventory

Real Estate (Land) inventory are stated at lower of cost and net realisable value. Cost includes cost of land, registration charges, stamp duty, brokerage costs and incidental expenses. Net realisable value represents the estimated selling price for inventories less all estimated costs necessary to make the sale.

1B.12 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and the amount of the receivable can be measured reliably.

1B.13 Business Combinations

A common control business combination, involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and where the control is not transitory, is accounted for using the pooling of interests method.

Other business combinations, involving entities or businesses are accounted for using acquisition method.

1B.14 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

After initial recognition

(i) Financial assets (other than investments and derivative instruments) are subsequently measured at amortised cost using the effective interest method.

Effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments on principal and interest on the principal amount outstanding.

Interest Income on such debt instruments is recognised in profit or loss and is included in the “Revenue from Operations”.

Currently, the Company has not designated any debt instruments as fair value through other comprehensive income.

(ii) Financial assets (i.e. derivative instruments and investments in instruments other than equity of subsidiaries and associates) are subsequently measured at fair value.

Such financial assets are measured at fair value at the end of each reporting period, with any gains (e.g. any dividend or interest earned on the financial asset) or losses arising on re-measurement recognised in profit or loss and included in the “Revenue from Operations”.

Investments in equity instruments of subsidiaries and other equity instruments

The Company measures its investments in equity instruments of subsidiaries at cost less impairment, if any, in accordance with Ind AS 27.

All other equity investments in scope of Ind AS 109 are measured at fair value. The Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income (FVTOCI) pertaining to investment in equity instruments. These elected investments are subsequently measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in other comprehensive income and accumulated in the ‘Reserve for equity instruments through other comprehensive income’. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. However, the company reclassify the cumulative gain or loss from Reserve for equity instruments through other comprehensive income to retained earnings on disposal of the investments.

The Company has designated investment in equity shares of GOCL Corporation Limited, Gulf Oil Lubricants India Limited , Indusind Bank Limited, VCK Capital Market Services Limited and Hinduja Leyland Finance Limited as FVTOCI, an irrevocable option for investments on the basis of facts and circumstances that existed at the transition date.

Investments in equity instruments

Investments in equity instruments acquired principally for the purpose of selling it in the near term are considered as equity instruments held for trading and are subsequently measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit and loss.

Impairment of financial assets

A financial asset is regarded as credit impaired when one or more events that may have a detrimental effect on estimated future cash flows of the asset have occurred. The Company applies the expected credit loss model for recognising impairment loss (i.e. the shortfall between the contractual cash flows that are due and all the cash flows (discounted) that the Company expects to receive, discounted at the original effective interest rate) and credit risk exposure on the following financial assets:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables - The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

De-recognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of profit and loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities (other than derivative instruments) are subsequently measured at amortised cost using the effective interest method. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the "Finance Costs".

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

De-recognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

1B.15 Cash and cash equivalents

Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1B.16 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.

1B.17 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.

1C.1 First time adoption of Ind AS

Optional exemptions availed:

In preparing these financial statements, the Company has applied the below mentioned optional exemptions.

(i) Business combination

The Company has elected to apply Ind AS 103 ‘Business Combinations’ prospectively to business combinations that occurred after the transition date of April 01, 2017. Business combinations occurred prior to the transition date have not been restated.

(ii) Deemed cost - property, plant and equipment, intangible assets and investment property

The Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets as of April 01, 2017 (the transition date) measured as per the previous IGAAP and use such carrying value as its deemed cost as of the transition date.

(iii) Investments in subsidiaries

The Company has elected to continue with the carrying value of such investments measured as per the previous IGAAP and use such carrying value as its deemed cost at the transition date i.e. April 01, 2017.

(iv) Designation of previously recognised financial instruments

The Company has elected to designate investments in equity instruments at FVTOCI on the basis of the facts and circumstances at the transition date to Ind AS.

(v) Fair value measurement of financial assets or financial liabilities at initial recognition

The Company has elected to measure the financial assets or financial liabilities at fair value on initial recognition prospectively to transactions entered into on or after the date of transition to Ind AS.

Mandatory exceptions:

(i) Accounting Estimates

An entity’s estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous IGAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 01, 2017 are consistent with the estimates as at the same date made in conformity with previous IGAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous IGAAP:

- Certain financial liabilities recorded at amortised cost.
- Investments in equity instruments carried at FVTOCI.
- Investments in debt instruments carried at FVTPL.
- Impairment of financial assets based on expected credit loss model.

(ii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(iii) De-recognition of financial assets and liabilities

The Company has applied the de-recognition requirements of financial assets and financial liabilities prospectively for the transactions occurring on after April 01, 2017 (the transition date).

(iv) Impairment of financial assets

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

1C.2 Recent accounting pronouncements

Ind AS 116 Leases:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 01, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognised at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognised under Ind AS 17 immediately before the date of initial application.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognised by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 01, 2019.

Amendment to Ind AS 12 – Income taxes:

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 01, 2019.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement:

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 01, 2019.

1D. Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with Ind AS requires the Company's Management to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted on a prospective basis) and recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods of the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the Management in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements and/or key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) **Taxation**

Tax expense is calculated using applicable tax rate and laws that have been enacted or substantially enacted. In arriving at taxable profit and all tax bases of assets and liabilities, the Company determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely outcome of any open tax assessments / litigations. Any difference is recognised on closure of assessment or in the period in which they are agreed.

Deferred income tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits could be utilised.

(ii) **Fair value measurements and valuation processes**

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. The Management determines the appropriate valuation techniques and inputs for the fair value measurements. In estimating the fair value of an asset or a liability, the Company used market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engaged third party qualified valuers to perform the valuations in order to determine the fair values based on the appropriate valuation techniques and inputs to fair value measurements.

(iii) **Estimation of defined benefit plans**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligation.

(iv) **Contingent liabilities**

Contingent liabilities are not recognised in the financial statements but are disclosed in the notes. They are assessed continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the financial statements of the period in which the change in probability occurs.

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
2	**Cash and cash equivalents**			
	i) Cash on hand	**0.29**	0.47	0.19
	ii) Balances with banks			
	- in current accounts	**475.84**	389.06	891.82
	iii) Cheques on hand	**-**	-	459.21
	Total	**476.13**	389.53	1,351.22
3	**Other bank balances**			
	i) Balances with banks			
	- in unpaid dividend accounts	**29.81**	16.07	20.01
	- in deposit accounts	**0.35**	345.72	54.26
	Total	**30.16**	361.79	74.27

Fixed deposits and other balances with banks earns interest at fixed rate or floating rates based on daily bank deposit rates.

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
4	**Trade receivables**			
	Unsecured, considered good	**361.68**	604.99	318.65
	Total	**361.68**	604.99	318.65

The average credit period of receiving the trade receivables is 90 days. No interest is charged on outstanding balance of trade receivables.

Of the trade receivables balance as at March 31, 2019 of ₹ 361.44 Lakh is due from one customer (March 31, 2018 : two customers ₹ 577.80 Lakh; April 01, 2017 : four customers ₹ 293.80 Lakh) (Refer note no. 37(i). There are no other customers who represent more than 5% of the total balance of trade receivables.

No trade receivables are due from directors or other officers of the Company or any of them either severally or jointly with any other person. Nor any trade or other receivables are due from firms including limited liability partnerships (LLPs) or private companies respectively in which any director is a partner or a director or a member.

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
5	**Loans**			
	(at amortised cost)			
	Loans repayable on demand			
	i) Loans to related parties			
	- Inter corporate deposits (Refer note no. 35)	-	18,670.25	-
	Total	-	18,670.25	-
	Unsecured	-	18,670.25	-
	Total	-	18,670.25	-
	Loans in India - others	-	18,670.25	-
	Total	-	18,670.25	-

5A Loans and advances in the nature of loans to subsidiaries and associates (pursuant to Clause 32 of the Listing Agreement with Stock Exchanges):

(₹ in Lakh)

Name of the Company	Relationship	Balance			Maximum balance outstanding		
		March 31, 2019	March 31, 2018	April 01, 2017	2018-2019	2017-2018	April 01, 2017
Indusind Media & Communications Limited	Subsidiary	-	11,044.25	-	**12,193.25**	12,946.00	-

Notes:

i) Loans and advances, in the nature of loans to subsidiaries as shown above are repayable on demand.

ii) There are no other loans and advances in the nature of loans where there is no repayment schedule.

iii) Loans and advances to employees and investment by such employees in the shares of the Company, if any, are excluded from the above disclosure.

5B Details of loans given during the year in the form of Inter Corporate Deposits and the purpose for which the loan is proposed to be utilised by the recipient of the loan as required under Section 186 (4) of the Companies Act, 2013 are as under:

(₹ in Lakh)

Name of the Company	Loans given during the year 2018-2019	Loans given during the year 2017-2018	Loans repaid during the year 2018-2019	Loans repaid during the year 2017-2018	Terms and conditions	Purpose / utilisation by the borrower
Aasia Coporation LLP	**2,000.00**	-	**2,000.00**	-	Loan is repayable on demand and the interest rate is 10.00% p.a	To meet working capital requirement
IN Entertainment (India) Limited	**35.00**	5,670.00	**311.00**	5,394.00	Loan is repayable on demand and the interest rate is 10.00% p.a	To meet working capital requirement
Hinduja Realty Ventures Limited	**8,300.00**	975.00	**8,300.00**	975.00	Loan is repayable on demand and the interest rate is 10.00% p.a	To meet working capital requirement
IndusInd Media & Communications Limited	**9,849.00**	19,619.00	**20,893.25#**	8,574.75	Loan is repayable on demand and interest rate is 11.25% p.a.	To meet working capital requirement
Hinduja Group Limited	**-**	7,550.00	**7,350.00**	200.00	Loan is repayable on demand and interest rate is 10.00% p.a.	To meet working capital requirement

Loan repaid during the year includes an amount of ₹ 16,889.25 lakh adjusted against the consideration towards the subscription of equity shares on rights basis offered by Indusind Media & Communications Limited (IMCL), the subsidiary of the Company.

6 Investments

(₹ in Lakh)

Particulars	As at March 31, 2019				As at March 31, 2018				As at April 01, 2017			
	At cost	At Fair Value		Total	At cost	At Fair Value		Total	At cost	At Fair Value		Total
		Through Other Compre-hensive Income	Through Profit and loss			Through Other Com-prehensive Income	Through Profit and loss			Through Other Compre-hensive Income	Through Profit and loss	
i) Equity instruments												
GOCL Corporation Limited [1]	**-**	**5.97**	**-**	**5.97**	-	9.54	-	9.54	-	7.15	-	7.15
Gulf Oil Lubricants India Limited [2]	**-**	**16.12**	**-**	**16.12**	-	17.51	-	17.51	-	13.50	-	13.50
Indusind Bank Limited [3] @	**-**	**34,130.76**	**-**	**34,130.76**	-	39,262.56	-	39,262.56	-	31,142.37	-	31,142.37
VCK Capital Market Services Limited [4]	**-**	**1.46**	**-**	**1.46**	-	1.46	-	1.46	-	1.46	-	1.46
Hinduja Leyland Finance Limited [5] $ (Refer note no. 46)	**-**	**26,653.91**	**-**	**26,653.91**	-	38,723.07	-	38,723.07	-	22,635.58	-	22,635.58
Indusind Bank Limited [6] #	**-**	**-**	**46,626.59**	**46,626.59**	-	-	89,532.05	89,532.05	-	-	92,392.47	92,392.47
ii) Equity instrument in subsidiary								-				-
Indusind Media & Communications Limited [7] (Refer note no. 47)	**135,729.56**	**-**	**-**	**135,729.56**	89,379.01	-	-	89,379.01	89,379.01	-	-	89,379.01
Total	**135,729.56**	**60,808.22**	**46,626.59**	**243,164.37**	89,379.01	78,014.14	89,532.05	256,925.20	89,379.01	53,800.06	92,392.47	235,571.54
Investments in India	**135,729.56**	**60,808.22**	**46,626.59**	**243,164.37**	89,379.01	78,014.14	89,532.05	256,925.20	89,379.01	53,800.06	92,392.47	235,571.54
Total	**135,729.56**	**60,808.22**	**46,626.59**	**243,164.37**	89,379.01	78,014.14	89,532.05	256,925.20	89,379.01	53,800.06	92,392.47	235,571.54

Sr. no.	Investment in shares of	Face value per share in ₹	Number of shares held: As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
1	GOCL Corporation Limited	2.00	**1,916**	1,916	1,916
2	Gulf Oil Lubricants India Limited	2.00	**1,916**	1,916	1,916
3	Indusind Bank Limited	10.00	**1,915,196**	2,185,196	2,185,196
4	VCK Capital Market Services Limited	10.00	**24,007**	24,007	24,007
5	Hinduja Leyland Finance Limited	10.00	**16,270,244**	25,815,438	21,557,692
6	Indusind Bank Limited	10.00	**2,616,385**	4,983,000	6,483,000
7	Indusind Media & Communications Limited	10.00	**150,934,830**	98,561,325	75,613,086

@ 1,530,086 [March 31, 2018: 1,771,500; April 01, 2017: 1,715,000] equity shares pledged against loan availed.

2,416,062 [March 31, 2018: 3,798,000; April 01, 2017: 4,365,000] equity shares pledged against loan availed.

$ Nil [March 31, 2018: 12,939,024; April 01, 2017: 12,939,024] equity shares locked in as per shareholders' agreement.

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
7	**Other financial assets**			
	Financial assets carried at amortised cost:			
	a) Security deposits			
	- to related parties (Refer note no. 35)	**46.15**	46.15	46.15
	b) Others deposits	**21.38**	10.38	10.42
	c) Interest accrued on			
	- inter corporate deposits	**1.63**	32.31	-
	- fixed deposits	**-**	7.95	3.75
	d) Other receivables	**1.13**	38.28	4.88
	Total	**70.29**	135.07	65.20
8	**Inventory**			
	(at cost or net realisable value, whichever is lower)			
	Land (real estate) (Refer note no. 32)	**3,719.32**	3,719.32	3,719.32
	Total	**3,719.32**	3,719.32	3,719.32
9A	**Current tax assets (net)**			
	Advance tax & tax deducted at source (net of provision)	**400.11**	546.96	470.25
	Total	**400.11**	546.96	470.25
9B	**Deferred tax liabilities (net)**			
	Deferred tax liabilities (Refer note no. 28)	**(14,073.36)**	(27,494.52)	(22,617.69)
	MAT credit entitlement	**-**	6,293.73	7,782.56
	Deferred tax liabilities (net)	**(14,073.36)**	(21,200.79)	(14,835.13)

10A Property, plant and equipment

(₹ in Lakh)

Particulars	Plant and equipment*	Furniture & fixtures	Vehicles	Office equipments	Computers & data processing units	Total
Gross carrying amount						
Deemed cost as at April 01, 2017	**1,050.93**	**0.14**	**113.64**	**1.68**	**4.97**	**1,171.36**
Additions	23,000.00	-	-	2.21	2.98	23,005.19
Disposals	-	-	-	-	-	-
Closing gross carrying amount as at March 31, 2018	**24,050.93**	**0.14**	**113.64**	**3.89**	**7.95**	**24,176.55**
Additions	-	-	-	3.22	3.12	6.34
Disposals	-	-	-	0.78	-	0.78
Closing gross carrying amount as at March 31, 2019	**24,050.93**	**0.14**	**113.64**	**6.33**	**11.07**	**24,182.11**
Accumulated depreciation						
As at April 01, 2017	**-**	**-**	**-**	**-**	**-**	**-**
Depreciation charge during the year	414.23	0.03	20.73	0.49	2.69	438.17
Disposals	-	-	-	-	-	-
Closing accumulated depreciation as at March 31, 2018	**414.23**	**0.03**	**20.73**	**0.49**	**2.69**	**438.17**
Depreciation charge during the year	1,371.73	0.03	19.13	1.15	2.82	1,394.86
Disposals	-	-	-	0.25	-	0.25
Closing accumulated depreciation as at March 31, 2019	**1,785.96**	**0.06**	**39.86**	**1.39**	**5.51**	**1,832.78**
Net carrying amount as at April 01, 2017	**1,050.93**	**0.14**	**113.64**	**1.68**	**4.97**	**1,171.36**
Net carrying amount as at March 31, 2018	**23,636.70**	**0.11**	**92.91**	**3.40**	**5.26**	**23,738.38**
Net carrying amount as at March 31, 2019	**22,264.97**	**0.08**	**73.78**	**4.94**	**5.56**	**22,349.33**

* Plant and equipment are given on operating leases where the Company is lessor.

10B Other intangible assets

(₹ in Lakh)

Particulars	Computer Software
Gross carrying amount	
Deemed cost as at April 01, 2017	**1.65**
Additions	-
Disposals	-
Closing gross carrying amount as at March 31, 2018	**1.65**
Additions	-
Disposals	-
Closing gross carrying amount as at March 31, 2019	**1.65**
Accumulated amortisation	
As at April 01, 2017	**-**
Amortisation charge during the year	0.71
Disposals	-
Closing accumulated amortisation as at March 31, 2018	**0.71**
Amortisation charge during the year	0.70
Disposals	-
Closing accumulated amortisation as at March 31, 2019	**1.41**
Net carrying amount as at April 01, 2017	**1.65**
Net carrying amount as at March 31, 2018	**0.94**
Net carrying amount as at March 31, 2019	**0.24**

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
11	**Other non-financial assets**			
	Prepaid expenses	**28.06**	22.74	4.91
	Balance with government authorities	**3,705.24**	4,115.29	18.36
	Total	**3,733.30**	4,138.03	23.27
12	**Payables**			
	Trade payables			
	i) total outstanding dues of micro enterprises and small enterprises*	**-**	-	-
	ii) total outstanding dues of creditors other than micro enterprises and small enterprises	**152.56**	132.53	2,813.38
	Total	**152.56**	132.53	2,813.38

* Dues to Micro and Small Enterprises (MSE) have been determined to the extent such parties have been identified on the basis of information collected by management. Accordingly, there is no amount remaining unpaid at the end of the reporting period to MSE suppliers pertaining to principal and interest due there on. The Company has not received any responses from its "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, accordingly the disclosures relating to amount unpaid as at the end of the year together with interest paid / payable as required under the said Act and provision for interest on delayed payments, if any, is not ascertainable at this stage.

Trade payables: The average credit period of the above trade payables is 90 days. No interest is charged by the vendor on the outstanding balance of trade payables. The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
13	**Borrowings (other than debt securities)**			
	(at amortised cost)			
	a) Term loans - secured			
	i) from banks (For nature of security and details of repayment terms, refer note below)	**20,205.40**	21,510.37	968.86
	ii) from other parties (For nature of security and details of repayment terms, refer note below)	**34,462.90**	43,866.30	36,360.50
	b) Loan from related parties - unsecured (Refer note no. 35)	**405.00**	9,105.00	5,445.00
	Total	**55,073.30**	74,481.67	42,774.36
	Borrowings in India	**55,073.30**	74,481.67	42,774.36
	Total	**55,073.30**	74,481.67	42,774.36

Details of the outstanding principal (including unamortised borrowing cost), interest rate, security and repayment terms:

Secured loans	As at March 31, 2019			As at March 31, 2018			As at April 01, 2017		
Particulars	Total (₹ in Lakh)	Interest Rate p.a.	Particulars of redemption / repayment	Total (₹ in Lakh)	Interest Rate p.a.	Particulars of redemption / repayment	Total (₹ in Lakh)	Interest Rate p.a.	Particulars of redemption / repayment
From Banks (Refer note no. 1 below)									
TL – 1	**20,205.40**	**Refer note 1 below**	**Repayable Between April 2018 to March 2025**	21,510.37	Refer note 1 below	Repayable Between April 2018 to March 2025	-	-	-
Buyer's Credit	-	-	-	-	-	-	968.86	-	Repaid in April, 2017
From Non-Banking Financial Institutions (Refer note no. 2 below)									
TL – 2	**4,998.19**	**9.15%**	**Repayable in June, 2019**	4,997.89	8.52%	Repayable in June, 2018	4,997.48	9.30%	Repayable in June, 2018*
TL – 3	**9,986.36**	**10.00%**	**Repayable in December, 2019**	10,000.00	8.90%	Repayable in December, 2018	9,984.06	8.90%	Repayable in December, 2018*
TL – 4	**7,497.29**	**9.15%**	**Repayable in June, 2019**	7,496.83	8.52%	Repayable in June, 2018	7,496.93	9.30%	Repayable in June, 2018*
TL – 5	**4,990.38**	**9.85%**	**Repayable in March, 2020**	4,988.62	8.99%	Repayable in March, 2019	4,988.91	8.85%	Repayable in March, 2018*
TL – 6	-	-	-	6,198.01	8.75%	Repaid in May, 2018	6,196.30	9.30%	Repayable in May, 2017**
TL – 7	-	-	-	2,696.74	8.60%	Repaid in October, 2018	2,696.82	9.00%	Repayable in October, 2017
TL – 8	**4,494.01**	**10.95%**	**Repayable in December, 2020***	4,992.14	8.40%	Repayable in December, 2020*	-	-	-
TL – 9	**2,496.67**	**10.95%**	**Repayable in November, 2020***	2,496.07	8.40%	Repayable in November, 2020*	-	-	-
Total	**54,668.30**			65,376.67			37,329.36		

* Put / call Option at every 365 days interval from initial disbursement date.

** Put / call Option at every 370 days interval from initial disbursement date.

Notes:

1. TL-1- The Loan is repayable in 7 years in 28 quarterly instalments, for each tranche of disbursement. First repayment will commence from 4th month of the date of each tranche of disbursement. Interest rate 6 months MCLR and Yes Bank Limited shall reset the 6 months MCLR on 1st day of the month falling after six calendar months including the month in which drawdown has been made. First Charge on all current and movable assets (both present and future) and Escrow Account for collection of proceeds of lease rentals to be created in favour of Vistra ITCL India Ltd.
2. TL-2 to TL-9 are secured against pledge of shares in Indusind Bank Ltd. 3,946,148 [March 31, 2018: 5,569,500 equity shares, April 01, 2017: 6,080,000 equity shares] pledged against loan availed. (Refer note no. 6)

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
14	**Other financial liabilities**			
	Interest accrued but not due on borrowings	**1,057.86**	1,409.96	749.35
	Unclaimed dividend #	**29.81**	16.07	20.01
	Payable to related party for capital expenditure (Refer note no. 35)	**-**	3,497.74	-
	Book overdraft	**6,836.57**	4,569.56	-
	Forward contract payable	**-**	-	117.79
	Salary payable	**-**	7.47	-
	Total	**7,924.24**	9,500.80	887.15
	# There are no amounts due and outstanding to be credited to investor education and protection fund.			
15	**Provisions**			
	Provision for employee benefits (Refer note no. 38)			
	- Provision for gratuity	**72.36**	65.36	49.38
	- Provision for compensated absences	**26.47**	22.60	12.88
	Total	**98.83**	87.96	62.26
16	**Other non-financial liabilities**			
	Statutory dues	**124.44**	314.72	104.18
	Total	**124.44**	314.72	104.18

17 Equity share capital

Share capital

i) **Particulars**

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	Number of shares	Amount (₹ in Lakh)	Number of shares	Amount (₹ in Lakh)	Number of shares	Amount (₹ in Lakh)
Authorised						
Equity shares of ₹ 10 each (Refer note no. 39)	**87,000,000**	**8,700.00**	87,000,000	8,700.00	87,000,000	8,700.00
Preference shares of ₹ 10 each (Refer note no. 39)	**3,000,000**	**300.00**	3,000,000	300.00	3,000,000	300.00
9.50% Preference shares of ₹ 100 each	**1,000**	**1.00**	1,000	1.00	1,000	1.00
	90,001,000	**9,001.00**	90,001,000	9,001.00	90,001,000	9,001.00
Issued, subscribed and paid up						
Equity shares of ₹ 10 each fully paid	**20,555,503**	**2,055.55**	20,555,503	2,055.55	20,555,503	2,055.55
Total	**20,555,503**	**2,055.55**	20,555,503	2,055.55	20,555,503	2,055.55

Rights, Preferences and Restrictions attached to equity shares including restrictions on the distribution of dividends and the repayment of capital:

i) Right to receive dividend as may be approved by the Board of Directors / Shareholders at the 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, 2013.

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 or e-vote 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 at the end of the year:**

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	Number of shares	Amount (₹ in Lakh)	Number of shares	Amount (₹ in Lakh)	Number of shares	Amount (₹ in Lakh)
Shares outstanding at the beginning of the year	**20,555,503**	**2,055.55**	20,555,503	2,055.55	20,555,503	2,055.55
Shares outstanding at the end of the year	**20,555,503**	**2,055.55**	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 March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	Number of shares held	% of holding	Number of shares held	% of holding	Number of shares held	% of holding
Hinduja Group Limited*	**8,550,572**	**41.60%**	8,690,572	42.28%	8,605,572	41.87%
Amas Mauritius Limited	**2,761,427**	**13.43%**	2,761,427	13.43%	2,761,427	13.43%
Aasia Corporation LLP	**1,400,879**	**6.82%**	1,400,879	6.82%	1,400,879	6.82%

*including shares held jointly with Hinduja Realty Ventures Limited

18 Other Equity

(₹ in Lakh)

Particulars	Capital reserve	Securities premium	General reserve	Retained earnings	Reserve for equity instrument measured at fair value through other comprehensive income (FVTOCI)	Total
Balance as at April 01, 2017	**6,929.99**	**670.58**	**24,755.54**	**100,120.59**	**46,758.02**	**179,234.72**
Add: Profit for the year ended March 31, 2018	-	-	-	9,705.47	-	**9,705.47**
Less: Final dividend paid	-	-	-	(3,597.21)	-	**(3,597.21)**
Less: Dividend distribution tax	-	-	-	(732.31)	-	**(732.31)**
Add: Impact of fair valuation on investment stock	-	-	-	-	19,699.04	**19,699.04**
Add: Remeasurement loss on defined benefit obligations	-	-	-	(8.45)	-	**(8.45)**
Less: Income tax on above	-	-	-	2.95	(2,847.77)	**(2,844.82)**
Balance as at April 01, 2018	**6,929.99**	**670.58**	**24,755.54**	**105,491.04**	**63,609.29**	**201,456.44**
Add: Loss for the year ended March 31, 2019	-	-	-	(4,719.78)	-	**(4,719.78)**
Less: Final dividend paid	-	-	-	(3,597.21)	-	**(3,597.21)**
Less: Dividend distribution tax	-	-	-	(739.41)	-	**(739.41)**
Add: Impact of fair valuation on investment stock	-	-	-	-	2,073.86	**2,073.86**
Add: Remeasurement loss on defined benefit obligations	-	-	-	(3.60)	-	**(3.60)**
Less: Income tax on above	-	-	-	1.26	331.09	**332.35**
Balance as at March 31, 2019	**6,929.99**	**670.58**	**24,755.54**	**96,432.30**	**66,014.24**	**194,802.65**

Description of nature and purpose of reserves:

(i) Capital reserve:

Excess of Net assets acquired over consideration paid / payable and equity component of preference share issued by the Company.

(ii) Securities premium:

This reserve represent the premium on issue of shares and can be utilised in accordance with the provision of the Companies Act, 2013.

(iii) Retained earnings:

This reserve represents the surplus of the statement of profit and loss. The amount can be distributed by the company as dividends to its equity shareholders and is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013.

(iv) Reserve for equity instruments measured at fair value through other comprehensive income (FVTOCI):

The Company has elected to recognise changes in the fair value of certain investments in equity instruments in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

(v) Remeasurement gain / (loss) on defined benefit obligations:

The company has recognised remeasurement loss on defined benefit plans in other comprehensive income (OCI). These changes are accumulated within the OCI reserve within Other equity. The company transfers amounts from this reserve to retained earnings when the relevant obligations are derecognised.

(₹ in Lakh)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
19	**Interest income**		
	On financial assets measured at amortised cost:		
	Interest on loans given (Refer note no. 35)	**565.44**	942.29
	Interest on deposits with banks	**0.97**	6.08
	Total	**566.41**	948.37
20	**Net gain / (loss) on fair value changes**		
	Net gain / (loss) on financial instruments at fair value through profit or loss:		
	On trading portfolio		
	- Investments	**(2,531.53)**	21,800.31
	- Derivatives	**-**	54.65
	Total Net gain / (loss) on fair value changes	**(2,531.53)**	21,854.96
	Fair Value changes:		
	- Realised	**(2,371.90)**	1,068.73
	- Unrealised	**(159.63)**	20,786.23
	Total Net gain / (loss) on fair value changes	**(2,531.53)**	21,854.96
21	**Sale of products**		
	Sales of set top boxes	-	1,394.50
	Total	**-**	1,394.50
22	**Other income**		
	Miscellaneous income	**1.01**	2.37
	Net gain on foreign currency transaction	**-**	0.16
	Carriage income	**-**	65.00
	Interest on income tax refund	**154.12**	-
	Total	**155.13**	67.53

Disaggregate Revenue

The table below presents disaggregated revenues from contracts with customers by offerings. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by industry, market and other economic factors.

Revenue from contracts with customers (net of indirect taxes) based on offerings:

(₹ in Lakh)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
• Sub-broking income	**9.27**	25.29
• Sale of products	**-**	1,394.50
Total	**9.27**	1,419.79

The above is consistent with the revenue information that is disclosed for each reportable segment under Ind AS 108 (Refer note no. 36 on operating segment disclosure).

(₹ in Lakh)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
23	**Finance costs**		
	On financial liabilities measured at amortised cost:		
	Interest on:		
	- Inter corporate deposits	**757.32**	1,271.64
	- Borrowings	**5,639.23**	3,690.64
	- Buyer's credit	**-**	0.61
	Other borrowing costs:		
	- Amortisation of processing fees	**71.47**	109.00
	- Other finance costs on buyer's credit	**-**	0.75
	- Other finance costs	**0.18**	0.03
	Total	**6,468.20**	5,072.67
24	**Changes in inventory**		
	Opening stock		
	Land (real estate)	**3,719.32**	3,719.32
		3,719.32	3,719.32
	Less: Closing stock		
	Land (real estate)	**(3,719.32)**	(3,719.32)
	Total	**-**	-
25	**Employee benefits expense**		
	Salaries and wages	**329.43**	378.07
	Contribution to provident and other funds	**20.77**	20.35
	Staff welfare expenses	**3.97**	1.81
	Gratuity expense (Refer note no. 38)	**8.01**	5.88
	Total	**362.18**	406.11
26	**Depreciation and amortisation expense**		
	- Property, plant and equipment	**1,394.86**	438.17
	- Other intangible assets	**0.70**	0.71
	Total	**1,395.56**	438.88

(₹ in Lakh)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
27	**Other expenses**		
	Rent (Refer note no. 31)	**96.33**	106.56
	Repairs and maintenance	**58.16**	53.13
	Communication costs	**6.13**	20.20
	Advertisement and publicity	**32.30**	11.05
	Director’s sitting fees	**44.00**	66.75
	Auditor's fees and expenses (Refer note 'A' below)	**42.06**	44.76
	Legal and Professional charges	**421.05**	582.88
	Cost auditors - Cost audit	**0.58**	0.68
	Insurance	**25.37**	12.08
	Rates and taxes	**(31.84)**	35.61
	Travelling expenses	**37.93**	30.92
	Motor Car expenses	**25.85**	23.00
	Corporate Social Responsibility (Refer note no. 30)	**204.10**	100.00
	Donations	**100.00**	100.02
	Printing and Stationery	**8.50**	2.62
	Miscellaneous expenses	**35.01**	189.20
	Total	**1,105.53**	1,379.46
	A) Payment to Auditors		
	As auditor:		
	Audit and limited review fee	**23.10**	29.10
	In other capacity:		
	Other services	**17.50**	14.43
	Reimbursement of expenses	**1.46**	1.23
	Total	**42.06**	44.76

(₹ in Lakh)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
28	**Tax expense**		
a)	**Amounts recognised in profit and loss**		
	Current income tax	**8,225.95**	4,858.00
	Short provision for earlier years	**57.69**	181.53
	Deferred tax charge / (credit)	**(10,728.17)**	2,032.01
	MAT credit entitlement of earlier year	**-**	(97.17)
	Tax expense / (credit) for the year	**(2,444.53)**	6,974.37
b)	**Amounts recognised in other comprehensive income (OCI)**		
	Current income tax (OCI)	**2,360.64**	-
	Deferred Tax	**(2,692.99)**	2,844.82
	Tax expense / (credit) for the year	**(332.35)**	2,844.82
	Total (a+b)	**(2,776.88)**	9,819.19
c)	**Reconciliation of effective tax rate**		
	Profit / (Loss) before tax	**(7,164.31)**	16,679.84
	Tax using the Company's domestic tax rate (Current year 34.944% and Previous year 34.608%)	**(2,503.50)**	5,772.56
	Tax effect of:		
	Expenses disallowed for tax purpose	**54.39**	922.06
	Additional deferred tax liability created on depreciation	**(53.11)**	-
	Impact of tax rate difference	**-**	195.39
	MAT credit entitlement of earlier year	**-**	(97.17)
	Short provision for tax for earlier years	**57.69**	181.53
	Income tax expense	**(2,444.53)**	6,974.37

d) The major components of deferred tax (liabilities) / assets arising on account of temporary differences are as follows:

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Deferred tax assets:			
Liabilities to be deducted for tax purposes when paid	**38.62**	38.96	33.68
	38.62	38.96	33.68
Deferred tax liabilities:			
Excess of depreciation allowable as per income-tax laws over depreciation as per books	**1,226.55**	604.50	108.31
Gain / (Loss) on equity instrument designated as FVTPL	**8,390.71**	19,717.55	18,350.50
Gain / (Loss) on equity instrument designated as FVOCI	**4,348.60**	7,040.33	4,192.56
Unamortised borrowing cost	**146.12**	171.10	-
	14,111.98	27,533.48	22,651.37
Mat credit entitlement	**-**	6,293.73	7,782.56
Net deferred tax liabilities	**(14,073.36)**	(21,200.79)	(14,835.13)

(e) Movement in deferred tax asset / (liabilities)

Particulars	As at April 01, 2018	During the year 2018-19			As at March 31, 2019
		Recognised in profit or loss	Recognised in other comprehensive income	Net	
Deferred tax asset / (liabilities)					
Liabilities to be deducted for tax purposes when paid	38.96	(1.60)	1.26	38.62	**38.62**
Excess of depreciation allowable as per income-tax laws over depreciation as per books	(604.50)	(622.05)	-	(1,226.55)	**(1,226.55)**
Gain / (Loss) on equity instrument designated as FVTPL	(19,717.55)	11,326.84	-	(8,390.71)	**(8,390.71)**
Gain / (Loss) on equity instrument designated as FVOCI	(7,040.33)	-	2,691.73	(4,348.60)	**(4,348.60)**
Unamortised borrowing cost	(171.10)	24.98	-	(146.12)	**(146.12)**
Net deferred tax asset / (liabilities)	**(27,494.52)**	**10,728.17**	**2,692.99**	**(14,073.36)**	**(14,073.36)**

(f) Movement in deferred tax asset / (liabilities)

Particulars	As at April 01, 2017	During the year 2017-18			As at March 31, 2018
		Recognised in profit or loss	Recognised in other comprehensive income	Net	
Deferred tax asset / (liabilities)					
Liabilities to be deducted for tax purposes when paid	33.68	2.33	2.95	38.96	**38.96**
Excess of depreciation allowable as per income-tax laws over depreciation as per books	(108.31)	(496.19)	-	(604.50)	**(604.50)**
Gain / (Loss) on equity instrument designated as FVTPL	(18,350.50)	(1,367.05)	-	(19,717.55)	**(19,717.55)**
Gain / (Loss) on equity instrument designated as FVOCI	(4,192.56)	-	(2,847.77)	(7,040.33)	**(7,040.33)**
Unamortised borrowing cost	-	(171.10)	-	(171.10)	**(171.10)**
Net deferred tax asset / (liabilities)	**(22,617.69)**	**(2,032.01)**	**(2,844.82)**	**(27,494.52)**	**(27,494.52)**

(g) Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profits will be available against which the Company can use the benefits therefrom:

Particulars	March 31, 2019		March 31, 2018		April 01, 2017	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Long term capital loss (Assessment Year 2014-15)	-	-	3,546.15	826.11	3,546.15	826.11
Total	-	-	3,546.15	826.11	3,546.15	826.11

Note: Long term capital loss for Assessment Year 2014-15 has been adjusted against the Long term capital gain in the current financial year.

