Hinduja Ventures
Inspiring Growth

September 27, 2017

To
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
Company Scrip Code: - 500189

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051.
Company Script Code: HINDUJAVEN

Dear Sir/ Madam

Sub: Submission of Annual Report of the Company for the financial year 2016-17

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding the Annual Report of the Company for the financial year 2016-2017 approved and adopted by the members at the Thirty Second (32nd) Annual General Meeting of the Company held today i.e. Wednesday, September 27, 2017 at 11.00 a.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

The Annual Report is also available on the website of the Company www.hindujaventures.com

Kindly take the same on your record.

Thanking You,
Yours Faithfully
For Hinduja Ventures Limited

Hasmukh Shah
Company Secretary

Encl: a/a

HINDUJA VENTURES LIMITED

ANNUAL REPORT 2016-17

TOWARDS THE NXT LEVEL IN DIGITAL

Hinduja Ventures

Inspiring Growth

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The Group Founder
Shri Parmanand Deepchand Hinduja

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

Work to Give

Word is a Bond

Act Local; Think Global

Partnership for Growth

Advance Fearlessly

Letter to Shareholders
from the Executive Chairman

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

Your Company continues to strive to create value for our shareholders through a prudent management of the Treasury assets and ensuring business strategies of companies in which it has invested. We are focused towards creating long term shareholder value along with good steady dividends. As a responsible corporate citizen it continues to carry out its responsibility to the society at large by supporting projects which improve the living conditions of the underprivileged.

India continues to remain a high growth economy, giving tremendous opportunities to dynamic companies such as ours to diversify and grow. The fiscal year 2016-17 saw the economy consolidating the gains from steps taken by the Government to ensure macroeconomic stability. The year saw two major policy decisions -Demonetisation and introduction of Goods and Service Tax (GST). Both the steps involve major structural changes and are expected to deliver value in the long term. The smooth implementation of both initiatives is testimony to the Governments' planning and execution skills.

With respect to your Company's subsidiaries' operations, it remains focused on the Media and Entertainment Industry. I am happy to inform you that with the necessary approvals having been received from the National Company Law Tribunal (NCLT), the Headend- in- the- Sky ("HITS") business of Grant Investrade Limited, a wholly owned subsidiary of your Company has been merged with the Cable TV business of IndusInd Media & Communications Limited ("IMCL"), another subsidiary of your Company. This arrangement will enhance shareholders value by consolidating the Digital Media distribution businesses and will help to rationalise the group structure by optimizing the resources and integrating operational synergies both in revenue and costs. The combined entity will also be able to venture and grow in the newer areas and many upcoming linked digital technology value adds that would be relevant for this business and same set of customers.

With the successful leveraging of both the Cable and the HITS delivery platforms, IMCL today has:

- a presence in all the States and Union Territories of the Country, most districts and more than 1000 locations, addressing far flung cities, towns and villages where Cable TV has had no presence in the past;
- over 750 cities covered in all areas, right from Kargil in Kashmir in the North to Andaman and Nicobar in the deep south and right up to North East border areas of Arunachal and Meghalaya;
- a subscriber base of over 4 million;
- close to 97% of its customers on prepaid payment mode;
- introduced a Managed Services vertical to cater to such parties who want to use the HITS infrastructure;
- won an award from a cable trade national body for being the first Multi-System Operator (MSO) to have introduced prepaid payment system;
- been delivering up to 300 Standard and High Definition channels on In Digital and 525 channels on the HITS platform.

The Indian Media and Entertainment industry on the back of strong economic fundamentals and steady growth in domestic consumption coupled with growing contribution of rural markets across key segments was able to sustain a stable growth in 2016.

Several factors like growing rural demand, increase in digital access and the expected culmination of digitization process will contribute to the positive long-term outlook for the Media and Entertainment industry.

During the year, the total Consolidated income of the Company increased to ₹ 826 Crores as against ₹ 679.98 Crores during the previous year 2015-16 and the total Standalone income of the Company was at ₹ 203.39 Crores as against ₹ 332.48 Crores during the previous year 2015-16.

Corporate Social Responsibility

Primary Health Care Centers

During the financial year 2014-15, the Company in consonance with its CSR objective to promote community healthcare, contributed to implement the CSR project of "Up-gradation of Primary Health Centre" at village Nandgaon, Taluka Jawhar, Palghar District Maharashtra with a view to improve quality, availability and efficiency of healthcare services in tribal areas.

Letter to Shareholders
from the Executive Chairman

During the financial year 2015-16, for providing access to basic healthcare facilitation to poor and under privileged people, the Company made contributions to Hinduja Foundation for its Primary Healthcare Project for Up-gradation of Primary Health Centers and Sub-Centers in Jawahar Taluka, Palghar District, Maharashtra.

The said contributions made by the Company was utilized by Hinduja Foundation during the year under review to develop *inter alia* the Primary Health Centres (PHCs), old and new toilet blocks, maternity wards so as to provide medical treatments to the population residing in the Jawahar Taluka, Maharashtra.

With this the Company's CSR objective to promote community healthcare by way of up-gradation of PHCs in Jawahar Taluka was satisfactorily attained.

During the financial year 2016-17, the Company has contributed ₹ 60 Lakhs to Hinduja Foundation towards Rural Development in Jawahar Taluka, Maharashtra for implementing a project on livelihood, sanitation and providing drinking water.

Way forward

Increasing long term shareholders' value continues to be the prime objective and your Company will keep evaluating emerging opportunities to invest and grow.

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 to our Bankers, Auditors and Advisors for their help and guidance during the year to maintain the highest standards of corporate governance, a top priority for the group.

Yours sincerely,

Ashok P. Hinduja
Executive Chairman

Date: August 23, 2017

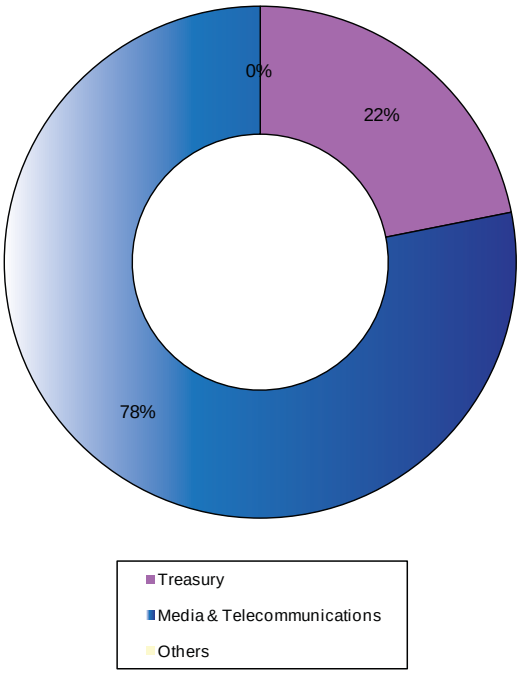
Financial Highlights
Consolidated

[Amount ₹ in Crores]

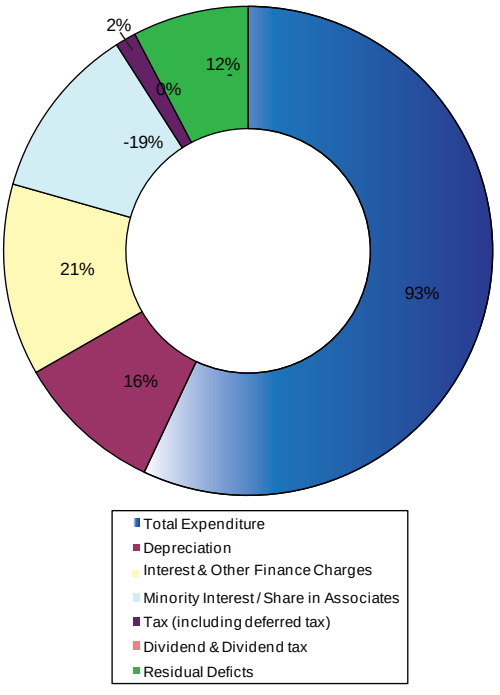
For the year	2017	2016	2015	2014	2013
Operating Income	784.91	670.81	754.88	766.60	696.88
Total Income	826.00	679.98	786.11	773.49	701.96
Total Expenditure excl.Depreciation	888.32	687.74	732.05	749.68	519.96
Profit After Minority Interest	(56.61)	(81.21)	18.26	0.20	80.22
As at the end of the year					
Share Capital	20.56	20.56	20.56	20.56	20.56
Reserve and Surplus	429.08	639.46	742.84	762.41	798.28
Net Worth	449.64	660.02	763.40	782.97	818.84
Loan Funds	899.19	1,163.96	893.43	844.17	787.18
Net Fixed Assets	868.22	961.98	642.67	641.81	651.87
Investments	351.00	524.93	271.17	305.29	320.19
Earnings per Share (₹)	(27.54)	(39.51)	8.88	0.10	39.02
Dividend (%)	175%	175%	150%	150%	150%
Dividend Amount	35.97	35.97	30.83	30.84	30.84
Book value per Share (₹)	219	321	371	381	398

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

Rupee Earned (Consolidated)



Rupee Spend (Consolidated)

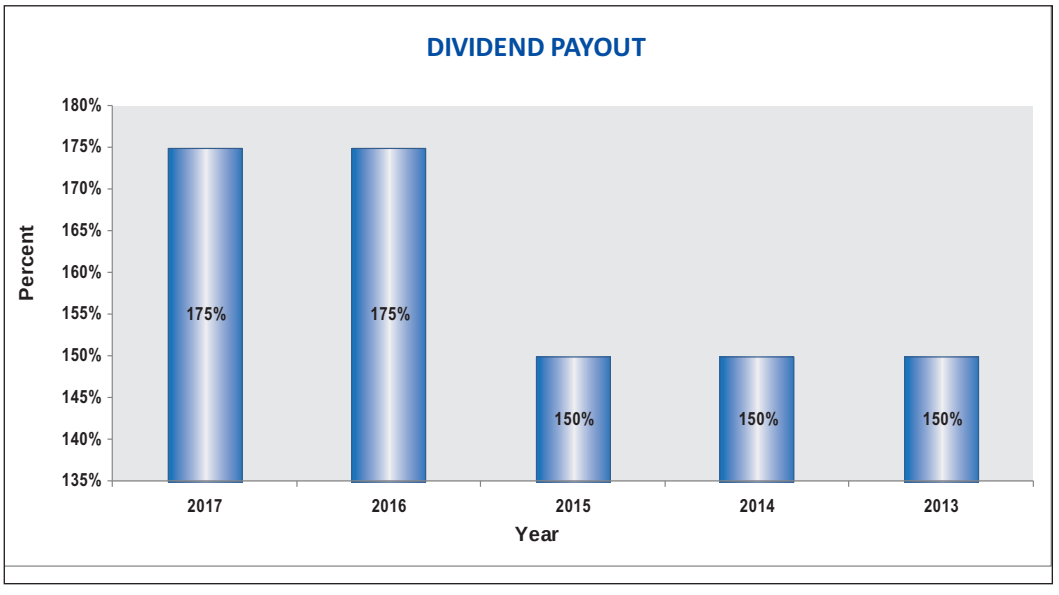


Financial Highlights
Standalone

[Amount ₹ in Crores]

For the year	2017	2016	2015	2014	2013
Total Income	203.39	332.48	110.45	106.54	94.52
Total Expenditure excl.Depreciation	73.85	207.05	15.67	16.50	8.51
PBIDTA	175.46	163.83	94.78	90.04	86.01
Profit After Tax	102.91	100.59	92.59	82.03	76.75
As at the end of the year					
Share Capital	20.56	20.56	20.56	20.56	20.56
Reserve and Surplus	1,007.79	905.00	796.34	740.75	694.79
Net Worth	1,028.35	925.56	816.90	761.31	715.35
Net Fixed Assets	11.73	12.91	14.05	14.30	16.56
Investments	434.00	613.79	629.12	563.25	189.02
Earnings per Share (₹)	50.06	48.94	45.05	39.91	37.34
Dividend (%)	175%	175%	150%	150%	150%
Dividend Amount	35.97	35.97	30.83	30.83	30.83
Book value per Share (₹)	500	450	397	370	348

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, Executive Chairman

Mr. Anil Harish

Mr. Rajendra P. Chitale

Mr. Prashant Asher

Ms. Bhumika Batra

Mr. Sudhanshu Tripathi

Mr. Anthony D'Silva (up to January 30, 2017)

Mr. Ashok Mansukhani, Whole-Time Director

Committee 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 (w.e.f. February 10, 2017)

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

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 Computershare Private Limited

Karvy Selenium, Tower B, Plot 31-32

Gachibowli Financial District

Hyderabad - 500 032

Tel: (91 040) 67162222/ 67161525

Board's Report

To the Members,

Your Directors have pleasure in presenting the Thirty Second Annual Report and Company's Audited Financial Statements for the financial year ended March 31, 2017.

FINANCIAL RESULTS

(₹ in Crores)

	Standalone		Consolidated	
For the year ended March 31	**2017**	2016	**2017**	2016
Total Income	**203.39**	332.48	**826.00**	679.98
Total Expenses	**75.05**	208.37	**1012.36**	776.26
(Loss) / Profit before tax	**128.34**	124.11	**(186.36)**	(96.28)
Exceptional/Extraordinary Income/(Expense) (Net)	**–**	–	**–**	43.69
(Loss) / Profit before tax	**128.34**	124.11	**(186.36)**	(52.59)
Provision for tax (incl. deferred tax)	**25.43**	23.52	**17.55**	37.60
(Loss) / Profit after tax	**102.91**	100.59	**(203.91)**	(90.19)
Minority Interest	**–**	–	**(147.30)**	(8.98)
(Loss)/ Profit after Minority Interest	**102.91**	100.59	**(56.61)**	(81.21)

REVIEW OF OPERATIONS AND STATE OF AFFAIRS

The financial results are drawn after giving effect to the Scheme of Arrangement between Grant Investrade Limited ("GIL"), a wholly owned subsidiary of the Company and IndusInd Media & Communications Limited ("IMCL"), a subsidiary of the Company pursuant to which GIL demerged its Headend-in-the-Sky (HITS) business undertaking into IMCL w.e.f October 01, 2016, being the appointed date. The aforesaid Scheme was approved by National Company Law Tribunal vide its Order dated August 10, 2017.

On a Standalone basis, the total income for the financial year 2016-17 at ₹ 203.39 Crores was lower by 38.83% compared to last year (₹ 332.48 Crores in 2015-16). The total income of last year includes ₹ 170.93 Crores from high seas sale of Set Top Boxes. Earnings before interest, tax, depreciation and amortization (EBITDA) were ₹175.46 Crores registering a growth of 7.10% over EBITDA of ₹ 163.83 Crores in 2015-16. Profit after tax (PAT) increased by 2.31% to ₹ 102.91 Crores over PAT of ₹ 100.59 Crores in 2015-16

On a Consolidated basis, the total income for the financial year 2016-17 at ₹ 826.00 Crores was higher by 21.47% over last year (₹ 679.98 Crores in 2015-16). Earnings before interest, tax, depreciation & amortization (EBITDA) and exceptional income / (expense) were ₹ 99.46 Crores as against ₹ 125.79 Crores in 2015-16. Net loss after tax and minority interest decreased to ₹ 56.61 Crores from ₹ 81.21 Crores in 2015-16.

DIVIDEND

Based on the Company's performance, 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, 2017. Dividend, as recommended, if approved by the Members, would involve a total cash outflow of ₹ 43.30 Crores including dividend distribution tax representing 42.07% of the current year earnings.

TRANSFER TO RESERVES

Your Company proposes to retain the entire amount of ₹ 102.80 Crores in the profit and loss account during the financial year ended March 31, 2017.

REVIEW OF INDIAN ECONOMY

The Indian economy continues to remain strong with significant growth opportunities especially in the infrastructure sector. The economy has continued to consolidate the gains from the steps taken to ensure macro economic stability. India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, because of strong consumer sentiment, according to international market research agency, Nielsen. The Government's continued thrust to "Make in India", encouraging start up enterprises, opening up the defence sector to private enterprise and such other pro-active measures is sure to create a positive impact on growth.

Moody's has affirmed India's Baa3 rating with a positive outlook stating that the reforms by the Government will enable the country to perform better compared to its peers over the medium term.

Inflation, being lower than the previous year, has enabled a lower interest regime to facilitate credit expansion. However, economic activity has been fueled more by Government spending as the private sector continues to fight shy of making huge investments for growth.

The year saw two major policy decisions which could have short term cost implications- demonetisation of certain high denomination currency; and the passing of the constitutional amendment introducing the Goods and Services Tax (GST).

With respect to demonetisation, the broad consensus view has been that it will create short term costs while paving the way for long term benefits. Noting that India is recovering from the temporary adverse effects of demonetisation, the World Bank has projected a strong 7.20% growth rate for India this year against 6.80% growth in 2016.

GST, the biggest tax reform in India founded on the notion of "One Nation, One Market, One Tax" will make India a single market subsuming numerous central and state taxes and ensuring harmony of tax rates across the country.

TREASURY

Hinduja Leyland Finance Limited:

During the year under review, your Company made an investment of ₹ 13.18 Crores in Hinduja Leyland Finance Limited ("HLFL"), by subscribing to 16,68,802 equity shares of ₹ 10/- each offered to the Company on rights basis at a price of ₹ 79/- per share.

Post the year end, in the month of June, 2017, a further investment of ₹ 5.23 Crores was made in HLFL by subscribing to 5,56,267 equity shares of ₹ 10/- each offered to the Company at a price of ₹ 94/- per share.

After the above subscriptions, the Company holds an aggregate of 2,21,13,959 equity shares of HLFL thereby constituting 5.23% of the enhanced paid-up equity capital of HLFL.

IndusInd Bank Limited:

During the year under review, your Company disinvested an aggregate of 15,57,000 equity shares of ₹ 10/- each of IndusInd Bank Limited ("IBL").

After the above disinvestment, the Company holds 86,68,196 equity shares of ₹ 10/- each of IBL.

Hinduja Energy (India) Limited:

During the year under review, your Company disinvested 6,11,47,056 equity shares of ₹ 10/- each of Hinduja Energy (India) Limited.