29 Earnings per share ('EPS')

Basic EPS amounts are calculated by dividing the profit / (loss) for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit / (loss) attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Profit / (Loss) attributable to equity holders (₹ in Lakh)	**(4,719.78)**	9,705.47
Weighted average number of shares as at March 31 for basic and diluted EPS (Nos.)	**20,555,503**	20,555,503
Earnings per share:		
- Basic	**(22.96)**	47.22
- Diluted	**(22.96)**	47.22

30 Corporate Social Responsibility (CSR)

(₹ in Lakh)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Gross amount required to be spent by the Company during the year for CSR	**204.10**	100.00
Total	**204.10**	100.00

Amount spent during the year ended March 31, 2019	**In Cash**	**Yet to be paid in cash**	**Total**
a. Construction / acquisition of any asset	**-**	**-**	**-**
b. On purposes other than (a) above	**204.10**	**-**	**204.10**
Total	**204.10**	**-**	**204.10**
Amount spent during the year ended March 31, 2018	In Cash	Yet to be paid in cash	Total
a. Construction / acquisition of any asset	-	-	-
b. On purposes other than (a) above	100.00	-	100.00
Total	100.00	-	100.00

31 Operating lease

Company as lessee

The Company has entered into cancellable leasing arrangement with its subsidiary and group company relating to office premises for a period of three years which are renewable on mutual consent. Lease rental of ₹ 96.33 (in lakh) [Previous Year - ₹ 106.56 (in lakh)] has been included in 'Rent' - Refer note no. 27 of the financial statements.

Company as lessor

The Company had entered into cancellable leasing arrangement with IndusInd Media & Communications Limited '(IMCL'), a subsidiary of the company, relating to lease of Dark Fibre Cable owned by the company extending upto a maximum of three years from the respective date of inception. The Company has cancelled the agreement on mutual consent. Lease rental income of ₹ Nil (in lakh) [Previous Year - ₹ 300.00 (in lakh)].

The Company has entered into a cancellable leasing arrangement with Oneott Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited), a group company, relating to lease of Dark Fibre Cable owned by the company extending upto a maximum of three years. The Company has recognised ₹ 3,416.42 lakh for the year ended March 31, 2019 [Previous year - ₹ 263.56 (in lakh)] which has been included in 'Lease income - optic fibre cable'.

32 Litigations and claims

As a part of its real estate activity, the Company had acquired approximately 47 acres of land in Devanahalli Bengaluru from a party in terms of Agreement of Sale Deed dated 28.07.1995. However, as the said party, though in receipt of sale consideration did not fulfill its legal obligation to transfer the title in the name of the Company, the Company filed a suit for specific performance in the Civil Court in 2011. An order granting temporary injunction was passed on 11.03.2013 restraining the said party from alienating or in any way encumbering the land in Devanahalli. A criminal complaint was also filed at the Devanahalli Court on 10.11.2014 and the investigation was stayed by the Hon'ble High Court of Karnataka vide order dated 15.12.2015 which lapsed in the month of August, 2016. The sub-inspector of Police Devanahalli filed charge sheet on 29.11.2016 and an order for arrest of the aforesaid party was made on 09.02.2017 and party was arrested on 15.02.2017 and produced before the Magistrate Court on 17.02.2017 and was released on bail. On 18.04.2017, the Hon'ble High Court asked to explore the possibilities of a settlement and no interim order of stay was granted. The Hon'ble Court however subsequently stayed the proceedings in the lower court and the matter is being listed for final hearing. The suit for Specific Performance in the Civil Court, the Criminal Compliant at Devanahalli Court are pending. The Department of Revenue, Government of Karnataka, has also raised certain issues relating to the title of the land which are being addressed by the Company.

33 Contingent liabilities and other commitments (to the extent not provided for)

A) Contingent liabilities:

(₹ in Lakh)

Sr. No.	Particulars	As at March 31, 2019	As at March 31, 2018
Other money for which the company is contingently liable			
i.	Income Tax demand raised by authorities against which appeal has been filed by the Company (Refer note 1 below)	**4,950.52**	3,604.26

Notes:

1) In addition to above, the Company has received income tax demand pertaining to IT/ITES business aggregating ₹7,144.66 Lakh in respect of period prior to October 1, 2006 which is reimbursable to the Company by Hinduja Global Solutions Limited pursuant to the Scheme of Arrangement and Reconstruction for demerger of IT/ITES business from the Company sanctioned by High Court of Judicature of Bombay and made effective on March 7, 2007. In this regard, the Company had received ₹ 5,550.00 Lakh from Hinduja Global Solutions Limited to discharge part payment of disputed income tax dues pertaining to IT/ITES business. Out of this amount, the Company has received refund of ₹1,940.00 Lakh including interest of ₹ 490.00 Lakh (March 31, 2018: ₹ 2,231.01 Lakh including interest of ₹ 606.72 Lakh) during the year and the net outstanding amount as at March 31, 2019 of ₹1,868.99 Lakh (March 31, 2018 of ₹ 3,318.99 Lakh). Hinduja Ventures Limited has filed appeals against the said demand. In view of Management and based on the legal advice obtained, the Company has strong case to succeed.

   The honourable Supreme Court of India has admitted a special leave petition (SLP) against section 10A matter under Income Tax Act, 1961 and the contingent liability as disclosed for financial year ended March 31, 2019 is recomputed considering all the open assessment years.

   Future cash outflow in respect of above, if any, is determinable only on receipt of judgements / decisions pending with relevant authorities.

B) Other commitments:

(₹ in Lakh)

Sr. No.	Particulars	As at March 31, 2019	As at March 31, 2018
i.	Uncalled amount of ₹ 5.00/- per share (including premium of ₹ 3.00/- per share) in respect of final call against issue of equity shares of ₹ 10 each at a premium of ₹ 90 per share by IndusInd Media & Communications Limited on a rights basis (Refer note no. 47)	**2,618.68**	Nil
ii.	The Company has given an undertaking to three banks (i.e. Yes Bank Ltd., Axis Bank Ltd. and RBL Bank Ltd.) to retain shareholding to the extent of 51% in the subsidiary viz. IndusInd Media & Communications Limited (IMCL) until all the amounts outstanding under various Facility Agreements entered into by IMCL with the said banks are repaid in full by IMCL.		

34 Details of traded goods under broad heads

(₹ in Lakh)

Traded goods	Opening stock (A)	Purchases (B)	Sales (C)	Closing stock (D)
Land	**3,719.32** (3,719.32)	**-** (-)	**-** (-)	**3,719.32** (3,719.32)

Note: Figures in brackets are in relation to previous year.

35 Related Party and their relationships

I. Individual having control together with relatives and associates

Mr. Ashok P. Hinduja, Non-Executive Chairman, w.e.f. October 01, 2018

(Executive Chairman upto September 30, 2018)

II. Subsidiaries

A) Direct Subsidiary

1. IndusInd Media & Communications Limited (Effective from August 22, 2017 as it was as an indirect subsidiary upto the said date)

B) Indirect Subsidiaries

1. USN Networks Private Limited
2. Gold Star Noida Network Private Limited
3. Bhima Riddhi Infotainment Private Limited
4. United Mysore Network Private Limited
5. Apna Incable Broadband Services Private Limited
6. Sangli Media Services Private Limited
7. Sainath In Entertainment Private Limited
8. Sunny Infotainment Private Limited
9. Goldstar Infotainment Private Limited
10. Ajanta Sky Darshan Private Limited
11. Darpita Trading Company Private Limited
12. RBL Digital Cable Network Private Limited
13. Vistaar Telecommunication and Infrastructure Private Limited
14. Advance Multisystem Broadband Communications Limited (upto March 29, 2019)
15. Amaravara Indigital Media Services Private Limited (upto March 29, 2019)
16. Vinsat Digital Private Limited (Effective from January 2, 2018)

III. Key Management Personnel

1. Mr. Ashok Mansukhani, Managing Director, w.e.f April 30, 2018
   (Whole-Time Director upto April 29, 2018)
2. Mr. Amar Chintopanth, Chief Financial Officer
3. Mr. Hasmukh Shah, Company Secretary and Compliance Officer

Non-Executive Directors:

1.	Mr. Anil Harish	:	Independent Director
2.	Mr. Rajendra P. Chitale	:	Independent Director
3.	Mr. Prashant Asher	:	Independent Director
4.	Ms. Bhumika Batra	:	Independent Director
5.	Mr. Sudhanshu Tripathi	:	Non-Executive Director
6.	Mr. Prakash Shah	:	Independent Director (Refer note no. 39)
7.	Ms. Kanchan Chitale	:	Independent Director (Refer note no. 39)

IV. Enterprises where common control exists

1. Hinduja Group Limited
2. Hinduja Realty Ventures Limited
3. Hinduja Global Solutions Limited
4. HGS International Services Private Limited
5. Hinduja Energy (India) Limited
6. IN Entertainment (India) Limited
7. Hinduja Finance Limited
8. ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)
9. Hinduja Healthcare Limited
10. Hinduja Properties Limited
11. APDL Estates Limited
12. Hinduja Estate Private Limited
13. Aasia Enterprises LLP
14. Aasia Corporation LLP
15. Aasia Imports and Exports Private Limited
16. IndusInd Information Technology Limited
17. Hinduja National Power Company Limited

V. Firm in which Director is a partner

1. D M Harish & Co. (Firm in which Mr. Anil Harish is a Partner)
2. Crawford Bayley & Co. (Firm in which Ms. Bhumika Batra & Mr. Prashant Asher are partners)

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

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III & V above	Parties referred to in IV above	Total
Interest Income					
Aasia Corporation LLP	- {-}	- {-}	- {-}	2.19 {-}	2.19 {-}
Hinduja Group Limited	- {-}	- {-}	- {-}	15.95 {35.90}	15.95 {35.90}
Hinduja Realty Ventures Limited	- {-}	- {-}	- {-}	11.61 {6.95}	11.61 {6.95}
IndusInd Media & Communications Limited	- {-}	528.33 {566.14}	- {-}	- {-}	528.33 {566.14}
IN Entertainment (India) Limited	- {-}	- {-}	- {-}	7.36 {333.30}	7.36 {333.30}
Total	**-** {-}	**528.33** {566.14}	**-** {-}	**37.11** {376.15}	**565.44** {942.29}
Lease Income - OFC					
IndusInd Media & Communications Limited	- {-}	- {300.00}	- {-}	- {-}	- {300.00}
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	- {-}	- {-}	- {-}	3,416.42 {263.56}	3,416.42 {263.56}
Total	**-** {-}	**-** {300.00}	**-** {-}	**3,416.42** {263.56}	**3,416.42** {563.56}
Sale of Set Top Boxes					
IndusInd Media & Communications Limited	- {-}	- {1,394.50}	- {-}	- {-}	- {1,394.50}
Total	**-** {-}	**-** {1,394.50}	**-** {-}	**-** {-}	**-** {1,394.50}
Purchase of Set Top Boxes					
IndusInd Media & Communications Limited	- {-}	- {1,312.50}	- {-}	- {-}	- {1,312.50}
Total	**-** {-}	**-** {1,312.50}	**-** {-}	**-** {-}	**-** {1,312.50}
Reimbursement of Expenses from Other Companies					
IndusInd Media & Communications Limited	- {-}	- {36.35}	- {-}	- {-}	- {36.35}
Hinduja Global Solutions Limited	- {-}	- {-}	- {-}	9.88 {21.47}	9.88 {21.47}
Total	**-** {-}	**-** {36.35}	**-** {-}	**9.88** {21.47}	**9.88** {57.82}
Reimbursement of Expenses to Other Companies					
Hinduja Group Limited	- {-}	- {-}	- {-}	15.00 {0.06}	15.00 {0.06}
IndusInd Media & Communications Limited	- {-}	2.16 {78.54}	- {-}	- {-}	2.16 {78.54}
IN Entertainment (India) Limited	- {-}	- {-}	- {-}	3.94 {1.78}	3.94 {1.78}
Hinduja Global Solutions Limited	- {-}	- {-}	- {-}	- {0.11}	- {0.11}

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III & V above	Parties referred to in IV above	Total
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	- {-}	- {-}	- {-}	0.31 {-}	0.31 {-}
Total	**-** {-}	**2.16** {78.54}	**-** {-}	**19.25** {1.95}	**21.41** {80.49}
Professional Fees					
Crawford Bayley & Co.	- {-}	- {-}	- {105.00}	- {-}	- {105.00}
D M Harish & Co.	- {-}	- {-}	10.00 {10.50}	- {-}	10.00 {10.50}
Hinduja Realty Ventures Limited	- {-}	- {-}	- {-}	9.00 {10.55}	9.00 {10.55}
Hinduja Group Limited	- {-}	- {-}	- {-}	165.00 {180.88}	165.00 {180.88}
HGS International Services Private Limited	- {-}	- {-}	- {-}	- {0.09}	- {0.09}
Hinduja Finance Limited (Refer note no. C)	- {-}	- {-}	- {-}	75.20 {78.88}	75.20 {78.88}
Total	**-** {-}	**-** {-}	**10.00** {115.50}	**249.20** {270.40}	**259.20** {385.90}
Rent					
Hinduja Group Limited	- {-}	- {-}	- {-}	88.02 {97.37}	88.02 {97.37}
IndusInd Media & Communications Limited	- {-}	8.31 {9.19}	- {-}	- {-}	8.31 {9.19}
Total	**-** {-}	**8.31** {9.19}	**-** {-}	**88.02** {97.37}	**96.33** {106.56}
Director Sitting Fees					
Mr. Ashok P. Hinduja	2.00 {-}	- {-}	- {-}	- {-}	2.00 {-}
Mr. Anil Harish	- {-}	- {-}	9.00 {14.50}	- {-}	9.00 {14.50}
Mr. Rajendra P. Chitale	- {-}	- {-}	9.00 {14.50}	- {-}	9.00 {14.50}
Mr. Prashant Asher	- {-}	- {-}	6.00 {9.00}	- {-}	6.00 {9.00}
Ms. Bhumika Batra	- {-}	- {-}	5.50 {6.50}	- {-}	5.50 {6.50}
Mr. Sudhanshu Tripathi	- {-}	- {-}	8.50 {12.00}	- {-}	8.50 {12.00}
Mr. Prakash Shah (Refer Note no. 39)	- {-}	- {-}	2.00 {5.75}	- {-}	2.00 {5.75}
Ms. Kanchan Chitale (Refer Note no. 39)	- {-}	- {-}	2.00 {4.50}	- {-}	2.00 {4.50}
Total	**2.00** {-}	**-** {-}	**42.00** {66.75}	**-** {-}	**44.00** {66.75}

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III & V above	Parties referred to in IV above	Total
Internet Expenses					
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	- {-}	- {-}	- {-}	- {13.60}	- {13.60}
Total	**-** {-}	**-** {-}	**-** {-}	**-** {13.60}	**-** {13.60}
Miscellaneous Expenses					
IndusInd Media & Communications Limited	- {-}	- {100.00}	- {-}	- {-}	- {100.00}
IN Entertainment (India) Limited	- {-}	- {-}	- {-}	12.50 {54.17}	12.50 {54.17}
Total	**-** {-}	**-** {100.00}	**-** {-}	**12.50** {54.17}	**12.50** {154.17}
Interest Expense					
IndusInd Media & Communications Limited	- {-}	- {44.40}	- {-}	- {-}	- {44.40}
IN Entertainment (India) Limited	- {-}	- {-}	- {-}	25.54 {-}	25.54 {-}
Hinduja Realty Ventures Limited	- {-}	- {-}	- {-}	99.39 {830.73}	99.39 {830.73}
Total	**-** {-}	**-** {44.40}	**-** {-}	**124.93** {830.73}	**124.93** {875.13}
Purchase of Fixed Assets					
IN Entertainment (India) Limited	- {-}	- {-}	- {-}	2.45 {1.84}	2.45 {1.84}
IndusInd Media & Communications Limited	- {-}	- {23,000.00}	- {-}	- {-}	- {23,000.00}
Total	**-** {-}	**-** {23,000.00}	**-** {-}	**2.45** {1.84}	**2.45** {23,001.84}
Managerial Remuneration					
Mr. Ashok Mansukhani (Refer note no. B and F)	- {-}	- {-}	147.67 {186.59}	- {-}	147.67 {186.59}
Total	**-** {-}	**-** {-}	**147.67** {186.59}	**-** {-}	**147.67** {186.59}
Dividend Paid					
Mr. Ashok P. Hinduja	116.15 {116.15}	- {-}	- {-}	- {-}	116.15 {116.15}
Mr. Ashok Mansukhani	- {-}	- {-}	0.09 {0.09}	- {-}	0.09 {0.09}
Mr. Prashant Asher	- {-}	- {-}	0.02 {0.02}	- {-}	0.02 {0.02}
Aasia Corporation LLP	- {-}	- {-}	- {-}	245.15 {245.15}	245.15 {245.15}
Hinduja Group Limited (Refer note no. E)	- {-}	- {-}	- {-}	1,520.85 {1,505.98}	1,520.85 {1,505.98}
Hinduja Properties Limited	- {-}	- {-}	- {-}	30.25 {30.25}	30.25 {30.25}
Total	**116.15** {116.15}	**-** {-}	**0.11** {0.11}	**1,796.25** {1,781.38}	**1,912.51** {1,897.64}

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III & V above	Parties referred to in IV above	Total
Inter-Corporate Deposits Given					
Aasia Corporation LLP	- {-}	- {-}	- {-}	2,000.00 {-}	2,000.00 {-}
Hinduja Group Limited	- {-}	- {-}	- {-}	- {7,550.00}	- {7,550.00}
Hinduja Realty Ventures Limited	- {-}	- {-}	- {-}	8,300.00 {975.00}	8,300.00 {975.00}
IndusInd Media & Communications Limited	- {-}	9,849.00 {19,619.00}	- {-}	- {-}	9,849.00 {19,619.00}
IN Entertainment (India) Limited	- {-}	- {-}	- {-}	35.00 {5,670.00}	35.00 {5,670.00}
Total	**-** {-}	**9,849.00** {19,619.00}	**-** {-}	**10,335.00** {14,195.00}	**20,184.00** {33,814.00}
Inter-Corporate Deposits Received Back					
Aasia Corporation LLP	- {-}	- {-}	- {-}	2,000.00 {-}	2,000.00 {-}
Hinduja Group Limited	- {-}	- {-}	- {-}	7,350.00 {200.00}	7,350.00 {200.00}
Hinduja Realty Ventures Limited	- {-}	- {-}	- {-}	8,300.00 {975.00}	8,300.00 {975.00}
IndusInd Media & Communications Limited (Refer note no. D)	- {-}	20,893.25 {8,574.75}	- {-}	- {-}	20,893.25 {8,574.75}
IN Entertainment (India) Limited	- {-}	- {-}	- {-}	311.00 {5,394.00}	311.00 {5,394.00}
Total	**-** {-}	**20,893.25** {8,574.75}	**-** {-}	**17,961.00** {6,569.00}	**38,854.25** {15,143.75}
Inter-Corporate Deposits Taken					
Hinduja Realty Ventures Limited	- {-}	- {-}	- {-}	10,064.00 {25,940.00}	10,064.00 {25,940.00}
IndusInd Media & Communications Limited	- {-}	- {3,500.00}	- {-}	- {-}	- {3,500.00}
IN Entertainment (India) Limited	- {-}	- {-}	- {-}	2,050.00 {-}	2,050.00 {-}
Total	**-** {-}	**-** {3,500.00}	**-** {-}	**12,114.00** {25,940.00}	**12,114.00** {29,440.00}
Inter-Corporate Deposits Repaid					
Hinduja Realty Ventures Limited	- {-}	- {-}	- {-}	19,169.00 {22,280.00}	19,169.00 {22,280.00}
IndusInd Media & Communications Limited	- {-}	- {3,500.00}	- {-}	- {-}	- {3,500.00}
IN Entertainment (India) Limited	- {-}	- {-}	- {-}	1,645.00 {-}	1,645.00 {-}
Total	**-** {-}	**-** {3,500.00}	**-** {-}	**20,814.00** {22,280.00}	**20,814.00** {25,780.00}
Purchase of / Conversion to Investments					
Purchase / Allotment of Equity Shares of IndusInd Media & Communications Limited (Refer note no. D)	- {-}	46,350.55 {-}	- {-}	- {-}	46,350.55 {-}
Total	**-** {-}	**46,350.55** {-}	**-** {-}	**-** {-}	**46,350.55** {-}

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III & V above	Parties referred to in IV above	Total
Outstanding Security Deposit					
Hinduja Realty Ventures Limited	- {-} [-]	- {-} [-]	- {-} [-]	46.15 {46.15} [46.15]	46.15 {46.15} [46.15]
Total	**-** {-} [-]	**-** {-} [-]	**-** {-} [-]	**46.15** {46.15} [46.15]	**46.15** {46.15} [46.15]
Inter Corporate Deposits Receivable as at the Year-end					
Hinduja Group Limited	- {-} [-]	- {-} [-]	- {-} [-]	- {7,350.00} [-]	- {7,350.00} [-]
IndusInd Media & Communications Limited (Refer note no. D)	- {-} [-]	- {11,044.25} [-]	- {-} [-]	- {-} [-]	- {11,044.25} [-]
IN Entertainment (India) Limited	- {-} [-]	- {-} [-]	- {-} [-]	- {276.00} [-]	- {276.00} [-]
Total	**-** {-} [-]	**-** {11,044.25} [-]	**-** {-} [-]	**-** {7,626.00} [-]	**-** {18,670.25} [-]
Inter Corporate Deposits Payable as at the Year-end					
IN Entertainment (India) Limited	- {-} [-]	- {-} [-]	- {-} [-]	405.00 {-} [-]	405.00 {-} [-]
Hinduja Realty Ventures Limited	- {-} [-]	- {-} [-]	- {-} [-]	- {9,105.00} [5,445.00]	- {9,105.00} [5,445.00]
Total	**-** {-} [-]	**-** {-} [-]	**-** {-} [-]	**405.00** {9,105.00} [5,445.00]	**405.00** {9,105.00} [5,445.00]
Investments as at the Year-end					
Equity shares of IndusInd Media & Communications Limited	- {-} [-]	135,729.56 {89,379.01} [89,379.01]	- {-} [-]	- {-} [-]	135,729.56 {89,379.01} [89,379.01]
Total	**-** {-} [-]	**135,729.56** {89,379.01} [89,379.01]	**-** {-} [-]	**-** {-} [-]	**135,729.56** {89,379.01} [89,379.01]
Trade Receivables					
IndusInd Media & Communications Limited	- {-} [-]	- {266.80} [110.48]	- {-} [-]	- {-} [-]	- {266.80} [110.48]
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	- {-} [-]	- {-} [-]	- {-} [-]	361.44 {311.00} [-]	361.44 {311.00} [-]
Total	**-** {-} [-]	**-** {266.80} [110.48]	**-** {-} [-]	**361.44** {311.00} [-]	**361.44** {577.80} [110.48]

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III & V above	Parties referred to in IV above	Total
Other Receivables					
Hinduja Global Solutions Limited	- {-} [-]	- {-} [-]	- {-} [-]	1.13 {-} [-]	1.13 {-} [-]
Hinduja Realty Ventures Limited	- {-} [-]	- {-} [-]	- {-} [-]	- {1.78} [-]	- {1.78} [-]
Total	**-** {-} [-]	**-** {-} [-]	**-** {-} [-]	**1.13** {1.78} [-]	**1.13** {1.78} [-]
Interest Receivable					
Hinduja Realty Ventures Limited	- {-} [-]	- {-} [-]	- {-} [-]	1.63 {32.31} [-]	1.63 {32.31} [-]
Total	**-** {-} [-]	**-** {-} [-]	**-** {-} [-]	**1.63** {32.31} [-]	**1.63** {32.31} [-]
Payable towards Capital Expenditure					
IndusInd Media & Communications Limited	- {-} [-]	- {3,497.74} [-]	- {-} [-]	- {-} [-]	- {3,497.74} [-]
Total	**-** {-} [-]	**-** {3,497.74} [-]	**-** {-} [-]	**-** {-} [-]	**-** {3,497.74} [-]
Trade Payables					
Hinduja Realty Ventures Limited	- {-} [-]	- {-} [-]	- {-} [-]	1.62 {-} [-]	1.62 {-} [-]
Hinduja Finance Limited	- {-} [-]	- {-} [-]	- {-} [-]	10.80 {-} [-]	10.80 {-} [-]
Hinduja Group Limited	- {-} [-]	- {-} [-]	- {-} [-]	- {5.40} [-]	- {5.40} [-]
IndusInd Media & Communications Limited	- {-} [-]	87.73 {-} [-]	- {-} [-]	- {-} [-]	87.73 {-} [-]
IN Entertainment (India) Limited	- {-} [-]	- {-} [-]	- {-} [-]	- {34.64} [0.04]	- {34.64} [0.04]
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	- {-} [-]	- {-} [-]	- {-} [-]	13.60 {13.60} [-]	13.60 {13.60} [-]
Total	**-** {-} [-]	**87.73** {-} [-]	**-** {-} [-]	**26.02** {53.64} [0.04]	**113.75** {53.64} [0.04]

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III & V above	Parties referred to in IV above	Total
Interest Payable					
Hinduja Realty Ventures Limited	- {-} [-]	- {-} [-]	- {-} [-]	55.83 {-} [-]	55.83 {-} [-]
Total	**-** {-} [-]	**-** {-} [-]	**-** {-} [-]	**55.83** {-} [-]	**55.83** {-} [-]
Comfort Letter / Shortfall / Non disposal Undertaking					
IndusInd Media & Communications Limited	- {-} [-]	131,900.00 {131,900.00} [101,600.00]	- {-} [-]	- {-} [-]	131,900.00 {131,900.00} [101,600.00]
Total	**-** {-} [-]	**131,900.00** {131,900.00} [101,600.00]	**-** {-} [-]	**-** {-} [-]	**131,900.00** {131,900.00} [101,600.00]

Notes :

A. Figures in brackets [] are as on April 01, 2017 and figures in brackets {} represent transactions in respect of previous year 2017-18 and balances as on March, 31 2018 respectively.

B. Includes other long term benefits amounting to ₹ 6.57 lakh. (Previous year ₹ 15.92 lakh)

C. Includes ₹ 37.10 lakh (Previous Year ₹ 33.70 lakh) under unamortised borrowing cost.

D. Inter Corporate Deposits repaid during the year includes an amount of ₹ 16,889.25 lakh adjusted against the consideration towards subscription of equity shares.

E. Including shares held jointly with Hinduja Realty Ventures Limited

F. Managerial Remuneration paid / provided during the year is in excess of the limits laid down under section 197 (16) of the Companies Act, 2013. The approval of the shareholders' for the excess amount of ₹ 13.81 lakh would be sought at the ensuing general meeting through a special resolution and hence no adjustment in the standalone Ind AS Financial Statements for the year ended March 31, 2019.

36 Segmental reporting

Primary segment information

Business Segment

The Company's primary business segments are reflected based on principal business activities carried on by the Company which are as follows:

1) Treasury & Investment activities : It includes trading of shares which the Company carries out on its own account, advancing of intercorporate loans and advances and sub-broking activities for shares.

2) Media & Entertainment activities include the commercial exploitation on Dark Fibre owned by the Company as a licensee under the Telecom regulations and also its strategic investments in a subsidiary in the Cabe TV industry.

3) Real estate activities include real estate assets (Land) acquired for the purpose of development in future.

These segments are determined based on the internal organisation and management structure of the Company and its system of internal financial reporting and the nature of its risks and its returns. The Board of Directors of the Company has been identified as Chief Operating Decision Maker (CODM). CODM evaluates the Company's performance, allocate resources based on analysis of various performance indicators of the Company as disclosed for the above three segments.

Secondary segment information

Geographical Segment

The Company's operations are based in India and therefore the Company has only one geographical segment - India and hence no separate information for geographic segment wise disclosure is required.

Segment accounting policies

Segment accounting policies are in line with accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

(i) Segment revenue includes income directly identifiable with the segments.

(ii) Expenses that are directly identifiable with the segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments and expenses which relate to the operating activities of the segment but are impracticable to allocate to the segment, are included under "Unallocable corporate expenses".

(iii) Income which relates to the Company as a whole and not allocable to segments are included in Unallocable Income and netted off from Unallocable corporate expenses.

(iv) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilites that relate to the Company as a whole and not allocable to any segment.

Information about major customers

The Company derived its major revenue from leasing of Dark Fibre asset. The Company's revenue includes ₹ 3,416.42 lakh (March 31, 2018 ₹ 563.56 lakh) which arose from its largest customers. No other single customer contributed 10% or more to the Company's revenue for the year ended March 31, 2019 and March 31, 2018.

Sr. no.	Particulars	Media and Communications		Real Estate		Investments and Treasury		Total	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1	Segment revenue	**3,944.73**	2,023.06	**-**	-	**598.83**	23,330.28	**4,543.56**	25,353.34
	Add: Other income							**-**	-
								4,543.56	25,353.34
2	Segment results	**325.16**	(419.49)	**(166.81)**	(180.96)	**(7,307.13)**	17,661.44	**(7,148.78)**	17,060.99
	Add: Other income							**155.13**	2.54
	Less: Unallocated corporate expenses							**(170.66)**	(383.69)
	Total Profit / (Loss) before tax							**(7,164.31)**	16,679.84
3	Capital employed								
	Segment assets	**162,071.76**	117,715.41	**3,719.49**	3,719.50	**107,521.63**	186,729.22	**273,312.88**	308,164.13
	Add: Unallocated corporate assets							**992.05**	1,066.33
	Total assets							**274,304.93**	309,230.46
	Segment liabilities	**20,520.77**	25,215.34	**17.61**	9.84	**35,810.54**	54,306.49	**56,348.92**	79,531.67
	Add: Unallocated corporate liabilities							**21,097.81**	26,186.80
	Total liabilities							**77,446.73**	105,718.47
	Segment capital employed	**141,550.99**	92,500.07	**3,701.88**	3,709.66	**71,711.09**	132,422.73	**216,963.96**	228,632.46
	Add: Unallocated capital employed							**(20,105.76)**	(25,120.47)
	Total capital employed							**196,858.20**	203,511.99
4	Capital expenditure	**-**	23,000.00	**-**	-	**6.34**	5.19	**6.34**	23,005.19
5	Depreciation and amortisation	**1,371.73**	414.23	**-**	-	**23.83**	24.65	**1,395.56**	438.88
6	Significant non-cash expenditure	**-**	-	**-**	-	**-**	-	**-**	-
	Add: Unallocated non-cash expenditure	**-**	-	**-**	-	**-**	-	**-**	4.53
								-	4.53

37 Financial instruments

i) Categories of financial instruments and fair value hierarchy

Details as at March 31, 2019 are as follows:

(₹ in Lakh)

Particulars	Amortised cost#	Fair value through other comprehensive income	Fair value through profit or loss	Total carrying value	Fair Value Hierarchy
Financial Assets					
Cash and cash equivalents	476.13	-	-	476.13	-
Other bank balances	30.16	-	-	30.16	-
Trade receivables	361.68			361.68	
Loans	-	-	-	-	-
Investments*	-	34,152.85	46,626.59	80,779.44	Level 1
Investments*	-	26,655.37	-	26,655.37	Level 3
Other financial assets	70.29	-	-	70.29	-
Total	**938.26**	**60,808.22**	**46,626.59**	**108,373.07**	
Financial Liabilities					
Trade payables	152.56	-	-	152.56	-
Borrowings (other than debt securities)	55,073.30	-	-	55,073.30	-
Other financial liabilities	7,924.24	-	-	7,924.24	-
Total	**63,150.10**	**-**	**-**	**63,150.10**	

The Company considers that the carrying amounts of these financial instruments recognised in the financial statements approximates its fair values.

*excludes investment in subsidiaries

Details as at March 31, 2018 are as follows:

(₹ in Lakh)

Particulars	Amortised cost#	Fair value through other comprehensive income	Fair value through profit or loss	Total carrying value	Fair Value Hierarchy
Financial Assets					
Cash and cash equivalents	389.53	-	-	389.53	-
Other bank balances	361.79	-	-	361.79	-
Trade receivables	604.99	-	-	604.99	
Loans	18,670.25	-	-	18,670.25	-
Investments*	-	39,289.61	89,532.05	128,821.66	Level 1
Investments*	-	38,724.53	-	38,724.53	Level 3
Other financial assets	135.07	-	-	135.07	-
Total	**20,161.63**	**78,014.14**	**89,532.05**	**187,707.82**	
Financial Liabilities					
Trade payables	132.53	-	-	132.53	-
Borrowings (other than debt securities)	74,481.67	-	-	74,481.67	-
Other financial liabilities	9,500.80	-	-	9,500.80	-
Total	**84,115.00**	**-**	**-**	**84,115.00**	

The Company considers that the carrying amounts of these financial instruments recognised in the financial statements approximates its fair values.

*excludes investment in subsidiaries

Details as at April 01, 2017 are as follows:

(₹ in Lakh)

Particulars	Amortised cost#	Fair value through other comprehensive income	Fair value through profit or loss	Total carrying value	Fair Value Hierarchy
Financial Assets					
Cash and cash equivalents	1,351.22	-	-	1,351.22	-
Other bank balances	74.27	-	-	74.27	-
Trade receivables	318.65	-	-	318.65	
Loans	-	-	-	-	-
Investments*	-	31,163.02	92,392.47	123,555.49	Level 1
Investments*	-	22,637.04	-	22,637.04	Level 3
Other financial assets	65.20	-	-	65.20	-
Total	**1,809.34**	**53,800.06**	**92,392.47**	**148,001.87**	
Financial Liabilities					
Trade payables	2,813.38	-	-	2,813.38	-
Borrowings (other than debt securities)	42,774.36	-	-	42,774.36	-
Other financial liabilities	887.15	-	-	887.15	-
Total	**46,474.89**	**-**	**-**	**46,474.89**	

The Company considers that the carrying amounts of these financial instruments recognised in the financial statements approximates its fair values.

*excludes investment in subsidiaries

Valuation techniques and significant unobservable inputs

The following table show the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used.

Type	Valuation technique	Increase / decrease of 5% or so in the discount rate would result in decrease / increase in the fair value	Valuation process
Investments	Discounted cash flow approach	Increase / decrease of 5% or so in the discount rate would result in decrease / increase in the fair value $	Company has referred the fair valuation report of external valuation consultant for certain equity instruments measured at FVTOCI.

$ holding all other variables constant

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

Changes in level 3 items

Particulars	Investment in equity shares
As at April 01, 2017	**22,637.04**
Additions	4,515.05
Disposals	-
Gain / (loss) recognised in other comprehensive income	11,572.44
Gain / (loss) recognised in statement of profit and loss	-
As at March 31, 2018	**38,724.53**
Additions	695.85
Disposals	15,356.00
Gain / (loss) recognised in statement of profit and loss	356.00
Gain / (loss) recognised in other comprehensive income	2,234.99
As at March 31, 2019	**26,655.37**

37 Financial instruments - Financial risk management

The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The Company's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Company. The Company's principal financial assets include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. The carrying amounts of financial assets represent the maximum credit exposure.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

There is no expected credit loss on trade receivables due to shorter realisation period of upto 90 days and the customer being part of the same Hinduja Group.

Cash and cash equivalents and Other bank balances

The Company held cash and cash equivalents and Other bank balances with credit worthy banks of ₹ 506.29 lakh as at March 31, 2019 (March 31, 2018: ₹ 751.32 lakh; April 01, 2017: ₹ 1,425.49 lakh) respectively. The credit worthiness of such banks and financial institutions is evaluated by management on an ongoing basis and is considered to be good.

Loans and Other Financial Assets

Loans to group companies and Other financial assets including security deposits, etc are measured at amortised cost. Credit risk related to these financial assets are managed by monitoring the recoveries of such amounts on regular basis. The Company does not perceive any credit risk related to loan given to group companies since these will have an additional financial support from promoters as and when necessary.

Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any loss from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the financial obligations associated with its financial liabilities that are settled by delivering cash or another financial asset as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its financial liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

For the Company, liquidity risk arises from obligations on account of financial liabilities - borrowings (other than debt securities), trade payables and other financial liabilities.

Liquidity risk management

The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company ensures that it has sufficient cash on demand to meet expected operational expenses for a month, including the servicing of financial obligations, this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

Particulars	Carrying amount	Contractual cash flows				
		Less than 12 months	1-2 years	2-5 years	More than 5 years	Total
March 31, 2019						
Non-derivative financial liabilities						
Trade payables	**152.56**	**152.56**	**-**	**-**	**-**	**152.56**
Borrowings other than debt securities (excluding unamortised borrowing costs)	**56,586.41**	**40,000.44**	**4,008.30**	**14,422.16**	**7,465.41**	**65,896.32**
Other financial liabilities	**6,866.38**	**6,866.38**	**-**	**-**	**-**	**6,866.38**
March 31, 2018						
Non-derivative financial liabilities						
Trade payables	132.53	132.53	-	-	-	132.53
Borrowings other than debt securities (excluding unamortised borrowing costs)	76,414.96	58,309.44	3,145.93	12,095.98	14,151.34	87,702.69
Other financial liabilities	8,090.84	8,090.84	-	-	-	8,090.84
April 01, 2017						
Non-derivative financial liabilities						
Trade payables	2,813.38	2,813.38	-	-	-	2,813.38
Borrowings other than debt securities (excluding unamortised borrowing costs)	43,577.95	23,435.58	23,345.17	-	-	46,780.76
Other financial liabilities	137.80	137.80	-	-	-	137.80

As disclosed in Note no. 13, the Company has secured bank loans that contain loan covenants. Under the agreement, the covenants are monitored on a regular basis by the management to ensure compliance.