IndusInd Media & Communications Limited:

1. During the year under review, your Company:
   a) Acquired 43,03,000 equity shares of ₹ 10/- each of IndusInd Media & Communications Limited ("IMCL") a subsidiary of the Company (constituting 5.82% of the paid-up equity capital of IMCL), at a price of ₹ 466/- per share from Grant Investrade Limited ("GIL"), a wholly owned subsidiary of the Company,
   b) Acquired 7,03,60,000 10% Redeemable Cumulative Preference Shares of ₹ 10/- of IMCL (constituting 26.02% of the paid-up preference capital of IMCL) at par from GIL.
   c) Disinvested 11,00,000 equity shares of IMCL
2. IMCL in the month of March, 2017, came out with the issue of 36,953,438 equity shares on rights basis to the existing shareholders. The shares offered to the Company on rights basis by IMCL were renounced in favor of GIL by the Company.

   Post rights issue of IMCL, the Company's shareholding in IMCL is at 40.28% of the enhanced paid-up equity capital of IMCL. However, the shareholding of the Company in IMCL together with that of GIL is at 68.21% of the enhanced paid-up equity capital of IMCL.
3. In the month of March, 2017, 27,03,60,000 10% Redeemable Cumulative Preference Shares of ₹ 10/- each held by the Company in IMCL were redeemed by IMCL

   Grant Investrade Limited:

   During the year under review, 6,34,518 equity shares of ₹ 10/- each were issued to the Company by Grant Investrade Limited ("GIL"), a wholly owned subsidiary of the Company on conversion of 10,00,000 1% Participatory Redeemable Non-Cumulative Preference Shares ("PRNCPS") of ₹ 10/- each held by your Company in GIL.

SUBSIDIARIES

Media:

Consolidation of the Media Business:

In order to consolidate the operations in the media segment, the two subsidiaries of the Company in the media segment, IndusInd Media & Communications Limited ("IMCL") and Grant Investrade Limited ("GIL") had filed a Scheme of Arrangement ("Scheme") with the Bombay High Court whereby the Head-end-in-the-Sky ("HITS") business undertaking of GIL was sought to be de-merged into IMCL.The National Company Law Tribunal ("NCLT") has vide its Order dated August 10, 2017 approved the Scheme.

By virtue of this approval and the Scheme coming in to effect from August 21, 2017, the HITS business undertaking of GIL vested into IMCL w.e.f October 01, 2016, being the appointed date.

The results of operations of IMCL for the financial year 2016-17, include the full year's operations of the Cable TV business and operations of the HITS business for the period October 01, 2016 to March 31, 2017.

IndusInd Media & Communications Limited:

Post approval of the Scheme, IndusInd Media & Communications Limited ("IMCL"), subsidiary of the Company, apart from being a leading Multi Systems Operator ("MSO") in the Country now also holds a license to provide high quality MPEG4 Cable TV services through the Head-end-in-the-Sky ("HITS") platform. It is the only Company in the country to provide Cable TV services both through the traditional fibre technology and the new HITS technology. IMCL will be the only digital distribution platform which will be able to provide high quality digital headend based fibre delivery system and satellite based digital delivery system.

Under the traditional fibre based technology, IMCL receives the broadcasters' signals at its different headends and transmits the signals through fibre to the Local Cable Operators ("LCOs") who connect the last mile to the consumers.

In case of HITS technology, the broadcasters' signals are received at IMCLs' Earth Station set up in Noida, from where the signals are uplinked to satellite transponders taken on lease by it and the same are then downlinked by the LCOs at their premises.

The HITS technology reduces significantly the cost of operations and is considered the best value for money technology to cater to the far-flung cities/ towns/villages in the Phase III and Phase IV areas of digitisation. It will also enable fast up-gradation of legacy cable networks at minimal cost in urban areas which has already started.

As per a recent KPMG report, the Television ("TV") industry [the segment in which IMCL operates] stands at an estimated INR 588 billion and is envisaged to register a Compounded Annual Growth Rate of 14.70% to reach INR 1,166 billion by 2021.

IMCL has been making consistent strides in its expansion plan in the Phase III and Phase IV towns and cities using the HITS platform.

With the successful leveraging of both the Cable and the HITS delivery platforms, IMCL today has:

- a presence in all the States and Union Territories of the Country, most districts and more than 1000 locations addressing far flung cities, towns and villages where Cable TV has had no presence in the past;
- over 750 cities covered in all areas, right from Kargil in Kashmir in the North to Andaman and Nicobar in the deep south and right up to North East border areas of Arunachal & Meghalaya;
- a subscriber base of over 4 million;
- close to 97% of its customers on prepaid payment mode;
- introduced a Managed Services vertical to cater to such parties who want to use the HITS infrastructure;
- won an award from a cable trade national body for being the first MSO to have introduced prepaid payment system;
- been delivering up to 300 Standard and High Definition channels on In Digital and 525 channels on the HITS platform.

Excellent viewership experience continues to be a primary objective of IMCL and to ensure this, it has, among other steps taken, been constantly upgrading technology, packaging channels to meet the niche requirements of different classes of viewers, investing in acquiring audio & video rights of movies to be provided to the cable operators to be run on local channels and improving its customer responsiveness with respect to service needs and ensuring customer connect and satisfaction.

To achieve its objective of growth in market share with robust customer services, IMCL has put in place a strong sales and support organization structure where the Regional Heads with the help of a network of distributors oversee both

existing subscriber base and market expansion and customer service. A variable compensation structure to the distribution network ensures both growth of customers as well as retention of existing customers. A similar variable performance linked structure is being introduced for the IMCL team too.

The sector continues to suffer from lack of transparency in pricing by the Broadcasters and the absence of a well-defined remunerative revenue model for the MSOs. In order to address this long pending problem of the industry, the Telecom Regulatory Authority of India has come out with a new Tariff Order which is aimed at adequately compensating all the stakeholders in the chain of distribution in the TV signals distribution chain. However some broadcasters have challenged this regulation in the Courts of India. The aforesaid matter is sub-judice in the Madras High Court where judgment has been reserved. The regulation will help in ensuring that MSOs like IMCL are adequately compensated based on a proper revenue and cost structure in the distribution chain.

In order to strengthen its Balance Sheet, IMCL came out with a Rights Issue in the ratio of 1:2 i.e. one share for every two shares held in IMCL. The issue price was ₹ 205/- per share. The proceeds of the issue were utilized for repaying inter corporate deposits, redemption of redeemable preference shares and general corporate purposes.

Grant Investrade Limited:

Post the demerger of the HITS business undertaking of Grant Investrade Limited ("GIL") into IndusInd Media & Communications Limited ("IMCL"), GIL today has two main activities:

- Running movie channels on Cable TV
- Treasury business

With respect to running movie channels on Cable TV, GIL has acquired the rights from IN Entertainment (India) Limited to three channels under the brand name CVO.GIL has successfully run the three channels during the year. In order to contain cost and at the same time ensure quality, GIL has sub-contracted the running of these channels at commercial rates which ensure a good margin to itself.

With respect to its Treasury business, GIL has subscribed to the rights issue made by IMCL by subscribing to the shares renounced in its favour by the Company and also applied for the additional shares of IMCL on rights basis.

SUBSIDIARIES AND JOINT VENTURES

During the year under review, the following companies have ceased to be the subsidiaries/ joint ventures of the Company.

1. Seven Star Information Technology Private Limited w.e.f June 29, 2016.
2. V4U Entertainment Private Limited w.e.f July 12, 2016.
3. RMD Baroda Network Private Limited w.e.f March 22, 2017.

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 and joint venture companies is provided in Form AOC-1 annexed as Annexure "A" to this Report.

Pursuant to the provisions of Section 136 of the Act, the audited financial statements of the Company including consolidated financial statements alongwith all the relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company at the link: *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

In accordance with the Act and Accounting Standard (AS) 21 on Consolidated Financial Statements read with AS-27 on Financial Reporting of Interest in Joint Ventures, the Audited Consolidated Financial Statements are provided in the Annual Report.

NATURE OF BUSINESS

There was no change in the nature of the business of the Company during the year under review. Your Company continues to be engaged in the business of media, real estate and treasury.

CODE OF CONDUCT

All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2016-17. A declaration to this effect as required under Regulation 26(3) read with Schedule V(D) of the Listing Regulations, from the Whole-Time 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 details of Foreign Exchange Earnings and Outgo are annexed as Annexure "C" to this Report.

CORPORATE GOVERNANCE

During the year under review, your Company has complied with the Corporate Governance requirements under Listing Regulations. A detailed Report on Corporate Governance as required under Regulation 34 read with Schedule V of the Listing Regulations is annexed as Annexure "D" to this Report.

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 read with Schedule V of the 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 "F" to this Report.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public with in 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 an adequate internal financial control system with reference to financial statements in order to ensure the reliability of financial reporting, safeguarding of assets against loss from unauthorised use or disposition and compliance with company policies, guidelines, procedures, laws and regulations.

Your Company has complied with specific requirements as laid down 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.

Your Company entrusted the periodic audit to a specialized external audit firm. In addition, the in-house internal audit team also regularly carries out audit. The audit is based on an internal audit plan which is approved by the Audit Committee of the Board. The internal audit is oriented towards the review of internal controls and risks in operations, accounting and finance.

Based on internal audit reports, process owners undertake corrective actions in their respective area and thereby strengthen the controls. The internal audit reports along with corrective actions are discussed with the Management and are reviewed by the Audit Committee of the Board.

Based on its evaluation (as defined in Section 177 of the Act and Regulation 18 of the Listing Regulations), the Audit Committee has concluded that as on March 31, 2017, 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 "G" to this Report.

LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans given, investments made, guarantee given and security provided are given in Note nos. 12 and 17 of the Notes to the Standalone Financial Statements.

RELATED PARTY TRANSACTIONS

Suitable disclosures as required under AS-18 have been made in Note no. 32 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) are 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.

The Related Party Transactions policy as approved by the Board of Directors has been hosted on the Company's website at the web link: *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 Section 134(3)(c) and 134(5) of the Act that:

a) in the preparation of the annual accounts for the year ended March 31, 2017, 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, 2017 and of the profit 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

During the year under review, Mr. Anthony D'Silva (DIN:06404665) resigned as a Director of the Company with effect from the close of business hours of January 30, 2017. The Board placed on record their appreciation for the valuable contribution rendered by Mr. Anthony D'Silva during his tenure as a Director of the Company.

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 Independent Directors of your Company have submitted declaration confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation16(1)(b) of the Listing Regulations and there has been no change in the circumstances which may affect their status as Independent Director during the year.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. Ashok Mansukhani, Whole- Time Director, Mr. Amar Chintopanth, Chief Financial Officer, and Mr. Hasmukh Shah, Company Secretary. There has been no change in the Key Managerial Personnel of the Company during the year under review.

BOARD MEETINGS HELD DURING THE YEAR

During the year, eight (8) 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.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

Pursuant to the provisions of the Act and Listing Regulations, the Board of Directors have carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committees. The manner in which the evaluation has been carried out 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

Statutory Auditors:

At the Thirtieth 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 Thirtieth Annual General Meeting until the conclusion of Thirty Fifth Annual General Meeting of the Company.

In terms of first proviso of Section 139 of the Act, the appointment of the Statutory Auditors of the Company shall be placed for ratification at every Annual General Meeting. Accordingly, the Board of Directors based on the recommendation of Audit Committee recommends the ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of next Annual General Meeting.

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.

Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of Annual General Meeting for seeking approval of Members.

Pursuant to the provisions of Section 143(12) of the Act, the Statutory Auditors of the Company have not reported any incident of fraud to the Audit Committee during the year under review.

The Auditor's Report to the Members on the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2017 does not contain any qualifications, reservations or adverse remarks.

Cost Auditors:

In accordance with Section 148 of the Act and rules framed thereunder, the Board of Directors on recommendation of Audit Committee appointed M/s. ABK & Associates, Cost Accountants, (Firm Registration No. 000036), as Cost Auditors of the Company for the financial year 2017-18 to audit the accounts relating to optic fibre leasing for the financial year ended March 31, 2018. Necessary resolution for ratification of remuneration of the Cost Auditor for the financial year 2017-18 is placed before the Members for ratification/approval.

Secretarial Auditor's Report:

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 2016-17.

The Secretarial Auditor's Report for the year under review does not contain any qualifications, reservations or adverse remarks and is annexed as Annexure "H" to this Report.

CORPORATE SOCIAL RESPONSIBILITY

One of the five principles of the Company is "Work to Give." The Company has been contributing towards the well-being of society even before the concept of Corporate Social Responsibility ("CSR") was institutionalized by the Act.

The Company has made contributions towards the promotion of education amongst the weaker section of society and for promoting healthcare in Jawahar Taluka. These initiatives were taken by the Company through its implementing agency Hinduja Foundation.

During the financial year 2014-15, the Company in consonance with its CSR objective to promote community healthcare, contributed to implement the CSR project of "Up-gradation of Primary Health Centre" at village Nandgaon, Taluka Jawhar, Palghar District Maharashtra with a view to improve quality, availability and efficiency of healthcare services in tribal areas.

During the financial year 2015-16, for providing access to basic healthcare facilitation to poor and under privileged people, the Company made contributions to Hinduja Foundation for its Primary Healthcare Project for Up-gradation of Primary Health Centers and Sub-Centers in Jawahar Taluka, Palghar District, Maharashtra.

The said contributions made by the Company was utilized by Hinduja Foundation during the year under review to develop *inter alia* the Primary Health Centres (PHCs), old and new toilet blocks, maternity wards so as to provide medical treatments to the population residing in the Jawahar Taluka, Maharashtra.

After the necessary developments, the PHCs were able to obtain ISO 1900 certificate and the center now provides medical treatment to 20,000 people covering 7 sub-centers. On an average, daily 25-30 patients are treated at the primary health centers.

With this the Company's CSR objective to promote community healthcare by way of up-gradation of PHCs in Jawahar Taluka was satisfactorily attained.

During the financial year 2016-17, the Company has contributed ₹ 60 Lakhs to Hinduja Foundation towards Rural Development in Jawahar Taluka, Maharashtra for implementing a project on livelihood, sanitation and providing drinking water.

The objective of the Hinduja Foundation's Rural Development Project in Jawhar is to enhance the livelihood of the project participant communities through a 360^0 farm based interventions in the form of improved agriculture practices, Wadi tree based farming, support to landless and women headed families, and bring about improvement in their quality of life through income generation and development of model villages, enhanced health and sanitation facilities, water resource management, up-gradation of educational facilities, empowerment of women and development of the village infrastructure.

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 –"I" to this Report. The CSR Policy is available on the website of the Company viz *www.hindujaventures.com.*

WHISTLE BLOWER / VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations, the Board of Directors had approved a policy on Whistle Blower / Vigil Mechanism and the same is uploaded on the website of the Company at the link:*http://www.hindujaventures.com/en/inv/pdf/whistleblower-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 also 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 Company, in the backdrop of this policy, identifies the risk/ threats affecting or likely to affect the Company and accordingly implement measures to limit the impact of such risk, wherever found feasible and provide update to the Board of Directors in compliance with the policy during the year.

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

CREDIT RATING

During the year under review, Brickwork Ratings India Private Limited, a credit rating agency has assigned BWR A1 Rating to the Bank Loan facilities availed by 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.

PREVENTION OF SEXUAL HARASSMENT

Your Company has zero tolerance for sexual harassment at workplace and has adopted a 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 Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, temporary and trainees) are covered under this policy.

No concerns have been raised under PPRSH during the financial year 2016-17.

COMMUNICATION AND PUBLIC RELATIONS

Your Company has, on a continuous basis, endeavored to increase awareness among its stakeholders and in the market place about the Company's strategy, new developments and financial performance as per rules laid down by the Regulatory 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 "J" 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)(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure "K" to this Report.

Any shareholder interested in obtaining the details of the remuneration drawn by the senior level employees as required under Section 197(12) of the Act read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 may write to the Company Secretary at the Registered Office of the Company. The said information is available for inspection by the Members at the Registered Office of the Company on any working day of the Company up to the date of the Thirty Second Annual General Meeting.

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.
3) The Whole-Time Director of the Company does not receive any remuneration or commission from any of its subsidiaries.

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 also to thank various regulatory authorities and agencies for their support and looks forward to their continued encouragement.

For and on behalf of the Board of Directors

Place: Mumbai
Date : August 23, 2017

Ashok P. Hinduja
Executive Chairman

Form AOC-1

(Pursuant to first proviso 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 /associate companies/joint ventures

Part "A": Subsidiaries

(₹ in Lakhs unless other wise stated)

Sr. No.	Name of Subsidiary Company	Date Since when become a Subsidiary	Reporting Period	Reporting Currency	Paid-up Capital	Reserves	Total Assests	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 Shareholding
A	**Subsidaries Entity**														
1	IndusInd Media & Communications Limited	31-03-2007	Apr - Mar	INR	11,086.03	–	158,208.87	147,122.84	5,919.02	57,524.18	(21,579.67)	(1,160.57)	(20,419.10)	Nil	68.21%*
2	Grant Investrade Limited	06-03-2000	Apr - Mar	INR	678.94	–	64,680.46	64,001.52	–	4,437.87	(9,886.62)	374.73	(10,261.36)	Nil	100.00%
3	U S N Networks Private Limited	23-10-2007	Apr - Mar	INR	216.97	–	13.84	(203.13)	–	2.37	1.49	–	1.49	Nil	100.00%
4	United Mysore Network Private Limited	01-10-2008	Apr - Mar	INR	227.33	–	49.88	(177.45)	–	0.01	(1.92)	–	(1.92)	Nil	99.45%
5	Gold Star Noida Network Private Limited	01-04-2008	Apr - Mar	INR	262.00	–	147.09	(114.91)	–	0.54	(83.87)	(4.64)	(79.24)	Nil	100.00%
6	Bhima Riddhi Infotainment Private Limited	01-04-2008	Apr - Mar	INR	102.04	–	1,654.13	1,552.09	0.88	2,121.65	49.92	5.03	44.89	Nil	51.00%
7	Apna Incable Broadband Services Private Limited	19-01-2009	Apr - Mar	INR	173.50	–	98.14	(75.36)	–	8.23	(14.66)	(3.17)	(11.49)	Nil	100.00%
8	Sangli Media Services Private Limited	02-07-2009	Apr - Mar	INR	102.04	–	637.19	535.15	0.03	466.50	(22.79)	6.76	(29.55)	Nil	51.00%
9	Sainath In Entertainment Private Limited	29-05-2010	Apr - Mar	INR	50.00	–	148.53	98.53	–	154.73	(134.85)	(0.09)	(134.76)	Nil	51.00%
10	Sunny Infotainment Private Limited	26-10-2010	Apr - Mar	INR	15.00	–	119.59	104.59	–	–	(33.05)	(3.34)	(29.72)	Nil	51.00%
11	Goldstar Infotainment Private Limited	18-10-2010	Apr - Mar	INR	92.73	–	10.12	(82.61)	–	–	70.72	(8.33)	79.05	Nil	98.92%
12	Ajanta Sky Darshan Private Limited	25-10-2010	Apr - Mar	INR	2.00	–	229.95	227.95	–	153.16	(16.95)	(1.04)	(15.91)	Nil	51.00%
13	Darpita Trading Company Private Limited	15-11-2010	Apr - Mar	INR	100.00	–	2,661.18	2,561.18	–	1,335.02	(485.23)	(1.18)	(484.04)	Nil	51.00%
14	RBL Digital Cable Network Private Limited	29-11-2010	Apr - Mar	INR	10.00	–	14.29	4.29	–	2.34	26.47	(0.18)	26.65	Nil	51.00%
15	Vistaar Telecommunication and Infrastructure Private Limited	01-12-2010	Apr - Mar	INR	2.04	–	133.42	131.38	–	–	(19.21)	(0.78)	(18.43)	Nil	51.00%
16	Advance Multisystem Broadband Communication Limited	09-11-2012	Apr - Mar	INR	117.33	–	2,105.64	1,988.31	–	2,460.36	(814.71)	–	(814.71)	Nil	59.61%
17	Amaravara Indigital Media Services Private Limited	01-04-2015	Apr - Mar	INR	643.75	–	2,486.64	1,842.89	–	532.82	(1,589.03)	10.47	(1,599.50)	Nil	76.00%

**Out of 68.21%, Company's holding in IndusInd Media & Communications Limited is 40.28% and 27.92% is held by Grant Investrade Limited, a wholly owned subsidiary of the Company.*

Note: 1. Seven Star Information Technology Private Limited ceased to be the subsidiary of IndusInd Media & Communications Limited w.e.f. June 29, 2016 and consequently ceased to be a subsidiary of the Company.
2. V4U Entertainment Private Limited ceased to be the subsidiary of IndusInd Media & Communications Limited w.e.f. July 12, 2016 and consequently ceased to be a subsidiary of the Company.

Part "B": Associates and Joint Ventures - NIL

Note: RMD Baroda Network Private Limited ceased to be a joint venture company of IndusInd Media and Communications Limited w.e.f. March 22, 2017 and consequently ceased to be a joint venture of the Company.

For and on behalf of the Board of Directors

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Hasmukh Shah
Company Secretary

Amar Chintopanth
Chief Financial officer

Place : Mumbai
Date : August 23, 2017

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, 2017.

Ashok Mansukhani
Whole-Time Director
DIN No: 00143001

Place: Mumbai
Date : August 23, 2017

Annexure "C" to the Board's Report

Details of Foreign Exchange Earnings and Outgo for the year ended March 31, 2017

Foreign Exchange Earnings and Outgo:

(₹ in Crores)

Particulars	2016-2017	2015-2016
Total Foreign Exchange earned	**138.27**	–
Total Foreign Exchange outgo	**37.65**	73.40

For and on behalf of the Board of Directors

Place: Mumbai
Date : August 23, 2017

Ashok P. Hinduja
Executive Chairman

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.

The detailed report on compliance with the provisions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given hereunder.

2. BOARD OF DIRECTORS

A. Composition and Category:

The Company has a balanced and diverse Board, which includes independent professionals and conforms to the provisions of the Companies Act, 2013 ("the Act") and the Listing Regulations. The composition of the Board consists of an optimal mix of professionalism, knowledge and experience that enables the Board to discharge its responsibilities and provide effective leadership to the business.

As on March 31, 2017, the Board of Directors comprised of seven (7) Directors as under:

Executive Chairman (Promoter Group)

Mr. Ashok P. Hinduja, Executive Chairman

Executive Director (Non-Promoter Group)

Mr. Ashok Mansukhani, Whole-Time Director

Independent Directors (Non-Executive)

Mr. Anil Harish

Mr. Rajendra P. Chitale

Mr. Prashant Asher

Ms. Bhumika Batra

Non-Executive Director (Non-Promoter Group)

Mr. Sudhanshu Tripathi

Note: Mr. Anthony D'Silva, Non-Executive Director ceased to be a Director of the Company w.e.f close of business hours of January 30, 2017.

B. Dates of Board Meetings held during the year:

Eight (8) Board Meetings were held during the year, as against the minimum requirement of four (4) meetings.

Date of Board Meeting	Board Strength	No. of Directors present
May 12, 2016	8	8
July 13, 2016	8	7
July 22, 2016	8	7
October 26, 2016	8	7
December 22, 2016	8	8
January 30, 2017	8	8
February 10, 2017	7	7
March 06, 2017	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 or any other audio visual mode except in respect of such items which are not permitted to be transacted through video-conferencing or any other audio visual mode.

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

Name of the Director	Attendence at the meetings during the financial year 2016-2017		Number of Directorships in public companies as on March 31, 2017 #		Number of committee positions held in public companies as on March 31, 2017 #	
	Board Meetings	Annual General Meeting	Chairman	Director	Chairman	Member
Mr. Ashok P. Hinduja	8	Yes	6	6	–	–
Mr. Anil Harish	8	Yes	–	5	2	3
Mr. Rajendra P. Chitale	7	Yes	–	9	5	10
Mr. Prashant Asher	8	Yes	–	6	1	3
Ms. Bhumika Batra	8	Yes	–	10	2	7
Mr. Sudhanshu Tripathi	8	Yes	–	4	–	3
Mr. Anthony D'Silva*	4	Yes	–	–	–	–
Mr. Ashok Mansukhani	8	Yes	–	5	–	4

Excludes directorships in (1) Private Limited Companies (2) Section 8 Companies (3) Companies incorporated outside India and (4) Alternate Directorships. Only Audit Committee and Stakeholders Relationship Committee of public limited companies have been considered for committee position.

* Ceased as a Director w.e.f. January 30, 2017 and Six (6) meetings were held during his tenure.

i. None of the Directors on the Board hold directorships in more than ten public limited 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 Listing Regulations), across all the public limited companies in which he/she is a Director. Necessary disclosures regarding Committee positions in other public limited companies as on March 31, 2017 have been made by the Directors.

None of the Directors are related to each other.

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

iii. 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 Listing Regulations and are not liable to retire by rotation.

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

v. During the year, a separate meeting of Independent Directors was held *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.

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

3. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Act.

A. Terms of Reference:

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

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to Statutory Auditor for any other services rendered by the Statutory Auditor;
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 for the same.
   c. Major accounting entries involving estimates based on the exercise of judgment by management.
   d. Significant adjustments made in the financial statements arising out of audit findings.
   e. Compliance with listing and other legal requirements relating to financial statements.
   f. Significant related party transactions and their disclosures.
   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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. 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;
16. Discussion with statutory auditor before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing management discussion and analysis of financial condition and results of operations;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

During the year under review, the Audit Committee also reviewed the followings:

1. Financial statements, in particular the investments and significant transactions made by the unlisted subsidiaries of the Company;
2. Statement of related party transactions submitted by the Management;
3. Internal Audit Report.

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 22, 2016.

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

The Company Secretary acts as Secretary to the Committee. The invitees to Audit Committee meetings include representatives of the Statutory Auditors and Internal Auditor or his representative, Whole-Time 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: Five (5)

Dates of Meetings: May 12, 2016; July 13, 2016; July 22, 2016; October 25, 2016 and February 10, 2017.

The time gap between any two meetings did not exceed four months.

Attendance:

Name of the Members	Number of meetings attended during the financial year 2016-17
Mr. Anil Harish	5
Mr. Rajendra P. Chitale	5
Mr. Sudhanshu Tripathi	5

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Act.

A. Terms of Reference:

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

1. Reviewing and discussing managerial compensation including compensation of Executive Chairman;
2. Negotiating / finalizing with Executive Chairman / Whole-Time Director the terms and conditions of the office of Chairman/ Whole-Time Director;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
4. To ensure remuneration to Directors, KMPs 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;
5. Perform such other function in relation to managerial remuneration up to one level below the Board;
6. Identifying persons who are qualified to become directors and those who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;

7. 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;
8. Formulation of criteria for evaluation of Independent Directors and the Board;
9. Devise a policy on Board diversity;

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)
(w.e.f. February 10, 2017)

C. Meeting 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: December 22, 2016 and February 10, 2017.

Attendance:

Name of the Members	Number of meetings attended during the financial year 2016-17
Mr. Anil Harish	2
Mr. Rajendra P. Chitale	2
Mr. Prashant Asher	2
Mr. Sudhanshu Tripathi*	1

* One (1) meeting was held during his tenure.

D. Performance Evaluation Criteria of Directors:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of all directors of the Company. The performance evaluation has been done by the entire Board of Directors, except the Directors concerned being evaluated. The criteria for performance evaluation are as follows:

- Attendance at the Meetings and preparedness for the Meetings;
- Heading Board sub-committees;
- Offering constructive contribution to the Board of Directors' discussion and deliberations based on his/ her expertise and domain knowledge;
- Proactive, strategic and lateral learning;
- Application of knowledge for rendering advice to the management for resolution of business issues;
- Commitment to role and fiduciary responsibilities as a Board Member;
- Active engagement with the Management and attentiveness to progress of decisions taken;
- Exercising independent judgement/ view on potential conflict of interest of management, Board Members and the promoters, and safeguarding interest of minority Members;
- Non-partisan appraisal of issues;
- Own recommendations given professionally without tending to majority or popular views.

E. Remuneration Policy:

The Company has adopted a Remuneration Policy for Directors, KMPs and Senior Executives which is annexed as Annexure "1" 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:

Remuneration was paid only to the Whole-Time Director for the financial year 2016-2017 which was within the ceiling limit prescribed under Section 197 of the Act read with Schedule V to the Act. No other Directors were paid remuneration except sitting fees for the financial year 2016-2017.

On recommendation of Nomination and Remuneration Committee, the Board of Directors have accorded its approval, subject to the confirmation of Members at the ensuing Annual General Meeting of the Company

to increase the remuneration of Mr. Ashok Mansukhani, Whole-Time Director of the Company from ₹ 96,00,000 to ₹ 1,60,00,000 w.e.f. February 01, 2017.

No sitting fees were paid to Whole-Time Director and Executive Chairman for the financial year 2016-2017.

G. Remuneration paid to Whole-Time Director during the financial year 2016-2017:

(Amount in ₹)

Name of Director	Salary	Perquisites & allowances (*) (Including P.F Contribution)	Commission	Bonus	Performance Linked Incentive	Severance Fee	Stock options granted	Service Contract	Notice Period	Total
Mr. Ashok Mansukhani, Whole-Time Director	45,00,000	51,32,440	Nil	Nil	Nil	Nil	Nil	April 30, 2015 to April 29, 2018 (Three years)	Three months' notice by either party	96,32,440

(*) 1. Perquisites are valued as per Income Tax Act, 1961.
2. Excludes provision for compensated absences as on March 31, 2017.
3. The Board of Directors, in their meeting held on May 12, 2017, have approved for increase in the remuneration from ₹ 96 lakhs to ₹ 160 lakhs, effective February 1, 2017, the effect of which has been given in the financial results for the quarter ended June 30, 2017.

H. Criteria for Payment to Non- Executive Director:

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 in 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 2016-2017:

(Amount in ₹)

Name of Directors	Total Sitting Fees
Mr. Anil Harish	14,50,000
Mr. Rajendra P. Chitale	13,50,000
Mr. Prashant Asher	10,50,000
Ms. Bhumika Batra	9,50,000
Mr. Sudhanshu Tripathi	13,50,000
Mr. Anthony D'Silva	4,00,000
Total	**65,50,000**

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 (₹)	Name of Director who is partner
D. M. Harish & Co.	16,50,000	Mr. Anil Harish

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

The numbers of shares held by the Directors in the Company as on March 31, 2017 were as under:

Sr. No.	Name of Directors	Executive/Non-Executive Director	No. of Shares#
1	Mr. Ashok P. Hinduja	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.

5. STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee of the Company is constituted in line with provisions of Regulation 20 of the Listing Regulations read with Section 178(5) of the Act.

A. Terms of Reference:

The terms of reference of Stakeholder Relationship Committee are as under:

1) To specifically look in to redressing Members' and investors' complaints in the following areas-

   a. Transfer of shares;

   b. Non-receipt of annual report including financial statements and other documents under Companies Act, 2013;

c. Non-receipt of declared dividend;

d. Non-receipt of shares lodged for transfer;

e. Issue of duplicate share certificates;

f. Forged transfers; and

g. Any other matter of Shareholders' interest.

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

B. Composition:

The Composition of Stakeholder Relationship Committee is as follows:

Chairperson : Ms. Bhumika Batra (Independent Director)

Members : Mr. Prashant Asher (Independent Director)
Mr. Ashok Mansukhani (Whole-Time Director)

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

C. Meetings and Attendance:

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

Number of Meetings: Two (2)

Date of Meetings: July 22, 2016 and January 30, 2017.

Attendance:

Name of the Members	Number of meetings attended during the financial year 2016-2017
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, 2017 and reported under Regulation 13(3) of the 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	22
3	Investor Complaints disposed of during the year	22
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, 2017.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted a Corporate Social Responsibility [CSR] Committee as required under Section 135 of the Act and the Rules framed thereunder.

A. Terms of Reference:

The terms of reference of 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 (Whole-Time Director)

C. Meeting and Attendance:

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

Number of Meeting: One (1)

Date of Meeting: January 30, 2017.

Attendance:

Name of the Members	Number of meeting during the financial year 2016-17
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:

Financial Year	Venue	Date and Time
2013-2014	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018.	September 22, 2014 at 11.00 a.m.
2014-2015	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018.	September 23, 2015 at 11:00 a.m.
2015-2016	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018.	September 22, 2016 at 11:00 a.m.

B. The following are the special resolutions passed:

a) At the previous three Annual General Meetings:

AGM held on	Summary
September 22, 2014	1. Payment of remuneration to Mr. Ashok Mansukhani (DIN:00143001), Whole-Time Director for the period from April 1, 2014 to March 31, 2015. 2. Borrowing monies upto ₹ 1,000 Crores (Rupees One Thousand Crores only) at any one time under section 180(1)(c) of the Companies Act, 2013.
September 23, 2015	No special Resolution was passed
September 22, 2016	Adoption of New Sets of Articles of Association.

b) By Postal Ballot / E-voting:

i. During the financial year 2016-2017, the following special resolution was passed.

Date of Postal Ballot Notice: October 26, 2016
Voting period: November 17, 2016 to December 16, 2016
Date of declaration of results: December 19, 2016

Particulars of Resolution	No. of votes Polled	Votes Cast in favour		Votes cast against	
		No. of Votes	%	No. of Votes	%
Increase in the limit for making investments, giving loans, giving guarantees or providing securities from ₹ 1000 Crores to ₹ 2000 Crores over and above the prescribed ceiling limit under Section 186 of the Companies Act, 2013.	14618090	14571865	99.6838	46225	0.3162

ii. During the previous two years, the following special resolutions were passed.

Date of Postal Ballot Notice: April 24, 2015
Voting period: May 20, 2015 to June 19, 2015
Date of declaration of results: June 22, 2015

Particulars of Resolutions	No. of votes Polled	Votes Cast in favour		Votes cast against	
		No. of Votes	%	No. of Votes	%
Creation of Charges on the moveable and immoveable properties of the Company under section 180(1)(a) of the Companies Act, 2013 up to a ceiling limit of ₹ 1000 Crores .	14725310	14718472	99.95356	6838	0.04644
Loans and Investments shall not exceed ₹ 1000 Crores over and above the prescribed ceiling limit under Section 186 of the Companies Act, 2013.	14724246	14656370	99.53902	67876	0.46098
Payment of remuneration to Mr. Ashok Mansukhani, Whole-Time Director of the Company for the period April 01, 2015 to April 29, 2015.	14725327	14720554	99.96759	4773	0.03241
Re-appointment of Mr. Ashok Mansukhani as Whole-Time Director for a period of 3 years effective from April 30, 2015 to April 29, 2018 and Payment of remuneration.	14725342	14720557	99.96750	4785	0.03250

The Company had appointed Ms. Rupal Jhaveri, Practicing Company Secretary as the scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The report issued in this regard was filed with the Stock Exchanges and was also hosted on the website of the Company.

The E-voting / Postal Ballot was carried out following the procedures set out in Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

C. None of the items to be transacted at the ensuing Annual General Meeting is required to be passed as Special Resolution through the exercise of Postal Ballot.

8. DISCLOSURES

i. Suitable disclosures pertaining to related party transaction(s) as required under AS-18 have been made in note no. 32 of the Notes to the Standalone Financial Statements.

Your Company has adopted a policy on Related Party Transactions and on materiality of Related Party Transactions which is available on the Company's website at the weblink: *http://www.hindujaventures.com/inv/pdf/policy-related-party-transactions.pdf*

ii. 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.

iii. A Certificate from the Whole-Time Director (WTD) and Chief Financial Officer (CFO in terms of Regulation 17(8) of the Listing Regulations was placed before the Board to approve Audited Accounts / Revised Audited Accounts for the financial year ended March 31, 2017.

iv. 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 Listing Regulations except Regulation 24(1) in respect of appointment of Independent Director of the Company on the Board of IndusInd Media & Communications Limited (IMCL), a material subsidiary of the Company. IMCL underwent transition phase and was undergoing restructuring. Accordingly, the Company considered it important that the role of an Independent Director should be in accordance with the new expanded operations of IMCL. The Board of Directors at it's meeting held on August 10, 2017 has nominated Mr. Prashant Asher, Independent Director to be appointed as Director on the Board of IMCL, a material subsidiary of the Company

and IMCL is carrying out necessary formalities. 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 Listing Regulations.