The interest payments on variable interest rate borrowings as stated above, reflect market interest rates at the reporting date and these amounts may change as market interest rates change.

iii. Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices, will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return, in foreign currency revenues and costs. The Company is domiciled in India and has its revenues and other transactions in its functional currency i.e. Rupees. Accordingly the Company is not exposed to any currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risks relates primarily to the Company's interest obligations on its borrowings. Borrowings issued at variable rates are exposed to fair value interest rate risk.

Exposure to interest rate risk

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Variable rate borrowings	**55,073.30**	74,481.67	42,774.36
Total Borrowings	**55,073.30**	74,481.67	42,774.36

Interest rate sensitivity - variable rate borrowings

The below table mentions the impact of increase or decrease in the interest rates of variable rate borrowings on statement of profit and loss.

(₹ in Lakh)

Particulars	Impact on Statement of Profit and Loss		
	Year ended March 31, 2019	**Year ended March 31, 2018**	**Year ended April 01, 2017**
Interest Rate increase by 100bps*	**550.73**	744.82	427.74
Interest Rate decrease by 100bps*	**(550.73)**	(744.82)	(427.74)

* holding all other variables constant

Price risk

The Company's exposure to equity securities price risk arises from investments held by the Company and classifed in the balance sheet either at fair value through profit and loss (FVTPL) or fair value through other comprehensive income (FVTOCI). The majority of the Company's equity investments are publicly traded.

iv. Capital Management

The Company establishes its capital structure considering the key objective of maximising the shareholder's return. The Company's objectives when managing capital are to:

a) safeguard their ability to continue as a going concern, so that they can continue to maintain investor, creditor and market confidence, better credit rating and to sustain future development of the business, and

b) maintain an optimal capital structure (optimum mix of debt to equity) to reduce the cost of capital thus leading to achieving the Company's objective of maximising shareholder's return.

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's management reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

The capital composition is as follows:

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Gross debt	**55,073.30**	74,481.67	42,774.36
Less: Cash and bank	**506.29**	751.32	1,425.49
Net debt (A)	**54,567.01**	73,730.35	41,348.87
Equity (B)	**196,858.20**	203,511.99	181,290.27
Gearing ratio (A / B)	**0.28**	0.36	0.23

38 Employee benefits expense

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

i. Defined contribution plan

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:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
-Employer's contribution to provident fund [Includes EDLI charges and employer's contribution to Employee's Pension Scheme, 1995] *	**20.62**	20.25
-Employer's contribution to employees' state insurance *	**0.15**	0.10

*included in contribution to employees provident and other funds - Refer note no. 25 of the Financial statements.

ii. Defined benefit plan

Contribution to Gratuity fund (unfunded scheme)

The Company has a defined benefit gratuity plan in India (unfunded). The company's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from company as and when it becomes due and is paid as per company scheme for Gratuity.

The following table shows a reconciliation from the opening balance to the closing balance for the net defined benefit (assets) / liabilities and its components and the assumptions used to determine the same.

Description	March 31, 2019	March 31, 2018
Changes in the present value of defined benefit obligation		
Balance at the beginning of the year	**65.36**	49.38
Transfers*	**-**	1.65
Interest cost	**5.08**	3.65
Current service cost	**2.93**	2.23
Actuarial (gain) / loss recognised in Other comprehensive income ('OCI')	**-**	-
- change in experience	**3.58**	8.91
- change in financial assumption	**0.02**	(0.46)
Benefits paid	**(4.61)**	-
Benefit obligation at the end of the year	**72.36**	65.36
*Represents liability discharged in respect of employees transferred from group companies.		
Changes in the Fair value of plan assets		
Balance at beginning of the year	**-**	-
Interest income	**-**	-
Contributions paid to the fund	**-**	-
Benefits paid	**-**	-
Return on plan assets excluding amounts included in interest income recognised in OCI	**-**	-
Fair Value of Plan Assets at the end of the year	**-**	-
Assets and liabilities recognised in the Balance sheet		
Present value of the defined benefit obligation at the end of the year	**72.36**	65.36
Less: Fair value of plan assets at the end of the year	**-**	-
Net liability / (asset) recognised	**72.36**	65.36
Net Interest Cost for Current Period		
Present Value of Benefit Obligation at the Beginning of the year	**65.36**	49.38
(Fair Value of Plan Assets at the Beginning of the year)	**-**	-
Net Liability / (Asset) at the beginning	**65.36**	49.38
Interest Cost	**5.08**	3.65
(Interest Income)	**-**	-
Net interest cost for current year	**5.08**	3.65
Expenses recognised in the Statement of profit and loss		
Current Service Cost	**2.93**	2.23
Net interest (income) / expense	**5.08**	3.65
Net gratuity cost recognised in the current year	**8.01**	5.88
(included in note no. 25 on Employee benefits expense)		
Expenses recognised in the Statement of Other comprehensive income ('OCI')		
Remeasurements of the net defined benefit liability / (asset)		
Actuarial losses on obligation for the Period	**3.60**	8.45
	3.60	8.45
Reconciliation of Net asset / (liability) recognised:		
Net asset / (liability) recognised at the beginning of the year	**65.36**	49.38
Transfers*	**-**	1.65
Expenses recognised in other comprehensive income	**3.60**	8.45
Expenses recognised in statement of profit and loss	**8.01**	5.88
Benefits Paid	**(4.61)**	-
Net (asset) / liability recognised at the end of the year	**72.36**	65.36
(included in note no. 15 of Provisions)		

* Represents liability disc harged in respect of employees transferred from group companies.

Actuarial assumptions	March 31, 2019	March 31, 2018	April 01, 2017
Mortality rate	**Indian Assured Lives Mortality (2006-08)**	**Indian Assured Lives Mortality (2006-08)**	**Indian Assured Lives Mortality (2006-08)**
Discount rate (per annum)	**7.76%**	7.78%	7.39%
Expected rate of return on plan assets	**N.A**	N.A	N.A
Future salary growth	**6.00%**	6.00%	6.00%
Rate of employee turnover (Attrition rate)	**2.00%**	2.00%	2.00%

Senstivity Analysis:

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the Present value of obligation ('PVO') and aids in understanding the uncertainty of reported amounts. Sensitivity analysis is done by varying one parameter at a time and studying its impact.

Particulars	March 31, 2019	March 31, 2018
Projected Benefit Obligation on Current assumptions	**72.36**	65.36
Delta Effect of +1% Change in Rate of Discounting	**(0.95)**	(1.07)
Delta Effect of -1% Change in Rate of Discounting	**1.12**	1.23
Delta Effect of +1% Change in Rate of Salary Increase	**1.13**	1.24
Delta Effect of -1% Change in Rate of Salary Increase	**(0.97)**	(1.10)
Delta Effect of +1% Change in Rate of Employee Turnover	**0.09**	0.07
Delta Effect of -1% Change in Rate of Employee Turnover	**(0.11)**	(0.09)

Note:

Sensitivity for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of defined benefit obligation by one percentage, keeping all other assumptions constant. The methods and types of assumptions used in preparing the sensitivity analysis has not changed as compared to previous year.

Projected Benefits Payable in Future Years From the Date of Reporting:

Year	March 31, 2019	March 31, 2018
2019	**64.06**	26.76
2020	**0.18**	34.98
2021	**0.27**	0.15
2022	**0.28**	0.22
2023	**0.30**	0.23
2024 and thereafter	**25.00**	21.36

Compensated absences

Provision in respect of Compensated absences / leave encashment benefits has been made based on actuarial valuation carried out by an independent actuary at the Balance sheet date using Projected Unit Credit method. The liability for leave encashment and compensated absences as at March 31, 2019 aggregates ₹ 26.47 (in lakh) [Previous Year - ₹ 22.60 (in lakh)].

39 Business combination

Pursuant to the Scheme of amalgamation between the Company and Grant Investrade Limited (GIL), the Transferor Company, a wholly owned subsidiary of the Company, the undertaking and the entire business, including all assets and liabilities of GIL stand transferred to and vested in the Company. GIL was engaged in the business of running movie channels on cable TV, business activities relating to optic fibre and treasury business.

The Scheme has been approved by the National Company Law Tribunal (NCLT) on May 10, 2018 and the necessary filings have been done with the Registrar of Companies on July 02, 2018. The appointed date specified in the Scheme is October 01, 2017 (acquisition date). This being a common control business combination under Ind AS 103, the same has been accounted for with effect from the beginning of the preceding period (i.e. April 01, 2017) in compliance with the NCLT order which has prescribed compliance with Ind AS 103 in addition to other applicable accounting standards. Accordingly, the financial statements for the year ended March 31, 2019 have been restated as if the business combination had occurred with effect from April 01, 2017 irrespective of the actual date of combination.

Combination of authorised capital:

As per the scheme, the authorised share capital of the Company stands increased by the authorised share capital of the Transferor Company aggregating ₹ 1,000.00 lakh.

Particulars	No. of shares	Face value per share	Amount in lakh
Equity shares	7,000,000	10.00	700.00
Preference shares	3,000,000	10.00	300.00

Accordingly, from April 01, 2017, the authorised capital of the Company stands at ₹ 9,001.00 lakh.

Accounting treatment:

The Company has followed the accounting treatment to restate the business combination in the Ind AS financial statements of the Company:

i) The Company has accounted amalgamation of GIL in its books by using the pooling of interest method in accordance with the said approved Scheme of Amalgamation and Ind AS 103.

ii) The Company has recorded all the assets, liabilities, and reserves of GIL at their respective book values as appearing in the books of GIL as at April 01, 2017, as shown hereunder and an amount of ₹ 734.35 lakh being the difference between the share capital including securities premium account of the transferor Company and the investment in the transferor Company recorded in the books of the Company has been transferred to Capital Reserve account.

(₹ in Lakh)

Particulars	As at April 01, 2017
Value of assets and liabilities acquired:	
Assets	
Cash and bank balances	869.17
Trade receivables	66.78
Investments	63,456.73
Other financial assets	287.77
Liabilities	
Trade payables	16.76
Borrowings (other than debt securities)	50,130.00
Other financial liabilities	2,823.75
Provisions	1.43
Reserves	
Surplus in Statement of Profit and Loss	538.91

40 Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	As at March 31, 2019			As at March 31, 2018			As at April 01, 2017		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets									
Cash and cash equivalents	**476.13**	**-**	**476.13**	389.53	-	389.53	1,351.22	-	1,351.22
Other bank balances	**30.16**	**-**	**30.16**	361.44	0.35	361.79	73.92	0.35	74.27
Trade receivables	**361.68**	**-**	**361.68**	604.99	-	604.99	318.65	-	318.65
Loans	**-**	**-**	**-**	18,670.25	-	18,670.25	-	-	-
Investments	**-**	**243,164.37**	**243,164.37**	-	256,925.20	256,925.20	-	235,571.54	235,571.54
Other financial assets	**2.76**	**67.53**	**70.29**	78.54	56.53	135.07	8.63	56.57	65.20
Inventory	**-**	**3,719.32**	**3,719.32**	-	3,719.32	3,719.32	-	3,719.32	3,719.32
Current tax assets (net)	**-**	**400.11**	**400.11**	-	546.96	546.96	-	470.25	470.25
Property, plant and equipment	**-**	**22,349.33**	**22,349.33**	-	23,738.38	23,738.38	-	1,171.36	1,171.36
Other intangible assets	**-**	**0.24**	**0.24**	-	0.94	0.94	-	1.65	1.65
Other non-financial assets	**28.06**	**3,705.24**	**3,733.30**	22.74	4,115.29	4,138.03	4.91	18.36	23.27
Total assets	**898.79**	**273,406.14**	**274,304.93**	20,127.49	289,102.97	309,230.46	1,757.33	241,009.40	242,766.73
Liabilities									
Trade payables									
i) total outstanding dues of creditors other than micro enterprises and small enterprises	**152.56**	**-**	**152.56**	132.53	-	132.53	2,813.38	-	2,813.38
Borrowings (other than debt securities)	**28,905.65**	**26,167.65**	**55,073.30**	46,436.62	28,045.05	74,481.67	20,295.89	22,478.47	42,774.36
Other financial liabilities	**7,924.24**	**-**	**7,924.24**	9,500.80	-	9,500.80	887.15	-	887.15
Provisions	**83.30**	**15.53**	**98.83**	37.22	50.74	87.96	15.65	46.61	62.26
Deferred tax liabilities (net)	**-**	**14,073.36**	**14,073.36**	-	21,200.79	21,200.79	-	14,835.13	14,835.13
Other non-financial liabilities	**124.44**	**-**	**124.44**	314.72	-	314.72	104.18	-	104.18
Total liabilities	**37,190.19**	**40,256.54**	**77,446.73**	56,421.89	49,296.58	105,718.47	24,116.25	37,360.21	61,476.46
Net			**196,858.20**			203,511.99			181,290.27

41 First Time Indian Accounting Standards (Ind AS) Adoption reconciliations

(a) Reconciliation of total equity as at March 31, 2018 and April 01, 2017

(₹ in Lakh)

Particulars	Notes	As at March 31, 2018 (End of last period presented under previous IGAAP)	As at April, 01 2017 (Date of transition)
Total equity (shareholders' funds) under previous IGAAP		**107,386.61**	**102,835.04**
Accounting for common control business combination	(i)	-	1,273.26
Ind AS adjustments			
Fair valuation of investments through profit and loss	(ii)	56,426.26	53,024.00
Fair valuation of investments through other comprehensive income	(iii)	66,457.06	46,758.02
Deferred tax on the above adjustment	(iv)	(26,757.94)	(22,543.15)
Fair valuation of derivative contracts	(vi)	-	(56.90)
Total adjustment to equity		**96,125.38**	**78,455.23**
Total equity under Ind AS		**203,511.99**	**181,290.27**

(b) Reconciliation of total comprehensive income for the year ended March 31, 2018

Particulars	Notes	Year ended March 31, 2018 (Latest period presented under previous IGAAP)
Profit / (Loss) as per previous IGAAP		**10,410.54**
Ind AS Adjustments:		
Accounting for common control business combination	(i)	(2,802.70)
Fair valuation of investments through profit and loss	(ii)	3,402.25
Remeasurement gain / (loss) on defined benefit obligations	(v)	8.45
Deferred tax on the above adjustment	(iv)	(1,369.97)
Fair valuation of derivative contracts	(vi)	56.90
Total effect of transition to Ind AS		**(705.07)**
Profit for the year under Ind AS		**9,705.47**
Fair valuation of investments through other comprehensive income	(iii)	19,699.04
Remeasurement gain / (loss) on defined benefit obligations	(v)	(8.45)
Deferred tax on the above adjustment	(iv)	(2,844.82)
Other Comprehensive income for the year (net of tax)		**16,845.77**
Total comprehensive income under Ind AS		**26,551.24**

Note: Under previous IGAAP, total comprehensive income was not reported. Therefore, the above reconciliation starts with profit under the previous IGAAP.

(c) Effect of Ind AS adoption on the statement of cash flows for the year ended March 31, 2018

There are no material adjustments to the statement of cash flows for the year ended March 31, 2018.

(d) Notes

(i) The opening balances under IGAAP of above Statements (a) and (b) separately provide the addition due to the amalgamation pursuant to the Scheme of amalgamation sanctioned by National Company Law Tribunal (NCLT). (Refer note no. 39)

(ii) Impact on account of financial asset measured at FVTPL

Previous IGAAP – Non-current investments are measured at cost.

Ind AS – Investment in equity shares are financial assets. For the purposes of Ind AS 109, these will be accounted at fair value through the Statement of profit and loss at each reporting date.

(iii) Impact on account of financial asset measured at FVTOCI

Previous IGAAP – Non-current investments are measured at cost.

Ind AS – Investment in equity shares are financial assets. For the purposes of Ind AS 109, these will be accounted at fair value through Other Comprehensive Income (OCI) at each reporting date.

(iv) Impact on account of deferred taxes

The impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach in the previous IGAAP) for computation of deferred tax has impacted the reserves on date of transition, with consequential impacts to the statement of profit and loss for the subsequent periods.

(v) Impact of recognising actuarial gain / (loss) on defined benefit obligations in OCI

Previous IGAAP - Company accounts for actuarial gain / (loss) under employee benefit expenses in statement of profit and loss.

Ind AS - Remeasurements i.e. actuarial gain and loss and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss.

(vi) Impact on account of fair valuation of derivative contracts

Previous IGAAP - Forward contracts were recognised at fair value and premium paid on forward contract was amortised over the tenure of the contract.

Ind AS - Forward contracts are recognised at fair value and premium on premium paid on forward contract is charged to statement of profit and loss when incurred.

42 Reclassifications

The amounts as per previous IGAAP has been reclassified / regrouped to bring in line with Ind AS.

43 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 earlier years which has been utilised during the current year in the tax computation amounting to ₹ 6,293.73 lakh [Previous Year - ₹ 1,488.83 lakh]. The balance MAT as at March 31, 2019 is ₹ NIL [Previous Year - ₹ 6,293.73 lakh].

44 The Company had obtained certificate of registration as a sub-broker from the National Stock Exchange of India Limited and Bombay Stock Exchange Limited from Securities and Exchange Board of India (SEBI) based on which the Company was engaged in the activity of sub-broking and recognised sub broking income in the statement of profit and loss account. However, during the year SEBI vide its circular no. SEBI/HO/MIRSD/DoP/CIR/P/2018/117 dated August 03, 2018 had decided to discontinue with sub-broker as an intermediary to be registered with SEBI and the registered Sub Brokers have to migrate within March 31, 2019 to act as an Authorised Person (AP) and / or Trading member (TM). The Company has not opted to act as an AP or TM and has surrendered its certificate of registration as Sub Broker to SEBI effective March 31, 2019 in accordance with the above said circular.

45 Dividend remitted in foreign currency

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Amount remitted (₹ in Lakh)	**486.55**	486.55
Dividend related to financial year	**2017-18**	2016-17
Number of non-resident shareholders	**13**	13
Number of shares	**2,780,312**	2,780,312

46 During the year, the Company disinvested 10,000,000 equity shares held in Hinduja Leyland Finance Limited (HLFL) at a price of ₹ 153.56/- per share thereby reducing the percentage holding of the Company in equity share capital of HLFL from 5.66% to 3.46%. Subsequently, HLFL offered 452,071 equity shares of ₹ 10/- each to the Company on rights basis, at a price of ₹153/- per share (including premium of ₹143/- per share), in the proportion of 1 new equity share for every 69 equity shares held by the Company. The Company also subscribed to additional 2,735 equity shares at a price of ₹153/- per share (including premium of ₹143/- per share), being shares renounced by other shareholders. Accordingly, the Company paid ₹ 695.85 lakh @ ₹153/- per share (including premium of ₹ 143/- per share) being the amount called by HLFL. Consequently, the percentage holding of the Company in equity share capital of HLFL as at March 31, 2019 is 3.46%.

47 The Company had subscribed to 44,800,602 equity shares of ₹ 10 each on rights basis, at a price of ₹100/- per share (including premium of ₹90/- per share), offered by Indusind Media & Communications Limited (IMCL), the subsidiary of the Company, in the proportion of 5 new equity shares for every 11 equity shares held by the company. Further, the Company also subscribed to an additional 7,572,903 number of equity shares at a price of ₹100/- per share (including premium of ₹90/- per share), being shares renounced by other shareholders. Accordingly, the Company paid ₹ 141,40.84 lakh @ ₹27/- per share (including premium of ₹ 25/- per share) towards the application money for the shares subscribed during the year. During the current year, pursuant to this rights issue by IMCL, the Company received call notices and paid ₹ 130,93.38 lakh @ ₹25/- per share (including premium of ₹ 23/- per share) against the First call notice, ₹ 146,64.58 lakh @ ₹ 28/- per share (including premium of ₹ 26/- per share) towards the Second call notice and ₹ 4,451.75 lakh @ ₹ 8.50/- per share (including premium of ₹ 6.50/- per share) based on the Third call notice. Out of the balance ₹ 11.50/- per share (including premium of ₹ 9.50/- per share), IMCL has waived off premium of ₹ 6.50/- per share which was to be paid against the final call. The percentage holding of the Company in equity share capital of IMCL as on March 31, 2019 is 76.98%.

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

(i) 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:

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Buyer's Credit (₹ in lakh)	-	-	3.24
Buyer's Credit (USD in lakh)	-	-	0.05

(ii) All derivate instruments acquired by the company are for hedging purpose only.

(iii) Outstanding foreign exchange contracts entered into by the Company are:

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Buy / Sell	-	-	Buy
Amount (₹ in Lakh)	-	-	987.41
Amount in foreign currency (USD in Lakh)	-	-	15.22

49 The Board of Directors at its meeting held on May 9, 2019 have recommended a dividend of ₹ 17.50/- per share (on par value of ₹ 10/- each per equity share) for the year ended March 31, 2019, to be approved by the Shareholders in the ensuing Annual General Meeting of the Company.

50 The comparative financial information for the previous years previously issued were prepared in accordance with the accounting standards specified under section 133 of the Companied Act 2013, read with the relevant rules issued thereunder and other accounting principles generally accepted in India (the previous IGAAP) and as adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS.

For and on behalf of the Board of Directors

Anil Harish
Director
DIN 00001685

Ashok Mansukhani
Managing Director
DIN 00143001

Hasmukh Shah
Company Secretary
FCS No. 2029

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : May 9, 2019

Independent Auditor's Report

To the Members of Hinduja Ventures Limited

Report on the Audit of the Consolidated financial statements (as amended)

Opinion

1. We have audited the accompanying consolidated financial statements (as amended) of Hinduja Ventures Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"). The consolidated financial statements (as amended) which comprises the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash flows, the Consolidated Statement of Changes in Equity for the year then ended, a summary of significant accounting policies and other explanatory information, and the Supplementary Note 71 which is an addendum to the accompanying Notes 1 to 70 to these consolidated financial statements, which have been approved by the Board of Directors of the Company at their meeting held on August 12, 2019 [together "the consolidated financial statements (as amended)"].

2. The previously issued consolidated financial statements of the Company for the year ended March 31, 2019 were approved by the Board of Directors at their meeting held on May 9, 2019 and we had issued our audit report dated May 9, 2019 on those financial statements. These consolidated financial statements (as amended) have been prepared to rectify an error that was noted by the Management in the previously issued consolidated financial statement for the year ended March 31, 2019, as more fully described in Supplementary Note 71A and 71B to the consolidated financial statements (as amended) and supersedes the said previously issued consolidated financial statements.

3. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements / financial information of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements (as amended) give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis of Opinion

4. We conducted our audit of the consolidated financial statements (as amended) in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements (as amended) section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements (as amended) under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraph 19 of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements (as amended).

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements (as amended) of the current period. These matters were addressed in the context of our audit of the consolidated financial statements (as amended) as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
A) **Lease income from lease of optic fibre cable infrastructure** The Parent during previous year purchased the underground optic fibre cable (the assets) from one of its erstwhile subsidiary and has leased the same to a group company for a specified period for a fixed fee. The Parent has presently classified the lease income as operating lease based on the terms of lease agreement with the lessor. This is key audit matter due to; • significant revenue from operations is from the above lease contract with a single party • judgement is involved in classifying the lease as an operating lease or finance lease considering the terms of agreement. • the contract being unique could include significant contractual obligation that require recognition and/or disclosures in the financial statements. Please also see the disclosures regarding leasing commitments in Note 41 to the Consolidated Financial Statements (as amended)	**Principal Audit Procedures** Our audit approach comprised the following: • Verify the certificate of registration as Infrastructure Provider - Category 1 received by Company from the Department of Telecommunication, Ministry of Communications to ensure that the Company is permitted to lease optic fibre cable infrastructure. • Evaluating the design and implementation of the Parent's process for entering in lease contracts, fulfilment of the contractual obligations, if any, and revenue recognition. • Assess the lease agreement between the lessee and the Parent and evaluate the terms of agreement interalia, lease period, consideration, obligation of the parties, the restrictions on use of assets, if any, and transfer of risks and rewards at end of lease period from a lease classification perspective.
B) **Amended Financial Statement to incorporate the effect of the accounting entries for elimination of certain intra group transactions of the Group** The previously issued consolidated financial statements of the Company for the year ended March 31, 2019, that were issued on May 9, 2019, have been amended by the Company to incorporate the effect of the accounting entries for elimination of certain intra group transactions of the Group, that were previously not eliminated in accordance with Indian Accounting Standards (Ind AS) 110 - Consolidated Financial Statements This is key audit matter due to; • Such elimination of intra-group transactions has an impact on the previously issued consolidated balance sheet, consolidated statement of profit and loss, including total comprehensive income and the consolidated statement of changes in equity as at and for the year ended March 31, 2019 Please also see the Supplementary Note 71A and 71B to the Consolidated Financial Statements (as amended)	**Principal Audit Procedures** Our audit approach comprised the following: • Evaluated the appropriateness of adjustments made to the previously issued Consolidated Financial Statement • Tested the inter-company transaction and profit elimination in the Consolidated Financial Statement (as amended). • Verified Board approval of the issuance of the Consolidated Financial Statement (as amended) Performed subsequent event procedures as required under SA 560 solely insofar as the item causing the amendment.

Information Other than the Financial Statements and Auditor's Report Thereon

6. The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Chairman's Message, Financial Highlights, Board's Report and Management Discussion and Analysis Report which we obtained prior to the date of this auditor's report.

7. Our opinion on the consolidated financial statements (as amended) does not cover the other information and we don't express any form of assurance conclusion thereon.

8. In connection with our audit of the consolidated financial statements (as amended), our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements (as amended) or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, is traced from their financial statements audited by the other auditors.

9. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibility for the Consolidated Financial Statements (as amended)

10. The Parent’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements (as amended) that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of their respective financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements (as amended) by the Directors of the Parent, as aforesaid.

11. In preparing the consolidated financial statements (as amended), the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

12. The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their companies.

Auditor’s Responsibility for the Audit of the Consolidated Financial Statements (as amended)

13. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements (as amended) as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements (as amended).

14. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial statements (as amended), whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

    - Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

    - Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements (as amended) or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements (as amended), including the disclosures, and whether the consolidated financial statements (as amended) represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements (as amended). We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements (as amended) of which we are the independent auditors. For the other entities included in the consolidated financial statements (as amended), which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

15. Materiality is the magnitude of misstatements in the consolidated financial statements (as amended) that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements (as amended) may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements (as amended).
16. We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements (as amended) of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
17. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
18. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements (as amended) of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

19. We did not audit the financial statements of 15 subsidiaries, included in the consolidated financial statements (as amended), whose financial statements reflect total assets of ₹ 146,424 Lakh as at March 31, 2019, total revenues of ₹ 65,338 Lakh and net cash outflows amounting to ₹ 1,195 lakh for the year ended on that date, as considered in the consolidated financial statements (as amended). These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements (as amended), in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
20. We did not audit the financial information of 2 subsidiaries, included in the consolidated financial statements (as amended), whose financial information reflect total assets of ₹ Nil as at March 31, 2019, total revenues of ₹ 503 lakh and net cash outflows amounting to ₹ 76 lakh for the year ended on that date, as considered in the consolidated financial statements (as amended). These financial information are unaudited and have been furnished to us as certified by the Management and our opinion on the consolidated financial statements (as amended), in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.
21. We have restricted our additional audit procedures on the events subsequent to May 9, 2019 ('subsequent events') as defined under SA 560 Subsequent Events solely to the matters described in the Supplementary Note

71 to the consolidated financial statements (as amended) which relate to the discovery of facts subsequent to 9 May, 2019,but which were existing as at that date, and which are the cause for the amendments to the previously issued consolidated financial statements issued on May 9, 2019.

Our opinion on these consolidated financial statements (as amended) and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the matters stated in paragraphs 19, 20 and 21 above.

22. The comparative financial statements for the year ended March 31, 2018 in respect of 15 subsidiaries, and the related transition date opening balance sheet as at April 1, 2017 prepared in accordance with the Ind AS and included in these consolidated financial statements (as amended), have been audited by other auditors, whose reports have been furnished to us by the Management and in so far as it relates to the comparative amounts and disclosures included in respect of these subsidiaries made in these consolidated financial statements (as amended), is based solely on the reports of the other auditors

    The comparative financial information for the year ended March 31, 2018 in respect of 2 subsidiaries, and the related transition date opening balance sheet as at April 1, 2017 prepared in accordance with the Ind AS and included in in these consolidated financial statements (as amended), are unaudited and have been furnished to us as certified by the Management and in so far as it relates to the comparative amounts and disclosures included in respect of these subsidiaries made in these consolidated financial statements (as amended), is based solely on the financial information certified by the Management.

    Our opinion on the consolidated financial statements (as amended) is not modified in respect of the above matters on the comparative financial statements / information.

Report on Other Legal and Regulatory Requirements

23. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements / financial information of subsidiaries, referred in the Other Matters section above we report, to the extent applicable that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements (as amended).

    (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements (as amended) have been kept so far as it appears from our examination of those books and the reports of the other auditors.

    (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements (as amended).

    (d) In our opinion, the aforesaid consolidated financial statements (as amended) comply with the Ind AS specified under Section 133 of the Act.

    (e) On the basis of the written representations received from the directors of the Parent as on March 31, 2019 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

    (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls of the Group, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

    (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Parent to its director during the year is in excess of the limits laid down under section 197 of the Act.

Details of remuneration paid in excess of the limit laid down under this section are as given below:

Period	Number of managerial personnel	Amount of Excess remuneration	Treatment in Standalone financial statement
April 1, 2018 to March 31, 2019	One	₹ 13.81 lakh	The approval of the shareholders for the excess amount would be sought at the ensuing general meeting through a special resolution and hence no adjustment is required in consolidated financial statements (as amended) for the year ended March 31, 2019

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements (as amended) disclose the impact of pending litigations on the consolidated financial position of the Group – Refer note 42 of the consolidated financial statements (as amended).

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary companies incorporated in India.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Kalpesh J. Mehta
Partner
(Membership No. 48791)
(UDIN: 19048791AAAABC2378)

Place : Mumbai,
Date : May 9, 2019 (August 12, 2019 as to effect the amendments arising from the matter referred to in paragraph 21 under Other Matters section above)

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 23(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the consolidated financial statements (as amended) accounts of Hinduja Ventures Limited ("the Parent") for the year ended March 31, 2019)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the consolidated Ind AS financial statements (as amended) of the Parent as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Hinduja Ventures Limited (hereinafter referred to as "the Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Parent, its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company/ Parent, its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the internal financial controls system over financial reporting of the Holding Company / Parent, its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Annexure "A" to the Independent Auditor's Report

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion 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 referred to in the Other Matters paragraph below, the Holding Company/ Parent, its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

1. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 15 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

2. In case of two subsidiary companies for which we have not received the report of the auditors under Section 143(3)(i) of the Act, we are unable to opine on the establishment of adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2019. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the consolidated financial statements (as amended) of the Group.

Our opinion is not modified in respect of the above matters.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Kalpesh J. Mehta
Partner
(Membership No. 48791)
(UDIN: 19048791AAAABC2378)

Place : Mumbai,
Date : May 9, 2019 (August 12, 2019 as to effect the amendments arising from the matter referred to in paragraph 21 under Other Matters section above)

Consolidated Balance Sheet
as at March 31, 2019

(₹ in Lakh)

	Particulars	Note No.	As at March 31, 2019 (as amended - refer note 71)	As at March 31, 2018	As at April 01, 2017
	ASSETS				
1)	**Financial Assets**				
a)	Cash and cash equivalents	2	**3,155.18**	3,995.78	3,742.22
b)	Other bank balances	3	**7,790.41**	7,032.56	5,021.62
c)	Derivative financial instruments	4	**712.80**	55.29	82.17
d)	Trade receivables	5	**9,925.17**	12,217.15	10,244.30
e)	Loans	6	**24.02**	10,823.90	43.34
f)	Investments	7	**122,639.02**	182,517.39	159,663.90
g)	Other financial assets	8	**2,122.89**	1,373.67	1,143.76
	Total		**146,369.49**	218,015.74	179,941.31
2)	**Non-financial Assets**				
a)	Inventories	9	**3,822.12**	4,044.03	3,973.46
b)	Current tax assets (net)	10	**3,471.71**	4,063.96	6,020.25
c)	Deferred tax assets (net)	11	**34.03**	6,293.73	7,782.56
d)	Property, plant and equipment	12	**67,501.74**	75,688.74	74,597.63
e)	Capital work-in-progress	12	**2,235.41**	1,263.00	2,452.54
f)	Goodwill	13	**2,602.82**	2,917.68	2,885.22
g)	Other intangible assets	14	**6,647.53**	6,828.94	7,668.38
h)	Other non-financial assets	15	**16,473.82**	12,028.34	9,749.96
	Total		**102,789.18**	113,128.42	115,130.00
	Total Assets		**249,158.67**	331,144.16	295,071.31
	LIABILITIES AND EQUITY				
	LIABILITIES				
1)	**Financial Liabilities**				
a)	Derivative financial instruments	4	**1,064.38**	808.00	560.79
b)	Payables	16			
	Trade payables				
	i) total outstanding dues of micro enterprises and small enterprises		**166.00**	-	3.59
	ii) total outstanding dues of creditors other than micro enterprises and small enterprises		**24,143.97**	23,941.76	21,593.18
	Total		**24,309.97**	23,941.76	21,596.77
c)	Borrowings (other than debt securities)	17	**111,920.29**	145,271.77	115,280.53
d)	Deposits	18	**9,309.65**	10,187.00	8,091.99
e)	Other financial liabilities	19	**14,029.53**	11,463.06	6,346.46
	Total		**160,633.82**	191,671.59	151,876.54
2)	**Non-financial Liabilities**				
a)	Current tax liabilities (net)	20	**17.19**	120.00	7.00
b)	Provisions	21	**630.28**	495.96	566.76
c)	Deferred tax liabilities (net)	11	**7,926.82**	20,979.62	22,763.69
d)	Other non-financial liabilities	22	**24,332.34**	31,648.39	23,910.73
	Total		**32,906.63**	53,243.97	47,248.18
3)	**EQUITY**				
a)	Equity share capital	23	**2,055.55**	2,055.55	2,055.55
b)	Other equity	24	**51,737.89**	88,175.05	92,535.10
			53,793.44	90,230.60	94,590.65
c)	Non-controlling interests	25	**1,824.78**	(4,002.00)	1,355.94
	Total equity		**55,618.22**	86,228.60	95,946.59
	Total Liabilities and Equity		**249,158.67**	331,144.16	295,071.31

Significant Accounting Policies 1

See accompanying notes to the Consolidated Financial Statements 2-71

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Kalpesh J. Mehta
Partner
Membership No. 48791

Place : Mumbai
Date : May 9, 2019 (August 12, 2019 as to effect the amendments arising from the matter referred to in paragraph 21 under Other Matters section of our Audit Report)

For and on behalf of the Board of Directors

Anil Harish
Director
DIN 00001685

Ashok Mansukhani
Managing Director
DIN 00143001

Hasmukh Shah
Company Secretary
FCS No. 2029

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : May 9, 2019 (August 12, 2019 as to the effects of the matter arising from the matter referred to in Supplementary Note 71 to the consolidated financial statements)

Consolidated Statement of Profit and Loss
for the year ended March 31, 2019

(₹ in Lakh)

	Particulars	Note No.	Year ended March 31, 2019 (as amended - refer note 71)	Year ended March 31, 2018
1	**Income**			
a)	**Revenue from operations**			
	i) Interest income	26	**424.26**	739.67
	ii) Dividend income	27	**552.70**	502.67
	iii) Lease income - optic fibre cable		**3,519.33**	807.79
	iv) Commission income		**87.00**	205.77
	v) Sub-broking income		**9.27**	25.29
	vi) Net gain on fair value changes	28	**1,569.34**	23,355.78
	vii) Sale of products	29	**68.77**	1,974.00
	viii) Sale of services	30	**62,706.95**	56,211.00
	ix) Other operating income	31	**110.85**	162.00
	Total Revenue from operations		**69,048.47**	83,983.97
b)	Other income	32	**2,009.78**	2,422.11
	Total Income		**71,058.25**	86,406.08
2	**Expenses**			
	i) Finance costs	33	**14,824.25**	14,528.51
	ii) Cost of materials consumed		**1,049.77**	2,080.00
	iii) Cost of goods sold		**-**	1,105.00
	iv) Cable television operation expenses	34	**53,239.97**	49,208.79
	v) Net loss on fair value changes	28	**2,528.90**	-
	vi) Changes in inventories	35	**187.45**	(35.17)
	vii) Purchases of stock-in-trade		**-**	1,378.92
	viii) Employee benefits expense	36	**5,100.64**	5,338.95
	ix) Depreciation and amortisation expense	37	**15,291.70**	14,993.76
	x) Commission expense		**1,532.98**	1,464.00
	xi) Other expenses	38	**17,273.41**	18,914.53
	Total Expenses		**111,029.07**	108,977.29
3	**Loss before exceptional items and tax (1-2)**		**(39,970.82)**	(22,571.21)
4	**Exceptional items - Gain on loss of control**		**3,583.00**	-
5	**Loss before tax (3-4)**		**(36,387.82)**	(22,571.21)
6	**Tax Expense:**	11a		
	- Current Tax		**8,245.86**	5,052.07
	- Deferred Tax / (Reversal)		**(10,379.58)**	(4,606.10)
	- Short provision for tax relating to prior years		**57.69**	181.53
	- MAT credit entitlement of earlier years		**-**	(97.17)
	Total tax expenses		**(2,076.03)**	530.33
7	**Net Loss after tax for the year (5-6)**		**(34,311.79)**	(23,101.54)
8	**Other Comprehensive Income**			
	A. Items that will not be reclassified to profit or loss:			
	a) Fair value of equity instruments through other comprehensive income		**2,071.22**	19,699.04
	b) Re-measurement of defined benefit plans		**(97.56)**	73.73
	c) Tax Impact	11b	**332.35**	(2,844.82)
	B. Items that may be reclassified to profit or loss:			
	a) Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge		**(1,301.78)**	719.90
	Total Other Comprehensive Income for the year		**1,004.23**	17,647.85
9	**Total Comprehensive Income for the year (7+8)**		**(33,307.56)**	(5,453.69)
10	**Loss for the year attributable to:**			
	-Owners		**(26,607.70)**	(17,303.61)
	-Non-controlling interests		**(7,704.09)**	(5,797.93)
	Total		**(34,311.79)**	(23,101.54)
11	**Other Comprehensive Income for the year attributable to:**			
	-Owners		**1,355.36**	17,420.30
	-Non-controlling interests		**(351.13)**	227.55
	Total		**1,004.23**	17,647.85
12	**Total Comprehensive Income for the year attributable to:**			
	-Owners		**(25,252.34)**	116.69
	-Non-controlling interests		**(8,055.22)**	(5,570.38)
	Total		**(33,307.56)**	(5,453.69)
13	**Earnings per equity share**	39		
	Basic (₹)		**(166.92)**	(112.39)
	Diluted (₹)		**(166.92)**	(112.39)