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

vi. Your Company has complied with the following non-mandatory requirements as prescribed under Regulation 27 of the 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.

9. SUBSIDIARY COMPANIES

The Audit Committee reviews the consolidated financial statements of the Company, the 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.

The Company has laid down a policy for determining material subsidiaries and has uploaded the same 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 DIRECTOR

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 *http://www.hindujaventures.com/abt/pdf/familiarisation-program-independent-directors.pdf*

11. MEANS OF COMMUNICATION

i. **Quarterly Results:** The quarterly results were published in leading national newspapers (The Business Standard and Sakaal). The quarterly results are simultaneously displayed on the Company's website viz *www.hindujaventures.com.* The website is updated regularly with the official news releases and disclosures as required from time to time. The results were also uploaded on the website of the stock exchanges at *www.bseindia.com and www.nseindia.com.*

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 Companys' 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	Particulars
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	Next Annual General Meeting	
	Date	September 27, 2017
	Time	11.00 a.m.
	Venue	Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.
3	Financial Year	April 01 to March 31
4	Financial Calendar for 2017-18 (Tentative)	
	Unaudited results for the quarter ending June 30,2017.	August 10, 2017
	Unaudited results for the quarter / half year ending September 30, 2017.	2nd week of November, 2017
	Unaudited results for the quarter/ nine months ending December 31, 2017.	2nd week of February, 2018
	Audited results for the year ending March 31, 2018.	2nd week of May, 2018
5	Book Closure Dates	From Friday, September 22, 2017 to Wednesday, September 27, 2017 (both days inclusive)
6	Dividend payment date for the financial year 2016-2017	On or before Friday, October 20, 2017
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	ISIN Number	INE353A01023
10	Listing Fee	Annual Listing fee for the financial year 2017-2018 has been paid to BSE Limited and National Stock Exchange of India Limited.

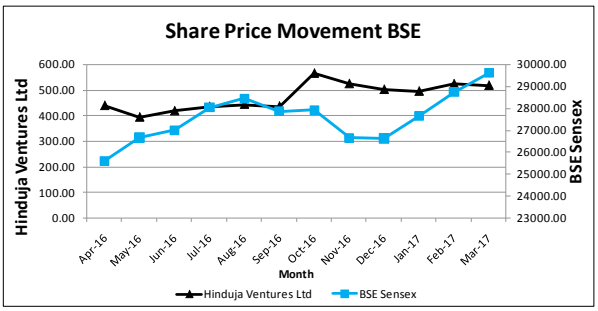
13. STOCK MARKET PRICE DATA

Month	BSE Limited (BSE)		National Stock Exchange of India Limited (NSE)	
	Months' High ₹	Months' Low ₹	Months' High ₹	Months' Low ₹
April 2016	447.50	416.10	447.00	411.00
May 2016	460.00	391.00	465.00	390.10
June 2016	421.80	392.00	429.85	392.00
July 2016	469.90	408.60	470.40	406.5
August 2016	458.65	424.10	459.85	421.10
September 2016	467.00	417.80	464.70	424.05
October 2016	579.95	442.00	579.80	435.45
November 2016	600.70	471.00	603.10	472.00
December 2016	544.95	493.00	545.40	482.05
January 2017	519.00	481.80	518.00	490.00
February 2017	539.00	488.00	535.00	486.00
March 2017	540.95	503.50	537.70	500.50

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

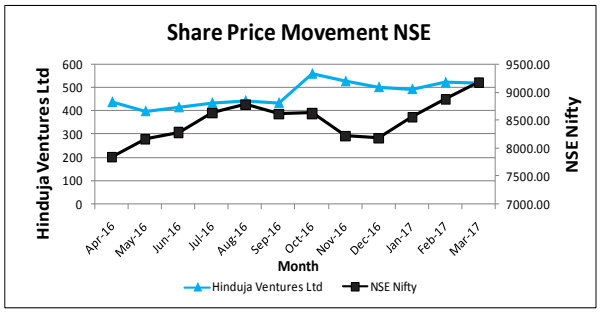
A. SHARE PRICE MOVEMENT (BSE):

Your Company's closing share price performance on the BSE relative to BSE Sensex closing prices (April 2016 to March 2017).



B. SHARE PRICE MOVEMENT (NSE):

Your Company's closing share price performance on the NSE relative to NSE Sensex closing prices (April 2016 to March 2017).



14. UNPAID/UNCLAIMED DIVIDEND

Pursuant to Sections 124 and 125 of Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") dividends not encashed / claimed within seven years from the date of declaration are to be transferred to the Investor Education and Protection Fund (IEPF) Authority.

Accordingly, the Company had transferred the unclaimed/ unpaid dividends declared for financial year 2006-2007; interim dividend of 2007-2008 and 2008-2009 on November 27, 2014; June 10, 2015 and September 20, 2016 respectively, to the IEPF established by the Central Government. The details of the same was also uploaded on the website of the Company and filed with Ministry of Corporate Affairs (MCA). The members whose dividend are transferred to the IEPF Authority can now claim their dividend from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority *http://iepf.gov.in/IEPFA/refund.html.*

Those Members who have so far not encashed their dividend warrants for the financial year 2010-2011, 2011-2012, 2012-2013, 2013-2014, 2014-2015 and 2015-2016 are requested to approach the Company's Registrar and Share Transfer Agent [RTA] for claiming the same at the earliest.

The unclaimed / unpaid dividend declared for the financial year 2009-2010 will be transferred to the IEPF in September, 2017 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.

Pursuant to Section 124(6) of the Act read with IEPF Rules all the shares in respect of which dividend have remained unclaimed/ unpaid for a period of seven (7) consecutive years or more, are required to be statutorily transferred to Demat Account of IEPF Authority after complying with the procedure laid down in the Rules.

In this connection, Company had sent written communication to the concerned Members requesting them to claim such dividend so as to avoid the corresponding shares being transferred to the IEPF Authority. An advertisement to this effect was also published in the leading English and vernacular newspaper.

15. SHARE TRANSFER SYSTEM

Your Company's equity shares are compulsorily traded in dematerialized form. As on March 31, 2017, about 99.74% of your Company's equity (comprising 2,05,00,584 shares) had been dematerialized. Shares of your Company are regularly traded on the BSE and NSE.

The power to approve transfer of shares in physical form has been delegated by the Board to 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 lodgement, subject to documents being valid and complete in all respects.

During the year under review, no request for physical transfer was received. The details of physical shares transferred during the last three years (including current year) are as under:

Particulars	2014-2015	2015-2016	2016-2017
No. of transfer deeds	07	01	Nil
No. of shares transferred	56	50	Nil

Pattern of Shareholding as of March 31, 2017:

Particulars	No. of Shares	% of Shareholding
Promoters	14557906	70.82
FIIs	918756	4.47
N.R.I.s / OCBs / Non-Domestic Companies / Foreign National	143103	0.70
Mutual Funds, Banks, Financial Institutions, Insurance Companies, Central Government	41028	0.20
Private Corporate Bodies	693873	3.38
Individuals / Others	4200837	20.43
Total Paid-up Capital	**20555503**	**100.00**

Distribution Schedule as of March 31, 2017:

Distribution	No. of Members		No. of Shareholding	
	No of Members	% of Total Member	No of Shares	% of Shareholding
Up to 500	8655	91.81	653621	3.18
501-1000	323	3.43	255277	1.24
1001-2000	196	2.08	297859	1.45
2001-3000	65	0.69	161387	0.79
3001-4000	36	0.38	127034	0.62
4001-5000	37	0.39	169753	0.83
5001-10000	43	0.46	299284	1.46
Above 10000	72	0.76	18591288	90.43
Total	**9427**	**100.00**	**20555503**	**100.00**

Reconciliation of Share Capital Audit as mandated by SEBI requirements is carried out by an Independent Company Secretary. The reports confirming the aggregate number of equity shares of your Company held in demat form (with NSDL & CDSL) and in physical form, reconcile with the issued/paid-up capital of your Company. 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. No discrepancies were noticed during these audits.

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, 2017 there were no outstanding GDRs/ADRs/Warrants or any convertible instruments.

17. FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Your Company is exposed to foreign currency fluctuations on the liability to vendors/banks towards import of set top boxes. The Company limits the effects of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Company enters into derivative financial instruments, where the counter party is a bank. The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to the liability towards set top boxes. The Company does not use derivative financial instruments for speculative purposes.

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 Listing Regulations] have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Whole-Time Director is annexed as Annexure "B" to the Board's Report.

19. REGISTRAR AND SHARE TRANSFER AGENT

Companys' Registrar and Share Transfer Agent

Karvy Computershare 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*

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

Mr. M R V Subrahmanyam/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, Whole-Time Director

Address:

In Centre, 49/50, MIDC, 12th Road
Andheri (East), Mumbai-400093.
Tel.: (91 22) 6691 0945,
E-mail Id: *ashokm@hindujaventures.com*

Members may address queries relating to their holdings to:

Mr. Hasmukh Shah, Company Secretary

Mr. Tejas Shah, 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/ DPS III/Cir-01/07 dated January 22, 2007, the Company has designated an exclusive e-mail ID viz. *investorgrievances@hindujaventures.com* where the investors would be able to register their complaints and also take necessary follow-up actions.

21. PLANT LOCATIONS: Not applicable

22. 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 **Ashok P. Hinduja**
Date : August 23, 2017 **Executive 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. **The Nomination and Remuneration Committee**

   The Nomination and Remuneration Committee ("Committee") is responsible for formulating and making the necessary amendments to the Remuneration Policy for the Managing Director / Whole-Time Director, KMP and Senior Executives of HVL from time to time.

3. **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 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.

4. **Remuneration for Executive Directors, Key Managerial Personnel (KMP) and Senior Executives.**

   The following elements are taken into consideration for determining the Remuneration of Managing Director / Whole-Time Director, KMP and Senior Executives:

- 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 Managing Director / Whole-Time Director, KMP and Senior Executives 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 KMP/Senior Executives 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 Managing Director / Whole-Time Director, KMP and Senior Executives, 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 Directors, KMP's and Senior Executives a total compensation comparable to the peer group.

TOTAL COMPENSATION (TC)

The total compensation of the Managing Director / Whole-Time Director and Senior Executives 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 Managing Director/ Whole-Time Director, KMP and Senior Executives 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 Director/ KMP/ Executive, 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.

5. **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.

6. **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.

7. **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.

8. **Alignment of Remunerations**

The Committee strives to achieve that the remunerations of the Directors, Senior Executives, middle and lower level employees of HVL are aligned to each other.

9. **Term of Appointment**

The term of appointment of the Managing Director/ Whole-Time Director 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.

10. **Post Retirement Benefits**

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

11. **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.

12. **Loans**

There is no system of granting of loans to Directors of the Company.

AUDITORS' CERTIFICATE TO THE MEMEBER OF HINDUJA VENTURE LIMITED ON COPMLIANCE ON THE CONDITIONS OF CORPORATE GOVERNACE FOR THE YEAR ENDED MARCH 31, 2017 UNDER SCHEDULE V (E) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

TO THE MEMBERS OF

HNDUJA VENTURES LIMITED

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement letter dated September 26, 2016.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Hinduja Ventures Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations , except Regulation 24(1) in respect of appointment of Independent Director of the Company on the Board of IndusInd Media & Communications Limited ("IMCL"), an unlisted material subsidiary of the Company, during the year ended March 31, 2017.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firms Registration No.117366W / W-100018)

R. Laxminarayan
Partner
(Membership No.33023)

MUMBAI, August 23, 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Hinduja Ventures Limited's ("HVL") operations and investments span over three segments namely Media, Real Estate and Treasury. 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 Head- end-in-the-Sky ("HITS") platform. With respect to its interests in real estate, the Company owns land in Bengaluru and in Hyderabad. Treasury is represented by its investments and cash. The treasury segment preserves its capital for reinvestments and incubating new businesses.

INDUSTRY STRUCTURE, DEVELOPMENTS AND OUTLOOK

Media and Entertainment Industry:

The Indian Media and Entertainment ("M&E") industry is composed of various segments like television, print, films, radio, music, animation, gaming and visual effects and digital advertising.

The Industry, on the back of strong economic fundamentals and steady growth in domestic consumption coupled with growing contribution of rural markets across key segments was able to sustain a stable growth in 2016. As per a recent KPMG report, the Industry grew at 9.10% in the year 2016. This was aided by strong fundamentals and a steady growth in consumption, although demonetisation had a temporary adverse impact across all sub-segments at the end of the year. Television Industry experienced slower growth due to a lackluster year for subscription revenues.

While advertising industry registered a growth of 11.20%, print media, films, television industry had a lackluster year. Some of the smaller sub segments led by digital, registered an impressive growth in 2016.

Various factors like growing rural demand, increase in digital access and the expected culmination of digitisation process will contribute to the positive long term outlook of M&E industry. The Industry is expected to grow at a faster pace of 14% over the period 2016-21.

Television Industry:

Television ("TV") remains amongst the most important entertainment mediums in the country. As per a recent FICCI report, the industry stands at an estimated size of INR 588 billion, a growth of 8.50% over 2015 and is envisaged to register a Compounded Annual Growth Rate (CAGR) of 14.70% to reach INR 1166 billion by 2021. The number of TV households in India increased to 181 million in 2016, resulting in a TV penetration of 63%.

The industry has two main sources of revenue, advertisement and subscription. The advertising revenue is expected to grow at a healthy CAGR of 14.47% and subscription revenues are expected to register a CAGR of 14.80% driven by the intended benefits of digitisation flowing in 2017. An emerging major source of reach and viewership is the Free to Air channels which translates into a significant increase in advertisement revenue for the industry but is likely to adversely impact the subscription revenue.

An unexpected challenge faced by the industry during the year was the effect of demonetisation, which pulled down advertising spends. However this is considered as a short term blip and is not expected to last beyond 2017.

Cable and Satellite:

With the digitisation program of the Government underway, there are today four identified addressable systems – Direct to Home ("DTH"), Digitally Addressable System ("DAS") across cable, Head-end-in-the-Sky ("HITS") and Internet Protocol Television ("IPTV").

The Companys' subsidiary IMCL is in two of the above modes of distribution – DAS and HITS and is the only Company in the country having both the distribution platforms.

Cable and Satellite ("C&S") being the distribution platforms for TV channels, the growth in the C&S business is directly related to the growth in the TV industry. The year witnessed net addition of 9 million C&S subscribers, ending with a C&S base of 169 million.

Since distributors are focused on covering the entire Phase III and Phase IV, challenges around implementation of internal systems like subscriber management system, packaging of channels, revenue distribution between Local Cable Operators (LCOs) and Multiple System Operators (MSOs) still persist. This has resulted in almost a flat revenue model for distributors during the year.

The distribution chain continues to be dogged by lack of transparency and an uneven distribution of the economic benefits in the value chain. Recognizing this, the Telecom Regulatory Authority of India (TRAI) released new Tariff and Interconnect Orders, 2017 in March 2017. This Order addresses issues of packaging and pricing of channels, bringing a common framework for all addressable systems i.e DTH, DAS, HITS and IPTV

laying down a framework for carriage fees. These tariff orders and interconnect regulations released are likely to be a game changer for the industry by bringing in transparency in the subscription structure and a more rational distribution of the unit economics across the value chain.

Digitisation:

The Ministry of Information and Broadcasting ("MIB") had announced March 31, 2017 to be the sunset date for the Phase IV digitisation. Standing by its words, the MIB had issued circulars to ensure that no analogue signals were transmitted over the cable networks in Phase IV areas after March 31, 2017 failing which action would be taken against the defaulters as per the provisions of the Cable TV Act/ Rules.

Phase IV digitisation is being considered as more complex than digitisation of Phase I, II and III as Phase IV deals with the most complicated and unorganized part of the country i.e rural India.

The latest data from Chrome Data and Analytics states that Phase IV has 89.5 million households to be digitised.

Having successfully seeded the Phase III markets, the Company, through its media subsidiary IMCL is now focusing on the expansion in Phase IV markets. These markets being widely dispersed will best be serviced through the state of art HITS technology of IMCL as compared to the traditional fibre based distribution platform adopted by all the other companies operating in the Cable TV business.

SWOT ANALYSIS

Strengths:

- Presence across all the states in the Country
- Only company to provide either a cable based platform or HITS platform established brand
- Strong broadcaster relationships
- A customer base of over 4 million with steady cash flows
- Close to 97% of the customer base on prepaid mode
- Long standing and stable cable operator relationships

Challenges:

- Price discovery process in Phase III and Phase IV post digitisation
- Regulators not being able to provide a level playing field to all distribution modes
- Escalating broadcaster costs and declining placement revenues

Opportunities:

- Providing Managed Services proposition to customers thereby augmenting the offerings
- HITS has the capability of reaching out to all locations in the country and no additional cost
- Commercial exploitation of spare fibre capacity
- With over 4 million subscribers, provision of value added services
- Migrate customers in Phase I and Phase II towns and cities to High Definition

Threats:

- Unhealthy practice of swapping of set top boxes by competition
- Implementation of new Tariff Order getting overly delayed

TREASURY

The Company's treasury activities are largely composed of investing in debt instruments and equity. The Company has followed a conservative policy ensuring reasonable returns without risk to capital. The equity and debt markets have operated within a range during the year and the Company has witnessed stable revenues from its treasury operations.

REAL ESTATE

The Company owns two pieces of land, one in Bengaluru and the other in Hyderabad. This land is held for future commercial exploitation.

PERFORMANCE REVIEW

Discussion on financial results with respect to Operational Performance:

The Consolidated financial highlights for the financial year 2016-17 are produced below. The following are relevant financial highlights with respect to the operational performance of the Company.