Significant Accounting Policies	1	
See accompanying notes to the Consolidated Financial Statements	2-71	

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Kalpesh J. Mehta
Partner
Membership No. 48791

Place : Mumbai
Date : May 9, 2019 (August 12, 2019 as to effect the amendments arising from the matter referred to in paragraph 21 under Other Matters section of our Audit Report)

For and on behalf of the Board of Directors

Anil Harish
Director
DIN 00001685

Ashok Mansukhani
Managing Director
DIN 00143001

Hasmukh Shah
Company Secretary
FCS No. 2029

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : May 9, 2019 (August 12, 2019 as to the effects of the matter arising from the matter referred to in Supplementary Note 71 to the consolidated financial statements)

Consolidated Statement of Cash Flow
for the year ended March 31, 2019

(₹ in Lakh)

	Particulars		Year ended March 31, 2019 (as amended - refer note 71)		Year ended March 31, 2018	
A	**Cash Flow from Operating Activities**					
	Loss before tax			**(36,387.82)**		(22,571.21)
	Adjustments for:					
	Interest income		**(424.26)**		(739.67)	
	Dividend income		**(552.70)**		(502.67)	
	Gain on fair value changes		**(1,569.34)**		(23,355.78)	
	Provision for doubtful debts no longer required written back		**(174.17)**		(1,580.88)	
	Bad debts recovered		**(7.86)**		(227.00)	
	Interest on income tax refund		**(565.59)**		(12.16)	
	Sundry credit balance written off		**(427.69)**		-	
	Unwinding of security deposit (net)		**(8.60)**		(13.00)	
	Foreign currency fluctuation gain		**(453.00)**		(0.16)	
	Amortisation of security deposit		**8.58**		12.00	
	Finance costs		**14,824.25**		14,528.51	
	Depreciation and amortisation expense		**15,291.70**		14,993.76	
	Loss on fair value changes		**2,528.90**		-	
	Loss on fair value changes of derivatives		**93.81**		206.00	
	Loss on foreign currency fluctuation		**-**		163.00	
	Impairment of goodwill		**314.86**		344.35	
	Loss on sale of property, plant and equipment		**44.00**		4.03	
	Provision for doubtful debts					
	Provision for doubtful advances		**2,354.29**		188.46	
	Provision against carrying value of subsidiary		**-**		2,685.97	
	Bad debts written off		**2,795.07**		4,475.19	
	Loss on sale of investment in subsidiary		**1,000.21**		-	
	Exceptional income		**(3,583.00)**		-	
				31,489.46		11,169.95
	Operating loss before working capital changes			**(4,898.36)**		(11,401.26)
	Changes in working capital:					
	Decrease / (Increase) in derivative financial instruments		**(1,600.10)**		(4,097.25)	
	Decrease / (Increase) in trade receivables		**(321.06)**		(164.97)	
	Decrease / (Increase) in other financial assets		**(3,071.46)**		(225.84)	
	Decrease / (Increase) in inventories		**221.90**		(70.57)	
	Decrease / (Increase) in other non-financial assets		**(3,072.13)**		(2,219.62)	
	Increase / (Decrease) in trade payables		**795.90**		2,344.99	
	Increase / (Decrease) in other financial liabilities		**2,333.65**		3,552.58	
	Increase / (Decrease) in provisions		**36.76**		2.93	
	Increase / (Decrease) in other non-financial liabilities		**(352.76)**		9,366.05	
				(5,029.30)		8,488.30
	Cash used in operations			**(9,927.66)**		(2,912.96)
	Taxes paid (net of refunds)			**(3,824.06)**		(3,164.31)
	Net cash used in operating activities	**(A)**		**(13,751.72)**		(6,077.27)

Consolidated Statement of Cash Flow
for the year ended March 31, 2019

(₹ in Lakh)

Particulars	Year ended March 31, 2019 (as amended - refer note 71)		Year ended March 31, 2018	
B Cash Flow from Investing Activities				
Interest income received	**957.82**		748.76	
Dividend income received	**552.70**		502.67	
Fixed deposits (placed) / redeemed and other bank balances	**(744.11)**		(2,014.88)	
Purchase of property, plant and equipment / other intangible assets	**(8,049.54)**		(18,684.64)	
Sale of property, plant and equipment / other intangible assets	**680.32**		5,532.10	
Goodwill on acquisition of subsidiary	**-**		(376.81)	
Purchase of investments	**(695.87)**		(7,145.39)	
Sale of investments	**63,151.72**		24,660.75	
		55,853.04		3,222.56
Net cash generated from investing activities (B)		**55,853.04**		3,222.56
C Cash Flow from Financing Activities				
Receipt of loans given / (loans given)	**10,799.89**		(10,780.56)	
Repayment of borrowings	**(34,228.83)**		-	
Proceeds of borrowings taken during the year	**-**		32,086.25	
Interest paid	**(15,176.35)**		(13,867.90)	
Dividend paid	**(3,597.21)**		(3,597.21)	
Dividend distribution tax	**(739.42)**		(732.31)	
		(42,941.92)		3,108.27
Net Cash generated from / (used in) Financing Activities (C)		**(42,941.92)**		3,108.27
Net Increase / (decrease) in Cash and Cash Equivalents (A+B+C)		**(840.60)**		253.56
Cash and cash equivalents at the beginning of the year		**3,995.78**		3,742.22
Cash and cash equivalents at the end of the year		**3,155.18**		3,995.78
Cash and cash equivalents comprises of:				
Cash on hand		**135.38**		43.53
Balance with banks:				
- Current accounts		**1,554.17**		3,120.34
- Deposit accounts with original maturity of less than three months		**1,074.34**		-
- Deposit accounts with original maturity of less than twelve months				
Cheques on hand		**391.29**		831.91
Total		**3,155.18**		3,995.78

Notes:

1. The above cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS 7 on Statement of Cash Flows.
2. Previous year's figures have been regrouped / rearranged wherever necessary, to confirm to figures of the current year.

Significant Accounting Policies 1

See accompanying notes to the Consolidated Financial Statements 2-71

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Kalpesh J. Mehta
Partner
Membership No. 48791

Place : Mumbai
Date : May 9, 2019 (August 12, 2019 as to effect the amendments arising from the matter referred to in paragraph 21 under Other Matters section of our Audit Report)

For and on behalf of the Board of Directors

Anil Harish
Director
DIN 00001685

Ashok Mansukhani
Managing Director
DIN 00143001

Hasmukh Shah
Company Secretary
FCS No. 2029

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : May 9, 2019 (August 12, 2019 as to the effects of the matter arising from the matter referred to in Supplementary Note 71 to the consolidated financial statements)

Consolidated Statement of Changes in Equity

for the year ended March 31, 2019 (as amended - refer note 71)

(A) Equity share capital

(₹ in Lakh)

Particulars	Amount
Balance as at April 01, 2017	**2,055.55**
Changes in equity share capital during the year	-
Balance as at March 31, 2018	**2,055.55**
Changes in equity share capital during the year	-
Balance as at March 31, 2019	**2,055.55**

(B) Other equity (as amended - Refer Note 71)

(₹ in Lakh)

Particulars	Reserve and surplus				Reserve for equity instrument through other comprehensive income	Effective portion of cash flow hedges	Total - Attributable to owners of the parent (a)	Non-controlling interests (b)	Total (a) + (b)
	Capital reserve	Securities premium	General reserve	Retained earnings					
Balance as at April 01, 2017	**11,180.97**	**670.58**	**9,034.25**	**24,891.28**	**46,758.02**	**-**	**92,535.10**	**1,355.94**	**93,891.04**
Loss for the year	-	-	-	(17,303.61)	-	-	(17,303.61)	(5,797.93)	**(23,101.54)**
Other comprehensive income for the year, net of income tax	-	-	-	54.26	16,851.27	514.77	17,420.30	227.55	**17,647.85**
Change in stake in a subsidiary	-	-	-	(147.22)	-	-	(147.22)	212.44	**65.22**
Dividend paid (including taxes)	-	-	-	(4,329.52)	-	-	(4,329.52)	-	**(4,329.52)**
Balance as at March 31, 2018	**11,180.97**	**670.58**	**9,034.25**	**3,165.19**	**63,609.29**	**514.77**	**88,175.05**	**(4,002.00)**	**84,173.05**
Loss for the year	-	-	-	(26,607.70)	-	-	(26,607.70)	(7,704.09)	**(34,311.79)**
Other comprehensive income for the year, net of income tax	-	-	-	(72.37)	2,402.31	(974.58)	1,355.36	(351.13)	**1,004.23**
Other adjustments	-	-	-	(771.94)	-	-	(771.94)	(218.97)	**(990.91)**
Dividend paid (including taxes)	-	-	-	(4,336.62)	-	-	(4,336.62)	-	**(4,336.62)**
Additional capital issued	-	-	-	-	-	-	-	7,476.98	**7,476.98**
Transfer on sale of subsidiary	-	-	-	-	-	-	-	547.73	**547.73**
Change in stake in a subsidiary	-	-	-	(6,076.26)	-	-	(6,076.26)	6,076.26	**-**
Balance as at March 31, 2019	**11,180.97**	**670.58**	**9,034.25**	**(34,699.70)**	**66,011.60**	**(459.81)**	**51,737.89**	**1,824.78**	**53,562.67**

Significant Accounting Policies 1

See accompanying notes to the Consolidated Financial Statements 2-71

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Kalpesh J. Mehta
Partner
Membership No. 48791

Place : Mumbai
Date : May 9, 2019 (August 12, 2019 as to effect the amendments arising from the matter referred to in paragraph 21 under Other Matters section of our Audit Report)

For and on behalf of the Board of Directors

Anil Harish
Director
DIN 00001685

Ashok Mansukhani
Managing Director
DIN 00143001

Hasmukh Shah
Company Secretary
FCS No. 2029

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : May 9, 2019 (August 12, 2019 as to the effects of the matter arising from the matter referred to in Supplementary Note 71 to the consolidated financial statements)

Significant accounting policies

1A. General information

Act, 2013 ('the Act'). The Company's shares are listed on Bombay Stock Exchange and National Stock Exchange. The Company's registered office and principle place of business is situated at In Centre, 49/50, MIDC, Andheri East, Mumbai, Maharashtra, India. The Company has one subsidiary (hereinafter together referred to as the 'Group' - for details refer note no. 46). The main activities of the Group span over three segments namely Media & Communication, Real Estate and Treasury & Investments. The Company's principal business investments are in Media and Communications with primary activity in Cable TV distribution business through both the traditional cable platform and the Headend-in-the-Sky ("HITS") platform. Its subsidiary is a Multi System Operator ('MSO') engaged primarily in the operation and distribution of television channels through the medium of analogue, digital and terrestrial satellite cable transmission and distribution network in India.

The consolidated financial statements of the Group for the year ended March 31, 2019 were authorised for issue in accordance with the resolution of the directors on May 9, 2019.

1B. Significant Accounting Policies

1B.1 Basis of Preparation and Presentation

Compliance with Indian Accounting Standards (Ind AS)

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind ASs) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

Up to the year ended March 31, 2018, the Group prepared its financial statements in accordance with the requirements of previous IGAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Group's first Ind AS financial statements. The date of transition to Ind AS is April 01, 2017.

First-time adoption

In accordance with Ind AS 101 on First time adoption of Ind AS, the Group has prepared its first Ind AS financial statements which include:

(i) Three Balance sheets namely, the opening Balance sheet as at April 01, 2017 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising assets or liabilities which are not permitted by Ind AS, by reclassifying assets and liabilities from previous IGAAP as required by Ind AS, and applying Ind AS in measurement of recognised assets and liabilities; and Balance sheets as at March 31, 2019 and 2018; and

(ii) Two statements each of profit and loss; cash flows and changes in equity for the years ended March 31, 2019 and 2018 together with related notes.

The same accounting policies have been applied for all the periods presented except when the Group has made use of certain exceptions and/ or exemptions and disclosed accordingly. (E.g. Ind AS 115 "Revenue from contracts with customers" which have been applied for the first time in the current year 2018-19 - refer note no. 59).

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The consolidated financial statements are presented in Indian Rupees (`) which is the functional currency of the Group and all values are rounded to the nearest Lakh, except where otherwise indicated.

Basis of consolidation

The consolidated financial statements of the Group incorporate the financial statements of the Company and its subsidiaries. Subsidiaries are entities which are controlled by the Company. Control is achieved when the Parent Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Parent Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recogrused in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

The significant accounting policies are detailed below.

1B.2 Revenue recognition

The Group has adopted Ind AS 115 "Revenue from Contracts with Customers" with a date of initial application of April 01, 2018. The new revenue standard sets forth a single comprehensive model for recognizing and reporting revenues. The Company has applied Ind AS 115 using cumulative effect method. The cumulative effect method requires the Company to apply the provisions of Ind AS 115 to those contracts which were not completed as of April 01, 2018 and record an adjustment to the opening balance of retained earnings as at April 01, 2018. Therefore, the comparative information has not been restated and continues to be reported under Ind AS 18 and Ind AS 11.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services.

To recognise revenues, we apply the following five step approach:
(1) identify the contract with a customer,
(2) identify the performance obligations in the contract,
(3) determine the transaction price,
(4) allocate the transaction price to the performance obligations in the contract and
(5) recognize revenues when a performance obligation is satisfied.

Performance obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the client and is the unit of accounting in Ind AS 115. The performance obligations of the Company are satisfied over time as services are rendered.

Determination of transaction price

Revenue is measured based on transaction price which includes variable consideration only to the extent it is probable that a significant reversal of revenues recognized will not occur when the uncertainty associated with the variable consideration is resolved. Revenues also exclude taxes collected from customers.

Allocation of transaction price

A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. For contracts with multiple performance obligations, we allocate the contract's transaction price to each performance obligation based on the relative standalone selling price. The primary method used to estimate standalone selling price is the adjusted market assessment approach, under which the Company evaluates the price in that market that a customer is willing to pay for those services. While determining relative standalone selling price and identifying separate performance obligations require judgment, generally relative standalone selling prices and the separate performance obligations are readily identifiable as we sell those performance obligations unaccompanied by other performance obligations.

Sale of products

The Group recognizes revenue on the sale of set top boxes, net of discounts, sales incentives and rebates granted when control of the goods is transferred to the customer. The control of goods is transferred to the customer depending upon the terms agreed with customer. Control is considered to be transferred to customer when customer has ability to direct the use of such goods and obtain substantially all the benefits from it such as following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on-selling the goods and bears the risks of obsolescence and loss in relation to the goods.

Sub-broking income

Revenue from sub-broking services is recognized net of taxes and discounts when the services are rendered in accordance with the specific terms of contract and when collectability of the resulting receivable is reasonably assured. Performance obligations or the promises in the contracts with the customers includes referral and continuation of clients to the broker (customer).

Installation and subscription income

The Group earns its revenue primarily from installation and subscription and related services as a MSO. The subscription income is recognised over the subscription period and the installation revenue is recognised over the period when the Group is expected to realise economic benefits from such installation.

The carriage income is recognised on a straight-line basis.

Other operating revenues are recognised on satisfaction of performance obligation by transferring services (control of asset) to the customer.

Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Dividend Income

Dividend income from investments is recognised when the Group's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Lease Income - Optic Fibre Cable

The policy for recognition of revenue from operating leases is described in **1B.10** below

Other Income

Other income comprise of income from ancillary activities incidental to the operations of the Group and is recognised when the right to receive the income is established as per the terms of the contract.

Contract balances

A contract asset is right to consideration in exchange of services that the Group has rendered to a customer when that right is conditioned on something other than passage of time. Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

A contract liability is the obligation to render services to a customer for which the company has received consideration from the customer. If a customer pays consideration before the company renders services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group renders services as per the contract.

1B.3 Foreign currency transactions

In preparing the consolidated financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the closing exchange rates prevailing on that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in statement of profit or loss in the period in which they arise. Any income or expense on account of exchange difference either on settlement or translation of monetary items is recognised in the Statement of profit and loss.

1B.4 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit or loss in the period in which they are incurred. Upfront processing fees and other borrowing cost incurred on loans is amortised over the tenure of the loans.

1B.5 Employee benefits

Defined contribution plan

Payments to defined contribution plans i.e., Group's contribution to Government administered provident fund, superannuation fund and State plans namely Employees State Insurance and Employees' Pension Scheme other funds are determined under the relevant schemes and/ or statute and charged to the Statement of Profit and Loss in the period when the services are rendered by the employees entitling them to the contributions and the Group has no further obligation beyond making its contribution.

Defined benefit plan

For defined benefit plans i.e. Group's liability towards gratuity (funded and unfunded), other retirement/ terminations benefits and compensated absences, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government securities as at the Balance sheet date.

Defined benefit costs are comprised of:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement.

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

Re-measurement of net defined benefit liability/ asset pertaining to gratuity comprise of actuarial gains/ losses (i.e. changes in the present value resulting from experience adjustments and effects of changes in actuarial assumptions) and is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit or loss. Past service cost is recognised in statement of profit or loss in the period of a plan amendment.

The funded portion of gratuity is funded through a Gratuity Fund administered by trustees and managed by the Life Insurance Corporation of India.

Other long-term employee benefits

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Provision in respect of such long term benefits has been made based on actuarial valuation carried out by an independent actuary at the Balance sheet date using Projected Unit Credit method.

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of salaries, performance incentives, annual leave, medical benefits and other short term benefits in the period the related service is rendered, at the undiscounted amount of the benefits expected to be paid in exchange for that service.

1B.6 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax for the year are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax

Current tax is determined on taxable profits for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 including other applicable tax laws that have been enacted or substantively enacted.

Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognised amounts; and

b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Company's tax jurisdiction is India. Judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered for uncertain tax positions.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax asset is recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Minimum Alternate Tax

MAT credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

1B.7 Property, plant and equipment

Cost

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost (net of duty/ tax credit availed) less accumulated depreciation and accumulated impairment losses. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

'Set Top Boxes ('STBs') issued to customers are capitalized at moving average price on issuance / installation.

'Spares which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Stores and Spares which meet the definition of property, plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalized as property, plant and equipment.

Depreciation / amortisation

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives of the assets specified in Schedule II of the Companies Act, 2013, using the straight-line method except for Set Top Boxes, in which case the useful life has been assessed as eight years based on a technical evaluation, taking into account the nature, of the asset, its estimated usage, the operating conditions, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Particulars	Estimated Useful life
Plant and machinery	18 years
Office Equipment	5 years
Computers	3 years
Furniture and fixtures	10 years
Vehicles	8 years

Leasehold land is amortised over the balance period of lease in equal annual instalments. Leasehold improvements are amortised over the primary period of lease.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of Property, Plant and Equipment.

Capital work-in-progress

The Set Top Boxes which are not issued to customers are recorded at moving average price till issued, under Capital work-in-progress.

Certain encoders and other plant and machinery not installed at the consumer premises are categorised under Capital work-in-progress until installed.

Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is possible that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the statement of profit or loss during the reporting period in which they are incurred.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

1B.8 Goodwill and other Intangible assets

Goodwill

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Other intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately is capitalised and carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Useful lives of intangible asset

Estimated useful lives of the intangible asset, based on technical assessment carried out by the management, is as follows:

Classes of Intangible Assets	Useful life (years)
Computer Software (Acquired)	2-6 years
Network rights & License fee	10 years

De-recognition of intangible assets

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in profit or loss when the asset is derecognised.

1B.9 Impairment of tangible and intangible assets

At the end of each reporting period, the Group determines whether there is any indication that its assets have suffered an impairment loss with reference to their carrying amounts. If any indication of impairment exists, the recoverable amount (i.e. higher of the fair value less costs of disposal and value in use) of such assets is estimated and impairment is recognised, if the carrying amount exceeds the recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

1B.10 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Finance Lease

Group as Lessor

Assets given under finance leases are recognised as a receivable at an amount equal to the net investment in the lease. Finance income is allocated over the lease term on a systematic and rational basis. This income allocation is based on a pattern reflecting a constant periodic return on the net investment in the finance lease.

Group as Lessee

Minimum lease payments, for assets taken under finance lease, are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Operating lease

Group as Lessor

Assets leased out under operating leases are capitalised. Rental income from operating lease is recognised on a straight line basis over the lease term. Rental income, based on agreement, is recognised based on product of number of pairs of dark fibre assets leased out and length of dark fibre assets leased out (in kilometres) and the rate at which lease rent is charged per pair per kilometre of dark fibre assets including minimum guarantee lease rental.

Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

Group as Lessee

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

1B.11 Inventories

Real Estate (Land) inventories and other inventories such as cables, head-end equipment and other network items like modems, etc. are stated at lower of cost and net realisable value. Cost includes cost of land, registration charges, stamp duty, brokerage costs and incidental expenses. Net realisable value represents the estimated selling price for inventories less all estimated costs necessary to make the sale.

1B.12 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and the amount of the receivable can be measured reliably.

1B.13 Business Combinations

A common control business combination, involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and where the control is not transitory, is accounted for using the pooling of interests method.

Other business combinations, involving entities or businesses are accounted for using acquisition method.

1B.14 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately statement of profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

After initial recognition

(i) Financial assets (other than investments and derivative instruments) are subsequently measured at amortised cost using the effective interest method.

Effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments on principal and interest on the principal amount outstanding.

Interest Income on such debt instruments is recognised in profit or loss and is included in the “Revenue from Operations”.

Currently, the Group has not designated any debt instruments as fair value through other comprehensive income.

(ii) Financial assets (i.e. derivative instruments and investments in instruments other than equity of subsidiaries and associates) are subsequently measured at fair value.

Such financial assets are measured at fair value at the end of each reporting period, with any gains (e.g. any dividend or interest earned on the financial asset) or losses arising on re-measurement recognised in profit or loss and included in the “Revenue from Operations”.

All equity investments (other than investments in subsidiary) in scope of Ind AS 109 are measured at fair value. The Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income (FVTOCI) pertaining to investment in equity instruments. These elected investments are subsequently measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in other comprehensive income and accumulated in the ‘Reserve for equity instruments through other comprehensive income’. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. However, the Group reclassify the cumulative gain or loss from Reserve for equity instruments through other comprehensive income to retained earnings on disposal of the investments.

The Group has designated certain investment in equity shares as at FVTOCI an irrevocable option for investments on the basis of facts and circumstances that existed at the transition date.

Investments in equity instruments

Investments in equity instruments acquired principally for the purpose of selling it in the near term are considered as equity instruments held for trading and are subsequently measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit and loss.

Impairment of financial assets

A financial asset is regarded as credit impaired when one or more events that may have a detrimental effect on estimated future cash flows of the asset have occurred. The Group applies the expected credit loss model for recognising impairment loss (i.e. the shortfall between the contractual cash flows that are due and all the cash flows (discounted) that the Group expects to receive, discounted at the original effective interest rate) and credit risk exposure on the following financial assets;

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables - The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows

De-recognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of profit and loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

All financial liabilities (other than derivative instruments) are subsequently measured at amortised cost using the effective interest method. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the "Finance Costs".

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

De-recognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative financial instruments

Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

Forward contracts arc used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract arc recognised in the cash flow hedging reserve within equity.

Where the hedged item is a time-period related item (such as a currency swap contract hedging foreign currency interest payments) both the deferred hedging gains and losses and the aligned time value are reclassified to profit or loss as the hedged item affects earnings.

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

Convertible preference shares

Convertible preference shares are separated into liability and equity components based on the terms of the contract. On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption: The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not re-measured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

1B.15 Cash and cash equivalents

Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1B.16 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 Group are segregated.

1B.17 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.

1C.1 First time adoption of Ind AS

Optional exemptions availed:

In preparing these financial statements, the Group has applied the below mentioned optional exemptions.

(i) Business combination

The Group has elected to apply Ind AS 103 'Business Combinations' prospectively to business combinations that occurred after the transition date of April 01, 2017. Business combinations occurred prior to the transition date have not been restated.

(ii) Deemed cost - property, plant and equipment, intangible assets and investment property

The Group has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets as of April 01, 2017 (the transition date) measured as per the previous IGAAP and use such carrying value as its deemed cost as of the transition date.

(iii) Designation of previously recognized financial instruments

The Group has elected to designate investments in equity instruments at FVTOCI on the basis of the facts and circumstances at the transition date to Ind AS.

(iv) Fair value measurement of financial assets or financial liabilities at initial recognition

The Group has elected to measure the financial assets or financial liabilities at fair value on initial recognition prospectively to transactions entered into on or after the date of transition to Ind AS.

(v) Long-term foreign currency monetary items

The Group has continued with the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements prepared under previous IGAAP for the year ended March 31, 2017.

Mandatory exceptions:

(i) Accounting Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous IGAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 01, 2017 are consistent with the estimates as at the same date made in conformity with previous IGAAP. The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous IGAAP:

- Certain financial liabilities recorded at amortised cost.
- Investments in equity instruments carried at FVTOCI.
- Investments in debt instruments carried at FVTPL.
- Impairment of financial assets based on expected credit loss model.

(ii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(iii) De-recognition of financial assets and liabilities

The Group has applied the de-recognition requirements of financial assets and financial liabilities prospectively for the transactions occurring on after April 01, 2017 (the transition date).

(iv) Impairment of financial assets

The Group has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Group has not undertaken an exhaustive search for information when determining, at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

1C.2 Recent accounting pronouncements

Ind AS 116 Leases:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 01, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

The Group has started an initial assessment of the potential impact of Ind AS 116 on its financial statements. The key change upon adoption of the standard will be balance sheet recognition, as the recognition of lease expense on our income statement will be similar to our current accounting. The Group will adopt the new leasing standard using a modified retrospective transition method as of the beginning of the period of adoption; therefore, will not adjust the balance sheet for comparative periods but will record a cumulative effect adjustment to retained earnings on April 01, 2019.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 01, 2019.

The Group does not expect any significant impact of the amendment on its financial statements.

Amendment to Ind AS 12 – Income taxes:

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 01, 2019.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement:

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 01, 2019.

1D. Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with Ind AS requires the Group's Management to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted on a prospective basis) and recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods of the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the Management in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements and/or key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) **Property, plant and equipment depreciation / amortisation**

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Useful lives are generally based on the life prescribed in Schedule II of the Act. In cases where the useful lives are different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes and maintenance support . Assumptions also need to be made, when the Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

(ii) **Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(iii) **Operating lease commitments - Group as lessor**

The Group has entered into lease agreement for certain plant and machinery. The Company has determined based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the asset and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

(iv) **Taxation**

Tax expense is calculated using applicable tax rate and laws that have been enacted or substantially enacted. In arriving at taxable profit and all tax bases of assets and liabilities, the Group determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely outcome of any open tax assessments / litigations. Any difference is recognised on closure of assessment or in the period in which they are agreed.

Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits could be utilised.

(v) **Fair value measurements and valuation processes**

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The Management determines the appropriate valuation techniques and inputs for the fair value measurements. In estimating the fair value of an asset or a liability, the Group used market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engaged third party qualified valuers to perform the valuations in order to determine the fair values based on the appropriate valuation techniques and inputs to fair value measurements such as Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(vi) **Estimation of defined benefit plans**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligation.

(vii) **Provisions, Contingent liabilities and contingent assets**

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

Contingent liabilities are not recognised in the financial statements but are disclosed in the notes. They are assessed continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the financial statements of the period in which the change in probability occurs.

Contingent assets are not recognised in the financial statements but disclosed where inflow of economic benefits is probable. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

(viii) **Revenue**

The Group's contracts with customers could include promises to transfer multiple services to a customer. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

The Group uses judgement to determine an appropriate standalone selling price for a performance obligation for bundled contracts. The Company allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct service promised in the contract.

The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
2	**Cash and cash equivalents**			
	i) Cash on hand	**135.38**	43.53	58.19
	ii) Balances with banks			
	- in current accounts	**1,554.17**	3,120.34	1,989.82
	- deposit accounts with original maturity of less than three months	**1,074.34**	-	-
	iii) Cheques on hand	**391.29**	831.91	1,694.21
	Total	**3,155.18**	3,995.78	3,742.22
3	**Other bank balances**			
	i) Balance with banks			
	- in unpaid dividend accounts	**29.81**	16.07	20.01
	- in fixed deposits*	**3,140.60**	5,666.49	5,001.61
	- in escrow account**	**4,620.00**	1,350.00	-
	Total	**7,790.41**	7,032.56	5,021.62

Fixed deposits and other balances with banks earn interest at fixed rate or floating rates based on daily bank deposit rates

* under lien with banks for availment of buyer's credit

** towards payable to foreign vendors, pending approval of ministry of information and broadcasting

4 Derivative financial instruments

(Refer note no. 51(iii))

Particulars	As at March 31, 2019			As at March 31, 2018			As at April 01, 2017		
	Notional amounts	Fair Value - Assets	Fair Value - Liabilities	Notional amounts	Fair Value - Assets	Fair Value - Liabilities	Notional amounts	Fair Value - Assets	Fair Value - Liabilities
Part I									
i) Interest rate derivatives:									
Interest rate swaps	**21,877.23**	**712.80**	**935.45**	15,975.84	55.29	568.17	10,468.59	82.17	443.00
Forward contract payable	**12,196.51**	**-**	**128.93**	6,743.37	-	239.83	5,567.51	-	117.79
Total	**34,073.74**	**712.80**	**1,064.38**	22,719.21	55.29	808.00	16,036.10	82.17	560.79
Part II									
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:									
i) Cash Flow hedging:									
Interest rate derivatives	**21,877.23**	**712.80**	**935.45**	15,975.84	55.29	568.17	10,468.59	82.17	443.00
ii) Fair Value hedging:									
Forward Contracts	**12,196.51**	**-**	**128.93**	6,743.37	-	239.83	5,567.51	-	117.79
Total	**34,073.74**	**712.80**	**1,064.38**	22,719.21	55.29	808.00	16,036.10	82.17	560.79

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
5	**Trade receivables**			
	Unsecured, considered good*	**9,925.17**	12,217.15	10,244.30
	Unsecured, considered doubtful (Refer note no. 51(i))	**4,385.29**	4,559.46	6,140.34
	Less: Receivables which have significant increase in credit risk	**(3,865.93)**	(4,040.10)	(5,620.98)
	Less: Receivables credit impaired	**(519.36)**	(519.36)	(519.36)
	Total	**9,925.17**	12,217.15	10,244.30

* for borrowings secured against trade receivables

The average credit period of receiving the trade receivables is 90 days. No interest is charged on outstanding balance of trade receivables.

Of the trade receivables balance as at March 31, 2019 of ₹ 761.84 Lakh is due from one customer (March 31, 2018 : Nil customers ₹ Nil Lakh; April 01, 2017 : One customer ₹ 537.40 Lakh). There are no other customers who represent more than 5% of the total balance of trade receivables.

No trade receivables are due by directors or by other officers of the Group or any of them either severally or jointly with any other person or debts due from firms including limited liability partnerships (LLPs) or private companies respectively in which any director is a partner or a director or a member.

6	**Loans**			
	(at amortised cost)			
	Loans repayable on demand			
	i) Loans to related parties			
	- Inter corporate deposits (including accrued interest) (Refer note no. 48)	**21.52**	10,791.15	7.84
	ii) Loans and advances to employees	**2.50**	32.75	35.50
	Total	**24.02**	10,823.90	43.34
	Unsecured	**24.02**	10,823.90	43.34
	Total	**24.02**	10,823.90	43.34
	Loans in India - Others	**24.02**	10,823.90	43.34
	Total	**24.02**	10,823.90	43.34

6A Details of loans given during the year in the form of Inter Corporate Deposits and the purpose for which the loan is proposed to be utilised by the recipient of the loan as required under Section 186 (4) of the Companies Act, 2013 are as under:

(₹ in Lakh)

Name of the Company	Loans given during the year 2018-2019	Loans given during the year 2017-2018	Loans repaid during the year 2018-2019	Loans repaid during the year 2017-2018	Terms and conditions	Purpose / utilisation by the borrower
Aasia Coporation LLP	**2,000.00**	-	**2,000.00**	-	Loan is repayable on demand and the interest rate is 10.00% p.a	To meet working capital requirement
IN Entertainment (India) Limited	**184.00**	9,234.00	**485.00**	8,933.00	Loan is repayable on demand and the interest rate is 10.00% p.a	To meet working capital requirement
Hinduja Realty Ventures Limited	**8,779.00**	4,075.00	**11,879.00**	975.00	Loan is repayable on demand and the interest rate is 10.00%-11.00% p.a	To meet working capital requirement
Hinduja Group Limited	**6,460.00**	7,550.00	**13,810.00**	200.00	Loan is repayable on demand and interest rate is 10.00% p.a.	To meet working capital requirement

7 Investments

(₹ in Lakh)

Particulars	As at March 31, 2019				As at March 31, 2018				As at April 01, 2017			
	At amortised cost	At Fair Value		Total	At amortised cost	At Fair Value		Total	At amortised cost	At Fair Value		Total
		Through Other Comprehensive Income	Through Profit and loss			Through Other Comprehensive Income	Through Profit and loss			Through Other Comprehensive Income	Through Profit and loss	
(i) Government securities												
- National Savings Certificate @	**11.18**	**-**	**-**	**11.18**	11.18	-	-	11.18	11.18	-	-	11.18
(ii) Debt Securities (Refer 7 (i) below)												
- Preference shares												
9% redeemable non-cumulative preference shares of ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited) [1]	**-**	**-**	**238.70**	**238.70**	-	-	475.00	475.00	-	-	428.00	428.00
9% redeemable non-cumulative preference shares of ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited) [2]	**-**	**-**	**14,562.38**	**14,562.38**	-	-	12,993.04	12,993.04	-	-	11,579.21	11,579.21
7% cumulative preference shares of In Entertainment (India) Limited [3]	**-**	**-**	**264.56**	**264.56**	-	-	238.00	238.00	-	-	215.00	215.00
(iii) Equity instruments (Refer 7 (ii) below)												
GOCL Corporation Limited [1]	**-**	**5.97**	**34.62**	**40.59**	-	9.54	50.00	59.54	-	7.15	42.00	49.15
Gulf Oil Lubricants India Limited [2]	**-**	**16.12**	**92.77**	**108.89**	-	17.51	87.00	104.51	-	13.50	79.00	92.50
Indusind Bank Limited [3, 6]	**-**	**34,130.76**	**46,626.59**	**80,757.35**	-	39,262.56	89,532.05	128,794.61	-	31,142.37	92,392.47	123,534.84
VCK Capital Market Services Limited [4]	**-**	**1.46**	**-**	**1.46**	-	1.46	-	1.46	-	1.46	-	1.46
Hinduja Leyland Finance Limited [5] (Refer note no. 63)	**-**	**26,653.91**	**-**	**26,653.91**	-	38,723.07	-	38,723.07	-	22,635.58	-	22,635.58
(iv) Advance against shares	**-**	**-**	**-**	**-**	1,116.98	-	-	1,116.98	1,116.98	-	-	1,116.98
Total	**11.18**	**60,808.22**	**61,819.62**	**122,639.02**	1,128.16	78,014.14	103,375.09	182,517.39	1,128.16	53,800.06	104,735.68	159,663.90
Investments in India	**11.18**	**60,808.22**	**61,819.62**	**122,639.02**	1,128.16	78,014.14	103,375.09	182,517.39	1,128.16	53,800.06	104,735.68	159,663.90
Total	**11.18**	**60,808.22**	**61,819.62**	**122,639.02**	1,128.16	78,014.14	103,375.09	182,517.39	1,128.16	53,800.06	104,735.68	159,663.90

7(i)

Sr. no.	Investment in shares of	Face value per share in ₹	Number of shares held As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
1	ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	100.00	**500,000**	500,000	500,000
2	ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	100.00	**26,700,000**	26,700,000	26,700,000
3	In Entertainment (India) Limited	10.00	**8,446,120**	8,446,120	8,446,120

7(ii)

Sr. no.	Investment in shares of	Face value per share in ₹	Number of shares held As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
1	GOCL Corporation Limited	2.00	**13,166**	13,166	13,166
2	Gulf Oil Lubricants India Limited	2.00	**13,166**	13,166	13,166
3	Indusind Bank Limited (through profit and loss) *	10.00	**1,915,196**	2,185,196	2,185,196
4	VCK Capital Market Services Limited	10.00	**24,007**	24,007	24,007
5	Hinduja Leyland Finance Limited $	10.00	**16,270,244**	25,815,438	21,557,692
6	Indusind Bank Limited (through other comprehensive income) #	10.00	**2,616,385**	4,983,000	6,483,000

@Lodged with Entertainment Department as security deposit. Investments are held in the joint names of some of the directors and officers of the Company.