(₹ in Crores)

For the Year	2016-17	2015-16
Operating, Interest and Dividend Income	734.03	617.04
Expenses	726.54	554.19
Operating Profit (PBDITA)	7.49	62.85
Finance Costs	161.77	133.55
Depreciation and Amortization	124.04	88.52
Operating (loss) / Profit after Interest and Depreciation	(278.32)	(159.22)
Profit on Sale of Non-Current Investments (net)	50.87	53.77
Other Income	41.09	9.17
(Loss)/Profit before tax and exceptional items	(186.36)	(96.28)
Exceptional/ Extraordinary Items	–	43.69
(Loss)/Profit before tax	(186.36)	(52.59)
Provision for tax (incl. deferred tax)	17.55	37.60
(Loss)/Profit after tax	(203.91)	(90.19)
EPS Basic (₹)	(27.54)	(39.51)
EPS Diluted (₹)	(27.54)	(39.51)

Segmental Review:

The Consolidated business segment wise analysis for the financial year ended March 31, 2017 is as under:

(₹ in Crores)

	Real Estate	Media & Communications	Investments &Treasury	Other/ (Unallocated)
Segment Revenues	–	613.20	171.71	–
Segment Results (PBT)	(0.97)	(314.80)	131.90	(2.48)
Capital Employed	37.13	430.63	39.60	82.95

RISKS, CONCERNS AND MITIGATION PLANS

The Company has put in place a Risk Management Policy which covers the following:

- Economic and market environment
- Political environment
- Technology obsolescence
- Financial reporting
- Non recovery of inter corporate deposits/loans
- Investment
- Forex
- Legal and compliance
- Human resource

Each of the above risks to the extent they impact the operations of the Company are monitored through proper internal mechanisms which ensures that there are checks and balances which throw up indicators, if any of the above risks are likely to be encountered. A report is provided from time to time to the Audit Committee and the Board of Directors with respect to how each of those risks have been monitored to ensures there is no adverse impact on the Company's operations.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has devised a proper and adequate internal control system. Internal control ensures that all assets are safeguarded and protected against unauthorised use or disposal. Each and every transaction is processed through proper channel of authorised personnel and is recorded and reported correctly. The Company's internal control system is commensurate with the nature of its business and the size and complexity of its operations.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCE MANAGEMENT/ INDUSTRIAL RELATIONS

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

There were 13 permanent employees on the rolls of the Company as on March 31, 2017.

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, the laws and other factors such as litigation and industrial relations.

Annexure "G" to the Board's Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on financial year ended 31st March, 2017

[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 Computershare 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	Trading of Electronic Equipments	4652	8.26%
2	Treasury and Investments	6619	91.74%

** 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/GLN	Holding/ Subsidiary/ Associate	% of shares held*	Appli-cable section
1	IndusInd Media & Communications Limited IN Centre, Plot No. 49 & 50, 12th Road, MIDC, Andheri East, Mumbai - 400 093	U92132MH1995PLC085835	Subsidiary	68.21#	2(87)
2	Grant Investrade Limited IN Centre, Plot No. 49 & 50, 12th Road, MIDC, Andheri East, Mumbai - 400 093	U67120MH1997PLC106676	Subsidiary	100.00	2(87)

 # Out of 68.21%, Company's holding in IndusInd Media & Communications Limited is 40.28% and 27.92% is held by Grant Investrade Limited, a wholly owned subsidiary of the Company.

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

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held*	Applicable section
3.	U S N Networks Private Limited Aerolex No. 109, 2nd Floor, K.H.Road, Bangalore - 560 027, Karnataka	U32201KA1998PTC024066	Subsidiary	100.00	2(87)
4.	United Mysore Network Private Limited No. 21/A, 1st Floor, Vishwamanava Double Road, Saraswathi Puram, Mysore - 570 009, Karnataka	U85110KA1996PTC021258	Subsidiary	99.45	2(87)
5.	Gold Star Noida Network Private Limited 18, Shopping Centre, Gulmohar Park, Delhi - 110 049	U72300DL2007PTC170234	Subsidiary	100.00	2(87)
6.	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)
7.	Apna Incable Broadband Services Private Limited Qtr.No.52, Old Ngo's Colony, Subhash Nagar,Nizamabad-503002, Andhra Pradesh	U64201TG2008PTC061307	Subsidiary	100.00	2(87)
8.	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)
9.	Sainath In Entertainment Private Limited 101, Saidham Bldg., Kharigaon, Kalwa (West), Thane - 400 605	U92190MH2009PTC196339	Subsidiary	51.00	2(87)
10.	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)
11.	Goldstar Infotainment Private Limited Hanjer Nagar, "B" Wing, Shop No.5, Pump House, Andheri (East), Mumbai - 400 093.	U64204MH2007PTC172051	Subsidiary	98.92	2(87)
12.	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)
13.	Darpita Trading Company Private Limited Siddharth Chambers, 2nd Floor, Opp. Nilkanth Chaya, Building, Adharwadi Chowk, Kalyan West - 421 301	U51900MH2008PTC186699	Subsidiary	51.00	2(87)
14.	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)
15.	Vistaar Telecommunication & 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)

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

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held*	Applicable section
16.	Advance Multisystem Broadband Communications Limited Bankim-Kanan,Chinsurah Station Road, Near Radio Center,P.O. Chinsurah, Chinsurah - 712102, West Bengal	U64202WB2000PLC091088	Subsidiary	59.61	2(87)
17.	Amaravara Indigital Media Services Private Limited UMA Hyderabad House, 6-3-1090/1/1, 2nd Floor, Raj Raj Bhavan Road, Somajiguda, Hyderabad - 500082	U92130TG2011PTC076743	Subsidiary	76.00	2(87)

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

IV. SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

i) Category-wise Shareholding

	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	1617185	0	1617185	7.87	1617185	0	1617185	7.87	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corp.	10179294	0	10179294	49.52	10179294	0	10179294	49.52	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	2445	0	2445	0.01	41021	0	41021	0.20	0.19
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00

	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	
(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 Institutional Investors	934200	0	934200	4.54	918756	0	918756	4.47	(0.08)
(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)	3400	0	3400	0.02	7	0	7	0.00	(0.02)
	Sub-Total B (1)	**940045**	**0**	**940045**	**4.57**	**959784**	**0**	**959784**	**4.67**	**0.10**
(2)	**Non-Institutions**									
(a)	Bodies Corporate	733712	3775	737487	3.59	687729	3750	691479	3.36	(0.22)
(b)	Individuals									
(i)	Individuals holding nominal share capital upto ₹1 lakh	1727304	36144	1763448	8.58	1642789	36044	1678833	8.17	(0.41)
(ii)	Individuals holding nominal share capital in excess of ₹1 lakh	2401638	0	2401638	11.68	2521318	0	2521318	12.27	0.58
(c)	Others									
	Clearing Members	12436	0	12436	0.06	2394	0	2394	0.01	0.05
	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
	Non Resident Companies	0	15000	15000	0.07	0	15000	15000	0.07	0.00
	Non Resident Indians	103988	0	103988	0.51	97238	0	97238	0.47	(0.03)
	NRI Non-Repatriation	18995	0	18995	0.09	26980	0	26980	0.13	0.04
	Trusts	50	0	50	0.00	61	0	61	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2)	**5002508**	**55044**	**5057552**	**24.60**	**4982894**	**54919**	**5037813**	**24.51**	**(0.10)**
	Total B=B(1)+B(2)	**5942553**	**55044**	**5997597**	**29.18**	**5942678**	**54919**	**5997597**	**29.18**	**0.00**
	Total (A+B)	**20500459**	**55044**	**20555503**	**100.00**	**20500584**	**54919**	**20555503**	**100.00**	**0.00**
(C)	Shares held by custodians for GDRs and ADRs									
	Grand Total (A+B+C)	**20500459**	**55044**	**20555503**	**100.00**	**20500584**	**54919**	**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	0.15	0.00	31600	0.15	0.00	0.00
2	Ashok P. Hinduja jointly with Harsha Ashok Hinduja	45313	0.22	0.00	45313	0.22	0.00	0.00
3	Harsha Ashok Hinduja	16695	0.08	0.00	16695	0.08	0.00	0.00
4	Harsha Ashok Hinduja jointly with Ashok Parmanand Hinduja	557498	2.71	0.00	557498	2.71	0.00	0.00
5	Vinoo Srichand Hinduja	61065	0.30	0.00	61065	0.30	0.00	0.00
6	Ambika Ashok Hinduja	177242	0.86	0.00	177242	0.86	0.00	0.00
7	Shom Ashok Hinduja	140007	0.68	0.00	140007	0.68	0.00	0.00
8	Shanoo S. Mukhi	955	0.00	0.00	955	0.00	0.00	0.00
9	A P Hinduja, Karta of A.P. Hinduja (HUF)	54327	0.26	0.00	54327	0.26	0.00	0.00
10	Ashok P. Hinduja, Karta of S.P. Hinduja (HUF Bigger)	532483	2.59	0.00	532483	2.59	0.00	0.00
11	Hinduja Group Limited	5552449	27.01	0.00	5552449	27.01	0.00	0.00
12	Hinduja Group Limited jointly with Hinduja Realty Ventures Limited (as the Demat Account holder & Partners of Aasia Exports)	3353123	16.31	0.00	3053123	14.85	0.00	(1.46)
13	Aasia Corporation LLP*	1100879	5.36	0.00	1400879	6.82	0.00	1.46
14	Hinduja Properties Limited	172843	0.84	0.00	172843	0.84	0.00	0.00
15	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**

* The name of demat account of Aasia Corporation LLP was Hinduja Group Limited jointly with Hinduja Realty Ventures Limited (as the Demat Account Holder and Partners of Aasia Corporation). Aasia Corporation a partnership firm converted in to Aasia Corporation LLP under LLP Act, 2008 w.e.f April 01, 2016. However, no change in the shareholding of the Promoters / Promoter Group.

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**					
	At the beginning of the year	31600	0.15	31600	0.15	
	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	31600	0.15	
2	**Ashok P. Hinduja jointly with Harsha Ashok Hinduja**					
	At the beginning of the year	45313	0.22	45313	0.22	
	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	45313	0.22	
3	**Harsha Ashok Hinduja**					
	At the beginning of the year	16695	0.08	16695	0.08	
	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	16695	0.08	
4	**Harsha Ashok Hinduja jointly with Ashok Parmanand Hinduja**					
	At the beginning of the year	557498	2.71	557498	2.71	
	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	557498	2.71	
5	**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	

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	**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	
7	**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	
8	**Shanoo S Mukhi**					
	At the beginning of the year	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	
9	**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	
10	**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	

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	**Hinduja Group Limited**					
	At the beginning of the year	5552449	27.01	5552449	27.01	
	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	5552449	27.01	
12	**Hinduja Group Limited jointly with Hinduja Realty Ventures Limited (as the Demat Account Holder and Partners of Aasia Exports)**					
	At the beginning of the year	3353123	16.31	3353123	16.31	
	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) **27-03-2017**	(300000)	(1.46)	3053123	14.85	Sale
	At the End of the year	0	0.00	3053123	14.85	
13	**Aasia Corporation LLP***					
	At the beginning of the year	1100879	5.36	1100879	5.36	
	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) **27-03-2017**	300000	1.46	1400879	6.82	Purchase
	At the End of the year	0	0.00	1400879	6.82	
14	**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)	–	–	–	–	No Change
	At the End of the year	0	0.00	172843	0.84	
15	**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	

* The name of demat account of Aasia Corporation LLP was Hinduja Group Limited jointly with Hinduja Realty Ventures Limited (as the Demat Account Holder and Partners of Aasia Corporation). Aasia Corporation a partnership firm converted in to Aasia Corporation LLP under LLP Act, 2008 w.e.f April 01, 2016. However, no change in the shareholding of the Promoters / Promoter Group.

(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)	0.00	0.00	874147	4.25	
2	**Dilipkumar Lakhi**					
	At the beginning of the year	556885	2.71	556885	2.71	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	22-07-2016	514	0.00	557399	2.71	Purchase
	30-09-2016	16115	0.08	573514	2.79	Purchase
	07-10-2016	1809	0.01	575323	2.80	Purchase
	14-10-2016	3678	0.02	579001	2.82	Purchase
	21-10-2016	17263	0.08	596264	2.90	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	596264	2.90	
3	**Ranga Prasad N**					
	At the beginning of the year	459524	2.24	459524	2.24	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	08-04-2016	2223	0.01	461747	2.25	Purchase
	15-04-2016	159	0.00	461906	2.25	Purchase
	06-05-2016	10706	0.05	472612	2.30	Purchase
	20-05-2016	6513	0.03	479125	2.33	Purchase
	27-05-2016	2100	0.01	481225	2.34	Purchase
	15-07-2016	400	0.00	481625	2.34	Purchase
	22-07-2016	131	0.00	481756	2.34	Purchase
	19-08-2016	1333	0.01	483089	2.35	Purchase
	16-09-2016	1193	0.01	484282	2.36	Purchase
	07-10-2016	2828	0.01	487110	2.37	Purchase
	25-11-2016	5	0.00	487115	2.37	Purchase
	10-02-2017	5477	0.03	492592	2.40	Purchase
	17-03-2017	290	0.00	492882	2.40	Purchase
	24-03-2017	320	0.00	493202	2.40	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	493202	2.40	

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	457601	2.23	457601	2.23	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	08-04-2016	966	0.00	458567	2.23	Purchase
	06-05-2016	5716	0.03	464283	2.26	Purchase
	20-05-2016	5624	0.03	469907	2.29	Purchase
	27-05-2016	8181	0.04	478088	2.33	Purchase
	10-06-2016	3552	0.02	481640	2.34	Purchase
	29-07-2016	238	0.00	481878	2.34	Purchase
	19-08-2016	323	0.00	482201	2.35	Purchase
	26-08-2016	691	0.00	482892	2.35	Purchase
	02-09-2016	100	0.00	482992	2.35	Purchase
	09-09-2016	601	0.00	483593	2.35	Purchase
	16-09-2016	134	0.00	483727	2.35	Purchase
	07-10-2016	500	0.00	484227	2.36	Purchase
	23-12-2016	375	0.00	484602	2.36	Purchase
	10-02-2017	1966	0.01	486568	2.37	Purchase
	17-03-2017	380	0.00	486948	2.37	Purchase
	24-03-2017	225	0.00	487173	2.37	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	487173	2.37	
5	**Vallabh Realtors Private Limited**					
	At the beginning of the year	205100	1.00	205100	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	205100	1.00	
6	**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)	–	–	–	–	No Change
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	175000	0.85	

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	
7	**Bhavesh Dhireshbhai Shah**					
	At the beginning of the year	171583	0.83	171583	0.83	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	29-07-2016	(2290)	0.01	169293	0.82	Sale
	23-09-2016	5	0.00	169298	0.82	Purchase
	02-12-2016	16114	0.08	185412	0.90	Purchase
	31-03-2017	726	0.00	186138	0.91	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	186138	0.91	
8	**Manish Lakhi**					
	At the beginning of the year	163082	0.79	163082	0.79	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): **08-04-2016**	5799	0.03	168881	0.82	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	168881	0.82	
9	**Hindusthan Consultancy and Services Limited**					
	At the beginning of the year	70000	0.34	70000	0.34	
	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	70000	0.34	
*10	**New Leaina Investments Limited**					
	At the beginning of the year	50000	0.24	50000	0.24	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): **15-04-2016**	(50000)	0.24	0	0.00	Sale
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	0	0.00	
**11	**Isha Securities Limited**					
	At the beginning of the year	37564	0.18	37564	0.18	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): **17-03-2017**	4764	0.02	42328	0.21	Purchase
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	42328.00	0.21	

* New Leaina Investments Limited was in the list of Top Ten Shareholders as on 01-04-2016 but ceased to be in the List of Top Ten Shareholders as on 31-03-2017.

** Isha Securities Limited was not in the list of Top Ten Shareholders as on 01-04-2016 but was in the List of Top Ten Shareholders as on 31-03-2017.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Directors and KMP	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	76913	0.37	76913	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	76913	0.37
2	**Prashant Asher**				
	At the beginning of the year	125	0.00	125	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	3,630,000,000	–	–	3,630,000,000
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	75,944,217	–	–	75,944,217
Total (i+ii+iii)	**3,705,944,217**	**–**	**–**	**3,705,944,217**
Change in Indebtedness during the financial year				
Addition on Merger	–	–	–	–
• Addition	890,000,000	–	–	890,000,000
• Reduction	880,000,000	–	–	880,000,000
Net Change	**10,000,000**	**–**	**–**	**10,000,000**
Indebtedness at the end of the financial year				
i) Principal Amount	3,640,000,000			3,640,000,000
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	74,164,686	–	–	74,164,686
Total (i+ii+iii)	**3,714,164,686**	**–**	**–**	**3,714,164,686**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager Ashok Mansukhani (Whole-Time Director)	Total
1.	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	9,045,040	9,045,040
	(b) Value of perquisite u/s 17(2) of the Income-tax Act, 1961	32,400	32,400
	(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 - As % of profit - Others, specify	NIL	NIL
5.	Other	NIL	NIL
	Total (A)	**9,077,440**	**9,077,440**
	Ceiling as per the Act		**3,87,36,000**

B. Remuneration to other directors:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Anil Harish	Rajendra Chitale	Prashant Asher	Bhumika Batra	
1	**Independent Directors**					
	Fee for attending board meetings	800,000	700,000	800,000	800,000	3,100,000
	Commission	Nil	Nil	Nil	Nil	Nil
	Others	Nil	Nil	Nil	Nil	Nil
	Audit Committee	500,000	500,000	Nil	Nil	1,000,000
	Nomination and Remuneration Committee	100,000	100,000	100,000	Nil	300,000
	CSR Committee	Nil	Nil	Nil	Nil	Nil
	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)	**1,450,000**	**1,350,000**	**1,050,000**	**950,000**	**4,800,000**

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Sudhanshu Tripathi	Anthony D'Silva	Total Amount
2.	**Other Non-Executive Directors**			
	Fee for attending board meetings	800,000	400,000	1,200,000
	Commission	Nil	Nil	Nil
	Others	Nil	Nil	Nil
	Audit Committee	500,000	Nil	500,000
	Nomination and Remuneration Committee	50,000	Nil	50,000
	CSR Committee	Nil	Nil	Nil
	Separate Meeting of Independent Directors	Nil	Nil	Nil
	Stakeholders Relationship Committee	Nil	Nil	Nil
	Total (2)	**13,50,000**	**4,00,000**	**1,750,000**
	Total (B)= (1+2)			**6,550,000**
	Total Managerial Remuneration (A+B)			**15,627,440**
	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	2,488,249	2,488,249
(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			
2.	Stock Option	Nil	Nil	-
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - As % of profit - Others, specify	Nil	Nil	Nil
5.	Other	Nil	Nil	Nil
	Total	Nil	**2,488,249**	**2,488,249**
	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
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 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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, 2017 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, 2017 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;

   (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**); and

   (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 1 and 2 issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the Secretarial Standards issued 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 except in some cases where the Board Meetings were held at shorter notice to transact urgent business with the consent of all the directors and 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. A Special Resolution was passed at the Thirty- First Annual General Meeting held on 22nd September, 2016 by the Members of the Company to adopt a new set of Articles of Association pursuant to section 14 of Companies Act, 2013.
2. The Company has obtained approval of members through postal ballot under section 186 of the Companies Act, 2013 by way of special resolution for increasing the limit for making investments, giving loans, giving guarantees and providing securities upto a maximum limit of ₹ 2,000 Crores over and above the ceiling limit prescribed under Section 186 of the Companies Act, 2013 computed as at the beginning of each financial year in which loans are given or investments are made on December 16, 2016.