*1,530,086 [March 31, 2018: 1,771,500; April 01, 2017: 1,715,000] equity shares pledged against loan availed.

#2,416,062 [March 31, 2018: 3,798,000; April 01, 2017: 4,365,000] equity shares pledged against loan availed.

$ Nil [March 31, 2018: 12,939,024; April 01, 2017: 12,939,024] equity shares locked in as per shareholders' agreement.

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
8	**Other financial assets**			
	Financial assets carried at amortised cost:			
	a) Security deposits			
	- to related parties (Refer note no. 48)	**46.15**	46.15	46.15
	- to other parties	**655.92**	777.26	540.52
	b) Other advances			
	Considered doubtful	**2,354.00**	-	-
	Less: Allowance for bad and doubtful advances	**(2,354.00)**	-	-
		-	-	-
	c) Other deposits	**21.38**	10.38	10.42
	d) Balances with bank in deposit accounts with original maturity of more than 12 months*	**55.48**	23.45	20.38
	e) Contract asset (unbilled revenue)	**709.64**	253.99	445.94
	f) Entertainment tax paid under protest	**20.00**	-	-
	g) Other receivables**	**614.32**	262.44	80.35
	Total	**2,122.89**	1,373.67	1,143.76

* under lien with bank for availment of buyer's credit
** for borrowings secured against financial assets

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
9	**Inventories**			
	(at cost or net realisable value, whichever is lower)			
	Land (real estate) (Refer note no. 60)	**3,719.32**	3,719.32	3,719.32
	Network cable and equipments*	**102.80**	324.71	254.14
	Total	**3,822.12**	4,044.03	3,973.46
	* for borrowings secured against inventories			
10	**Current tax assets (net)**			
	Advance tax & tax deducted at source (net of provision)	**3,471.71**	4,063.96	6,020.25
	Total	**3,471.71**	4,063.96	6,020.25

(₹ in Lakh)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
11	**Tax expense**		
a)	**Amounts recognised in profit and loss**		
	Current income tax	**8,245.86**	5,052.07
	Short provision for tax relating to prior years	**57.69**	181.53
	Deferred tax charge / (credit)	**(10,379.58)**	(4,606.10)
	Less: MAT credit entitlement of earlier years	-	(97.17)
	Tax expense/ (credit) for the year	**(2,076.03)**	530.33
b)	**Income tax recognised in other comprehensive income (OCR)**		
	Current income tax (OCI)	**2,360.64**	-
	Deferred Tax	**(2,692.99)**	2,844.82
	Tax expense/ (credit) for the year	**(332.35)**	2,844.82
c)	**Reconciliation of effective tax rate**		
	Loss before tax	**(36,387.82)**	(22,571.21)
	Tax using the Company's domestic tax rate (Current year 34.944% and Previous year 34.608%)	**(12,715.36)**	(7,811.45)
	Tax effect of:		
	Expenses disallowed for tax purpose	**(470.21)**	(989.47)
	Income not taxable for tax purpose	**-**	-
	Difference on additional DTL created on depreciation	**(52.49)**	-
	Deferred tax assets not cretated	**10,066.35**	9,138.12
	Impact of tax rate difference	**1,208.72**	265.16
	Others	**(158.14)**	(154.05)
	Set off of losses on which DTA not created	**(12.59)**	(2.34)
	MAT credit entitlement of earlier year	**-**	(97.17)
	Short provision for earlier years	**57.69**	181.53
	Income tax expense	**(2,076.03)**	530.33

d) The major components of deferred tax (liabilities) / assets arising on account of temporary differences are as follows:

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Deferred tax assets:			
Property plant and equipment	**-**	6,293.73	7,782.56
MAT Credit entitlement	**34.03**	-	-
Total	**34.03**	6,293.73	7,782.56
Deferred tax assets:			
Property, plant and equipment	**-**	82.46	48.18
Liabilities to be deducted for tax purposes when paid	**188.31**	153.61	177.81
Derivative assets	**70.00**	-	57.85
Deferement of installation revenue & straightlining of subscription expenses	**5,985.69**	7,810.42	6,075.51
Unabsorbed depreciation and business Losses as per Income Tax	**28,971.61**	19,868.96	2,110.24
Provision for doubtful Advances & Investments	**2,334.03**	2,747.17	2,135.11
Fair valuation of financial assets	**223.17**	154.55	179.98
Disallowance under Section 40a(ia)	**74.88**	74.88	44.50
Provision for foreseeable losses	**1,355.43**	1,406.13	1,880.43
	39,203.12	32,298.18	12,709.61
Deferred tax assets created by subsidiary only to the extent of deferred tax liability	**34,043.68**	25,720.84	10,615.43
Total	**5,159.44**	6,577.34	2,094.18
Deferred tax liabilities:			
Property, plant and equipment	**273.30**	(144.21)	(2,032.71)
Derivative Liability	**(222.14)**	(110.69)	(1.33)
Gain / (Loss) on equity instrument designated as FVTPL	**(8,390.75)**	(19,717.59)	(18,350.50)
Gain / (Loss) on equity instrument designated as FVOCI	**(4,348.60)**	(7,040.33)	(4,192.56)
Provision for gratuity	**-**	(39.02)	-
Unamortised borrowing cost	**(398.07)**	(505.12)	(280.77)
Total	**(13,086.26)**	(27,556.96)	(24,857.87)
Net deferred tax asset / (liabilities)	**(7,926.82)**	(20,979.62)	(22,763.69)

(e) Movement in deferred tax asset / (liabilities)

Particulars	As at April 01, 2018	During the year 2018-19			As at March 31, 2019
		Recognised in profit or loss	Recognised in OCI / Retained Earnings	Net	
Deferred tax asset					
Property, plant and equipment	82.46	(48.43)	-	34.03	**34.03**
Liabilities to be deducted for tax purposes when paid	153.61	35.96	(1.26)	188.31	**188.31**
Derivative Liability	-	70.00	-	70.00	**70.00**
Deferment of installation revenue & straightlining of subscription expenses	7,810.42	(1,824.73)	-	5,985.69	**5,985.69**
Unabsorbed depreciation and business losses as per Income Tax	19,868.96	9,102.65	-	28,971.61	**28,971.61**
Provision for doubtful Advances & Investments	2,747.17	(413.14)	-	2,334.03	**2,334.03**
Fair valuation of financial assets	154.55	68.62	-	223.17	**223.17**
Disallowance under Section 40a(ia)	74.88	-	-	74.88	**74.88**
Provision for foreseeable losses	1,406.13	(50.70)	-	1,355.43	**1,355.43**
Total	**32,298.18**	**6,940.23**	**(1.26)**	**39,237.15**	**39,237.15**
Deferred tax assets created by subsidiary only to the extent of deferred tax liability	25,720.84	8,322.84	-	34,043.68	**34,043.68**
Total	**6,577.34**	**(1,382.61)**	**(1.26)**	**5,193.47**	**5,193.47**
Deferred tax liability					
Property, plant and equipment	144.21	(417.51)	-	(273.30)	**(273.30)**
Gain / (Loss) on equity instrument designated as FVTPL	19,717.59	(11,326.84)	-	8,390.75	**8,390.75**
Gain / (Loss) on equity instrument designated as FVTOCI	7,040.33	-	(2,691.73)	4,348.60	**4,348.60**
Provision for gratuity	39.02	(39.02)	-	-	**-**
Derivative Liability	110.69	111.45	-	222.14	**222.14**
Unamortised borrowing cost	505.12	(107.05)	-	398.07	**398.07**
Total	**27,556.96**	**(11,778.97)**	**(2,691.73)**	**13,086.26**	**13,086.26**
Elimination on Divestment of Subsidiary	-	16.78	-	-	**-**
Net deferred tax asset / (liabilities)	**(20,979.62)**	**10,379.58**	**2,690.47**	**(7,892.79)**	**(7,892.79)**

(f) Movement in deferred tax asset / (liabilities)

Particulars	As at April 01, 2017	During the year 2017-18			As at March 31, 2018
		Recognised in profit or loss	Recognised in OCI	Net	
Deferred tax asset					
Property, plant and equipment	48.18	34.28	-	82.46	**82.46**
Liabilities to be deducted for tax purposes when paid	177.81	(27.15)	2.95	153.61	**153.61**
Derrivative Liability	57.85	(57.85)	-	-	**-**
Deferment of installation revenue & straightlining of subscription expenses	6,075.51	1,734.91	-	7,810.42	**7,810.42**
Unabsorbed depreciation and business losses as per Income Tax	2,110.24	17,758.72	-	19,868.96	**19,868.96**
Provision for doubtful Advances & Investments	2,135.11	612.06	-	2,747.17	**2,747.17**
Fair valuation of financial assets	179.98	(25.43)	-	154.55	**154.55**
Disallowance under Section 40a(ia)	44.50	30.38	-	74.88	**74.88**
Provision for foreseeable losses	1,880.43	(474.30)		1,406.13	**1,406.13**
Total	**12,709.61**	**19,585.62**	**2.95**	**32,298.18**	**32,298.18**
Deferred tax assets not created	10,615.43	15,105.41	-	25,720.84	**25,720.84**
Total	**2,094.18**	**4,480.21**	**2.95**	**6,577.34**	**6,577.34**
Deferred tax liability					
Property, plant and equipment	2,032.71	(1,888.50)	-	144.21	**144.21**
Gain / (Loss) on equity instrument designated as FVTPL	18,350.50	1,367.09	-	19,717.59	**19,717.59**
Gain / (Loss) on equity instrument designated as FVOCI	4,192.56	-	2,847.77	7,040.33	**7,040.33**
Provision for gratuity	-	39.02	-	39.02	**39.02**
Derrivative Liability	1.33	109.36	-	110.69	**110.69**
Unamortised borrowing cost	280.77	224.35	-	505.12	**505.12**
Total	**24,857.87**	**(148.68)**	**2,847.77**	**27,556.96**	**27,556.96**
Elimination on Divestment of Subsidiary	-	22.79	-	-	**-**
Net deferred tax asset / (liabilities)	**(22,763.69)**	**4,606.10**	**(2,844.82)**	**(20,979.62)**	**(20,979.62)**

(g) **Unrecognised deferred tax assets**

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profits will be available against which the Company can use the benefits therefrom:

Particulars	March 31, 2019		March 31, 2018		April 01, 2017	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Long term capital loss (Assessment Year 2014-15)	-	-	3,546.15	826.11	3,546.15	826.11
Total	-	-	3,546.15	826.11	3,546.15	826.11

Note: Long term capital loss for Assessment Year 2014-15 has been adjusted against the Long term capital gain in the current financial year.

12 Property, plant and equipment

(₹ in Lakh)

Description of Assets	Leasehold land	Leasehold improvements	Buildings and flats	Plant and equipments	Settop boxes	Furniture and fixtures	Vehicles	Office equipments	Computer & data processing units	Total tangible assets	Capital work-in-progress
I. Gross carrying amount											
Balance as at April 01, 2017	**1.54**	**338.77**	**3,098.00**	**27,802.63**	**52,021.63**	**167.11**	**276.56**	**122.11**	**778.85**	**84,607.20**	
Additions	-	-	-	5,325.96	14,315.29	11.75	-	29.66	42.50	19,725.16	
Disposals	-	-	-	5,557.59	1,993.39	41.25	1.60	-	20.94	7,614.77	
Addition pursuant to scheme of agreement	-	-	-	73.67	385.45	16.69	-	231.55	8.24	715.60	
Balance as at March 31, 2018	**1.54**	**338.77**	**3,098.00**	**27,644.67**	**64,728.98**	**154.30**	**274.96**	**383.32**	**808.65**	**97,433.19**	
Additions	-	-	-	822.61	5,216.31	4.12	-	20.32	128.69	6,192.05	
Disposals	-	-	-	97.72	-	-	-	0.78	-	98.50	
Disposals of assets on loss on control (Refer note no. 55)	-	-	-	500.17	2,248.82	22.66	23.67	7.86	27.30	2,830.48	
Balance as at March 31, 2019	**1.54**	**338.77**	**3,098.00**	**27,869.39**	**67,696.47**	**135.76**	**251.29**	**395.00**	**910.04**	**100,696.26**	
II. Accumulated depreciation and impairment											
Balance as at April 01, 2017	**0.03**	**94.25**	**81.49**	**2,086.54**	**7,445.05**	**23.06**	**25.14**	**44.11**	**209.90**	**10,009.57**	
Depreciation charge during the year	-	91.60	76.82	2,778.71	10,008.32	28.67	60.11	40.35	230.02	13,314.60	
Disposals	-	-	-	1,084.05	673.22	15.68	1.32	0.34	20.68	1,795.29	
Addition pursuant to scheme of agreement	-	-	-	51.40	-	12.09	0.10	144.00	7.98	215.57	
Balance as at March 31, 2018	**0.03**	**185.85**	**158.31**	**3,832.60**	**16,780.15**	**48.14**	**84.03**	**228.12**	**427.22**	**21,744.45**	
Depreciation charge during the year	-	91.37	76.77	2,438.88	10,734.59	23.64	56.85	76.64	164.66	13,663.40	
Disposals	-	-	-	41.44	-	-	-	0.25	-	41.69	
Disposals of assets on loss on control (Refer note no. 55)	-	-	-	297.18	1,813.48	14.25	16.76	4.85	25.12	2,171.64	
Balance as at March 31, 2019	**0.03**	**277.22**	**235.08**	**5,932.86**	**25,701.26**	**57.53**	**124.12**	**299.66**	**566.76**	**33,194.52**	
III. Net carrying amount (I-II)											
Net carrying amount as at April 01, 2017	**1.51**	**244.52**	**3,016.51**	**25,716.09**	**44,576.58**	**144.05**	**251.42**	**78.00**	**568.95**	**74,597.63**	2,452.54
Net carrying amount as at March 31, 2018	**1.51**	**152.92**	**2,939.69**	**23,812.07**	**47,948.83**	**106.16**	**190.93**	**155.20**	**381.43**	**75,688.74**	1,263.00
Net carrying amount as at March 31, 2019	**1.51**	**61.55**	**2,862.92**	**21,936.53**	**41,995.21**	**78.23**	**127.17**	**95.34**	**343.28**	**67,501.74**	2,235.41

Notes:

1. Building includes shares in a co-operative society.
2. Plant and machinery includes assets viz optical fibre cable ducts given on operating lease, cost of which is not practicable to ascertain, upto January 2, 2018.
3. Plant and equipments includes assets which are given on operating lease to Planet E-shop Holdings India Limited. (Refer note no. 41)
4. Details of property, plant and equipment hypothecated: First charges over all movable and immovable assets secured for borrowings. (Refer note no. 17)
5. During the previous year, the Company had acquired controlling shares in Vinsat Digital Privte Limited ('VDPL') through Share Holding Agreement dated January 2, 2018 with the existing shareholders and received 610,000 existing equity shares at face value of INR 1 each. Further the Company had transferred all its business assets i.e. STB's in Vizag area via Business Transfer agreement ('BTA') to VDPL on a slump sale basis based on the independent valuation. (Refer note no. 54)

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
13	**Goodwill**			
	Opening balance	**2,917.68**	2,885.22	2,885.22
	Add: Goodwill on acquisition of Subsidiary	**-**	376.81	-
	Less: Impairment of goodwill	-	(344.35)	-
	Less: Goodwill written off on sale of investment in subsidiaries	**(314.86)**	-	-
		2,602.82	2,917.68	2,885.22

14 Other intangible assets

(₹ in Lakh)

Description of Assets	Computer software	Network Rights	License Fee	Total
I. Gross carrying amount				
Balance as at April 01, 2017	**3,749.39**	**3,699.17**	**1,000.00**	**8,448.56**
Additions	755.13	301.24	-	1,056.37
Disposals	0.35	284.39	-	284.74
Balance as at March 31, 2018	**4,504.17**	**3,716.02**	**1,000.00**	**9,220.19**
Additions	1,273.94	160.94	21.41	1,456.29
Disposals	(27.66)	-	-	(27.66)
Balance as at March 31, 2019	**5,750.45**	**3,876.96**	**1,021.41**	**10,648.82**
II. Accumulated amortisation and impairment				
Balance as at April 01, 2017	**515.29**	**89.89**	**175.00**	**780.18**
Amortisation charge for the year	705.31	873.85	100.00	1,679.16
Disposals	0.07	68.02	-	68.09
Balance as at March 31, 2018	**1,220.53**	**895.72**	**275.00**	**2,391.25**
Amortisation charge for the year	873.86	653.37	101.07	1,628.30
Disposals	18.26	-	-	18.26
Balance as at March 31, 2019	**2,076.13**	**1,549.09**	**376.07**	**4,001.29**
III. Net carrying amount (I-II)				
Net carrying amount as at April 01, 2017	**3,234.10**	**3,609.28**	**825.00**	**7,668.38**
Net carrying amount as at March 31, 2018	**3,283.64**	**2,820.30**	**725.00**	**6,828.94**
Net carrying amount as at March 31, 2019	**3,674.32**	**2,327.87**	**645.34**	**6,647.53**

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
15	**Other non-financial assets**			
	i) Capital advances			
	- Advances for acquisition of network rights			
	Considered good	**1,116.97**	-	-
	- Advances to suppliers			
	Considered good	**281.50**	34.31	-
	Considered doubtful	**2,118.64**	2,028.75	2,035.57
	Less: Allowance for doubtful advances	**(2,118.64)**	(2,028.75)	(2,035.57)
		1,398.47	34.31	-

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
ii) Material Advances to Suppliers			
Considered good	**1,659.48**	1,291.04	3,149.14
Considered doubtful	**704.75**	794.93	599.65
Less: Allowance for doubtful advances	**(704.75)**	(794.93)	(599.65)
	1,659.48	1,291.04	3,149.14
iii) Deposits with government authorities	**1,979.89**	1,030.00	868.00
iv) Balances with government authorities	**10,992.16**	9,235.29	5,204.67
iv) Prepaid Expenses	**224.35**	238.83	365.83
v) Excess contribution to gratuity fund	**-**	125.06	4.32
vi) Others advances	**219.47**	73.81	158.00
Total	**16,473.82**	12,028.34	9,749.96
16 Payables			
Trade payables			
i) total outstanding dues of micro enterprises and small enterprises* (Refer note no. 57)	**166.00**	-	3.59
ii) total outstanding dues of creditors other than micro enterprises and small enterprises	**24,143.97**	23,941.76	21,593.18
Total	**24,309.97**	23,941.76	21,596.77

*Dues to Micro and Small Enterprises (MSE) have been determined to the extent such parties have been identified on the basis of information collected by management.

Trade payables: The average credit period of the above trade payables is 90 days. No interest is charged by the vendor on the outstanding balance of trade payables. The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
17 Borrowings (other than debt securities)			
(at amortised cost)			
(i) Term loans (secured)			
- From banks	**52,494.44**	77,371.56	63,758.41
- Buyer's credit	**21,967.45**	18,693.23	12,248.86
- From other parties	**34,462.90**	43,897.54	37,689.31
(ii) Loans repayable on demand			
- From banks (secured)			
a) Cash credit facility	**1,976.20**	2,143.82	144.03
b) Working capital demand loan	**1,000.00**	2,862.16	1,000.00
- Other loans (unsecured)	**19.30**	303.46	439.92
Total	**111,920.29**	145,271.77	115,280.53
Borrowings in India	**111,920.29**	145,271.77	115,280.53
Total	**111,920.29**	145,271.77	115,280.53

17 (i) Details of the outstanding principal (including unamortised borrowing cost), interest rate, security and repayment terms:

Secured loans	As at March 31, 2019			As at March 31, 2018			As at April 01, 2017		
Particulars	Total (₹ in Lakh)	Interest Rate p.a.	Particulars of redemption / repayment	Total (₹ in Lakh)	Interest Rate p.a.	Particulars of redemption / repayment	Total (₹ in Lakh)	Interest Rate p.a.	Particulars of redemption / repayment
From Banks									
TL – 1	**20,205.40**	**Refer note 1 below**	**Repayable Between April 2018 to March 2025**	21,510.37	Refer note 1 below	Repayable Between April 2018 to March 2025	-	-	-
TL – 2	**3,438.26**	**11.25%**	**Repayable in December, 2019**	8,025.56	11.25%	Repayable in March, 2019	12,614.40	11.40%	20 equal quarterly instalments starting from March 15, 2015
TL – 3	**4,305.18**	**11.00%**	**Repayable in February, 2020**	8,932.57	11.00%	Repaid in September, 2018	13,552.69	11.50%	First 4 quarterly instalments @1.95% & subsequent 16 quarterly instalments @5.76% starting from May 27, 2015
TL – 4	**8,635.57**	**11.25%**	**Repayable in January, 2020**	17,450.48	11.25%	Repayable in December, 2019	18,301.82	10.50%	17 unequal quarterly instalments from January 13, 2016. First 4 instalments @1.50%, Second 4 instalments @4.00%, third 8 instalments @8.75% & last instalments of 8.00%.
TL – 5	**15,910.03**	**12.00%**	**Repayable in October, 2020**	17,325.33	12.00%	Repayable in February, 2020	17,551.89	11.25%	Repayable between December, 2016 to September, 2022.
TL – 6	**-**	**-**	**-**	993.75	11.00%	Repayable in December, 2020*	1,737.61	11.00%	14 unequal quarterly instalments from December 28, 2015. First 6 instalments @ 5.00%, Second 4 instalments @ 7.50%, third 4 instalments @10.00%.
TL – 7	**-**	**-**	**-**	3,133.50	9.05%	Repayable in November, 2020*	-	-	-
TL – 8	**1,000.00**	**-**	**Cash Credit facility**	2,143.82	-	Cash Credit facility	144.03	-	Cash Credit facility
TL – 9	**1,976.20**	**-**	**Working capital demand loans**	2,862.16	-	Working capital demand loans	1,000.00	-	Working capital demand loans
Buyer's Credit	**21,967.45**	**-**	**-**	18,693.23	-	-	12,248.86	-	-
From other parties									
TL – 10	**4,998.19**	**9.15%**	**Repayable in June, 2019**	4,997.89	8.52%	Repayable in June, 2018	4,997.48	9.30%	Repayable in June, 2018*
TL – 11	**9,986.36**	**10.00%**	**Repayable in December, 2019**	10,000.00	8.90%	Repayable in December, 2018	9,984.06	8.90%	Repayable in December, 2018*
TL – 12	**7,497.29**	**9.15%**	**Repayable in June, 2019**	7,496.83	8.52%	Repayable in June, 2018	7,496.93	9.30%	Repayable in June, 2018*
TL – 13	**4,990.38**	**9.85%**	**Repayable in March, 2020**	4,988.62	8.99%	Repayable in March, 2019	4,988.91	8.85%	Repayable in March, 2018*
TL – 14	**-**	**-**	**-**	6,198.01	8.75%	Repaid in May, 2018	6,196.30	9.30%	Repayable in May, 2017**
TL – 15	**-**	**-**	**-**	2,696.74	8.60%	Repaid in October, 2018	2,696.82	9.00%	Repayable in October, 2017

Secured loans	As at March 31, 2019			As at March 31, 2018			As at April 01, 2017		
Particulars	Total (₹ in Lakh)	Interest Rate p.a.	Particulars of redemption / repayment	Total (₹ in Lakh)	Interest Rate p.a.	Particulars of redemption / repayment	Total (₹ in Lakh)	Interest Rate p.a.	Particulars of redemption / repayment
TL – 16	**4,494.01**	**10.95%**	**Repayable in December, 2020***	4,992.14	8.40%	-	-	-	-
TL – 17	**2,496.67**	**10.95%**	**Repayable in November, 2020***	2,496.07	8.40%	-	-	-	-
TL – 18	-	-	-	-	-	-	1,246.66	12.60%	16 equal quarterly instalments starting from May 25, 2014.
TL – 19	-	-	-	25.03	-	60 equal quarterly instalments starting from 6th. February, 2017.	29.18	-	60 equal quarterly instalments starting from February 06, 2017.
TL – 20	-	-	-	4.09	-	Repayable in 24 instalments	13.32	-	24 equal quarterly instalments starting from June 07, 2016.
TL – 21	-	-	-	2.12	-	Repayable in 24 instalments	-	-	-
TL – 22	-	-	-	-	-	-	7.50	-	34 equal quarterly instalments starting from April 02, 2017.
TL – 23	-	-	-	-	-	-	1.40	-	34 equal quarterly instalments starting from April 15, 2015.
TL – 24	-	-	-	-	-	-	12.37	-	24 equal quarterly instalments starting from January 15, 2015.
TL – 25	-	-	-	-	-	-	13.95	-	24 equal quarterly instalments starting from April 04, 2015.
TL – 26	-	-	-	-	-	-	4.43	-	18 equal quarterly instalments starting from April 04, 2015.
Total	**111,900.99**			144,968.31			114,840.61		

* Put/ call Option at every 365 days interval from initial disbursement date.

** Put/ call Option at every 370 days interval from initial disbursement date.

Notes:

1. TL-1- The Loan is repayable in 7 years in 28 quarterly instalments, for each tranche of disbursement. First repayment will commence from 4th month of the date of each tranche of disbursement. Interest rate 6 months MCLR and Yes Bank Limited shall reset the 6 months MCLR on 1st day of the month falling after six calendar months including the month in which drawdown has been made. First Charge on all current and movable assets (both present and future) and Escrow Account for collection of proceeds of lease rentals to be created in favour of Vistra ITCL India Ltd.

2. TL-10 to TL-17 are secured against pledge of shares in Indusind Bank Ltd. 3,946,148 [March 31,2018: 5,569,500 equity shares, April 01, 2017: 6,080,000, equity shares] pledged against loan availed. (Refer note no. 7)

3. Long term loans (TL-2 to TL-7 & TL-18 to TL-26) and Buyer's credits are secured by a first charge on all present and future assets of IMCL including fixed and current, immovable and movable, tangible and intangible assets ranking pari-passu with the charges created for other loans.

(₹ in Lakh)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
18	**Deposits**			
	(at amortised cost)			
	From others (Unsecured)			
	i) Security deposits	**770.86**	799.00	441.05
	ii) Inter corporate deposits from other parties (Refer note no. 48)	**8,475.00**	9,105.00	7,450.00
	iii) Trade deposits from customers	**63.79**	283.00	200.94
	Total	**9,309.65**	10,187.00	8,091.99
19	**Other financial liabilities**			
	i) Interest accrued but not due on borrowings	**1,057.86**	1,409.96	749.35
	ii) Unclaimed dividend #	**29.81**	16.07	20.01
	iii) Book overdraft	**7,054.57**	4,569.56	1,651.79
	iv) Payable - capital expenditure	**5,181.18**	4,610.00	3,702.65
	v) Salary payable	**689.77**	857.47	222.66
	vi) Other payable	**16.34**	-	-
	Total	**14,029.53**	11,463.06	6,346.46
	# There are no amounts due and outstanding to be credited to investor education and protection fund.			
20	**Current tax liabilities (net)**			
	Provision (net of advance tax)	**17.19**	120.00	7.00
	Total	**17.19**	120.00	7.00
21	**Provisions**			
	Provision for employee benefits (Refer note no. 49)			
	- Provision for gratuity	**165.05**	152.96	96.95
	- Provision for compensated absences	**463.55**	343.00	469.81
	Other provisions	**1.68**	-	-
	Total	**630.28**	495.96	566.76
22	**Other non-financial liabilities**			
	i) Revenue received in advance	**21,774.29**	26,791.80	20,428.49
	ii) Advance from customers	**557.87**	826.00	1,451.73
	iii) Statutory dues	**2,000.18**	4,030.59	2,030.51
	Total	**24,332.34**	31,648.39	23,910.73

23 Equity share capital

Share capital

i) Particulars

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	Number of shares	Amount (₹ in lakh)	Number of shares	Amount (₹ in lakh)	Number of shares	Amount (₹ in lakh)
Authorised						
Equity shares of ₹10 each (Refer note no. 53)	**87,000,000**	**8,700.00**	87,000,000	8,700.00	87,000,000	8,700.00
Preference shares of ₹10 each (Refer note no. 53)	**3,000,000**	**300.00**	3,000,000	300.00	3,000,000	300.00
9.50% Preference shares of ₹100 each	**1,000**	**1.00**	1,000	1.00	1,000	1.00
	90,001,000	**9,001.00**	90,001,000	9,001.00	90,001,000	9,001.00
Issued, subscribed and paid up						
Equity shares of ₹ 10 each fully paid	**20,555,503**	**2,055.55**	20,555,503	2,055.55	20,555,503	2,055.55
Total	**20,555,503**	**2,055.55**	20,555,503	2,055.55	20,555,503	2,055.55

Rights, Preferences and Restrictions attached to equity shares including restrictions on the distribution of dividends and the repayment of capital:

i) Right to receive dividend as may be approved by the Board of Directors / Shareholders at the 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, 2013.

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 or e-vote 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 at the end of the year :

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	Number of shares	Amount (₹ in Lakh)	Number of shares	Amount (₹ in Lakh)	Number of shares	Amount (₹ in Lakh)
Shares outstanding at the beginning of the year	**20,555,503**	**2,055.55**	20,555,503	2,055.55	20,555,503	2,055.55
Shares outstanding at the end of the year	**20,555,503**	**2,055.55**	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 March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	Number of shares held	% of holding	Number of shares held	% of holding	Number of shares held	% of holding
Hinduja Group Limited*	**8,550,572**	**41.60%**	8,690,572	42.28%	8,605,572	41.87%
Amas Mauritius Limited	**2,761,427**	**13.43%**	2,761,427	13.43%	2,761,427	13.43%
Aasia Corporation LLP	**1,400,879**	**6.82%**	1,400,879	6.82%	1,400,879	6.82%

*including shares held jointly with Hinduja Realty Ventures Limited

24 Other equity

(₹ in Lakh)

Particulars	Reserve and surplus				Reserve for equity instrument through other comprehensive income	Effective portion of cash flow hedges	Total
	Capital reserve	Securities premium	General reserve	Retained earnings			
Balance as at April 01, 2017	**11,180.97**	**670.58**	**9,034.25**	**24,891.28**	**46,758.02**	**-**	**92,535.10**
Loss for the year ended March 31, 2018	-	-	-	(17,303.61)	-	-	**(17,303.61)**
Re-measurement of defined benefit plans (net of tax)	-	-	-	54.26	-	-	**54.26**
Fair value changes on equity instruments (net of tax)	-	-	-	-	16,851.27	-	**16,851.27**
Gain / (loss) on designated portion of hedging instruments	-	-	-	-	-	514.77	**514.77**
Change in stake in a subsidiary	-	-	-	(147.22)	-	-	**(147.22)**
Dividend paid (including taxes)	-	-	-	(4,329.52)	-	-	**(4,329.52)**
Balance as at April 01, 2018	**11,180.97**	**670.58**	**9,034.25**	**3,165.19**	**63,609.29**	**514.77**	**88,175.05**
Loss for the year ended March 31, 2019	-	-	-	(26,607.70)	-	-	**(26,607.70)**
Other comprehensive income for the year, net of income tax	-	-	-	(72.37)	2,402.31	(974.58)	**1,355.36**
Other adjustments	-	-	-	(771.94)	-	-	**(771.94)**
Dividend paid (including taxes)	-	-	-	(4,336.62)	-	-	**(4,336.62)**
Change in stake in a subsidiary	-	-	-	(6,076.26)	-	-	**(6,076.26)**
Balance as at March 31, 2019	**11,180.97**	**670.58**	**9,034.25**	**(34,699.70)**	**66,011.60**	**(459.81)**	**51,737.89**

Description of nature and purpose of reserves:

(i) Capital reserve:

Excess of Net assets acquired over consideration paid / payable and equity component of preference share issued by the Company.

(ii) Securities premium:

This reserve represent the premium on issue of shares and can be utilised in accordance with the provision of the Companies Act, 2013.

(iii) Retained earnings:

This reserve represents the surplus of the statement of profit and loss. The amount can be distributed by the company as dividends to its equity shareholders and is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013.

(iv) Reserve for equity instruments measured at fair value through other comprehensive income (FVTOCI):

The Company has elected to recognise changes in the fair value of certain investments in equity instruments in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

(v) Remeasurement gain / (loss) on defined benefit obligations:

The company has recognised remeasurement loss on defined benefit plans in other comprehensive income (OCI). These changes are accumulated within the OCI reserve within Other equity. The company transfers amounts from this reserve to retained earnings when the relevant obligations are derecognised.

(₹ in Lakh)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
25	**Non-controlling interests**		
	Opening balance	**(4,002.00)**	1,355.94
	Loss for the year	**(7,704.09)**	(5,797.93)
	Other comprehensive income for the year, net of tax	**(351.13)**	227.55
	Other adjustments	**(218.97)**	212.44
	Additional capital issued	**7,476.98**	-
	Transfer on sale of subsidiary	**547.73**	-
	Change in stake in a subsidiary	**6,076.26**	-
	Total	**1,824.78**	(4,002.00)
26	**Interest income**		
	On financial assets measured at amortised cost:		
	Interest on loans given	**37.11**	376.15
	Interest on deposits with banks	**335.71**	337.08
	Other interest income	**51.44**	26.44
	Total	**424.26**	739.67
27	**Dividend income**		
	- On equity investments measured at fair value through other comprehensive income	**388.81**	131.31
	- On equity investments measured at fair value through profit and loss	**163.89**	371.36
	Total	**552.70**	502.67
28	**Net gain / (loss) on fair value changes**		
	Net gain / (loss) on financial instruments at fair value through profit or loss		
	On trading portfolio		
	- Investments	**(2,528.90)**	21,887.31
	- Derivatives	**-**	54.65
	On preference shares	**1,569.34**	1,413.82
	Total	**(959.56)**	23,355.78
	Fair Value changes:		
	- Realised	**(2,371.90)**	1,068.73
	- Unrealised	**1,412.34**	22,287.05
	Total Net gain / (loss) on fair value changes	**(959.56)**	23,355.78
29	**Sale of products**		
	Sales of set top boxes (net)	**68.77**	1,956.00
	Sale of network cable and equipments	**-**	18.00
	Total	**68.77**	1,974.00
30	**Sale of services**		
	Subscription - direct / cable operators	**39,692.11**	37,089.00
	Infrastructure charges	**6.20**	-
	Installation charges	**11,384.73**	9,618.00
	Channel placement fees	**11,623.91**	9,439.00
	Carriage income	**-**	65.00
	Total	**62,706.95**	56,211.00

(₹ in Lakh)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
31	**Other operating income**		
	Technical advisory fees	**68.00**	24.00
	Advertisement	**42.85**	58.00
	Minimum guarantee	**-**	80.00
	Total	**110.85**	162.00
32	**Other income**		
	Provision for doubtful debts no longer required written back	**174.17**	1,580.88
	Provision no longer required written back	**-**	216.12
	Sundry credit balance written back	**427.69**	-
	Bad debts recovered	**7.86**	227.00
	Interest income on income tax refund	**565.59**	12.16
	Service charges recovered	**291.22**	219.94
	Sale of scrap	**45.06**	30.00
	Unwinding of security deposits	**8.60**	13.00
	Net gain on foreign currency transaction	**453.00**	0.16
	Miscellaneous income	**36.59**	122.85
	Total	**2,009.78**	2,422.11
33	**Finance costs**		
	Interest on financial liabilities measured at amortised cost:		
	- Term loans	**10,481.45**	10,381.80
	- Other loans	**1,829.88**	1,947.63
	- Inter corporate deposits	**1,834.68**	1,552.52
	- Buyer's credit	**-**	1.36
	- Amortisation of loan processing fees	**678.24**	645.20
	Total	**14,824.25**	14,528.51
34	**Cable television operation expenses**		
	Subscription - pay channels	**45,655.29**	44,756.41
	Transponder charges	**2,328.44**	2,788.48
	Lease rental - duct	**4,885.59**	-
	Bandwidth charges	**268.37**	756.33
	Link charges	**54.34**	204.41
	Installation expenses	**47.94**	703.16
	Total	**53,239.97**	49,208.79

(₹ in Lakh)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
35 Changes in inventories		
Opening stock		
Land (real estate)	**3,719.32**	3,719.32
Network cable and equipments	**324.71**	289.54
Less: Closing stock		
Land (real estate)	**(3,719.32)**	(3,719.32)
Network cable and equipments	**(137.26)**	(324.71)
Total	**187.45**	(35.17)
36 Employee benefits expense		
Salary, wages and bonus	**4,573.87**	4,746.99
Contribution to provident and other funds	**357.72**	358.02
Staff welfare expenses	**129.92**	177.99
Gratuity expense (Refer note no. 49)	**39.13**	55.95
Total	**5,100.64**	5,338.95
37 Depreciation and amortisation expense		
- Property, plant and equipment	**13,663.40**	13,314.60
- Other intangible assets	**1,628.30**	1,679.16
Total	**15,291.70**	14,993.76
38 Other expenses		
Power and fuel	**954.60**	989.46
Rent (Refer note no. 41)	**1,031.12**	1,100.26
Repairs:		
- Machinery	**917.74**	1,294.87
- Building and others	**612.34**	331.19
Insurance	**155.55**	76.26
Rates and taxes	**95.34**	421.22
Advertisement and publicity	**205.92**	11.05
Directors' sitting fees	**61.50**	75.75
Auditor's remuneration		
Payment to statutory auditor *	**134.06**	124.76
Payment to cost auditor	**0.58**	1.18
Legal and professional fees	**1,379.91**	1,919.26
Contract services	**2,074.33**	2,188.00
Communication costs	**573.47**	319.90
Travelling and conveyance	**475.74**	639.07
Freight and transportation charges (net)	**55.36**	318.96
Royalty	**495.00**	300.00

(₹ in Lakh)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Foreign currency fluctuations (net)	-	163.00
Fair valuation of derivatives	**93.81**	206.00
Fair value loss on financial asset measured through profit and loss	**220.00**	-
Amortisation of security deposit	**8.58**	12.00
Bank charges	**249.33**	340.64
Donations	**100.00**	100.00
Corporate social responsibility (Refer note no. 40)	**204.10**	100.00
Loss (net) on sale of scrap (property, plant and equipment)	**44.00**	4.03
Bad debts / Advances written-off	**2,795.07**	4,475.19
Provision for doubtful advances	**2,354.29**	188.46
Provision against carrying value of a subsidiary company	-	2,685.97
Printing and Stationery	**62.93**	37.57
Loss on sale of investment in subsidiaries**	**1,000.21**	-
Goodwill written off on sale of investment in subsidiaries	**314.86**	-
Impairment loss on contract assets / trade receivables (Refer note no. 59)	**161.00**	-
Impairment of goodwill on consolidation	-	344.35
Miscellaneous expenses	**442.67**	146.13
Total	**17,273.41**	18,914.53
***Payment to auditors**		
As auditor		
Statutory audit fees	**78.10**	85.10
In other capacity		
Other services	**54.50**	38.43
Reimbursement of expenses	**1.46**	1.23
Total	**134.06**	124.76

** net of investment written off against provision of ₹ 1,700.00 lakh

39 Earnings per share ('EPS')

Basic EPS amounts are calculated by dividing the loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the loss attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Loss attributable to equity holders (₹ in Lakh)	**(34,311.79)**	(23,101.54)
Weighted average number of shares as at March 31 for basic and diluted EPS (Nos.)	**20,555,503**	20,555,503
Earnings per share:		
- Basic	**(166.92)**	(112.39)
- Diluted	**(166.92)**	(112.39)

40 Corporate Social Responsibility (CSR)

(₹ in Lakh)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Gross amount required to be spent by the Company during the year for CSR	**204.10**	100.00
Total	**204.10**	100.00

Amount spent during the year ended March 31, 2019	In Cash	Yet to be paid in cash	Total
a. Construction / acquisition of any asset	**-**	**-**	**-**
b. On purposes other than (a) above	**204.10**	**-**	**204.10**
Total	**204.10**	**-**	**204.10**
Amount spent during the year ended March 31, 2018	In Cash	Yet to be paid in cash	Total
a. Construction / acquisition of any asset	-	-	-
b. On purposes other than (a) above	100.00	-	100.00
Total	100.00	-	100.00

41 Operating Leases

As Lessee

The Group has entered into cancellable leasing arrangements relating to office premises extending upto a maximum of five years from the respective dates of inception which are renewable on mutual consent. Lease rentals of ₹ 1,031.12 lakh (March 31, 2018: ₹ 1,100.26 lakh) has been recognised in 'Rent' under note no. 38 to the financial statements.

As Lessor

The Company has entered into a cancellable leasing arrangement with ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited), a group company, relating to lease of Dark Fibre Cable owned by the company extending upto a maximum of three years. The Company has recognised ₹ 3,416.42 lakh for the year ended March 31, 2019 [Previous year - ₹ 263.56 (in lakh)] which has been included in 'Lease income - optic fibre cable'.

In respect of the Group subsidiary company ("IMCL"), rental income amounting to ₹ 102.00 Lakh (March 31, 2018: ₹ 25.00 Lakh) has been recognised in the Statement of profit and loss for the year ended March 31, 2019.

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Due not later than one year	**88.20**	88.20
Due later than one year but not later than five years	**66.15**	154.35
Later than five years	**-**	-
Total	**154.35**	242.55

42 Contingent liabilities and other commitments (to the extent not provided for)

(I) Contingent liabilities:

Sr. No.	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
a.	**Guarantees / counter guarantees**			
	Bank Guarantees given to various authorities	**433.00**	453.00	1,503.26
	Guarantees / counter guarantees given to Custom Authorities	**347.00**	347.00	347.05
b.	**Claims against the Group not acknowledged as debt:**			
	- Entertainment Tax (Refer note no. 3 below)	**2,481.00**	2,563.04	2,087.41
	- Sales Tax and VAT (Refer note no. 5 and 8 below)	**1,659.00**	665.00	662.83
	- Cable Television Related Cases	**191.00**	191.00	191.03
	- Service Tax (Refer note no. 4 and 8 below)	**12,794.00**	4,932.00	155.29
	- License Fee (Department of Telecommunication) (Refer note no. 6 below)	**50,775.00**	50,775.00	-
	- Income tax matters against which the Group has filed appeals/ objections. (Refer note no. 2 and 8 below)	**5,672.52**	4,326.26	10,581.83
	- Demands of Custom Duty in a Subsidiary Company against which it has filed appeal. (Refer note no. 7 and 8 below)	**1,177.00**	1,177.00	248.30
	- Local body tax (Refer note no. 8)	**45.00**	-	-
	- Summary suit had been filed by Nishkalp Investments and Trading Company Limited with regards to the dispute for buyback of shares of Plus Paper Foodpac Limited (PPFL) vide agreement dated November 25, 1997. The Honourable High Court, Mumbai vide order dated November 13, 2017 has dismissed the suit as withdrawn by Nishkalp Investments and Trading Co. Ltd.	**-**	-	867.12

(II) Other commitments:

Sr. No.	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
a.	Estimated amount of contracts remaining to be executed on capital account and not provided for	**3,932.00**	2,458.00	2,640.00
b.	Letters of Credit issued by bankers: - for Import of Equipments	**1,176.00**	2,660.00	1,945.31
c.	Co-borrower with Customer for Loan availed from Hinduja Leyland Finance Limited	**200.00**	200.00	200.00
d.	PF liability on account of Supreme court judgement (Refer note no. 9 below)	**409.00**	-	-
e.	The Company has given an undertaking to three banks (i.e. Yes Bank Ltd., Axis Bank Ltd. and RBL Bank Ltd.) to retain shareholding to the extent of 51% in the subsidiary viz. IndusInd Media & Communications Limited (IMCL) until all the amounts outstanding under various Facility Agreements entered into by IMCL with the said banks are repaid in full by IMCL.			

Notes:

1) In respect of items mentioned above, till the matters are finally decided, the financial effect cannot be ascertained. The Group does not expect any outflow of cash / resources.

2) In addition to above, the Company has received income tax demand pertaining to IT/ ITES business aggregating ₹ 7,144.66 Lakh in respect of period prior to October 1, 2006 which is reimbursable to the Company by Hinduja Global Solutions Limited pursuant to the Scheme of Arrangement and Reconstruction for demerger of IT/ITES business from the Company sanctioned by High Court of Judicature of Bombay and made effective on March 7, 2007. In this regard, the Company had received ₹ 5,550.00 Lakh from Hinduja Global Solutions Limited to discharge part payment of disputed income tax dues pertaining to IT/ ITES business. Out of this amount, the Company has received refund of ₹ 1,940.00 Lakh including interest of ₹ 490.00 Lakh (March 31, 2018 - ₹ 2,231.01 Lakh including interest of ₹ 606.72 Lakh) during the year and the net outstanding amount as at March 31, 2019 of ₹ 1,868.99 Lakh (March 31, 2018 of ₹ 3,318.99 Lakh). Hinduja Ventures Limited has filed appeals against the said demand. In view of Management and based on the legal advice obtained, the Company has strong case to succeed.

   The honourable Supreme Court of India has admitted a special leave petition (SLP) against section 10A matter under Income Tax Act, 1961 and the contingent liability as disclosed for financial year ended March 31, 2019 is recomputed considering all the open assessment years.

   Future cash outflow in respect of above, if any, is determinable only on receipt of judgements/ decisions pending with relevant authorities.

3) Entertainment tax ('ET') material disputes are given below:

Entertainment tax on LCO Points (Maharashtra)

The Government of Maharashtra issued Resolution No. - ENT2013/PK59/T-1 (‘GR’) dated March 7, 2013 for payment of ET on franchisee points by Multi System Operator (MSO). Accordingly, the ET authorities issued demand notices of ₹ 1,809.49 lakh relating to Mumbai, Nagpur and Nashik as under:

(₹ in Lakh)

City	Period	Notice issued by	Demand raised by March 31, 2019	Demand raised by March 31, 2018	Demand raised by April 01, 2017
Mumbai	April, 2013 – September, 2013	District Collector / Tahsildar	**507.08**	507.08	507.08
Nagpur	April, 2013 – June, 2013	Office of District Collector, Nagpur	**181.14**	181.14	181.14
Nashik	April, 2013 - July, 2013	Office of District Collector, Nashik	**41.35**	41.35	41.35
Nagpur	July, 2013 – October, 2014	Office of District Collector, Nagpur	**1,079.92**	1,079.92	1,079.92
Total			**1,809.49**	1,809.49	1,809.49

In response to the demand notice issued by the ET authorities in Nagpur, the Group subsidiary company ("IMCL") has filed a writ petition with Hon’ble High Court of Bombay (Nagpur Bench) challenging the order of Collector and the validity of GR. The matter shifted to Bombay Bench for Consolidation with writ's filed by other MSO's and local cable operator ('LCO') associations in Mumbai and Nashik for similar demand order issued. In the interim, for writ filed by IMCL before Nagpur Bench, the Hon’ble High Court of Bombay has stayed any recovery proceeding against IMCL and in all writ petitions, Hon’ble High Court of Bombay has directed the LCOs to deposit the ET directly to the Entertainment tax authorities or through the Hon’ble High Court of Bombay. Based on the Orders of the court, collectors in Mumbai have started to collect the Entertainment tax from the LCO’s.

During the previous year, the Government of Maharashtra has vide an Ordinance dated February 10, 2014 amended the Maharashtra Entertainment Duty Act, 1923 and the said ordinance was replaced with an Act and amendments passed by the ordinance became part of the Maharashtra Entertainment Duty Act, 1923 vide amendment dated July 25, 2014. The constitutional validity of the Ordinance and the Amendments has been challenged by another MSO and a LCO federation in Maharashtra before the Hon’ble High Court of Bombay. IMCL has amended its writ petitions filed before Hon’ble High Court of Bombay.

Based on the above facts, the Group subsidiary company ("IMCL") is of the opinion that liability for payment of ET on LCO points for the period April 2013 to June 2017 is not required to be provided in its books as the amount of entertainment tax payable is not ascertainable by IMCL at this stage.

4) Order from Service tax authorities for reversal of Cenvat Credit on Counter-vailing duty ('CVD') paid on import of Set-top box ('STB')

Effective November 2012, Digital Adressable System (DAS) was introduced in the broadcasting industry in India, in a phased manner, pursuant to which the Group Subsidiary Company ("IMCL") had paid CVD on imported STB's. IMCL issues STBs to end subscribers through LCOs (in some cases directly to subscribers) on payment of activation charges. These STBs are not sold to customers and continue to be asset of IMCL. STB's are used for providing output service i.e. Cable operator service. IMCL has claimed input credit of CVD paid on import against the output liability on Cable operator services under Rule 3 of CENVAT Credit Rules, 2004. The Service Tax Authorities had issued two SCN for the period April 2010 to December 2014 and January 2015 to June 2017, denying the claim of the IMCL for providing Cable operator services for LCO Points, contending STBs are not necessary for providing said services, thus CVD paid on such STBs cannot be availed as input credit under Cenvat Credit Rules, 2004. The matter was heard by Commissioner of the Service Tax during the current year and an Order was passed confirming the demand in both the show cause notices along with penalty amounting to ₹ 12,653.00 lakh. In response to the Order, IMCL has filed an appeal with the Central Excise and Appellate Tribunal (CESTAT) in April 2019. Based on the above facts, the Group Subsidiary Company ("IMCL") is of the opinion that it still remains the owner of STBs and such STBs have direct nexus with providing of Cable operator services and is thus eligible for input credit and accordingly does not require to make any provisions in the books.

5) Value Added Tax (VAT) material disputes

Effective November 2012, Digital Adressable System (DAS) was introduced in the broadcasting industry in India, in a phased manner, pursuant to which the Group subsidiary company ("IMCL") had paid CVD on imported STB's. IMCL issues STBs to end subscribers through LCOs (in some cases directly to subscribers) on payment of activation charges. These STBs are not sold to customers and continue to be asset of IMCL. The activation being a service, IMCL paid service tax on the activation fees. The VAT authorities in the state of Telangana, Uttar Pradesh and Andhra Pradesh passed orders respectively treating the transaction as transfer of Right to use / Deemed sale and levied VAT. IMCL has filed appeal with respective Appeallate authorities. As at March 31, 2019, an amount of ₹ 1,054.00 lakh (March 31, 2018: ₹ 444.00 lakh; April 01, 2017: ₹ 42.05 lakh) has been deposited under protest in respect of said demands of VAT relating to transfer of Set top boxes, the matter is lying in appeal proceedings before appellate authorities. Based on the above facts, the Group subsidiary company ("IMCL") is of the opinion that it still remains the owner of STBs. Though physical control of STB is passed on to the end subscriber effective control remains with IMCL hence the transaction is not required to be taxed as transfer of Right to use / Deemed sale. Accordingly, IMCL is of the opinion that it does not require to make any provisions in the books for the said demand.

6) License fee demand notice from Department of Telecommunication

During the previous year, the Group subsidiary company ("IMCL") received a demand notice from Department of Telecommunications ('DoT') towards alleged revenue loss to DOT towards license fees payable by IMCL, along with interest and penalty thereon, totaling to a sum of ₹ 50,775.00 lakh (March 31, 2018: 50,775.00 lakh; April 01, 2017: NIL) for the periods commencing from financial years 2010-2011 till 2014-2015. During the said period, the ISP business was with IMCL and this got transferred to ONEOTT Intertainment Limited on April 01, 2015. During the current year, ISP licence was transferred to One OTT Intertainment Limited. IMCL appealed before TDSAT against the demand in the previous year and has secured a stay against the order. Based on legal inputs available to IMCL, the management believes that the said demand will not be sustainable and hence disclosed the same under contingent liabilities.

7) Custom Duty on Activation Fees paid the Nagra Vision SA

During the previous year, HITS Division of Grant Investrade Limited (merged with Indusind Media & Communication Limited ("IMCL") had received SCN from the Directorate of Revenue Intelligence (DRI), Mumbai for evasion of Custom Duty on payment of activation fees to Nagra Vision SA and inadvertent claim of Exemption for payment of Special Additional Duty pursuant to Notification No. 21/2012 dated March 17, 2012. The DRI has alleged that the activation fees payable to Nagra Vision is a "License Fees" and is paid or payable at the rate of USD 0.535 per Set Top Box. The payment of License fees is a condition to sell the STB and is liable to be added in the declared trasaction value of the STBs under Rule 10(1)(c) of the Customs Valuation (Determination of Value of Imported Goods) Rules, 2007. The Additional Director General DRI (Adjudication) vide its order dated February 28, 2018 rejected the submission made by IMCL and passed the order confirming a demand of ₹ 927.00 Lakh (including penalty and redemption fine). IMCL has filed an Appeal before the CESTAT, Mumbai in June 2018. Based on the contention that the amount paid to Nagra Vision SA is towards activation fees and not licence fees IMCL expects that the outcome of the matter will be favourable to IMCL on the basis of the Appeal and hence, has included the demand as above under contingent liability.

8) The Group has proceedings pending with the Income tax, Service tax authorities, Customs tax authorities, Sales tax authorities and Local body tax authorities. The Group has reviewed all its pending proceedings and has adequately provided where provisions are required and disclosed as contingent liabilities where applicable and quantifiable, in these consolidated financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on these consolidated financial statements.

9) PF liability on account of Supreme court judgement

There has been a Supreme Court (SC) judgement dated February 28, 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. The Group will continue to assess any further developments in this matter for the implications on financial statements, if any.

43 Renewal of licenses

Under the provisions of the Cable Television Networks (Regulations) Act, 1995, the Group Subsidiary Company ("IMCL") as a Multi System Operator ('MSO') is registered with the Information and Broadcasting Ministry under Rule 11C of the Cable Television Network Rules, 1994. Apart from the said registration, IMCL is also required to take registration as a cable operator under Rule 5 of the Cable Television Networks Rules, 1994 from the Registering Authority i.e. Post Office year on year basis. IMCL is in the process of renewing the licenses that have lapsed during the year / previous years at some of the locations.

44 Dispute with Pay Channel Aggregator

Pursuant to an order of Delhi High Court in the matter of a dispute with a Pay Channel Aggregator ('PCA') dated April 18, 2014, the group Subsidiary Company ("IMCL") had entered into a Memorandum of Understanding ('MOU') (without prejudice and under protest) dated April 3, 2013 with the PCA. In terms of the MOU, IMCL was required to pay a fixed monthly license fee based on a benchmark subscriber base for each city listed in the agreement and in case the Monthly Average Subscriber level exceeded the benchmark, subscriber base then IMCL had to pay an additional license fee for every subscriber in excess of the benchmark, which would be Cost Per Subscriber ('CPS') per month multiplied by monthly average subscriber level.

The group Subsidiary Company ("IMCL") had recorded and paid the expenses on the basis of a fixed fee till October 31, 2013 on the directions of the said High Court order. In November 2013, IMCL established its subscriber base and found that actual subscriber base was much lower than agreed in the benchmark base from April 1, 2013 to October 31, 2013 and hence referred the matter to Telecom Disputes Settlement and Appellate Tribunal ('TDSAT').

TDSAT in the interim order passed on January 23, 2014, directed that the group Subsidiary Company ("IMCL") shall make payments of the monthly subscription fee at the rate of CPS per month multiplied by monthly average subscriber base w.e.f. November 1, 2013. Further, the group reversed during the earlier year an amount of ₹ 961 lakh which according to the group were paid in excess based on the calculations approved by the TDSAT in its interim order.

The final TDSAT order dated December 24, 2014 has rejected the group Subsidiary Company ("IMCL") contention. IMCL has filed a Civil Appeal against the TDSAT judgment with the Hon'ble Supreme Court and is awaiting the final outcome.

45 Details of traded goods under broad heads

(₹ in Lakh)

Traded goods	Opening stock (A)	Purchases (B)	Sales (C)	Closing stock (D)
Land	**3,719.32**	**-**	**-**	**3,719.32**
	(3,719.32)	(-)	(-)	(3,719.32)

Note: Figures in brackets are in relation to previous year.

46 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 (%)		
			As at			As at		
			March 31, 2019	March 31, 2018	April 01, 2017	**March 31, 2019**	March 31, 2018	April 01, 2017
I	**DIRECT SUBSIDIARIES**							
1	IndusInd Media & Communications Limited (IMCL)	HVL	**76.98**	73.66	68.21	**76.98**	73.66	68.21
II	**INDIRECT SUBSIDIARIES**							
1	USN Networks Private Limited	IMCL	**100.00**	100.00	100.00	**76.98**	73.66	68.21
2	United Mysore Network Private Limited	IMCL	**99.45**	99.45	99.45	**76.56**	73.25	67.83
3	Bhima Riddhi Infotainment Private Limited	IMCL	**51.00**	51.00	51.00	**39.26**	37.57	34.79
4	Gold Star Noida Network Private Limited	IMCL	**100.00**	100.00	100.00	**76.98**	73.66	68.21
5	Apna Incable Broadband Services Private Limited	IMCL	**100.00**	100.00	100.00	**76.98**	73.66	68.21
6	Sangli Media Services Private Limited	IMCL	**51.00**	51.00	51.00	**39.26**	37.57	34.79
7	Sainath In Entertainment Private Limited	IMCL	**51.00**	51.00	51.00	**39.26**	37.57	34.79
8	Sunny Infotainment Private Limited	IMCL	**51.00**	51.00	51.00	**39.26**	37.57	34.79
9	Goldstar Infotainment Private Limited	IMCL	**98.92**	98.92	98.92	**76.15**	72.86	67.47
10	Ajanta Sky Darshan Private Limited	IMCL	**51.00**	51.00	51.00	**39.26**	37.57	34.79
11	Darpita Trading Company Private Limited	IMCL	**51.00**	51.00	51.00	**39.26**	37.57	34.79
12	RBL Digital Cable Network Private Limited	IMCL	**51.00**	51.00	51.00	**39.26**	37.57	34.79
13	Vistaar Telecommunication and Infrastructure Private Limited	IMCL	**51.00**	51.00	51.00	**39.26**	37.57	34.79
14	Advance Multisystem Broadband Communications Limited (upto March 29, 2019)	IMCL	**-**	59.61	59.61	**-**	43.91	40.66
15	Amaravara Indigital Media Services Private Limited (upto March 29, 2019)	IMCL	**-**	76.00	76.00	**-**	55.98	51.84
16	Vinsat Digital Private Limited (effective January 2, 2018)	IMCL	**61.00**	61.00	-	**46.96**	44.93	-

47 Segmental reporting

Primary segment information

Business segment

The Group's primary business segments are reflected based on principal business activities carried on by the Group. The Group's primary businesses are as under:

i) Treasury & Investment activities include trading of shares which the Company carries out on its own account, advancing of inter corporate loans and advances and sub-broking activities for shares.

ii) Media & Entertainment activities include the commercial exploitation of Dark Fibre owned by the Company as a licensee under the Telecom regulations and also its strategic investments in a subsidiary in the Cable TV Industry.

iii) Real estate activities include real estate assets (Land) acquired for the purpose of development in future.

These segments are determined based on the internal organisation and management structure of the Company and its system of internal financial reporting and the nature of its risks and its returns. The Board of Directors of the company has been identified as Chief Operating Decision Maker (CODM). CODM evaluates the Company's performance, allocate resources based on analysis of various performance indicators of the Group as disclosed for the above three segments.

Secondary segment information

Geographical segment

The Group's operations are based in India and therefore the Group has only one geographical segment - India.

Segment accounting policies

Segment accounting policies are in line with accounting policies of the Group. In addition, the following specific accounting policies have been followed for segment reporting

i) Segment revenue includes income directly identifiable with the segments.

ii) Expenses that are directly identifiable with the segments are considered for determining the segment result. Expenses which relate to the Group as a whole and not allocable to segments and expenses which relate to the operating activities of the segment but are impracticable to allocate to the segment, are included under "Unallocable corporate expenses".

iii) Income which relates to the Group as a whole and not allocable to segments is included in Unallocable Income and netted off from Unallocable corporate expenses.

iv) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilites that relate to the Group as a whole and not allocable to any segment.

Information about major customers

The Group derived its major revenue from subscription, installation and channel placements. The Group's revenue includes ₹ 62,700.00 Lakh (March 31, 2018 ₹ 56,211.00 Lakh) which arose from its largest customers. No single customer contributed 10% or more to the Group's revenue for the year ended March 31, 2019 and March 31, 2018.

(₹ in Lakh)

Sr. No.	Particulars	Media and Communications			Real Estate			Investments and Treasury			Total		
		2018-19	2017-18	April 01, 2017	2018-19	2017-18	April 01, 2017	2018-19	2017-18	April 01, 2017	2018-19	2017-18	April 01, 2017
1	Segment Revenue	**70,304.29**	63,639.38	-	**-**	-	-	**598.83**	22,764.16	-	**70,903.12**	86,403.54	-
	Add: Other income										**155.13**	2.54	-
2	Segment Results	**(32,481.35)**	(39,104.45)	-	**(166.81)**	(180.96)	-	**(7,307.13)**	17,095.33	-	**(39,955.29)**	(22,190.08)	-
	Add: Other income										**2,009.78**	2,422.11	-
	Less: Unallocated corporate expenses										**(2,025.31)**	(2,803.24)	-
	Total Loss Before Tax										**(39,970.82)**	(22,571.21)	-
3	**Capital Employed**												
	Segment Assets	136,798.11	150,536.38	142,950.25	**3,719.49**	3,719.50	3,719.32	**107,649.02**	175,821.97	146,532.82	**248,166.61**	330,077.85	293,202.39
	Add: Unallocated corporate assets										**992.05**	1,066.31	1,868.92
	Total Assets	**136,798.11**	150,536.38	142,950.25	**3,719.49**	3,719.50	3,719.32	**107,649.02**	175,821.97	146,532.82	**249,158.67**	331,144.16	295,071.31
	Segment Liabilities	**142,832.86**	164,633.60	141,479.58	**17.61**	9.84	9.00	**35,810.30**	54,306.49	42,625.13	**178,660.76**	218,949.94	184,113.71
	Add: Unallocated corporate liabilities										**14,879.69**	25,965.62	15,011.01
	Total Liabilities	**142,832.86**	164,633.60	141,479.58	**17.61**	9.84	9.00	**35,810.30**	54,306.50	42,625.13	**193,540.45**	244,915.56	199,124.72
	Segment capital employed	**(6,034.75)**	(14,097.22)	1,470.67	**3,701.88**	3,709.66	3,710.32	**71,838.72**	121,515.48	103,907.69	**69,505.85**	111,127.92	109,088.68
	Add: Unallocated capital employed										**(13,887.64)**	(24,899.32)	(13,142.09)
	Total Capital Employed	**(6,034.75)**	(14,097.22)	1,470.67	**3,701.88**	3,709.66	3,710.32	**71,838.72**	121,515.48	103,907.69	**55,618.22**	86,228.60	95,946.59
4	**Capital Expenditure**	**7,642.00**	16,667.17	5,360.14				**6.34**	5.19	1.88	**7,648.34**	16,672.36	5,362.02
5	**Depreciation and Amortisation**	**15,267.87**	14,969.11	12,379.30	**-**	-	-	**23.83**	24.65	24.63	**15,291.70**	14,993.76	12,403.93
6	**Significant Non-Cash Expenditure unallocated**	**5,149.36**	7,697.18	9,108.31	**-**	-	-	**0.35**	4.93	3.54	**5,149.71**	7,702.11	9,111.85

48 Related Party and their relationships

I. Individual having control together with relatives and associates

Mr. Ashok P. Hinduja, Non-Executive Chairman, w.e.f. October 01, 2018
(Executive Chairman upto September 30, 2018)

II. Key Management Personnel

1. Mr. Ashok Mansukhani, Managing Director, w.e.f April 30, 2018
   (Whole-Time Director upto April 29, 2018)

   Managing Director upto August 01, 2018 and Vice-Chairman w.e.f August 01, 2018 of IndusInd Media & Communications Limited
2. Mr. Amar Chintopanth, Chief Financial Officer Executive Director w.e.f August 01, 2018 & Chief Financial Officer of IndusInd Media & Communications Limited
3. Mr. Hasmukh Shah, Company Secretary and Compliance Officer
4. Mr. Abin Kumar Das, Chairman of IndusInd Media & Communications Limited
5. Mr. Vynsley Fernandes, Chief Executive Officer of IndusInd Media & Communications Limited, w.e.f August 01, 2018
6. Mr. Bijay Kumar, Company Secretary of IndusInd Media & Communications Limited, upto April 19, 2019
7. Mr. Ashish Pandey, Company Secretary of IndusInd Media & Communications Limited, w.e.f May 07, 2019

Non-Executive Directors:

1.	Mr. Anil Harish	:	Independent Director
2.	Mr. Rajendra P. Chitale	:	Independent Director
3.	Mr. Prashant Asher	:	Independent Director of Hinduja Ventures Limited and IndusInd Media & Communications Limited
4.	Ms. Bhumika Batra	:	Independent Director
5.	Mr. Sudhanshu Tripathi	:	Non-Executive Director
6.	Mr. Prakash Shah	:	Independent Director of IndusInd Media & Communications Limited and Grant Investrade Limited (Refer note no. 53)
7.	Ms. Kanchan Chitale	:	Independent Director of IndusInd Media & Communications Limited and Grant Investrade Limited (Refer note no. 53)

III. Enterprises where common control exists

1. Hinduja Group Limited
2. Hinduja Realty Ventures Limited
3. Hinduja Global Solutions Limited
4. HGS International Services Private Limited
5. Hinduja Energy (India) Limited
6. IN Entertainment (India) Limited
7. Hinduja Finance Limited
8. ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)
9. Hinduja Healthcare Limited
10 Hinduja Properties Limited
11. APDL Estates Limited
12. Hinduja Estate Private Limited
13. Aasia Enterprises LLP
14. Aasia Corporation LLP
15. Aasia Imports and Exports Private Limited
16. IndusInd Information Technology Limited
17. Hinduja National Power Company Limited

IV. Firm/Company in which Director/Chief Executive Officer is a partner/shareholder

1. D M Harish & Co. (Firm in which Mr. Anil Harish is a Partner)
2. Crawford Bayley & Co. (Firm in which Ms. Bhumika Batra & Mr. Prashant Asher are partners)
3. Castle Media Private Limited (Company in which Mr. Vynsley Fernandes is a shareholder) ((w.e.f. from August 01, 2018)
4. Spyke Technologies Private Limited (Company in which Mr. Vynsley Fernandes is a shareholder) (w.e.f. from August 01, 2018)

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 Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II & IV above	Parties referred to in III above	Total
Interest Income				
Aasia Corporation LLP	-	-	2.19	2.19
	{-}	{-}	{-}	{-}
Hinduja Group Limited	-	-	44.31	44.31
	{-}	{-}	{35.90}	{35.90}
Hinduja Realty Ventures Limited	-	-	34.07	34.07
	{-}	{-}	{33.79}	{33.79}
IN Entertainment (India) Limited	-	-	7.98	7.98
	{-}	{-}	{333.36}	{333.36}
Total	**-**	**-**	**88.55**	**88.55**
	{-}	{-}	{403.05}	{403.05}
Lease Rental Income				
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	3,540.42	3,540.42
	{-}	{-}	{285.61}	{285.61}
Total	**-**	**-**	**3,540.42**	**3,540.42**
	{-}	{-}	{285.61}	{285.61}
Sale of Material Fibre				
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	150.25	150.25
	{-}	{-}	{-}	{-}
Total	**-**	**-**	**150.25**	**150.25**
	{-}	{-}	{-}	{-}
Carriage Income				
IN Entertainment (India) Limited	-	-	127.50	127.50
	{-}	{-}	{-}	{-}
Total	**-**	**-**	**127.50**	**127.50**
	{-}	{-}	{-}	{-}
Infrastructure Income				
IN Entertainment (India) Limited	-	-	48.89	48.89
	{-}	{-}	{11.84}	{11.84}
Total	**-**	**-**	**48.89**	**48.89**
	{-}	{-}	{11.84}	{11.84}
Installation Income				
Hinduja Group Limited	-	-	0.06	0.06
	{-}	{-}	{-}	{-}

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II & IV above	Parties referred to in III above	Total
Spyke Technologies Private Limited	-	1.68	-	1.68
	{-}	{-}	{-}	{-}
Total	**-**	**1.68**	**0.06**	**1.74**
	{-}	{-}	{-}	{-}
Miscellanous Income				
Spyke Technologies Private Limited	-	0.85	-	0.85
	{-}	{-}	{-}	{-}
Total	**-**	**0.85**	**-**	**0.85**
	{-}	{-}	{-}	{-}
Reimbursement of Expenses from Other Companies				
Hinduja Group Limited	-	-	1.09	1.09
	{-}	{-}	{2.23}	{2.23}
Hinduja Global Solutions Limited	-	-	56.25	56.25
	{-}	{-}	{21.47}	{21.47}
IN Entertainment (India) Limited	-	-	20.00	20.00
	{-}	{-}	{1.48}	{1.48}
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	1.26	1.26
	{-}	{-}	{767.84}	{767.84}
Total	**-**	**-**	**78.60**	**78.60**
	{-}	{-}	{793.02}	{793.02}
Reimbursement of Expenses to Other Companies				
Hinduja Group Limited	-	-	15.00	15.00
	{-}	{-}	{0.06}	{0.06}
Hinduja Global Solutions Limited	-	-	-	-
	{-}	{-}	{0.11}	{0.11}
IN Entertainment (India) Limited	-	-	59.59	59.59
	{-}	{-}	{36.96}	{36.96}
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	0.31	0.31
	{-}	{-}	{-}	{-}
Castle Media Private Limited	-	0.81	-	0.81
	{-}	{-}	{-}	{-}
Spyke Technologies Private Limited	-	72.96	-	72.96
	{-}	{-}	{-}	{-}
Total	**-**	**73.77**	**74.90**	**148.67**
	{-}	{-}	{37.13}	{37.13}
Internet Expenses				
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	1,430.23	1,430.23
	{-}	{-}	{368.80}	{368.80}
Total	**-**	**-**	**1,430.23**	**1,430.23**
	{-}	{-}	{368.80}	{368.80}
Channel Distribution Expenses				
IN Entertainment (India) Limited	-	-	-	-
	{-}	{-}	{54.17}	{54.17}
Total	**-**	**-**	**-**	**-**
	{-}	{-}	{54.17}	{54.17}

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II & IV above	Parties referred to in III above	Total
Miscellaneous Expenses				
IN Entertainment (India) Limited	-	-	25.00	25.00
	{-}	{-}	{25.00}	{25.00}
Total	**-**	**-**	**25.00**	**25.00**
	{-}	{-}	{25.00}	{25.00}
Interest Expense				
Hinduja Realty Ventures Limited	-	-	316.12	316.12
	{-}	{-}	{830.73}	{830.73}
Hinduja Group Limited	-	-	1.21	1.21
	{-}	{-}	{-}	{-}
IN Entertainment (India) Limited	-	-	32.31	32.31
	{-}	{-}	{325.27}	{325.27}
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	8.33	8.33
	{-}	{-}	{-}	{-}
Total	**-**	**-**	**357.97**	**357.97**
	{-}	{-}	{1,156.00}	{1,156.00}
Professional / Technical Fees				
Crawford Bayley & Co.	-	3.00	-	3.00
	{-}	{115.00}	{-}	{115.00}
D M Harish & Co.	-	10.00	-	10.00
	{-}	{10.50}	{-}	{10.50}
Hinduja Realty Ventures Limited	-	-	9.00	9.00
	{-}	{-}	{10.55}	{10.55}
Hinduja Group Limited	-	-	165.00	165.00
	{-}	{-}	{180.88}	{180.88}
HGS International Services Pvt. Ltd	-	-	-	-
	{-}	{-}	{0.09}	{0.09}
Hinduja Finance Limited (Refer note no. 3)	-	-	75.20	75.20
	{-}	{-}	{78.88}	{78.88}
Castle Media Private Limited	-	567.00	-	567.00
	{-}	{-}	{-}	{-}
Total	**-**	**580.00**	**249.20**	**829.20**
	{-}	{125.50}	{270.40}	{395.90}
Rent				
Hinduja Group Limited	-	-	88.02	88.02
	{-}	{-}	{111.10}	{111.10}
Total	**-**	**-**	**88.02**	**88.02**
	{-}	{-}	{111.10}	{111.10}
Director Sitting Fees				
Mr. Ashok P. Hinduja	2.00	-	-	2.00
	{-}	{-}	{-}	{-}
Mr. Anil Harish	-	9.00	-	9.00
	{-}	{14.50}	{-}	{14.50}
Mr. Rajendra P. Chitale	-	9.00	-	9.00
	{-}	{14.50}	{-}	{14.50}