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

Place : Mumbai
Date : May 12, 2017

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

Our 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 : May 12, 2017

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 Healthcare 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) 2. Mr. Prashant Asher - (Independent) 3. Mr. Ashok Mansukhani - (Whole -Time Director)
3	Average Net profit of the company for last three financial years	₹ 2,860.72 Lakhs
4	CSR expenditure (2% of the amount as in item no. 3)	₹ 57.21 Lakhs
5	Details of CSR spend during the year: a) Total amount spend during the financial year. b) Amount un-spend, if any c) Manner in which the amount spend during the financial year	 ₹ 60.00 Lakhs Nil The Company has paid to Hinduja Foundation (HF) towards Rural Development in Jawahar Taluka, Maharashtra for implementing a project on livelihood, sanitation and providing drinking water. The details are given overleaf.

Manner in which the amount spend during the financial year

S. 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 in Jawahar Taluka, Maharashtra, for the project on livelihood, sanitation and providing drinking water.	Promoting Health Care including Preventive Health Care and Rural Development (Covered under clause no. (i) and (x) respectively of Schedule VII of the Companies Act, 2013)	Jawahar Taluka, Palghar district, Maharashtra	₹ 60 Lakhs	₹ 60 Lakhs	₹ 60 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 23, 2017

Anil Harish
Chairman, CSR Committee

Ashok Mansukhani
Whole -Time Director

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 in remuneration of each Director, Chief Financial Officer (CFO) and Company Secretary (CS) during the financial year 2016-2017, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-2017 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:**

Sr. No.	Name of the Director / Key Managerial Person (KMP) and Designation	Remuneration of Director /KMP for the financial year 2016-17 (₹ in lakhs)	% increase/ (decrease) in remuneration in the financial year 2016-17	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Ashok P. Hinduja (Whole-Time Director)	Nil	–	–	During the year total income of the Company has decreased by 38.83% and profit after tax has increased by 2.31%.
2	Ashok Mansukhani (Whole-Time Director)	*106.70	11.15	17.78	
3	Amar Chintopanth (CFO)	Nil	–	Not Applicable	
4	Hasmukh Shah (CS)	27.83	21.00	Not Applicable	

*The Board of Directors at its Meeting held on May 12, 2017 approved an increase in the remuneration of Mr. Ashok Mansukhani, Whole-Time Director of the Company from ₹ 96 Lakhs to ₹ 160 Lakhs p.a. effective from February 01, 2017 subject to the approval of the Members. Accordingly, based on entitlement, proportionate remuneration of ₹ 106.70 Lakhs has been considered for financial year 2016-17.

2. The median remuneration of the employees of the Company during the financial year was ₹ 6 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 3.10%.

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

   There were 13 permanent employees on the rolls of the Company as on March 31, 2017.

5. Average percentile increase made in the salaries of employees other than the managerial personnel in the financial year 2016-2017 was 13.30% and the percentile increase in the managerial remuneration for the same financial year was 11.15% which was in lines with industry trend and company's performance.

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 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 is attached as Annexure "K" to this Report.

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	67	Whole-Time Director	*106.70	Contractual	MA, LLB	47	April 30, 2012	Management consultant for period of 4 years

* The Board of Directors at its Meeting held on May 12, 2017 approved an increase in the remuneration of Mr. Ashok Mansukhani, Whole-Time Director of the Company from ₹ 96 Lakhs to ₹ 160 Lakhs p.a. effective from February 01, 2017 subject to the approval of the Members. Accordingly, based on entitlement, proportionate remuneration of ₹ 106.70 Lakhs has been considered for the financial year 2016-17.

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.

For and on behalf of the Board of Directors

Place : Mumbai
Date : August 23, 2017

Ashok P. Hinduja
Executive Chairman

Financial Statements

Independent Auditor's Report

TO THE MEMBERS OF HINDUJA VENTURES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of HINDUJA VENTURES LIMITED ("the Company"), which comprise the Balance Sheet as at March, 31 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act.

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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Independent Auditor's Report

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 41 to the standalone financial statements. As explained therein, the Company has prepared the financial statements as per Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2006 read with Companies (Accounting Standards) Amendment Rules, 2016 issued under Section 133 of the Companies Act, 2013 as the Company, based on an independent legal opinion, is of the view that it will be required to comply with the Indian Accounting Standards (Ind AS) issued under the Companies (Indian Accounting Standards) Rules, 2015 read with Companies (Indian Accounting Standards) (Amendment) Rules, 2016 from the financial year commencing April 1, 2018 and not from the current financial year.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit 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.

   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, and the Cash Flow Statement 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 Accounting Standards prescribed under section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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 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.

      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.

iv. The Company has provided requisite disclosures in the standalone financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November 2016 to 30th December 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of account maintained by the Company.

2. 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)

R. Laxminarayan

Partner
(Membership No. 33023)

Place : Mumbai

Date : May 12, 2017 (23rd August, 2017 as to effect the matters discussed in Note 47 to the standalone financial statements)

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(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 31st March, 2017)

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")

We have audited the internal financial controls over financial reporting of Hinduja Ventures Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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 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

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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.

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.

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

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.

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

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.

Annexure “A” to the Independent Auditor’s Report

Opinion

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, 2017, 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.

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

R. Laxminarayan
Partner
(Membership No. 33023)

Place : Mumbai
Date : May 12, 2017 (23rd August, 2017 as to effect the matters discussed in Note 47 to the standalone financial statements)

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 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, 2017)

(i) In respect of its fixed assets:

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

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

c) The Company does not have any immovable properties 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), 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 39 to the standalone financial statements).

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(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, Sales Tax, Wealth Tax, Service Tax, custom duty, excise duty, Value added tax, 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, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty, Value added tax, Cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.

c) There are no dues of Sales Tax, Service Tax, Custom duty, Excise duty, Value added tax 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, 2017 on account of any disputes 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 Lakhs)	Amount unpaid (₹ in Lakhs)
The Income Tax Act, 1961	Income tax	High Court of Judicature at Bombay	Assessment Years 1994-1995, 1995-1996, 1996 –1997, 1999-2000, 2000-2001,2002-2003, 2004-2005 and 2008-2009	8,719.11	4,672.40
		Income Tax Appellate Tribunal, Mumbai	Assessment Years 2000-2001, 2001-2002 2007-08, 2009-2010 and 2010-11 and 2011-12	25,508.99	923.68
		Commissioner of Income Tax (Appeals)	Assessment Years 2013-2014 and 2014-15	5,929.79 (*)	2,482.95 (*)
			Total	40,157.89	8,079.03

*includes an amount of Rs 1,435.28 Lakhs pertaining to IT/ ITES business which is reimbursable by Hinduja Global Solutions Limited as stated in footnote 1 to Note 26 (A) to the standalone financial statements.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government and dues to debenture holders.

(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 accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013

(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 etc. 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 40 to the standalone financial statements).

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

R. Laxminarayan
Partner
(Membership No. 33023)

Place : Mumbai
Date : May 12, 2017 (23rd August, 2017 as to effect the matters discussed in Note 47 to the standalone financial statements)

Balance Sheet
as at 31st March, 2017

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
I EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUNDS			
Share capital	2	**2,055.55**	2,055.55
Reserves and surplus	3	**100,779.49**	90,500.15
		102,835.04	92,555.70
2 NON-CURRENT LIABILITIES			
Long-term borrowings	4	**22,500.00**	26,100.00
Deferred tax liabilities (net)	5	**74.58**	83.81
Long-term provisions	6	**46.61**	34.03
		22,621.19	26,217.84
3 CURRENT LIABILITIES			
Short-term borrowings	7	**3,683.60**	13,930.31
Trade payables			
Dues to micro, small and medium enterprises	43	**–**	–
Others	8	**41.31**	9,496.85
		41.31	9,496.85
Other current liabilities	9	**12,136.14**	4,100.34
Short-term provisions	10	**360.19**	347.51
TOTAL		**16,221.24**	27,875.01
		141,677.47	146,648.55
II ASSETS			
1 NON-CURRENT ASSETS			
Property, Plant and Equipment	11		
(i) Tangible assets		**1,171.36**	1,288.93
(ii) Intangible assets		**1.65**	2.35
		1,173.01	1,291.28
Non-current investments	12	**43,399.51**	61,378.79
Long-term loans and advances	13	**8,458.47**	8,944.18
		53,030.99	71,614.25
2 CURRENT ASSETS			
Inventories	14	**43,087.79**	49,890.06
Trade receivables	15	**251.90**	9,098.15
Cash and cash equivalents	16	**556.32**	453.79
Short-term loans and advances	17	**44,692.38**	15,158.94
Other current assets	18	**58.09**	433.36
		88,646.48	75,034.30
TOTAL		**141,677.47**	146,648.55

See accompanying notes 1 to 48 forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : August 23, 2017

For and on behalf of the Board of Directors

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Hasmukh Shah
Company Secretary

Amar Chintopanth
Chief Financial officer

Place : Mumbai
Date : August 23, 2017

Statement of Profit and Loss

for the year ended 31st March, 2017

(₹ in Lakhs)

	Particulars	Note No.	Year ended 31.03.2017	Year ended 31.03.2016
I	**INCOME**			
	Revenue from operations	19	**20,174.49**	33,246.64
	Other income	20	**164.33**	1.91
	Total Revenue		**20,338.82**	33,248.55
II	**EXPENSES**			
	Purchase of Stock-in-trade		**984.76**	15,914.24
	Changes in inventories of stock-in-trade	21	**259.54**	(259.54)
	Employee benefit expenses	22	**262.96**	219.02
	Finance costs	23	**4,592.29**	3,839.16
	Depreciation and amortisation expenses	24	**119.43**	131.96
	Contribution towards corporate social responsibility	45	**60.00**	25.13
	Other expenses	25	**1,225.52**	967.11
	Total Expenses		**7,504.50**	20,837.08
III	**Profit before tax**		**12,834.32**	12,411.47
	Tax Expenses			
	- Current tax		**2,653.00**	2,588.00
	- Less:- MAT credit entitlement	30	**(100.00)**	(250.00)
	- Deferred tax (Credit)/ Charge		**(9.23)**	14.38
IV	**Profit for the year from continuing operations**		**10,290.55**	10,059.09
V	**Earnings per equity share (Face value ₹10/- per share)**			
	- Basic	27	**50.06**	48.94
	- Diluted		**50.06**	48.94

See accompanying notes 1 to 48 forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : August 23, 2017

For and on behalf of the Board of Directors

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Hasmukh Shah
Company Secretary

Amar Chintopanth
Chief Financial officer

Place : Mumbai
Date : August 23, 2017

Cash Flow Statement
for the year ended 31st March, 2017

(₹ in Lakhs)

Particulars		Year ended 31.03.2017		Year ended 31.03.2016
A Cash Flow from Operating Activities				
Net profit before tax		**12,834.32**		12,411.47
Adjustments for:				
Depreciation	**119.43**		131.96	
Profit on sale of investments (net)	**(5,087.15)**		(5,376.57)	
Sundry Debit balances written back	**2.98**		1.96	
Sundry credit balances written back	**(11.75)**		(0.45)	
Finance Cost	**4,592.29**		3,839.16	
Gains on foreign currency (net)	**90.92**		(0.63)	
		(293.28)		(1,404.57)
		12,541.04		11,006.90
Operating profit before working capital changes				
Changes in working capital:				
Trade payables	**(9,538.65)**		9,411.74	
Short / long-term provisions	**25.26**		6.72	
Other current liabilities	**20.80**		4.64	
Trade receivables	**8,846.25**		(9,088.88)	
Inventories	**6,802.27**		(7,361.49)	
Loans and advances	**(29,487.70)**		(1,772.64)	
Other current assets	**(0.01)**		0.05	
Increase / (Decrease) in other non-current assets		**(23,331.78)**		(8,799.86)
Cash generated (used in)/ from operations		**(10,790.74)**		2,207.04
Taxes paid (net of refunds)		**(2,113.06)**		(2,587.10)
Net Cash generated from Operating Activities (A)		**(12,903.80)**		(380.06)
B Cash Flow from Investing Activities				
Purchase of tangible / intangible assets	**(1.88)**		(24.55)	
Sale of tangible assets	**0.73**		6.85	
Purchase of non-current investments	**(28,406.33)**		–	
Sale of non-current investments	**51,472.71**		6,700.24	
		23,065.23		6,682.54
Net Cash generated from Investing Activities (B)		**23,065.23**		6,682.54

Cash Flow Statement
for the year ended 31st March, 2017

(₹ in Lakhs)

Particulars		Year ended 31.03.2017		Year ended 31.03.2016
C Cash Flow from Financing Activities				
Finance Cost	**(4,676.04)**		(4,279.66)	
Borrowings availed during the year	**7,600.00**		36,630.31	
Borrowings repaid during the year	**(12,946.71)**		(30,385.00)	
Dividend paid	**(24.94)**		(6,659.17)	
Dividend distribution tax	**(11.21)**		(1,348.79)	
		(10,058.90)		(6,042.31)
Net Cash used in Financing Activities (C)		**(10,058.90)**		(6,042.31)
Net (Decrease) / Increase in Cash and Cash Equivalents (A+B+C)		**102.53**		260.17
Cash and cash equivalents received on Scheme of Amalgamation		**–**		104.21
Cash and cash equivalents at the beginning of the year		**453.79**		89.41
Cash and cash equivalents at the end of the year		**556.32**		453.79
Cash and cash equivalents comprises of:				
Cash on hand		**0.19**		0.34
Balance with banks				
- Current accounts		**22.95**		405.70
- Deposits		**53.97**		2.81
- Unpaid dividend accounts		**20.00**		44.94
- Cheques in hand		**459.21**		–
Total		**556.32**		453.79

Notes :

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

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : August 23, 2017

For and on behalf of the Board of Directors

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Hasmukh Shah
Company Secretary

Amar Chintopanth
Chief Financial officer

Place : Mumbai
Date : August 23, 2017

1 Significant accounting policies

a) Basis of Accounting

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The financial statements have been prepared on accrual basis under the historical cost convention.

b) Use of Estimates

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

c) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition, which includes taxes and duties including any cost attributable to bringing the asset to its working condition for its intended use, less accumulated depreciation.

d) Impairment of Assets

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

e) Depreciation and Amortisation

i) Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

ii) Intangible assets i.e. Computer software is amortised over a period of six years over their estimated useful life on straight line method.

f) Valuation of Stock-in-Trade

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

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

iii) Goods-In-Transit, Traded items sent by supplier are recognised based on Bill of Lading received from the Vendor regarding the dispatch of goods at cost. Goods-in-Transit available at Bonded Warehouses are recognised based on Bond Statement / Confirmation from authorities.

g) Investments

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

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

h) Revenue Recognition

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

ii) Sales are recognised, net of returns, on transfer of significant risks and rewards of ownership to the buyer which generally coincides in case of high sea sales at the time of signing of High Sea Sales agreement and in other cases at the time of dispatch to the customer.

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

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

i) Borrowing Cost

Borrowing cost attributable to the acquisition or construction of qualifying assets is capitalised as part of the cost of the assets. Other borrowing costs are recognised as an expense in the period in which they are incurred. Upfront processing Fees and other borrowing cost incurred on loans is amortised over the tenure of the loans.

j) Foreign Currency Transactions

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

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

Accounting for forward contract:

In respect of forward contracts to which Accounting Standards – 11 'The Effect of Change in Foreign Exchange Rates' has been applied, the premium or discount arising at the inception of such forward exchange contracts is amortised as expense or income over the life of the relevant contracts. Exchange differences on such contracts are recognised as an expense or income in the Statement of Profit and Loss in the reporting period in which the exchange rates change.

Derivative Accounting:

Derivative contracts which remain open as at reporting date, other than the forward contracts to which Accounting Standard - 11 'The Effect of Change in Foreign Exchange Rates' is applicable, are marked to market. The resultant losses are recognised in the Statement of Profit and Loss and gains, if any, are not recognized as a matter of prudence.

k) Employee Benefits

i) Long Term Employee Benefits:

Defined Contribution Plan

The Company has a Defined Contribution Plan namely Provident Fund.