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II & IV above	Parties referred to in III above	Total
Mr. Prashant Asher	-	9.00	-	9.00
	{-}	{9.00}	{-}	{9.00}
Ms. Bhumika Batra	-	5.50	-	5.50
	{-}	{6.50}	{-}	{6.50}
Mr. Sudhanshu Tripathi	-	8.50	-	8.50
	{-}	{12.00}	{-}	{12.00}
Mr. Prakash Shah (Refer note no. 53)	-	9.00	-	9.00
	{-}	{9.75}	{-}	{9.75}
Ms. Kanchan Chitale (Refer note no. 53)	-	9.50	-	9.50
	{-}	{9.50}	{-}	{9.50}
Total	**2.00**	**59.50**	**-**	**61.50**
	{-}	{75.75}	{-}	{75.75}
Commission Expense				
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	3.81	3.81
	{-}	{-}	{-}	{-}
Total	**-**	**-**	**3.81**	**3.81**
	{-}	{-}	{-}	{-}
Managerial Remuneration				
Mr. Ashok Mansukhani (Refer note no. 2 and 6)	-	147.67	-	147.67
	{-}	{186.59}	{-}	{186.59}
Mr. Amar Chintopanth (Refer note no. 5)	-	145.00	-	145.00
	{-}	{124.80}	{-}	{124.80}
Mr. Vynsley Fernandes (Refer note no. 5)	-	211.00	-	211.00
	{-}	{-}	{-}	{-}
Total	**-**	**503.67**	**-**	**503.67**
	{-}	{311.39}	{-}	{311.39}
Purchase of Fixed Assets				
IN Entertainment (India) Limited	-	-	17.86	17.86
	{-}	{-}	{19.93}	{19.93}
Total	**-**	**-**	**17.86**	**17.86**
	{-}	{-}	{19.93}	{19.93}
Dividend Paid				
Mr. Ashok P. Hinduja	116.15	-	-	116.15
	{116.15}	{-}	{-}	{116.15}
Mr. Ashok Mansukhani	-	0.09	-	0.09
	{-}	{0.09}	{-}	{0.09}
Mr. Prashant Asher	-	0.02	-	0.02
	{-}	{0.02}	{-}	{0.02}
Aasia Corporation LLP	-	-	245.15	245.15
	{-}	{-}	{245.15}	{245.15}
Hinduja Group Limited (Refer note no. 4)	-	-	1,520.85	1,520.85
	{-}	{-}	{1,505.98}	{1,505.98}
Hinduja Properties Limited	-	-	30.25	30.25
	{-}	{-}	{30.25}	{30.25}
Total	**116.15**	**0.11**	**1,796.25**	**1,912.51**
	{116.15}	{0.11}	{1,781.38}	{1,897.64}

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II & IV above	Parties referred to in III above	Total
Inter-Corporate Deposits Given				
Aasia Corporation LLP	-	-	2,000.00	2,000.00
	{-}	{-}	{-}	{-}
Hinduja Group Limited	-	-	6,460.00	6,460.00
	{-}	{-}	{7,550.00}	{7,550.00}
Hinduja Realty Ventures Limited	-	-	8,779.00	8,779.00
	{-}	{-}	{4,075.00}	{4,075.00}
IN Entertainment (India) Limited	-	-	184.00	184.00
	{-}	{-}	{5,695.00}	{5,695.00}
Total	**-**	**-**	**17,423.00**	**17,423.00**
	{-}	{-}	{17,320.00}	{17,320.00}
Inter-Corporate Deposits Received Back				
Aasia Corporation LLP	-	-	2,000.00	2,000.00
	{-}	{-}	{-}	{-}
Hinduja Group Limited	-	-	13,810.00	13,810.00
	{-}	{-}	{200.00}	{200.00}
Hinduja Realty Ventures Limited	-	-	8,657.00	8,657.00
	{-}	{-}	{975.00}	{975.00}
IN Entertainment (India) Limited	-	-	485.00	485.00
	{-}	{-}	{6,894.00}	{6,894.00}
Total	**-**	**-**	**24,952.00**	**24,952.00**
	{-}	{-}	{8,069.00}	{8,069.00}
Inter-Corporate Deposits Taken				
Hinduja Realty Ventures Limited	-	-	24,638.00	24,638.00
	{-}	{-}	{25,940.00}	{25,940.00}
Hinduja Group Limited	-	-	1,000.00	1,000.00
	{-}	{-}	{-}	{-}
IN Entertainment (India) Limited	-	-	3,950.00	3,950.00
	{-}	{-}	{-}	{-}
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	815.00	815.00
	{-}	{-}	{-}	{-}
Total	**-**	**-**	**30,403.00**	**30,403.00**
	{-}	{-}	{25,940.00}	{25,940.00}
Inter-Corporate Deposits Repaid				
Hinduja Realty Ventures Limited	-	-	26,721.00	26,721.00
	{-}	{-}	{22,280.00}	{22,280.00}
IN Entertainment (India) Limited	-	-	3,475.00	3,475.00
	{-}	{-}	{3,539.00}	{3,539.00}
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	815.00	815.00
	{-}	{-}	{-}	{-}
Total	**-**	**-**	**31,011.00**	**31,011.00**
	{-}	{-}	{25,819.00}	{25,819.00}
Outstanding Security Deposit				
Hinduja Realty Ventures Limited	-	-	46.15	46.15
	{-}	{-}	{46.15}	{46.15}
	[-]	[-]	[46.15]	[46.15]
Total	**-**	**-**	**46.15**	**46.15**
	{-}	{-}	{46.15}	{46.15}
	[-]	[-]	[46.15]	[46.15]

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II & IV above	Parties referred to in III above	Total
Inter-Corporate Deposits including Interest Receivable as at the Year-end				
Hinduja Group Limited	-	-	20.00	20.00
	{-}	{-}	{7,350.00}	{7,350.00}
	[-]	[-]	[-]	[-]
Hinduja Realty Ventures Limited	-	-	-	-
	{-}	{-}	{3,124.16}	{3,124.16}
	[-]	[-]	[-]	[-]
IN Entertainment (India) Limited	-	-	-	-
	{-}	{-}	{311.99}	{311.99}
	[-]	[-]	[-]	[-]
Total	**-**	**-**	**20.00**	**20.00**
	{-}	{-}	{10,786.15}	{10,786.15}
	[-]	[-]	[-]	[-]
Inter-Corporate Deposits Payable as at the Year-end				
IN Entertainment (India) Limited	-	-	463.45	463.45
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
Hinduja Group Limited	-	-	980.74	980.74
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
Hinduja Realty Ventures Limited	-	-	6,999.51	6,999.51
	{-}	{-}	{9,105.00}	{9,105.00}
	[-]	[-]	[5,445.00]	[5,445.00]
Total	**-**	**-**	**8,443.70**	**8,443.70**
	{-}	{-}	{9,105.00}	{9,105.00}
	[-]	[-]	[5,445.00]	[5,445.00]
Loans and Advances				
Aasia Advisory Services Limited	-	-	-	-
	{-}	{-}	{7.82}	{7.82}
	[-]	[-]	[7.82]	[7.82]
Hinduja Group Limited	-	-	-	-
	{-}	{-}	{-}	{-}
	[-]	[-]	[0.10]	[0.10]
Total	**-**	**-**	**-**	**-**
	{-}	{-}	{7.82}	{7.82}
	[-]	[-]	[7.92]	[7.92]
Investments as at the Year-end				
IN Entertainment (India) Limited	-	-	264.56	264.56
	{-}	{-}	{238.00}	{238.00}
	[-]	[-]	[215.00]	[215.00]
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	14,801.08	14,801.08
	{-}	{-}	{13,468.04}	{13,468.04}
	[-]	[-]	[12,007.21]	[12,007.21]
Total	**-**	**-**	**15,065.64**	**15,065.64**
	{-}	{-}	{13,706.04}	{13,706.04}
	[-]	[-]	[12,222.21]	[12,222.21]

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II & IV above	Parties referred to in III above	Total
Trade Receivables				
Hinduja Group Limited	-	-	-	-
	{-}	{-}	{0.16}	{0.16}
	[-]	[-]	[-]	[-]
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	809.44	809.44
	{-}	{-}	{311.00}	{311.00}
	[-]	[-]	[-]	[-]
IN Entertainment (India) Limited	-	-	301.52	301.52
	{-}	{-}	{131.07}	{131.07}
	[-]	[-]	[-]	[-]
Total	**-**	**-**	**1,110.96**	**1,110.96**
	{-}	{-}	{442.23}	{442.23}
	[-]	[-]	[-]	[-]
Other Receivables				
Hinduja Global Solutions Limited	-	-	1.13	1.13
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
Hinduja Realty Ventures Limited	-	-	-	-
	{-}	{-}	{1.78}	{1.78}
	[-]	[-]	[1.89]	[1.89]
Total	**-**	**-**	**1.13**	**1.13**
	{-}	{-}	{1.78}	{1.78}
	[-]	[-]	[1.89]	[1.89]
Interest Receivable				
Hinduja Realty Ventures Limited	-	-	1.63	1.63
	{-}	{-}	{32.31}	{32.31}
	[-]	[-]	[-]	[-]
Total	**-**	**-**	**1.63**	**1.63**
	{-}	{-}	{32.31}	{32.31}
	[-]	[-]	[-]	[-]
Trade Payables				
Hinduja Realty Ventures Limited	-	-	1.63	1.63
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
Hinduja Group Limited	-	-	4.68	4.68
	{-}	{-}	{5.40}	{5.40}
	[-]	[-]	[-]	[-]
Hinduja Finance Limited	-	-	10.80	10.80
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
IN Entertainment (India) Limited	-	-	-	-
	{-}	{-}	{34.64}	{34.64}
	[-]	[-]	[13.76]	[13.76]
ONEOTT Intertainment Limited (Previously known as Planet E-Shop Holdings India Limited)	-	-	13.60	13.60
	{-}	{-}	{163.09}	{163.09}
	[-]	[-]	[-]	[-]

(₹ in Lakh)

Nature of Transaction	Parties referred to in I above	Parties referred to in II & IV above	Parties referred to in III above	Total
Castle Media Private Limited	-	77.90	-	77.90
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
Spyke Technologies Private Limited	-	52.97	-	52.97
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
Crawford Bayley & Co.	-	-	-	-
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
Total	**-**	**130.87**	**30.71**	**161.58**
	{-}	{-}	{203.13}	{203.13}
	[-]	[-]	[13.76]	[13.76]
Interest Payable				
Hinduja Realty Ventures Limited	-	-	55.83	55.83
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
Total	**-**	**-**	**55.83**	**55.83**
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
Employees Benefit Payable				
Amar Chintopanth (Refer note no. 5)	-	39.16	-	39.16
	{-}	{41.80}	{-}	{41.80}
	[-]	[-]	[-]	[-]
Mr. Vynsley Fernandes (Refer note no. 5)	-	97.30	-	97.30
	{-}	{-}	{-}	{-}
	[-]	[-]	[-]	[-]
Total	**-**	**136.46**	**-**	**136.46**
	{-}	{41.80}	{-}	{41.80}
	[-]	[-]	[-]	[-]

Notes :

1. Figures in brackets [] are as on April 01, 2017 and figures in brackets {} represent transactions in respect of previous year 2017-18 and balances as on March, 31 2018 respectively.
2. Includes other long term benefits amounting to ₹ 6.57 lakh. (Previous year ₹ 15.92 lakh)
3. Includes ₹ 37.10 lakhs (Previous Year ₹ 33.70 lakh) under unamortised borrowing cost .
4. Including shares held jointly with Hinduja Realty Ventures Limited
5. Excluding employee shared based payments, compensated absences and gratuity.
6. Managerial Remuneration paid / provided during the year is in excess of the limits laid down under section 197 of the Companies Act, 2013. The approval of the shareholders' for the excess amount of ₹ 13.81 lakh would be sought at the ensuing general meeting through a special resolution and hence no adjustment in the consolidated Ind AS Financial Statements for the year ended March 31, 2019.

49 Employee benefits expense

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

i. Defined contribution plan

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:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
- Employer's contribution to provident fund [Includes EDLI charges and employers' contribution to Employees' Pension Scheme 1995]*	**221.18**	200.29
- Employer's contribution to employees' state insurance *	**55.14**	62.11

* Included in contribution to employees provident and other funds - Refer note no. 36 of the Financial statements

ii. Defined benefit plan

a. Contribution to Gratuity fund

The Company provides the eligible employees with a gratuity scheme where a lump sum amount gets vested to the employees at the time of retirement, death while in employment or on termination of employment. The same is determined based on the salary payable for each completed year of service. Vesting of such gratuity plan occurs upon completion of five continuous years of service. The scheme is funded with an insurance company in the form of qualifying insurance policy.

The following table shows a reconciliation from the opening balance to the closing balance for the net defined benefit (assets) / liabilities and its components and the assumptions used to determine the same.

Description	March 31, 2019		March 31, 2018	
	Funded	Unfunded	Funded	Unfunded
Changes in the present value of defined benefit obligation				
Balance at the beginning of the year	**320.51**	**152.96**	377.04	96.95
Balance transferred on account of acquisitions / (demerger)	**-**	**-**	-	34.73
Interest cost	**27.04**	**5.60**	27.40	5.72
Current service cost	**32.00**	**9.49**	40.91	7.11
Actuarial (gains) / losses recognized in Other comprehensive income ('OCI')				
- change in demographic assumption	**-**	**5.78**	(15.38)	8.91
- change in financial assumption changes	**1.00**	**0.43**	(61.45)	(2.13)
- experience adjustment	**83.96**	**(2.61)**	-	1.67
Benefits paid	**(27.00)**	**(49.61)**	(48.01)	-
Benefit obligation at the end of the year	**437.51**	**122.04**	320.51	152.96
Changes in the Fair value of plan assets				
Balance at beginning of the year	**445.57**	**-**	381.36	-
Interest income	**35.00**	**-**	25.19	-
Contributions paid to the fund	**6.00**	**-**	81.68	-
Balance transferred on account of acquisitions / (demerger)	**(56.07)**	**-**	-	-
Benefits paid	**(27.00)**	**-**	(48.01)	-
Return on plan assets excluding amounts included in interest income recognised in Other Comprehensive Income	**(9.00)**	**-**	5.35	-
Fair Value of Plan Assets at the end of the year	**394.50**	**-**	445.57	-

Description	March 31, 2019		March 31, 2018	
	Funded	Unfunded	Funded	Unfunded
Assets and liabilities recognised in the Consolidated balance sheet				
Present value of the defined benefit obligation at the end of the year	**437.51**	**122.04**	320.51	152.96
Less: Fair value of plan assets at the end of the year	**(394.50)**	**-**	(445.57)	-
Net liability / (asset) recognised	**43.01**	**122.04**	(125.06)	152.96
Net Interest Cost for Current Period				
Present Value of Benefit Obligation at the Beginning of the year	**320.51**	**152.96**	377.04	96.95
(Fair Value of Plan Assets at the Beginning of the year)	**(445.57)**	**-**	(381.36)	-
Net Liability / (Asset) at the beginning	**(125.06)**	**152.96**	(4.32)	96.95
Interest Cost	**27.04**	**5.60**	27.40	5.72
(Interest Income)	**(35.00)**	**-**	(25.19)	-
Net interest cost for current year	**(7.96)**	**5.60**	2.21	5.72
Expenses recognised in the Consolidated Statement of profit and loss				
Current Service Cost	**32.00**	**9.49**	40.91	7.11
Net interest (income) / expense	**(7.96)**	**5.60**	2.21	5.72
Net gratuity cost recognised in the current year	**24.04**	**15.09**	43.12	12.83
(included in note no. 36 on Employee benefits expense)				
Expenses recognised in the Consolidated Statement of Other comprehensive income ('OCI')				
Actuarial (gain) / loss on obligation for the period	**84.96**	**3.60**	(76.83)	8.45
Loss on plan assets exculding amount inculded in the net interest on the net defined liability	**9.00**	**-**	(5.35)	-
	93.96	**3.60**	(82.18)	8.45
Reconciliation of Net asset / (liability) recognised:				
Net asset / (liability) recognised at the beginning of the year	**(125.06)**	**152.96**	(4.32)	96.95
Company contributions	**(6.00)**	**-**	(81.68)	-
Net Liability /(Asset) transferred on account of acquisitions/ (demerger)	**56.07**	**-**	-	34.73
Expenses / (Income) recognised in other comprehensive income	**93.96**	**3.60**	(82.18)	8.45
Expenses recognised in the Statement of Profit and Loss	**24.04**	**15.09**	43.12	12.83
Benefits Paid	**-**	**(49.61)**	-	-
Net (asset) / liability recognised at the end of the year	**43.01**	**122.04**	(125.06)	152.96
(included in note no. 21 of Provisions)				

Actuarial assumptions	March 31, 2019	March 31, 2018	April 1, 2017
Mortality rate	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Discount rate (per annum)	7.76% - 7.79%	7.78%-7.87%	7.27% - 7.39%
Expected rate of return on plan assets	7.76%	7.78%	7.27% - 7.39%
Future salary growth	5%-6%	5%-6%	5%-6%
Rate of employee turnover (Attrition rate)			
- for services below 4 years	20.00%	20.00%	20.00%
- for services 5 years and above	2.00%	2.00%	2.00%

Notes:

a. Assumptions regarding future mortality are based on published statistics by the Life Insurance Corporation of India.

b. The Company assesses above assumptions with its projected long-term growth plans and prevalent industry standards. The discount rate is based on the government securities yield.

Senstivity Analysis:

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the Present value of obligation ('PVO') and aids in understanding the uncertainty of reported amounts. Sensitivity analysis done by varying one parameter at a time and studying its impact.

Description	March 31, 2019		March 31, 2018	
	Funded	Unfunded	Funded	Unfunded
Projected Benefit Obligation on Current assumptions	437.51	122.05	320.51	152.96
Delta Effect of +1% Change in Rate of Discounting	(35.49)	(5.73)	(27.15)	(5.15)
Delta Effect of -1% Change in Rate of Discounting	40.77	6.83	31.27	6.12
Delta Effect of +1% Change in Rate of Salary Increase	41.49	6.94	31.83	6.22
Delta Effect of -1% Change in Rate of Salary Increase	(37.68)	(5.91)	(28.07)	(5.31)
Delta Effect of +1% Change in Rate of Employee Turnover	8.21	1.50	6.36	1.38
Delta Effect of -1% Change in Rate of Employee Turnover	(9.00)	(1.75)	(7.15)	(1.61)

Note:
Sensitivity for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of defined benefit obligation by one percentage, keeping all other assumptions constant. The methods and types of assumptions used in preparing the sensitivity analysis has not changed as compared to previous year.

Projected Benefits Payable in Future Years From the Date of Reporting:

Year	March 31, 2019		March 31, 2018	
	Funded	Unfunded	Funded	Unfunded
2019	36.00	65.23	36.00	27.78
2020	21.00	1.42	21.00	36.05
2021	20.00	1.62	20.00	1.29
2022	26.00	2.36	26.00	1.45
2023	28.00	1.88	28.00	2.03
2024 and thereafter	874.00	156.28	874.00	135.74

b. Compensated absences

Provision in respect of Compensated absences / leave encashment benefits has been made based on actuarial valuation carried out by an independent actuary at the Balance sheet date using Projected Unit Credit method. The liability for leave encashment and compensated absences as at March 31, 2019 aggregates ₹ 463.55 (in lakh) [March 31, 2018 - ₹ 343.00 (in lakh); April 01, 2017 - ₹ 469.81 (in lakh)]

50 Categories of financial instruments and fair value hierarchy

Details as at March 31, 2019 are as follows:

(₹ in Lakh)

Particulars	Amortised cost*	Fair value - hedging instruments	Fair value through other comprehensive income	Fair value through profit or loss	Total carrying value	Hierarchy
Financial Assets						
Cash and cash equivalents	3,155.18	-	-	-	3,155.18	
Other bank balances	7,790.41	-	-	-	7,790.41	
Derivative financial instruments	-	712.80	-	-	712.80	Level 2
Trade receivables	9,925.17	-	-	-	9,925.17	
Loans	24.02	-	-	-	24.02	
Investments in equity shares	-	-	34,154.31	61,819.62	95,973.93	Level 1
Investments in equity shares	-	-	26,653.91	-	26,653.91	Level 3
Investments in other securities	11.18	-	-	-	11.18	
Other financial assets	2,122.89	-	-	-	2,122.89	
Total	**23,028.85**	**712.80**	**60,808.22**	**61,819.62**	**146,369.49**	**-**
Financial Liabilities						
Derivative financial instruments	-	1,064.38	-	-	1,064.38	Level 2
Trade payables	24,309.97	-	-	-	24,309.97	
Borrowings (other than debt securities)	111,920.29	-	-	-	111,920.29	
Deposits	9,309.65	-	-	-	9,309.65	
Other financial liabilities	14,029.53	-	-	-	14,029.53	
Total	**159,569.44**	**1,064.38**	**-**	**-**	**160,633.82**	**-**

Details as at March 31, 2018 are as follows:

(₹ in Lakh)

Particulars	Amortised cost*	Fair value - hedging instruments	Fair value through other comprehensive income	Fair value through profit or loss	Total carrying value	Hierarchy
Financial Assets						
Cash and cash equivalents	3,995.78	-	-	-	3,995.78	
Other bank balances	7,032.56	-	-	-	7,032.56	
Derivative financial instruments	-	55.29	-	-	55.29	Level 2
Trade receivables	12,217.15	-	-	-	12,217.15	
Loans	10,823.90	-	-	-	10,823.90	
Investments in equity shares	-	-	39,291.07	103,375.09	142,666.16	Level 1
Investments in equity shares	-	-	38,723.07	-	38,723.07	Level 3
Investments in other securities	1,128.16	-	-	-	1,128.16	
Other financial assets	1,373.67	-	-	-	1,373.67	
Total	**36,571.22**	**55.29**	**78,014.14**	**103,375.09**	**218,015.74**	
Financial Liabilities						
Derivative financial instruments	-	808.00	-	-	808.00	Level 2
Trade payables	23,941.76	-	-	-	23,941.76	
Borrowings (other than debt securities)	145,271.77	-	-	-	145,271.77	
Deposits	10,187.00	-	-	-	10,187.00	
Other financial liabilities	11,463.06				11,463.06	
Total	**190,863.59**	**808.00**	**-**	**-**	**191,671.59**	

Details as at March 31, 2018 are as follows:

(₹ in Lakh)

Particulars	Amortised cost*	Fair value - hedging instruments	Fair value through other comprehensive income	Fair value through profit or loss	Total carrying value	Hierarchy
Financial Assets						
Cash and cash equivalents	3,742.22	-	-	-	3,742.22	
Other bank balances	5,021.62	-	-	-	5,021.62	
Derivative financial instruments	-	82.17	-	-	82.17	
Trade receivables	10,244.30	-	-	-	10,244.30	
Loans	43.34	-	-	-	43.34	
Investments in equity shares	-	-	31,164.48	104,735.68	135,900.16	Level 1
Investments in equity shares	-	-	22,635.58	-	22,635.58	Level 3
Investments in other securities	1,128.16	-	-	-	1,128.16	
Other financial assets	1,143.76	-	-	-	1,143.76	
Total	**21,323.40**	**82.17**	**53,800.06**	**104,735.68**	**179,941.31**	
Financial Liabilities						
Derivative financial instruments	-	560.79	-	-	560.79	Level 2
Trade payables	21,596.77	-	-	-	21,596.77	
Borrowings (other than debt securities)	115,280.53	-	-	-	115,280.53	
Deposits	8,091.99	-	-	-	8,091.99	
Other financial liabilities	6,346.46	-	-	-	6,346.46	
Total	**151,315.75**	**560.79**	**-**	**-**	**151,876.54**	

* The Group considers that the carrying amounts of these financial instruments recognised in the financial statements approximates its fair values.

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 3 fair values for financial instruments measured at fair value in the statement of financial position as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement	Valuation process
Derivative and hedge instruments	Discounted cash flow approach	Discount rate determined as per market rate	Increase/decrease of 5% or so in the discount rate would result in decrease/ increase in the fair value *	The valuation model considers the present value of expected payments discounted using appropriate discounting rates.
Investments	Discounted cash flow approach	Discount rate determined as per market rate	Increase/decrease of 5% or so in the discount rate would result in decrease/ increase in the fair value *	Group has referred the fair valuation report of external valuation consultants for certain equity instruments measured at FVTOCI and FVTPL.

* holding all other variables constant

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

Changes in level 3 items (₹ in Lakh)

Particulars	Investment in equity shares
As at April 01, 2017	**22,635.58**
Additions	4,515.05
Disposals	-
Gains/(loss) recognised in other comprehensive income	11,572.44
Gains/losses recognised in statement of profit and loss	-
As at March 31, 2018	**38,723.07**
Additions	695.85
Disposals	(15,356.00)
Gains/losses recognised in statement of profit and loss	356.00
Gains(losses) recognised in other comprehensive income	2,234.99
As at March 31, 2019	**26,653.91**

51 Financial risk management

The Group's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The Group's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Group. The Group's principal financial assets include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Group is exposed to credit risk, currency risk, liquidity risk and market risk. The Group's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

i. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The carrying amounts of financial assets represent the maximum credit exposure.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

Expected credit loss assessment for Trade and other receivables from customers

The Group has a practical expedient by computing the expected credit loss allowance for trade receivable based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward - looking information. The expected credit loss rates are based on actual credit loss experience over the past three years.

Allowance percentage are calculated separately for exposures in different streams of revenue based on common credit risk characteristics for a set of customers, age of customer relationship and type of service rendered.

The following table provides information about the exposure to credit risk and expected credit loss allowance (including specific allowance) for trade and other receivables:

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Gross carrying amount (trade and other receivables)	**14,310.46**	16,776.61	16,384.64
Weighed average loss rate - range	**30.64%**	27.18%	37.48%
Loss allowance	**4,385.29**	4,559.46	6,140.34

Loss rates are based on actual credit loss experience over the past three years. The movement in the allowance for impairment in respect of trade and other receivables is as follows :

Particulars	March 31,2019	March 31,2018
Balance as at April 1	**4,559.46**	6,140.34
Movement during the year	**(174.17)**	(1,580.88)
Balance as at March 31	**4,385.29**	4,559.46

The Trade Receivables includes amount due from disconnected / inactive customers / LCOs with whom no interconnect documents have been executed and outstanding in excess of one year. The Group is taking adequate steps for recovery of overdue debts and advances and wherever necessary, write off/adequate provisions as per expected credit loss model have been made.

Cash and cash equivalents and other bank balances

The Group held cash and cash equivalents and other bank balances of ₹ 10,945.59 Lakh as at March 31, 2019 (March 31, 2018: ₹ 11,028.34 Lakh; April 01, 2017: ₹ 8,763.84 Lakh). The credit worthiness of banks and financial institutions is evaluated by management on an ongoing basis and is considered to be good.

Investments

The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Group does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

Loans

Loan is given to related parties for which credit risk is managed by monitoring the recoveries of such amounts on regular basis. The Group does not perceive any credit risk related to such loans given to group companies since these will have an additional financial support from promoters as and when necessary.

Other financial assets

Other financial assets measured at amortised cost includes deposits, loans to employees, etc. Credit risk related to these financial assets are managed by monitoring the recoveries of such amounts on regular basis and the Group does not perceive any credit risk related to these financial assets.

Other than trade and other receivables, the Group has no other financial assets that are past due but not impaired.

ii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its financial obligations associated with its financial liabilities that are settled by delivering cash or another financial asset as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its financial liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

For the Group, liquidity risk arises from obligations on account of financial liabilities - borrowings (other than debt securities), trade payables and other financial liabilities.

Liquidity risk management

The Group's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Group ensures that it has sufficient cash on demand to meet expected operational expenses for a month, including the servicing of financial obligations, this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

Exposure to liquidity risk

The following are the remaining contractual maturities of non-derivative financial liabilities at the reporting date. The amounts are gross and undiscounted, and include interest payments and exclude the impact of netting agreements.

Particulars	Carrying amount	Contractual cash flows				
		Less than 12 months	1-2 years	2-5 years	More than 5 years	Total
March 31, 2019						
Non-derivative financial liabilities						
Borrowings (other than debt securities)	**111,920.29**	**66,228.46**	**29,078.41**	**25,183.55**	**7,465.41**	**127,955.84**
Trade payables	**24,309.97**	**24,309.97**	**-**	**-**	**-**	**24,309.97**
Deposits	**9,309.65**	**9,309.65**	**-**	**-**	**-**	**9,309.65**
Other financial liabilities	**14,029.53**	**14,029.53**	**-**	**-**	**-**	**14,029.53**
Derivative financial liabilities (net settled)						
Interest rate swaps used for hedging	**1,064.38**	**1,064.38**				**1,064.38**
March 31, 2018						
Non-derivative financial liabilities						
Borrowings (other than debt securities)	145,271.77	103,081.47	24,181.96	31,515.55	18,214.85	176,993.82
Trade payables	23,941.76	23,941.76	-	-	-	23,941.76
Deposits	10,187.00	10,187.00	-	-	-	10,187.00
Other financial liabilities	11,463.06	11,463.06	-	-	-	11,463.06
Derivative financial liabilities (net settled)						
Interest rate swaps used for hedging	808.00	808.00	-	-	-	808.00
April 01, 2017						
Non-derivative financial liabilities						
Borrowings (other than debt securities)	115,280.53	51,995.80	46,502.78	36,132.80	4,232.72	138,864.11
Trade payables	21,596.77	21,596.77	-	-	-	21,596.77
Deposits	8,091.99	8,091.99	-	-	-	8,091.99
Other financial liabilities	6,346.46	6,346.46	-	-	-	6,346.46
Derivative financial liabilities (net settled)						
Interest rate swaps used for hedging	560.79	560.79	-	-	-	560.79

As disclosed in Note 17, the Group has secured bank loans that contain loan covenants. A future breach of such covenants may require the Group to repay the loan earlier than indicated in above. Under the agreement, the covenants are monitored on a regular basis by the management to ensure compliance.

The interest payments on variable interest rate borrowings as stated above, reflect market interest rates at the reporting date and these amounts may change as market interest rates change.

Equity share capital and other equity are considered for the purpose of Group's capital management. The Group manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Group is based on management's judgment of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital to shareholders. The Group, if necessary, may take appropriate steps in order to maintain or adjust its capital structure.

iii. Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices, will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Group is exposed to market risk primarily related to foreign exchange rate risk. Thus, the Group's exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return, in foreign currency revenues and costs.

Currency risk

The Group is exposed to currency risk mainly on account of its purchase of set top box. The Group has a policy to hedge the foreign currency risks through forwards and swaps in order to mitigate risks due to adverse currency fluctuations.

The exchange rate between the domestic and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Group's operations are affected as the domestic currency appreciates/depreciates against these foreign currencies.

Exposure to interest rate risk

The following table analyzes the foreign currency risk from financial instruments:

(₹ in Lakh)

Particulars	**As at March 31, 2019**	**As at March 31, 2018**	**As at April 01, 2017**
Liabilities:			
Trade payables			
- USD	**(174.00)**	(83.00)	(39.00)
- INR	**(12,071.00)**	(5,398.59)	(2,552.00)
Net assets/ (liabilities)			
- USD	**(174.00)**	(83.00)	(39.00)
- INR	**(12,071.00)**	(5,398.59)	(2,552.00)

The following significant exchange rates have been applied during the year:

(₹ in Lakh)

Particulars	**As at March 31, 2019**	**As at March 31, 2018**	**As at April 01, 2017**
Average rate (USD 1 = ₹)	**70.00**	64.45	64.81
Year-end spot rate (USD 1 = ₹)	**69.17**	65.04	64.84

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against US dollar at balance sheet date would have affected the measurement of financial instruments denominated in US dollar and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in Lakh)

Particulars	**As at March 31, 2019**	**As at March 31, 2018**	**As at April 01, 2017**
Effect in INR			
Profit or loss (1% movement)			
Strengthening	**120.71**	53.99	25.52
Weakening	**(120.71)**	(53.99)	(25.52)
Equity (1% movement)			
Strengthening	**120.71**	53.99	25.52
Weakening	**(120.71)**	(53.99)	(25.52)

Hedge accounting

The Group holds 37 instruments to hedge exposures to changes in foreign currency and interest rates. The counterparty for these contracts is a bank. Of the 37 instruments, 31 instruments are valued at fair value through hedging and the balance 6 forward contracts are valued at fair value through profit and loss.

The following table gives details in respect of outstanding hedge contracts:

(₹ in Lakh)

Particulars	As at March 31, 2019		As at March 31, 2018		As at April 01, 2017	
	USD	INR	USD	INR	USD	INR
Interest rate swaps (fair valuation through cash flow reserve)	**316.28**	**21,877.23**	245.63	15,975.84	161.46	10,468.59
Forward contracts (fair valuation through profit and loss)	**176.32**	**12,196.51**	100.12	6,743.37	81.91	5,567.51
Total	**492.60**	**34,073.74**	345.75	22,719.21	243.37	16,036.10

The below table analyzes the hedging instruments into relevant maturity Group's based on the remaining period as of the reporting date.

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Interest rate swaps			
Not later than one month	**-**	-	209.67
One to six months	**52.93**	9,345.36	-
Six months to one year	**1,385.90**	422.92	4,507.97
More than one year	**20,438.40**	6,207.56	5,750.95
Total	**21,877.23**	15,975.84	10,468.59
Forward contracts			
Not later than one month	**-**	3,896.61	2,480.21
One to six months	**3,147.46**	2,846.76	393.59
Six months to one year	**9,049.05**	-	2,693.71
More than one year	**-**	-	-
Total	**12,196.51**	6,743.37	5,567.51

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

(i) 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:

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Buyer's Credit (₹ in lakh)	**-**	-	3.24
Buyer's Credit (USD in lakh)	-	-	0.05

(ii) All derivate instruments acquired by the company are for hedging purpose only.

(iii) Outstanding foreign exchange contracts entered into by the Company are:

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Buy / Sell	-	-	Buy
Amount (₹ in Lakh)	-	-	987.41
Amount in foreign currency (USD in Lakh)	-	-	15.22

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Group's exposure to interest rate risks relates primarily to the Group's interest obligations on its borrowings. Borrowings issued at variable rates are exposed to fair value interest rate risk. To mitigate this risk the Group's enters into derivative financial instruments like interest rate swaps. The interest rate profile of the Group's interest-bearing financial instruments as reported by the management of the Group is as follows.

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Fixed rate borrowings	9,153.85	13,906.16	3,005.00
Variable rate borrowings	102,766.44	131,365.61	112,275.53
Total	111,920.29	145,271.77	115,280.53

Fair value sensitivity analysis for fixed-rate instruments.

The Group accounts for fixed-rate borrowings at amortised cost. Therefore, it would not affect profit or loss.

Interest rate sensitivity analysis - variable rate borrowings

The below table mentions the impact of increase or decrease in the interest rates of variable rate borrowings on statement of profit and loss.

Particulars	Impact on Statement of Profit and Loss		
	Year ended March 31, 2019	Year ended March 31, 2018	Year ended April 01, 2017
Interest Rate increase by 100bps*	1,027.66	1,313.66	1,122.76
Interest Rate decrease by 100bps*	(1,027.66)	(1,313.66)	(1,122.76)

* holding all other variables constant

Price risk

The Group's exposure to equity securities price risk arises from investments held by the Group and classifed in the Consolidated balance sheet either at fair value through profit and loss (FVTPL).

The majority of the Group's equity investments are publicly traded and are included in the National Stock Exchange (NSE) Nifty 50 Index.

Capital Management

The Group establishes its capital structure considering the key objective of maximising the shareholder's return.

The Group's objectives when managing capital are to :

- safeguard their ability to continue as a going concern, so that they can continue to maintain investor, creditor and market confidence, better credit rating and to sustain future development of the business, and

- maintain an optimal capital structure (optimum mix of debt to equity) to reduce the cost of capital thus leading to achieving the Group's objective of maximising shareholder's return.

The Group sets the amount of capital required on the basis of its long term business plans – operations and new businesses.

The capital structure of the Group consists of net debt and total equity of the Group. The Group manages its capital to ensure that the Group will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Group Management reviews the capital structure of the Group considering the cost of capital and the risks associated with each class of capital.

The Group monitors its capital by using gearing ratio, which is net debt divided to total equity. Net debt includes borrowings net of cash and bank balances and total equity comprises of equity share capital, securities premium, other comprehensive income and retained earnings.

The capital composition is as follows:

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Gross debt	**120,395.29**	154,376.77	122,730.53
Less: Cash and bank	**6,325.59**	9,678.34	8,763.84
Net debt (A)	**114,069.70**	144,698.43	113,966.69
Equity (B)	**55,618.22**	86,228.60	95,946.59
Gearing ratio (A / B)	**2.05**	1.68	1.19

Loan covenants

The variable rate borrowing facility availed requires the Group to comply with the following financial covenant:
- External debt to total net worth should not exceed 3 times

The Group has complied with these covenants during the reporting period.

52 Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	As at March 31, 2019			As at March 31, 2018			As at April 01, 2017		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets									
Financial assets									
Cash and cash equivalents	**3,155.18**	**-**	**3,155.18**	3,995.78	-	3,995.78	3,742.22	-	3,742.22
Other bank balances	**7,790.06**	**0.35**	**7,790.41**	7,032.21	0.35	7,032.56	5,021.27	0.35	5,021.62
Derivative financial instruments	**-**	**712.80**	**712.80**	-	55.29	55.29	-	82.17	82.17
Trade receivables	**9,925.17**	**-**	**9,925.17**	12,217.15	-	12,217.15	10,244.30	-	10,244.30
Loans	**24.02**	**-**	**24.02**	10,823.90	-	10,823.90	43.34	-	43.34
Investments	**-**	**122,639.02**	**122,639.02**	-	182,517.39	182,517.39	-	159,663.90	159,663.90
Other financial assets	**1,403.02**	**719.87**	**2,122.89**	589.05	784.62	1,373.67	654.13	489.63	1,143.76
Non-financial assets									
Inventories	**102.80**	**3,719.32**	**3,822.12**	324.71	3,719.32	4,044.03	254.14	3,719.32	3,973.46
Current tax asset (net)	**-**	**3,471.71**	**3,471.71**	-	4,063.96	4,063.96	-	6,020.25	6,020.25
Deferred tax asset (net)	**-**	**34.03**	**34.03**	-	6,293.73	6,293.73	-	7,782.56	7,782.56
Property, plant and equipment	**-**	**67,501.74**	**67,501.74**	-	75,688.74	75,688.74	-	74,597.63	74,597.63
Capital work in progress	**-**	**2,235.41**	**2,235.41**	-	1,263.00	1,263.00	-	2,452.54	2,452.54
Goodwill	**-**	**2,602.82**	**2,602.82**	-	2,917.68	2,917.68	-	2,885.22	2,885.22
Other intangible assets	**-**	**6,647.53**	**6,647.53**	-	6,828.94	6,828.94	-	7,668.38	7,668.38
Other non-financial assets	**9,441.34**	**7,032.48**	**16,473.82**	6,821.36	5,206.98	12,028.34	8,876.93	873.03	9,749.96
Total assets	**31,841.59**	**217,317.08**	**249,158.67**	41,804.16	289,340.00	331,144.16	28,836.33	266,234.98	295,071.31
Liabilities									
Financial liabilities									
Derivative financial instruments	**936.35**	**128.03**	**1,064.38**	808.00	-	808.00	560.79	-	560.79
Trade payables									
(i) total outstanding dues of creditors to micro enterprises and small enterprises	**166.00**	**-**	**166.00**	-	-	-	3.59	-	3.59
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	**24,143.97**	**-**	**24,143.97**	23,941.76	-	23,941.76	21,593.18	-	21,593.18
Borrowings (other than debt securities)	**52,269.95**	**59,650.34**	**111,920.29**	77,481.04	67,790.73	145,271.77	44,576.89	70,703.64	115,280.53
Deposits	**9,309.65**	**-**	**9,309.65**	10,187.00	-	10,187.00	8,091.99	-	8,091.99
Other financial liabilities	**14,029.53**	**-**	**14,029.53**	11,463.06	-	11,463.06	6,346.46	-	6,346.46
Non-financial liabilities							-	-	
Current tax liability (net)	**17.19**	**-**	**17.19**	120.00	-	120.00	7.00	-	7.00
Provisions	**97.29**	**532.99**	**630.28**	38.00	457.96	495.96	50.00	516.76	566.76
Deferred tax liabilities (net)	**-**	**7,926.82**	**7,926.82**	-	20,979.62	20,979.62	-	22,763.69	22,763.69
Non-financial liabilities	**15,209.47**	**9,122.87**	**24,332.34**	16,042.58	15,605.81	31,648.39	11,112.38	12,798.35	23,910.73
Total liabilities	**116,179.40**	**77,361.05**	**193,540.45**	140,081.44	104,834.12	244,915.56	92,342.28	106,782.44	199,124.72
Net	**(84,337.81)**	**139,956.03**	**55,618.22**	(98,277.28)	184,505.88	86,228.60	(63,505.95)	159,452.54	95,946.59

53 Business combination

Pursuant to the Scheme of amalgamation between the Company and Grant Investrade Limited (GIL), the Transferor Company, a wholly owned subsidiary of the Company, the undertaking and the entire business, including all assets and liabilities of GIL stand transferred to and vested in the Company. GIL was engaged in the business of running movie channels on cable TV, business activities relating to optic fibre and treasury business.

The Scheme has been approved by the National Company Law Tribunal (NCLT) on May 10, 2018 and the necessary filings have been done with the Registrar of Companies on July 02, 2018. The appointed date specified in the Scheme is October 01, 2017 (acquisition date). This being a common control business combination under Ind AS 103, the same has been accounted for with effect from the beginning of the preceding period (i.e. April 01, 2017) in compliance with the NCLT order which has prescribed compliance with Ind AS 103 in addition to other applicable accounting standards. Accordingly, the financial statements for the year ended March 31, 2019 have been restated as if the business combination had occurred with effect from April 01, 2017 irrespective of the actual date of combination.

Combination of authorised capital:

As per the scheme, the authorised share capital of the Company stands increased by the authorised share capital of the Transferor Company aggregating ₹ 1,000.00 Lakh.

Particulars	No of shares	Face value per share	Amount in lakh
Equity shares	7,000,000	10.00	700.00
Preference shares	3,000,000	10.00	300.00

Accordingly, from April 01, 2017, the authorised capital of the Company stands at ₹ 9,001.00 lakh

Accounting treatment:

The Company has followed the accounting treatment to restate the business combination in the Ind AS financial statements of the Company:

i) The Company has accounted amalgamation of GIL in its books by using the pooling of interest method in accordance with the said approved Scheme of Amalgamation and Ind AS 103.

ii) The Company has recorded all the assets, liabilities, and reserves of GIL at their respective book values as appearing in the books of GIL as at April 01, 2017, as shown hereunder and an amount of ₹ 734.35 lakh being the difference between the share capital including securities premium account of the transferor Company and the investment in the transferor Company recorded in the books of the Company has been transferred to Capital Reserve account.

(₹ in Lakh)

Particulars	As at April 01, 2017
Value of assets and liabilities acquired:	
Assets	
Cash and bank balances	869.17
Trade receivables	66.78
Investments	63,456.73
Other financial assets	287.77
Liabilities	
Trade payables	16.76
Borrowings (other than debt securities)	50,130.00
Other financial liabilities	2,823.75
Provisions	1.43
Reserves	
Surplus in Statement of Profit and Loss	538.91

54 Business acquisition

Acquisition of shares in Vinsat Digital Private Limited

During the previous year, the Group Subsidiary Company ("IMCL") had acquired controlling shares in VDPL through Share Holding Agreement dated January 2, 2018 with the existing shareholders and received 610,000 existing equity shares at face value of INR 1 each. Further, the IMCL had transferred all its business assets i.e. STB's in Vizag area via Business Transfer agreement ('BTA') to VDPL on a slump sale basis based on the independent valuation. IMCL has received number 555,000 equity shares from VDPL, as consideration for business/STBs transfer by IMCL and the existing shareholders has received 359,835 fresh equity shares from VDPL, as a capital infusion. As at March 31, 2019, IMCL has total investments of INR 467.00 lakh and hold 61% ownership in VDPL.

55 Exceptional items

a Amaravara Indigital Media Services Private Limited

Due to certain differences between the Group Subsidiary Company ("IMCL") and the other shareholders in respect of a subsidiary, Amaravara Indigital Media Services Private Limited, the operation of the subsidiary had been severely impacted leading to stoppage of business during the previous year.

IMCL has entered into Share purchase agreement on March 29, 2019 with Rajendra Prabhakar Padte, to sell its equity interest in Amaravara for INR 1 lakh. In the consolidated financial statements for the year ended March 31, 2019, Amaravara has been consolidated based on management accounts (last available accounts). Excess of consideration receivable over net-worth of INR 3,455.00 lakh is recognised as 'gain on loss of control.

b Advance Multisystem Broadband Communications Limited (AMBC)

In the current year, the Group Subsidiary Company ("IMCL") received notice of resignation from two directors representing shareholders holding 40.39% of the shares in AMBC and requiring IMCL to take charge of the operations on an as-is where-is basis. In response, IMCL had filed a complaint with ROC Kolkata for mismanagement of the affairs of AMBC by the said Directors including inter-alia transfer of subscribers to the IMCL's competitor. IMCL has entered into Share purchase agreement on March 29, 2019 with Rajendra Prabhakar Padte, to sell its equity interest in AMBC for INR 1 lakh. In the consolidated financial statements for the year ended March 31, 2019, AMBC has been consolidated based on management accounts (last available accounts) till the date of loss of control. Excess of consideration receivable over net-worth of INR 128.00 lakh is recognised as 'gain on loss of control'.

c New tariff Order by Telecom Regulatory Authority of India ('TRAI')

The TRAI has implemented the NTO w.e.f. February 1, 2019. As per the order, the broadcaster is required to offer all its channels to the distributors on an ala-carte basis. Such channels cannot be distributed by the MSO at a price lower than the ala-carte price prescribed by the broadcaster (unless under a scheme valid for a period of 90 days not more than twice in a calendar year). As per the order, the customer is charged networks carriage fee at a fixed amount per month for the first hundred channels which shall increase semi-variably with the increase in number of channels subscribed for in addition to the ala-carte prices / bouquet prices selected by the customer. In the pre-NTO regime, the amount charged by broadcasters was a fixed fee irrespective of the number of subscribers viewing the channel. However in the NTO regime, the network carriage fee is shared by the MSO and the LCO on a pre-determined ratio; whereas the ala-carte prices / bouquet prices are shared with the broadcaster to the extent of eighty percent (variable) and the balance is shared between the MSO and LCO on a pre-determined ratio.

56 Details of material non-controlling interests

(₹ in Lakh)

Company	Year ended		
	March 31, 2019	**March 31, 2018**	**April 01, 2017**
IndusInd Media & Communications Limited (IMCL) including its subsidiaries			
Principal activity	Multi system operator in operation and distribution of television channels through medium of analogue, digital and terrestrial satellite cable transmission and distribution network		
Place of incorporation and principal place of business	India		
Proportion of ownership of interests and voting rights held by non-controlling interests	**23.02**	26.34	31.79
Loss allocated to non-controlling interests	**(8,055.22)**	(5,570.38)	N.A.
Accumulated non controlling interests	**1,824.78**	(4,002.00)	1,355.94

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

(₹ in Lakh)

IMCL and its subsidiaries	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Financial Assets	**50,223.13**	57,698.29	46,307.77
Non-financial Assets	**91,158.74**	95,366.00	106,666.14
Financial Liabilities	**97,618.13**	122,393.94	108,644.00
Non-financial Liabilities	**24,843.99**	31,930.67	24,464.50
Equity attributable to owners of the Company	**18,578.16**	(1,180.94)	20,089.16
Non-controlling interests	**342.00**	(79.69)	(224.00)

(₹ in Lakh)

IMCL and its subsidiaries	Year ended March 31, 2019	Year ended March 31, 2018
Revenue	**65,329.46**	62,053.62
Expenses	**100,756.08**	102,740.92
Exceptional income from sale of plant and equipment	**-**	18,843.45
Gain on loss of control	**3,583.00**	-
Loss for the year	**(31,843.62)**	(21,843.85)
Tax Expense	**2.73**	139.86
(Loss) for the year after tax	**(31,846.35)**	(21,983.71)
Other comprehensive income for the year	**(1,395.74)**	802.08
Total comprehensive income for the year	**(33,242.09)**	(21,181.63)
Loss attributable to owners of the Company	**(31,719.80)**	(22,072.32)
Profit / (Loss) attributable to the non-controlling interests	**(126.55)**	88.61
Loss for the year	**(31,846.35)**	(21,983.71)
Other comprehensive income attributable to owners of the Company	**(1,396.57)**	802.85
Other comprehensive income attributable to the non-controlling interests	**0.83**	(0.77)
Other comprehensive income for the year	**(1,395.74)**	802.08
Total comprehensive income attributable to owners of the Company	**(33,116.36)**	(21,269.47)
Total comprehensive income attributable to the non-controlling interests	**(125.73)**	87.84
Total comprehensive income for the year	**(33,242.09)**	(21,181.63)
Dividends paid to non-controlling interests	**-**	-
Net cash inflow / (outflow) from operating activities	**(13,277.37)**	(1,191.00)
Net cash inflow / (outflow) from investing activities	**(6,801.59)**	1,744.00
Net cash inflow / (outflow) from financing activities	**18,930.44**	662.00
Net cash inflow / (outflow)	**(1,148.52)**	1,215.00

57 Dues to Micro, Small and Medium enterprises

Micro, Small and Medium enterprises have been identified on the basis of the information to the extent provided by the suppliers. Total outstanding dues of Micro, Small and Medium enterprises as on March 31, 2019 which are outstanding for more than the stipulated period are given below.

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
Dues remaining unpaid as at March 31			
- Principal	**161.00**	-	3.59
- Interest	**5.00**	-	-
I. Interest paid in terms of Section 16 of the Act	**-**	-	-
II. Amount of Interest due and payable for the period of delay on payments made beyond the appointed day during the year	**-**	-	-
III. Amount of interest accrued and remaining unpaid as at March 31, 2019	**5.00**	-	-
IV. Further interest due and payable even in succeeding years, until such date when the interest due as above are actually paid to the small enterprises.	**-**	-	-

58 Additional information pursuant to paragraph 2 of Division II - Schedule III to the Companies Act 2013 - " Part II - General instructions for the preparation of the consolidated financial statements"

Name of the entities in the Group	Net Assets , i.e. Total Assets minus total liabilities		Share in Profit or loss		Share in Other comprehensive income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount	As % of Consolidated Other comprehensive income	Amount	As % of Total comprehensive income	Amount
March 31, 2019								
Parent								
Hinduja Ventures Limited	66%	36,698.22	12%	(4,164.13)	239%	2,401.23	5%	(1,762.90)
Subsidiary								
Indian								
Indusind Media & Communications Limited	31%	17,095.22	65%	(22,443.57)	-104%	(1,045.87)	71%	(23,489.44)
Non-controlling interests in all subsidiaries	3%	1,824.78	23%	(7,704.09)	-35%	(351.13)	24%	(8,055.22)
Total	**100%**	**55,618.22**	**100%**	**(34,311.79)**	**100%**	**1,004.23**	**100%**	**(33,307.56)**
March 31, 2018								
Parent								
Hinduja Ventures Limited	106%	91,491.60	11%	(2,443.36)	96%	16,845.77	-264%	14,402.98
Subsidiary								
Indian								
Indusind Media & Communications Limited	-1%	(1,261.00)	64%	(14,860.25)	3%	574.53	262%	(14,286.29)
Non-controlling interests in all subsidiaries	-5%	(4,002.00)	25%	(5,797.93)	1%	227.55	102%	(5,570.38)
Total	**100%**	**86,228.60**	**100%**	**(23,101.54)**	**100%**	**17,647.85**	**100%**	**(5,453.69)**

59 Disaggregate Revenue

The Group's subsidiary ("IMCL") earns installation revenue on activation of set-top boxes ('STB') at customer premises, thus money is collected on or before installation of STB. In case of subscription income, IMCL largely operates on geographies where the credit limit is less than a year. Also, channel placement / carriage income from broadcasters have similar credit risks. The risk and reward for all streams of income is similar hence IMCL does not disaggregate its revenues.

The table below presents disaggregated revenues from contracts with customers by offerings. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by industry, market and other economic factors.

(₹ in Lakh)

Particulars	Year ended March 31, 2019
Subscription revenue	
Revenue	39,125.24
Add: Allocation of transaction price from bundled contracts	478.00
Less / Add: Deferred and unbilled revenue adjustments	171.00
Discounts to LCO's	(82.13)
Revenues recognised as per the Statement of profit and loss	**39,692.11**

Particulars	Year ended March 31, 2019
Installation revenue	
Revenue	6,421.00
Less: Allocation of transaction price to subscription revenue for bundled contracts	(478.27)
Less: Adjustment for deferral for installation revenue	5,442.00
Revenues recognised as per the Statement of profit and loss	**11,384.73**

Particulars	Year ended March 31, 2019
Sub Broking	9.27
Revenues recognised as per the Statement of profit and loss	**9.27**

The Group derives its revenue from the transfer of goods and services over time in its major service lines. This is consistent with the revenue information that is disclosed for each reportable segment under Ind AS 108.

Particulars	Year ended March 31, 2019
Impairment loss on contract assets / trade receivables recognised in the Statement of profit and loss for the year ended March 31, 2019 based on evaluation under Ind AS 109	161.00

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

(₹ in Lakh)

Particulars	As at March 31, 2019
Contract Liabilities (unbilled revenue)	
Opening balance as at April 01, 2018	**26,791.80**
Less: revenue recognised that was included in the contract liabilities at the beginning of the year	**(11,675.51)**
Add: invoices raised for which no revenue is recognised during the year	**6,658.00**
Closing balance as at March 31, 2019	**21,774.29**
Contract Liabilities (Advance or deferred income)	
Opening balance as at April 01, 2018	**826.00**
Less: revenue recognised that was included in the contract liabilities at the beginning of the year	**(826.00)**
Add: invoices raised for which no revenue is recognised during the year	**557.87**
Closing balance as at March 31, 2019	**557.87**

The Group receives payments from customers based upon contractual billing schedules. Accounts receivable are recorded when the right to consideration becomes unconditional. Contract assets includes amounts related to our contractual right to consideration for completed performance objectives not yet invoiced and deferred contract acquisition costs, which are amortised along with the associated revenue. Contract liabilities include payments received in advance of performance under the contract, and are realised with the associated revenue recognised under the contract.

Reconciliation of revenue recognised in the statement of profit and loss with the contracted price

(₹ in Lakh)

Particulars	Year ended March 31, 2019
Revenue from contracts with customers	**51,086.11**
Add: Discounts, rebates, refunds, credits, price concessions	**82.13**
Less / Add: Deferred and unbilled revenue adjustments	**(5,613.00)**
Add: Allocation of transaction price from bundled contracts	**0.27**
Contracted price with the customers	**45,555.51**

Practical expedients used

In accordance with the practical expedient in Para 63 of Ind AS 115, the Group has not adjusted the promised amount of consideration for the effects of a significant financing component if the Group expects, at contract inception, that the period between when the Group transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

60 Litigations and claims

As a part of its real estate activity, the Company had acquired approximately 47 acres of land in Devanahalli Bengaluru from a party in terms of Agreement of Sale Deed dated 28.07.1995. However, as the said party, though in receipt of sale consideration did not fulfill its legal obligation to transfer the title in the name of the Company, the Company filed a suit for specific performance in the Civil Court in 2011. An order granting temporary injunction was passed on 11.03.2013 restraining the said party from alienating or in any way encumbering the land in Devanahalli. A criminal complaint was also filed at the Devanahalli Court on 10.11.2014 and the investigation was stayed by the Hon’ble High Court of Karnataka vide order dated 15.12.2015 which lapsed in the month of August, 2016. The sub-inspector of Police Devanahalli filed charge sheet on 29.11.2016 and an order for arrest of the aforesaid party was made on 09.02.2017 and party was arrested on 15.02.2017 and produced before the Magistrate Court on 17.02.2017 and was released on bail. On 18.04.2017, the Hon’ble High Court asked to explore the possibilities of a settlement and no interim order of stay was granted. The Hon'ble Court however subsequently stayed the proceedings in the lower court and the matter is being listed for final hearing. The suit for Specific Performance in the Civil Court, the Criminal Compliant at Devanahalli Court are pending. The Department of Revenue, Government of Karnataka, has also raised certain issues relating to the title of the land which are being addressed by the Company.

61 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 earlier years which has been utilised during the current year in the tax computation amounting to ₹ 6,293.73 lakh [Previous Year - ₹ 1,488.83 lakh]. The balance MAT as at March 31, 2019 is ₹ NIL [Previous Year - ₹ 6,293.73 lakh].

62 The Company had obtained certificate of registration as a sub-broker from the National Stock Exchange of India Limited and Bombay Stock Exchange Limited from Securities and Exchange Board of India (SEBI) based on which the Company was engaged in the activity of sub-broking and recognised sub broking income in the statement of profit and loss account. However, during the year SEBI vide its circular no. SEBI/HO/MIRSD/DoP/CIR/P/2018/117 dated August 03, 2018 had decided to discontinue with sub-broker as an intermediary to be registered with SEBI and the registered Sub Brokers have to migrate within March 31, 2019 to act as an Authorised Person (AP) and / or Trading member (TM). The Company has not opted to act as an AP or TM and has surrendered its certificate of registration as Sub Broker to SEBI effective March 31, 2019 in accordance with the above said circular.

63 During the year, the Company disinvested 10,000,000 equity shares held in Hinduja Leyland Finance Limited (HLFL) at a price of ₹ 153.56/- per share thereby reducing the percentage holding of the Company in equity share capital of HLFL from 5.66% to 3.46%. Subsequently, HLFL offered 452,071 equity shares of ₹ 10/- each to the Company on rights basis, at a price of ₹153/- per share (including premium of ₹143/- per share), in the proportion of 1 new equity share for every 69 equity shares held by the Company. The Company also subscribed to additional 2,735 equity shares at a price of ₹153/- per share (including premium of ₹143/- per share), being shares renounced by other shareholders. Accordingly, the Company paid ₹ 695.85 lakh @ ₹153/- per share (including premium of ₹ 143/- per share) being the amount called by HLFL. Consequently, the percentage holding of the Company in equity share capital of HLFL as at March 31, 2019 is 3.46%.

64 The Company had subscribed to 44,800,602 equity shares of ₹ 10 each on rights basis, at a price of ₹100/- per share (including premium of ₹90/- per share), offered by Indusind Media & Communications Limited (IMCL), the subsidiary of the Company, in the proportion of 5 new equity shares for every 11 equity shares held by the company. Further, the Company also subscribed to an additional 7,572,903 number of equity shares at a price of ₹100/- per share (including premium of ₹90/- per share), being shares renounced by other shareholders. Accordingly, the Company paid ₹ 141,40.84 lakh @ ₹27/- per share (including premium of ₹ 25/- per share) towards the application money for the shares subscribed during the year. During the current year, pursuant to this rights issue by IMCL, the Company received call notices and paid ₹ 130,93.38 lakh @ ₹25/- per share (including premium of ₹ 23/- per share) against the First call notice, ₹ 146,64.58 lakh @ ₹ 28/- per share (including premium of ₹ 26/- per share) towards the Second call notice and ₹ 4,451.75 lakh @ ₹ 8.50/- per share (including premium of ₹ 6.50/- per share) based on the Third call notice. Out of the balance ₹ 11.50/- per share (including premium of ₹ 9.50/- per share), IMCL has waived off premium of ₹ 6.50/- per share which was to be paid against the final call. The percentage holding of the Company in equity share capital of IMCL as on March 31, 2019 is 76.98%.

65 The Group has taken term loans, buyer's credit, LC discounting and intercorporate deposits from banks, financial institutions and related parties for the purpose of normal business operations. The Company has utilised the funds for the purpose for which they were taken.

The group subsidiary company alloted equity shares pursuant to the right issue of 60,822,070 number of equity shares at a face value of ₹ 10/- each, (price of ₹ 88.50/- per share (including a premium of ₹ 80.50 per share)). The aggregate amount collected pursuant to the rights issue was ₹ 53,827.53 lakh. The utilisation of funds received by way of right issue is as follows:

(₹ in Lakh)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Repayment of debts	**26,430.00**	-
General corporate expenses	**27,397.53**	-
Total funds raised from rights issue of equity shares	**53,827.53**	-

66 Dividend remitted in foreign currency

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Amount remitted (₹ in Lakh)	**486.55**	486.55
Dividend related to financial year	**2017-18**	2016-17
Number of non-resident shareholders	**13**	13
Number of shares	**2,780,312**	2,780,312

67 Foreseeable losses

The Group has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year-end, the Group has reviewed all such contracts and confirmed that no provision is required to be created under any law / accounting standard towards any foreseeable loss.

68 The Board of Directors at its meeting held on May 9, 2019 have recommended a dividend of ₹ 17.50/- per share (on par value of ₹ 10/- each per equity share) for the year ended March 31, 2019, to be approved by the Shareholders in the ensuing Annual General Meeting of the Company.

69 The comparative financial information for the previous years previously issued were prepared in accordance with the accounting standards specified under section 133 of the Companied Act 2013, read with the relevant rules issued thereunder and other accounting principles generally accepted in India (the previous IGAAP) and as adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS.

70 First Time Ind AS Adoption reconciliations

(a) Reconciliation of total equity as at March 31, 2018 and April 01, 2017

(₹ in Lakh)

Particulars	Notes	As at March 31, 2018 (End of last period presented under previous IGAAP)	As at April 01, 2017 (Date of transition)
Total equity (shareholders' funds) under previous IGAAP		**25,714.52**	**59,030.36**
Ind AS Adjustments:			
Fair valuation of investments	i	108,679.34	84,078.27
MTM gain / loss on derivatives contracts	ii	381.87	(242.26)
Income on STB installation deferred over churn period	iii	(25,403.05)	(19,660.61)
Straightlining of subscription fees	iv	410.00	-
Expected Credit Loss	v	(4,040.14)	(5,566.98)
Current tax assets		0.14	-
Others (Property, plant and equipment at deemed cost, processing fee amortisation, fair valuation of security deposit, etc)	vi	660.12	926.13
Deferred tax on the above adjustment	vii	(20,174.20)	(22,618.32)
Total Ind AS adjustment to equity		**60,514.08**	**36,916.23**
Total equity under Ind AS		**86,228.60**	**95,946.59**

(b) Reconciliation of total comprehensive income for the year ended March 31, 2018

Particulars	Notes	Year ended March 31, 2018 (Latest period presented under previous IGAAP)
Loss as per previous IGAAP		**(29,110.68)**
Ind AS Adjustments:		
Fair valuation of investments	i	4,902.03
MTM gain / loss on derivatives contracts	ii	(95.77)
Income on STB installation deferred over churn period	iii	(5,742.44)
Straightlining of subscription fees	iv	410.00
Expected Credit Loss	v	1,526.82
Actuarial gains/losses through OCI	viiii	(73.73)
Others (Property, plant and equipment at deemed cost, processing fee amortisation, fair valuation of security deposit, etc)	vi	(131.73)
Deferred tax on the above adjustment	vii	5,213.96
Total effect of transition to Ind AS		**6,009.14**
Profit for the year under Ind AS		**(23,101.54)**
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge	ix	719.90
Fair valuation of investments through OCI		19,699.04
Actuarial gains/losses through OCI	viiii	73.73
Deferred tax on the above adjustment	vii	(2,844.82)
Total effect of transition to Ind AS		**17,647.85**
Total comprehensive income under Ind AS		**(5,453.69)**

Note: Under previous IGAAP, total comprehensive income was not reported. Therefore, the above reconciliation starts with loss under the previous IGAAP.

(c) Effect of Ind AS adoption on the statement of cash flows for the year ended March 31, 2018

There are no material adjustments to the statement of cash flows for the yer ended March 31, 2018.

(d) Notes

(i) Impact on account of financial asset measured at FVTPL

Previous IGAAP – Non-current investment are measured at cost.

Ind AS – Investment in equity shares are financial assets. For the purposes of Ind AS 109, these will be accounted at fair value through other profit and loss at each reporting date.

(ii) Impact on fair valuation of derivative contract

Previous IGAAP - Company accounts for derivatives (i.e. Forward contracts) at the time of occurrence of actual cash flows i.e. on settlement

Ind AS - Under Ind AS, all derivatives are measured at FVTPL and mark-to-market gains or losses are recorded in the period when incurred.

(iii) Impact on Income on STB installation deferred over churn period

Previous IGAAP - Revenue is booked when it is realised. In cases where installation fees are other than incidental to the sale of a product, they should be recognised as revenue only when the equipment is installed and accepted by the customer.

(iv) Impact on Straightlining of Subscription expenses

Previous IGAAP - Company accounts for expenses as per agreement.

Ind AS - Fees paid for the use of an entity's assets are normally recognised in accordance with the substance of the agreement. As a practical matter, this may be on a straight-line basis over the life of the agreement, for example, when a licensee has the right to use certain technology for a specified period of time.

(v) Impact on account of creation of provision based on expected credit loss model

Previous IGAAP - The company provides for doubtful debts based on the realisation period and policy framed by the company based on the incurred loss model i.e. when there is an objective evidence of impairment.

Ind AS - As per Ind AS 109, impairment loss shall be recognised as per the expected credit losses model on all financial assets (other than those measured at fair value)

(vi) Others (Property, plant and equipment at deemed cost, processing fee amortisation, fair valuation of security deposit, etc)

Impact on reversal of revaluation reserve as deemed cost exemption adopted

Previous IGAAP - Revaluation is done by reversing any previous impact given in revaluation reserve if there is change in fair value of asset.

Ind AS - Ind AS 101 provides an option to continue with the previous IGAAP carrying values of property, plant and equipment, intangible assets and investment properties as the deemed cost on the date of transition. Once this option is elected, the provision for impairment recognised in the previous IGAAP cannot be reversed.

Fair valuation of Security deposits

Under the previous IGAAP, interest free lease security deposits (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the group has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognised as prepaid rent.

(vii) Impact on account of deferred taxes

The impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach in the previous IGAAP) for computation of deferred tax has impacted the reserves on date of transition, with consequential impacts to the Statement of profit and loss for the subsequent periods.

(viii) Impact of recognising actuarial gains / (losses) on defined benefit obligations in OCI

Previous IGAAP - Company accounts for actuarial gains/(losses) under employee benefit expenses in profit and loss account.

Ind AS - Remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss.

71 Supplementary Note

A. Basis of Preparation and Presentation

The previously issued consolidated financial statements of the Company for the year ended March 31, 2019, that were issued on May 9, 2019, have been amended by the Company to incorporate the effect of the accounting entries for elimination of certain intra group transactions of the Group, that were previously not eliminated in accordance with Indian Accounting Standards (Ind AS) 110 - Consolidated Financial Statements. Such elimination of intra-group transactions has had an impact on the previously issued consolidated balance sheet, consolidated statement of profit and loss, including total comprehensive income and the consolidated statement of changes in equity as at and for the year ended March 31, 2019. These intra-group entries which were not eliminated were noticed by the Management while preparing the Consolidated Financial Statements for the quarter ended June 30, 2019.

These consolidated financial statements (as amended) have been approved by the Board of Directors of the Company on August 12, 2019 and supersedes the previously issued consolidated financial statements that were approved by the Board of Directors on May 9, 2019.

These consolidated financial statements (as amended) takes into consideration any events which occurred between May 9, 2019 and August 12, 2019 solely in respect of the intra-group elimination accounting entries stated above.

B. The details of the amendments are as follows:

a) Impact on the Consolidated Balance sheet as at March 31, 2019:

(₹ in Lakh)

Particulars	**Previously Issued (on May 9, 2019) Balance Sheet as at March 31, 2019**	**Impact of Previously Unrecorded Elimination Entries Now Recorded**	**Consolidated Balance Sheet as at March 31, 2019 (as amended)**
Balance Sheet Group			
Property, plant and equipment	85,298.33	(17,796.59)	67,501.74
Deferred tax liabilities	14,144.95	(6,218.13)	7,926.82
Other equity	63,314.27	(11,576.38)	51,737.89
Non-controlling interests	1,826.86	(2.08)	1,824.78

b) Impact on Consolidated Statement of Profit or Loss as on March 31, 2019:

(₹ in Lakh)

Particulars	**Previously Issued (on May 9, 2019) Consolidated Statement of Profit and Loss for the Year Ended March 31, 2019**	**Consequential effect on account of intra-group elimination entries**	**Consolidated Statement of Profit and Loss for the Year Ended March 31, 2019 (as amended)**
Depreciation and amortisation - Increase / (Decrease)	16,338.56	(1,046.86)	15,291.70
Deferred tax (credit) - Increase / (Decrease)	(10,745.35)	365.77	(10,379.58)
Impact on loss after tax (Increase) / Decrease	(34,992.88)	681.09	(34,311.79)

c) Impact on the Total Comprehensive Income for the year ended March 31, 2019 attributable to equity shareholders of the Company and non-controlling interests:

(₹ in Lakh)

Particulars	**As Previously Issued (on May 9, 2019)**	**Impact of Unrecorded Intra-Group Eliminations**	**As at March 31, 2019 (as amended)**
Profit / Loss for the year 2018-19			
Equityholders of parent	(26,783.96)	176.26	(26,607.70)
Non-controlling interests	(8,208.92)	504.83	(7,704.09)
Other comprehensive income for the year 2018-19			
Equityholders of parent	1,355.36	-	1,355.36
Non-controlling interests	(351.13)	-	(351.13)
Total comprehensive income			
Equityholders of parent	(25,428.60)	176.26	(25,252.34)
Non-controlling interests	(8,560.05)	504.83	(8,055.22)

d) Impact on Consolidated Statement of Changes in Equity as at March 31, 2019:

(₹ in Lakh)

Particulars	As Previously Issued (on May 9, 2019)	Impact of Unrecorded Intra-Group Eliminations	As at March 31, 2019 (as amended)
Retained earnings	(23,121.24)	(11,578.46)	(34,699.70)
Total other equity	63,314.27	(11,576.38)	51,737.89

For and on behalf of the Board of Directors

Anil Harish
Director
DIN 00001685

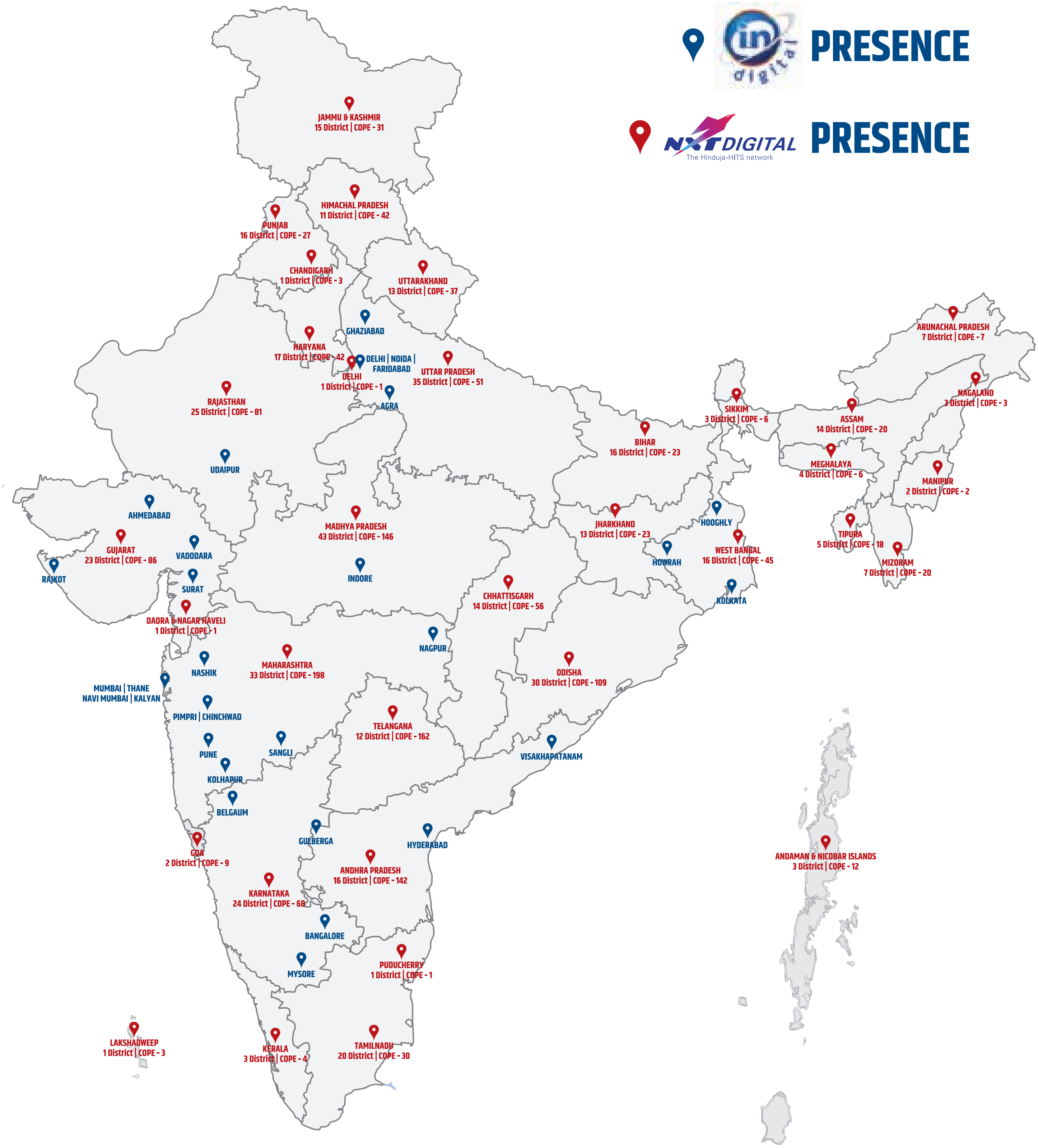
Ashok Mansukhani
Managing Director
DIN 00143001

Hasmukh Shah
Company Secretary
FCS No. 2029

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : May 9, 2019 (August 12, 2019 as to the effects of the matter arising from the matter referred to in Supplementary Note 71 to the consolidated financial statements)

IMCL GEOGRAPHICAL SPREAD



COPE - CABLE OPERATOR PREMISE EQUIPMENT

HINDUJA VENTURES LIMITED

(CIN: L51900MH1985PLC036896)

Registered Office: IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai-400 093.

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