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

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

The Company's contributions are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined Benefit Plan

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

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

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

ii) Other Employee Benefits:

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

l) Taxation

i) Current tax is measured on the basis of estimated taxable income and tax credits for the year computed in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

ii) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

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

m) Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

n) Segment Reporting

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

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

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

o) Leases

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

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

p) Earnings Per Share

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

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

q) Cash 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.

r) Cash Flow Statement

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

s) Provisions, Contingent Liabilities and Contingent Assets

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

2 Share capital

i) Particulars	As at 31.03.2017		As at 31.03.2016	
	Number of shares	Amount (₹ in Lakhs)	Number of shares	Amount (₹ in Lakhs)
Authorised				
Equity shares of ₹10 each	**80,000,000**	**8,000.00**	80,000,000	8,000.00
9.50% Preference Shares of ₹100 each	**1,000**	**1.00**	1,000	1.00
	80,001,000	**8,001.00**	80,001,000	8,001.00
Issued, subscribed and paid up				
Equity shares of ₹ 10 each fully paid	**20,555,503**	**2,055.55**	20,555,503	2,055.55
Total	**20,555,503**	**2,055.55**	20,555,503	2,055.55

Rights, Preferences and Restrictions attached to equity shares.

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

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

Particulars	As at 31.03.2017		As at 31.03.2016	
	Number of shares	Amount (₹ in Lakhs)	Number of shares	Amount (₹ in Lakhs)
Shares outstanding at the beginning of the year	**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

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

Name of the shareholder	As at 31.03.2017		As at 31.03.2016	
	Number of shares held	% of holding	Number of shares held	% of holding
Hinduja Group Limited *	**8,605,572**	**41.87%**	10,006,451	48.68%
Amas Mauritius Limited	**2,761,427**	**13.43%**	2,761,427	13.43%
Aasia Corporation LLP	**1,400,879**	**6.82%**	–	–

* including shares held jointly with Hinduja Realty Ventures Limited

(₹ in Lakhs)

	Particulars	As at 31.03.2017	As at 31.03.2016
3	**Reserves and surplus**		
	Securities premium account		
	Opening balance	**670.58**	670.58
	Closing balance	**670.58**	670.58
	General reserve		
	Opening balance	**24,755.56**	24,755.56
	Closing balance	**24,755.56**	24,755.56
	Capital reserve		
	Opening balance	**6,195.64**	–
	Addition Pursuant to Scheme of Amalgamation	**–**	6,195.64
	Closing balance	**6,195.64**	6,195.64
	Surplus in Statement of Profit and Loss		
	Opening balance	**58,878.37**	54,208.30
	Less:- Pursuant to amalgamation	**–**	1,059.50
	Add: Net profit for the year	**10,290.55**	10,059.09
	Less: Appropriations		
	- Interim dividend [₹ NIL per share (Previous year ₹ 17.50 per share)]	**–**	3,597.21
	- Dividend distribution tax [Includes ₹ 11.21 Lakhs (Previous year ₹ NIL) relating to the previous year]	**11.21**	732.31
	Closing balance	**69,157.71**	58,878.37
	Total Reserves and surplus	**100,779.49**	90,500.15
4	**Long-term borrowings**		
	Secured Loans		
	Term Loans		
	From others		
	For nature of security and terms of repayment (Refer Note 38)	**22,500.00**	26,100.00
	Total	**22,500.00**	26,100.00
5	**Deferred tax liabilities (Net)**		
	Deferred Tax Liabilities		
	Depreciation on fixed assets	**108.26**	96.61
	Total Deferred Tax Liabilities (A)	**108.26**	96.61
	Deferred Tax Assets		
	Liabilities to be deducted for tax purposes when paid	**33.68**	12.80
	Total Deferred Tax Assets (B)	**33.68**	12.80
	Net Deferred tax liabilities (A-B)	**74.58**	83.81

(₹ in Lakhs)

	Particulars	As at 31.03.2017	As at 31.03.2016
6	**Long-term provisions**		
	Provision for employee benefits		
	- Provision for gratuity	**37.46**	27.73
	- Provision for compensated absences	**9.15**	6.30
	Total	**46.61**	34.03
7	**Short-term borrowings**		
	Secured Loans		
	Other Loans and Advances		
	From Others		
	For nature of security and terms of repayment (Refer Note 38)	**2,700.00**	7,500.00
	Other Loans and Advance		
	From Banks (Buyers Credit)		
	For nature of security and terms of repayment (Refer Note 38)	**983.60**	6,430.31
	Total	**3,683.60**	13,930.31
8	**Trade payables**		
	Dues to micro, small and medium enterprises (Refer Note 43)	**–**	–
	Others	**41.31**	9,496.85
	Total	**41.31**	9,496.85
9	**Other current liabilities**		
	Current maturities of long-term borrowings - Secured (Refer Note 38)	**11,200.00**	2,700.00
	Unclaimed dividend #	**20.00**	44.94
	Interest accrued but not due on borrowings		
	- Term Loan	**741.65**	759.44
	- Buyers Credit	**7.17**	30.34
	Forward Contract payable - Net	**63.14**	482.24
	Statutory dues	**104.18**	83.38
	Total	**12,136.14**	4,100.34
	# There are no amounts due and outstanding to be credited to investor education and protection fund.		
10	**Short-term provisions**		
	Provision for gratuity	**11.92**	0.86
	Provision for compensated absences	**3.73**	2.11
	Provision for income tax (net of advance tax)	**344.54**	344.54
	Total	**360.19**	347.51

11 Property, Plant and Equipment

(₹ in Lakhs)

	Description	Gross block (At cost)				Depreciation and amortisation				Net block	
		As at 01.04.2016	Additions	Disposal	As at 31.03.2017	Upto 31.03.2016	For the Period	Disposal / adjustment	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
I	**Tangible assets:**										
A	**Own assets:**										
	Furniture and fixtures	1.45	–	–	**1.45**	1.28	0.03	–	**1.31**	**0.14**	0.17
		[1.45]	[–]	[–]	[1.45]	[1.25]	[0.03]	[–]	[1.28]		
	Vehicles	271.49	–	–	**271.49**	136.68	21.17	–	**157.85**	**113.64**	134.81
		[275.07]	[21.00]	[24.58]	[271.49]	[123.49]	[31.55]	[18.36]	[136.68]		
	Office equipments	4.36	0.82	2.15	**3.03**	2.18	0.59	1.42	**1.35**	**1.68**	2.18
		[3.86]	[0.50]	[–]	[4.36]	[1.61]	[0.57]	[–]	[2.18]		
	Computers & Data Processing units	44.43	1.08	1.59	**43.92**	38.39	2.14	1.58	**38.95**	**4.97**	6.04
		[41.39]	[3.04]	[–]	[44.43]	[35.89]	[2.50]	[–]	[38.39]		
	TOTAL (A)	**321.73**	**1.90**	**3.74**	**319.89**	**178.53**	**23.93**	**3.00**	**199.46**	**120.43**	**143.20**
	Previous Year	[321.77]	[24.54]	[24.58]	[321.73]	[162.24]	[34.65]	[18.36]	[178.53]		
B	**Assets given on operating lease:**										
	Plant and Equipment	2,245.93	–	–	**2,245.93**	1,100.20	94.80	–	**1,195.00**	**1,050.93**	1,145.73
		[2,245.93]	[–]	[–]	[2,245.93]	[1,005.15]	[95.05]	[–]	[1,100.20]		
	TOTAL (B)	**2,245.93**	**–**	**–**	**2,245.93**	**1,100.20**	**94.80**	**–**	**1,195.00**	**1,050.93**	**1,145.73**
	Previous Year	[2,245.93]	[–]	[–]	[2,245.93]	[1,005.15]	[95.05]	[–]	[1,100.20]		
	TOTAL (I) (A+B)	**2,567.66**	**1.90**	**3.74**	**2,565.82**	**1,278.73**	**118.73**	**3.00**	**1,394.46**	**1,171.36**	**1,288.93**
	Previous Year	[2,567.70]	[24.54]	[24.58]	[2,567.66]	[1,167.39]	[129.70]	[18.36]	[1,278.73]		
II	**Intangible assets:**										
	Computer software - acquired	13.76	–	–	**13.76**	11.41	0.70	–	**12.11**	**1.65**	2.35
		[13.76]	[–]	[–]	[13.76]	[9.15]	[2.26]	[–]	[11.41]		
	TOTAL (II)	**13.76**	**–**	**–**	**13.76**	**11.41**	**0.70**	**–**	**12.11**	**1.65**	**2.35**
	Previous Year	[13.76]	[–]	[–]	[13.76]	[9.15]	[2.26]	[–]	[11.41]	–	–
	TOTAL (I+II)	**2,581.42**	**1.90**	**3.74**	**2,579.58**	**1,290.14**	**119.43**	**3.00**	**1,406.57**	**1,173.01**	**1,291.28**
	Previous Year	[2,581.46]	[24.54]	[24.58]	[2,581.42]	[1,176.54]	[131.96]	[18.36]	[1,290.14]		

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

(₹ in Lakhs)

	Particulars	As at 31.03.2017	As at 31.03.2016
12	**Non-current investments**		
	Long term investments (Fully paid, at Cost)		
	(A) Trade Investments		
	a) Unquoted Equity Instruments		
	Investment in Subsidiaries:		
	44,658,583 [March 31, 2016: 41,455,683] equity shares of ₹10 each in IndusInd Media & Communications Limited	**25,922.28**	6,508.86
	6,789,420 [March 31, 2016: 6,154,902] equity shares of ₹10 each in Grant Investrade Limited	**10,435.25**	435.31
	b) Unquoted Preference Shares		
	Investment in Subsidiaries:		
	Nil [March 31, 2016: 1,000,000l] 1% Participatory Redeemable Non-Cumulative preference shares of ₹ 10 each in Grant Investrade Limited. (includes premium)	**–**	10,000.00
	Nil [March 31, 2016: 200,000,000l] 10% Redeemable Cumulative preference shares of ₹ 10 each in IndusInd Media & Communications Limited	**–**	20,000.00
	Total (A)	**36,357.53**	36,944.17
	(B) Other Investments		
	a) Quoted:		
	Investment in Equity Instruments:		
	1,916 [March 31, 2016: 1,916] equity shares of ₹ 2 each in GOCL Corporation Limited	**0.75**	0.75
	1,916 [March 31, 2016: 1,916] equity shares of ₹ 2 each in Gulf Oil Lubricants Limited	**0.34**	0.34
	2,185,196 [March 31, 2016: 2,185,196] equity shares of ₹10 each in IndusInd Bank Limited #	**3,732.19**	3,732.19
	24,007 [March 31, 2016: 24,007] equity shares of ₹10 each in VCK Capital Market Services Limited	**1.46**	1.46
	b) Unquoted:		
	Investment in Equity Instruments:		
	21,557,692 [March 31, 2016: 19,888,890] equity shares of ₹ 10 each in Hinduja Leyland Finance Limited	**3,307.24**	1,988.88
	Nil [March 31, 2016: 61,147,056] equity shares of ₹ 10 each in Hinduja Energy (India) Limited	**–**	18,711.00
	Total (B)	**7,041.98**	24,434.62
	Total (A+B)	**43,399.51**	61,378.79
	# 1,715,000 [March 31,2016: 1,750,000] equity shares pledged against loan availed		
	Aggregate amount of quoted investments	**3,734.74**	3,734.74
	Market value of quoted investments	**31,163.22**	21,156.59
	Aggregate amount of unquoted investments	**39,664.77**	57,644.05

(₹ in Lakhs)

	Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
13	**Long-term loans and advances**		
	Unsecured, Considered Good		
	Security deposits	–	1.65
	Other deposits	**10.43**	10.45
	Balances with Government authorities		
	-Service tax input and VAT credit receivables	**86.82**	130.91
	Advance tax and tax deducted at source (net of provision)	**578.66**	1,118.61
	MAT credit entitlement	**7,782.56**	7,682.56
	Total	**8,458.47**	8,944.18
14	**Inventories (At cost or net realisable value whichever is lower)**		
	Stock-in-Trade		
	Real estate (Refer Note 39)	**3,719.32**	3,719.32
	Shares #	**39,368.47**	45,911.20
	Set top Boxes - Goods in transit	–	259.54
	Total	**43,087.79**	49,890.06
	# 4,365,000 [March 31,2016: 6,850,000l] equity shares pledged against loan availed		
15	**Trade receivables**		
	Unsecured, Considered Good		
	Trade receivables outstanding for a period exceeding six months from the date they were due for payment	–	–
	Other trade receivables	**251.90**	9,098.15
	Total	**251.90**	9,098.15
16	**Cash and cash equivalents**		
	(a) Cash on hand	**0.19**	0.34
	(b) Cheques in hand	**459.21**	–
	(c) Balance with Banks		
	- Current accounts	**22.95**	405.70
	- Deposits*	**53.97**	2.81
	Total of cash and cash equivalents	**536.32**	408.85
	Other Bank Balances		
	Unpaid dividend accounts	**20.00**	44.94
	Total	**556.32**	453.79
	* Deposit with original maturity of more than three months but less than 12 months		
17	**Short-term loans and advances**		
	Secured, Considered Good		
	a) Loans and advances to related parties (Refer Note 32)		
	- Inter-corporate deposits	–	510.00
	Unsecured, Considered Good		
	a) Loans and advances to related parties		
	- Inter-corporate deposits	**44,685.00**	14,639.00
	b) Prepaid expenses	**4.38**	9.08
	c) Other receivables	**3.00**	0.86
	Total	**44,692.38**	15,158.94
18	**Other current assets**		
	Unamoritised borrowing expenses	**54.26**	130.87
	Interest accrued on deposits with banks	**1.58**	0.05
	Deferred premium on forward contracts	**2.25**	302.44
	Total	**58.09**	433.36

(₹ in Lakhs)

	Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
19	**Revenue from operations**		
	Sale of products		
	Sale of set top boxes	**1,365.48**	17,093.25
	Sale of services		
	- Sub broking income	**46.20**	7.38
	- Lease income - optical fibre cable	**300.00**	–
	Income from trading of securities (net)	**11,278.92**	9,551.47
	Other operating revenues		
	Interest		
	- On inter-corporate deposits	**1,648.49**	768.26
	- On deposits with banks	**12.34**	0.24
	Dividend		
	- Non-current investments non-trade	**98.51**	90.57
	- Investments held as stock-in-trade	**334.80**	357.84
	- Current investments non-trade	**2.60**	1.06
	Gain on sale of non-current investments (net)		
	- trade	**4,487.91**	–
	- non-trade	**599.24**	5,376.57
	Total	**20,174.49**	33,246.64
20	**Other income**		
	Miscellaneous income	**2.51**	1.28
	Bad Debt written off earlier, recovered	**55.00**	–
	Sundry Credit Balance Written Back	**11.75**	–
	Profit on sale of Assets (Net)	**–**	0.63
	Interest on Income Tax Refund	**95.07**	–
	Total	**164.33**	1.91
21	**Changes in Inventories of Stock-in-Trade**		
	Inventories at the beginning of the year		
	Real Estate	**3,719.32**	1,201.80
	Real Estate taken over on amalgamation	**–**	2,517.52
	Set top boxes	**259.54**	–
	Inventories at the end of the year		
	Real Estate	**(3,719.32)**	(3,719.32)
	Set top boxes	**–**	(259.54)
	Total	**259.54**	(259.54)

(₹ in Lakhs)

	Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
22	**Employee benefit expenses**		
	Salary and other benefits	**227.98**	198.29
	Contribution to employees' provident and other funds	**12.82**	11.33
	Gratuity (Refer Note 33)	**19.84**	5.39
	Staff welfare	**2.32**	4.01
	Total	**262.96**	219.02
23	**Finance costs**		
	Interest expense on		
	Term loans	**3,399.72**	1,854.82
	Inter-corporate deposits	**–**	486.14
	Interest on buyer credit	**142.00**	30.71
	Interest on debentures	**–**	1,255.15
	Other borrowing costs		
	Interest on others	**2.05**	–
	Amortisation of processing fees	**120.47**	23.86
	Premium on Forward Contracts	**682.93**	114.85
	Other finance costs on buyer credit	**245.12**	73.63
	Total	**4,592.29**	3,839.16
24	**Depreciation and amortisation expenses**		
	- Tangible assets	**23.93**	34.65
	- Assets given on operating lease	**94.80**	95.05
	- Intangible assets	**0.70**	2.26
	Total	**119.43**	131.96

(₹ in Lakhs)

	Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
25	**Other expenses**		
	Rent	**104.44**	123.52
	Repairs and maintenance others	**50.37**	51.44
	Insurance charges	**17.00**	13.62
	Rates and taxes	**23.81**	24.38
	Freight expenses	**0.99**	10.92
	Directors' sitting fees	**65.50**	63.50
	Auditors' remuneration		
	a) Statutory auditors		
	- Statutory audit	**23.10**	23.10
	- For Taxation Services	**14.04**	4.01
	- For other services	**7.13**	2.28
	- For reimbursement of expenses	**0.96**	–
		45.23	29.39
	b) Cost auditors - Cost audit	**0.67**	0.66
	Advertisement and business promotion	**13.23**	17.19
	Communication expenses	**8.90**	13.30
	Travelling expenses	**13.80**	29.75
	Professional fees (Net)	**617.43**	434.47
	Motor Car expenses	**28.80**	18.32
	Donations	**102.00**	100.00
	Sundry Debit Balance	**2.98**	1.96
	Loss on foreign currency (net)	**90.92**	0.93
	Miscellaneous expenses	**39.45**	33.76
	Total	**1,225.52**	967.11

26 (A) Contingent liabilities in respect of:

(₹ in Lakhs)

Sr. No.	Particulars	As at 31.03.2017	As at 31.03.2016
i.	Income Tax matters against which the Company has filed appeals / objections. (Refer Note 1 below)	**10,020.10**	7,773.53
ii.	Summary suit has been filed by Nishkalp Investments and Trading Company Limited with regard to the dispute for buyback of shares of Plus Paper Foodpac Limited (PPFL) vide agreement dated 25th November, 1997. The Management is of the opinion that the Company has good case and summary suit is not sustainable.	**867.12**	867.12

Notes:

1. Includes an amount of ₹ 7,144.06 (in Lakhs) [Previous Year - ₹ 7,173.48 (in Lakhs)] being disputed income tax liabilities pertaining to IT / ITES business, which is reimbursable from Hinduja Global Solutions Limited, pursuant to the Scheme of Arrangement and Reconstruction for demerger of IT / ITES business sanctioned by High Court of Judicature of Bombay and made effective on 7th March, 2007. In respect of the aforesaid disputed dues, an amount of ₹ 3,507.19 (in Lakhs) [Previous Year - ₹ 5,738.20 (in Lakhs)] has been deposited by the Company with income tax authorities under protest. The Company has received ₹ 3,318.99 (In Lakhs) upto 31st March, 2017 from Hinduja Global Solutions Limited to discharge part payment of disputed income tax liabilities pertaining to IT / ITES business, which is netted from advance tax and tax deducted at source (net of provisions).

2. With respect to the above, the Company does not expect any outflow of cash / resources.

(B) Other commitments:

a) Grant Investrade Limited ('Grant'), a wholly owned subsidiary of the Company has in Financial year 2014-15, availed a Loan against share facility of ₹ 29,500 Lakhs from Yes Bank Limited (YBL) repayable after 96 months from the date of disbursement. The Company has given an undertaking to YBL that in the event of any shortfall, the Company will infuse additional equity in Grant towards time, cost overrun and losses during the tenor of the loan.

b) The Company has given an undertaking to various banks to retain shareholding to the extent of 51% in the subsidiary viz. IndusInd Media & Communications Limited ('IMCL') and 100% in the subsidiary viz. Grant Investrade Limited (Grant), until all amounts outstanding under various Facility Agreements entered into by IMCL and Grant with the said banks are repaid in full by IMCL and Grant respectively.

27 Earnings per equity share

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Profit attributable to equity shareholders (₹ in Lakhs)	**10,290.55**	10,059.09
(b) Number of equity shares outstanding during the year		
- For Basic and Diluted earnings per share (Nos.)	**20,555,503**	20,555,503
(c) Nominal value of equity shares (₹)	**10.00**	10.00
(d) Basic earnings per share (₹) (a/b)	**50.06**	48.94
(e) Diluted earnings per share (₹) (a/b)	**50.06**	48.94

28 Details of traded goods under broad heads

(₹ in Lakhs)

Traded goods/Investments	Opening stock (A)	Transferred pursuant to Scheme of amalgamation	Purchases (B)	Sales (C)	Closing stock (D)
Shares-Indusind Bank Ltd.	**45,911.20**	–	–	**6,542.73**	**39,368.47**
	(8,765.74)	(30,043.51)	(12,201.93)	(14,651.45)	(45,911.20)
Real estate	**3,719.32**	–	–	**–**	**3,719.32**
	(1,201.80)	(2,517.52)	(–)	(–)	(3,719.32)
Set Top Box	**259.24**	–	**984.76**	**1,244.00**	**–**
	(–)	(–)	(15,914.24)	(17,093.25)	(259.24)

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

29 Operating leases

Where the Company is a lessee:

The Company has entered into cancellable leasing arrangement relating to office premises extending upto a maximum of five years from the respective date of inception which are renewable on mutual consent. Lease rental of ₹ 104.44 (in Lakhs) [Previous Year - ₹ 123.52 (in Lakhs)] has been included in 'Rent' - Refer Note 25 of the financial statements.

30 MAT credits

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

31 Segment reporting

Primary Segment

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

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

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

III. **Investments and Treasury** - This segment consists of activities relating to

i. Deployment of surplus funds and

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

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

Secondary Segment

There is no reportable Geographical Segment.

Business Segments

(₹ in Lakhs)

Sr. No.	Particulars	Media and communications		Real estate		Investments and Treasury		Total	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1	Segment Revenue	**1,665.48**	17,093.25	**–**	–	**18,509.01**	16,153.39	**20,174.49**	33,246.64
	Add: Other income							**–**	–
								20,174.49	33,246.64
2	Segment Results	**(1,339.36)**	1,008.98	**(97.32)**	(113.17)	**14,519.02**	11,794.22	**13,082.34**	12,690.03
	Add: Other income							**164.33**	1.91
	Less: Unallocated corporate expenses							**(412.35)**	(280.47)
	Total Profit Before Tax							**12,834.32**	12,411.47
3	Capital Employed								
	Segment Assets	**37,826.40**	48,022.34	**3,719.50**	3,719.50	**91,260.17**	85,648.13	**132,806.07**	137,389.97
	Add: Unallocated corporate assets							**8,871.40**	9,258.58
	Total Assets							**141,677.47**	146,648.55
	Segment Liabilities	**1,075.39**	17,136.54	**6.82**	3.94	**37,183.91**	36,340.41	**38,266.12**	53,480.89
	Add: Unallocated corporate liabilities							**576.31**	611.96
	Total Liabilities							**38,842.43**	54,092.85
	Segment capital employed	**36,751.01**	30,885.80	**3,712.68**	3,715.56	**54,076.26**	49,307.72	**94,539.95**	83,909.08
	Add: Unallocated capital employed							**8,295.09**	8,646.62
	Total Capital Employed							**102,835.04**	92,555.70
4	Capital Expenditure	–	–	–	–	**1.88**	24.54	**1.88**	24.54
5	Depreciation and Amortisation	**94.80**	95.05	**–**	–	**24.63**	36.91	**119.43**	131.96
6	Significant Non Cash Expenditure	–	–	–	–	**3.54**	2.89	**3.54**	2.89

Notes:

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

32 Related party disclosures (as identified by the Management)

I. Individual having control together with relatives and associates

Mr. Ashok P. Hinduja, Executive Chairman

II. Subsidiaries

A) Direct Subsidiaries

1. Grant Investrade Limited

B) Indirect Subsidiaries

1. IndusInd Media & Communications Limited (effective from 23rd March 2017)
2. USN Networks Private Limited
3. Gold Star Noida Network Private Limited
4. Seven Star Information Technology Private Limited (upto 29th June, 2016)
5. Bhima Riddhi Infotainment Private Limited
6. United Mysore Network Private Limited
7. Apna Incable Broadband Services Private Limited
8. Sangli Media Services Private Limited
9. Sainath In Entertainment Private Limited
10. Sunny Infotainment Private Limited
11. Goldstar Infotainment Private Limited
12. Ajanta Sky Darshan Private Limited
13. V4U Entertainment Private Limited (upto 12th July, 2016)
14. Darpita Trading Company Private Limited
15. RBL Digital Cable Network Private Limited
16. Vistaar Telecommunication and Infrastructure Private Limited
17. Advance Multisystem Broadband Communications Limited
18. Amaravara Digital Private Limited (effective from 1st April, 2015)

III. Associates

1. Planet E-Shop Holdings India Limited (upto 24th. March, 2016)
2. IN Entertainment (India) Limited (upto 24th. March, 2016)

IV. Key Management Personnel

1. Mr. Ashok Mansukhani, Whole - Time Director

V. Enterprises where common control exists

1. Hinduja Group Limited
2. Aasia Advisory Services Limited
3. Hinduja Realty Ventures Limited
4. Hinduja Global Solutions Limited
5. APDL Estates limited
6. Hinduja National Power Corporation Limited
7. Hinduja Energy (India) Limited
8. Planet E-Shop Holdings India Limited (effective 25th. March, 2016)
9. IN Entertainment (India) Limited (effective 25th. March, 2016)

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 Lakhs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Interest Income						
Grant Investrade Limited	–	1,315.31	–	–	–	1,315.31
	[–]	[191.87]	[–]	[–]	[–]	[191.87]
Hinduja Realty Ventures Limited	–	–	–	–	32.45	32.45
	[–]	[–]	[–]	[–]	[61.18]	[61.18]
IndusInd Media & Communications Limited	–	87.25	–	–	–	87.25
	[–]	[–]	[–]	[–]	[–]	[–]
IN Entertainment (India) Limited	–	–	–	–	213.48	213.48
	[–]	[–]	[515.21]	[–]	[–]	[515.21]
Total	**–**	**1,402.56**	**–**	**–**	**245.93**	**1,648.49**
	[–]	**[191.87]**	**[515.21]**	**[–]**	**[61.18]**	**[768.26]**
Lease income – OFC						
IndusInd Media & Communications Limited	–	300.00	–	–	–	300.00
	[–]	[–]	[–]	[–]	[–]	[–]
Total	**–**	**300.00**	**–**	**–**	**–**	**300.00**
	[–]	**[–]**	**[–]**	**[–]**	**[–]**	**[–]**
Sale of Set Top Box						
Grant Investrade Limited	–	1,365.48	–	–	–	1,365.48
	[–]	[14,621.55]	[–]	[–]	[–]	[14,621.55]
IndusInd Media & Communications Limited	–	–	–	–	–	–
	[–]	[2,471.70]	[–]	[–]	[–]	[2,471.70]
Total	**–**	**1,365.48**	**–**	**–**	**–**	**1,365.48**
	[–]	**[17,093.25]**	**[–]**	**[–]**	**[–]**	**[17,093.25]**
Reimbursement of Expenses from Other Companies						
Grant Investrade Limited	–	110.87	–	–	–	110.87
	[–]	[1.37]	[–]	[–]	[–]	[1.37]
IndusInd Media & Communications Limited	–	28.95	–	–	–	28.95
	[–]	[–]	[–]	[–]	[–]	[–]
Total	**–**	**139.82**	**–**	**–**	**–**	**139.82**
	[–]	**[1.37]**	**[–]**	**[–]**	**[–]**	**[1.37]**
Reimbursement of Expenses to Other Companies						
IndusInd Media & Communications Limited	–	2.59	–	–	–	2.59
	[–]	[2.40]	[–]	[–]	[–]	[2.40]
IN Entertainment (India) Limited	–	–	–	–	0.08	0.08
	[–]	[–]	[1.08]	[–]	[–]	[1.08]
Total	**–**	**2.59**	**–**	**–**	**0.08**	**2.67**
	[–]	**[2.40]**	**[1.08]**	**[–]**	**[–]**	**[3.48]**
Professional Fees						
Hinduja Realty Ventures Limited	–	–	–	–	10.34	10.34
	[–]	[–]	[–]	[–]	[10.25]	[10.25]
Hinduja Group Limited	–	–	–	–	154.46	154.46
	[–]	[–]	[–]	[–]	[144.57]	[144.57]
Total	**–**	**–**	**–**	**–**	**164.80**	**164.80**
	[–]	**[–]**	**[–]**	**[–]**	**[154.82]**	**[154.82]**

(₹ in Lakhs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Interest Paid						
Grant Investrade Limited	– [–]	– [174.79]	– [–]	– [–]	– [–]	– [174.79]
IN Entertainment (India) Limited	– [–]	– [–]	– [205.24]	– [–]	– [–]	– [205.24]
Total	**–** **[–]**	**–** **[174.79]**	**–** **[205.24]**	**–** **[–]**	**–** **[–]**	**–** **[380.03]**
Rent /Service Charges						
Hinduja Group Limited	– [–]	– [–]	– [–]	– [–]	95.43 [114.59]	95.43 [114.59]
IndusInd Media & Communications Limited	– [–]	9.01 [8.93]	– [–]	– [–]	– [–]	9.01 [8.93]
Total	**–** **[–]**	**9.01** **[8.93]**	**–** **[–]**	**–** **[–]**	**95.43** **[114.59]**	**104.44** **[123.52]**
Purchase of Fixed Assets						
IN Entertainment (India) Limited	– [–]	– [–]	– [1.10]	– [–]	1.88 [–]	1.88 [1.10]
Total	**–** **[–]**	**–** **[–]**	**–** **[1.10]**	**–** **[–]**	**1.88** **[–]**	**1.88** **[1.10]**
Managerial Remuneration						
Mr. Ashok Mansukhani, Whole -Time Director (Refer Note 'B' below)	– [–]	– [–]	– [–]	107.94 [92.51]	– [–]	107.94 [92.51]
Total	**–** **[–]**	**–** **[–]**	**–** **[–]**	**107.94** **[92.51]**	**–** **[–]**	**107.94** **[92.51]**
Inter–Corporate Deposits/ Loans Given						
Grant Investrade Limited	– [–]	72,058.98 [14,660.00]	– [–]	– [–]	– [–]	72,058.98 [14,660.00]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	6,495.00 [7,025.00]	6,495.00 [7,025.00]
IndusInd Media & Communications Limited	– [–]	6,120.00 [–]	– [–]	– [–]	– [–]	6,120.00 [–]
IN Entertainment (India) Limited	– [–]	– [–]	– [7,905.00]	– [–]	6,620.00 [–]	6,620.00 [7,905.00]
Total	**–** **[–]**	**78,178.98** **[14,660.00]**	**–** **[7,905.00]**	**–** **[–]**	**13,115.00** **[7,025.00]**	**91,293.98** **[29,590.00]**
Inter Corporate Deposits Received Back						
Grant Investrade Limited (Refer note C)	– [–]	42,012.98 [21.00]	– [–]	– [–]	– [–]	42,012.98 [21.00]
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	7,005.00 [6,515.00]	7,005.00 [6,515.00]
IndusInd Media & Communications Limited	– [–]	6,120.00 [–]	– [–]	– [–]	– [–]	6,120.00 [–]
IN Entertainment (India) Limited	– [–]	– [–]	– [12,730.00]	– [–]	6,620.00 [–]	6,620.00 [12,730.00]
Total	**–** **[–]**	**48,132.98** **[21.00]**	**–** **[12,730.00]**	**–** **[–]**	**13,625.00** **[6,515.00]**	**61,757.98** **[19,266.00]**

(₹ in Lakhs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Inter Corporate Deposits Receivable as at the Year–end						
Grant Investrade Limited	–	44,685.00	–	–	–	44,685.00
	[–]	[14,639.00]	[–]	[–]	[–]	[14,639.00]
Hinduja Realty Ventures Limited	–	–	–	–	–	–
	[–]	[–]	[–]	[–]	[510.00]	[510.00]
Total	–	**44,685.00**	**–**	**–**	–	**44,685.00**
	[–]	**[14,639.00]**	**[–]**	**[–]**	**[510.00]**	**[15,149.00]**
Trade Receivables						
Grant Investrade Limited	–	103.37	–	–	–	103.37
	[–]	[6,721.55]	[–]	[–]	[–]	[6,721.55]
IndusInd Media & Communications Limited	–	110.48	–	–	–	110.48
	[–]	[2,371.10]	[–]	[–]	[–]	[2,371.10]
Total	**–**	**213.85**	**–**	**–**	**–**	**213.85**
	[–]	**[9,092.65]**	**[–]**	**[–]**	**[–]**	**[9,092.65]**
Trade Payables						
Mr. Ashok P. Hinduja	–	–	–	–	–	–
	[38.85]	[–]	[–]	[–]	[–]	[38.85]
IN Entertainment (India) Limited	–	–	–	–	0.04	0.04
	[–]	[–]	[–]	[–]	[–]	[–]
Total	**–**	**–**	**–**	**–**	**0.04**	**0.04**
	[38.85]	**[–]**	**[–]**	**[–]**	**[–]**	**[38.85]**
Security Deposits Given						
Hinduja Group Limited	–	–	–	–	–	–
	[–]	[–]	[–]	[–]	[1.65]	[1.65]
Total	**–**	**–**	**–**	**–**	–	**–**
	[–]	**[–]**	**[–]**	**[–]**	**[1.65]**	**[1.65]**
Comfort Letter / Shortfall / Non disposal Undertaking						
Grant Investrade Limited	–	29,500.00	–	–	–	29,500.00
	[–]	[29,500.00]	[–]	[–]	[–]	[29,500.00]
IndusInd Media & Communications Limited	–	96,600.00	–	–	–	96,600.00
	[–]	[83,700.00]	[–]	[–]	[–]	[83,700.00]
Total	**–**	**126,100.00**	**–**	**–**	**–**	**126,100.00**
	[–]	**[113,200.00]**	**[–]**	**[–]**	**[–]**	**[113,200.00]**
Purchase / Conversion of Investments						
Purchase Equity Shares of IndusInd Media & Communications Limited	–	20,051.98	–	–	–	20,051.98
	[–]	[–]	[–]	[–]	[–]	[–]
Purchase Preference share of IndusInd Media & Communications Limited	–	7,036.00	–	–	–	7,036.00
	[–]	[–]	[–]	[–]	[–]	[–]
Conversion of Preference share of Grant Investrade Limited into Equity Shares	–	10,000.00	–	–	–	10,000.00
	[–]	[–]	[–]	[–]	[–]	[–]
Total	**–**	**37,087.98**	**–**	**–**	**–**	**37,087.98**
	[–]	**[–]**	**[–]**	**[–]**	**[–]**	**[–]**

(₹ in Lakhs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Sale/ Redemption/Conversion of Investments						
Sale of equity shares of Hinduja Energy (India) Limited	– [–]	– [–]	– [–]	– [–]	18,711.00 [–]	18,711.00 [–]
Conversion of Preference shares of Grant Investrade Limited into Equity Shares	– [–]	10,000.00 [–]	– [–]	– [–]	– [–]	10,000.00 [–]
Sale of equity shares of IndusInd Media & Communications Limited	– [–]	638.61 [–]	– [–]	– [–]	– [–]	638.61 [–]
Redemption of Preference shares of IndusInd Media & Communications Limited	– [–]	27,036.00 [–]	– [–]	– [–]	– [–]	27,036.00 [–]
Total	**–** **[–]**	**37,674.61** **[–]**	**–** **[–]**	**–** **[–]**	**18,711.00** **[–]**	**56,385.61** **[–]**
Investments as at the Year–end						
Equity						
Equity share of Grant Investrade Limited	– [–]	10,435.25 [435.31]	– [–]	– [–]	– [–]	10,435.25 [435.31]
Equity share of Hinduja Energy (India) Limited	[–]	–	[–]	[–]	– [18,711.00]	– [18,711.00]
Equity share of IndusInd Media & Communications Limited	– [–]	25,922.28 [6,508.86]	– [–]	– [–]	– [–]	25,922.28 [6,508.86]
Preference						
Preference share of Grant Investrade Limited	– [–]	– [10,000.00]	– [–]	– [–]	– [–]	– [10,000.00]
Preference share of IndusInd Media & Communications Limited	– [–]	– [20,000.00]	– [–]	– [–]	– [–]	– [20,000.00]
Total	**–** **[–]**	**36,357.53** **[36,944.17]**	**–** **[–]**	**–** **[–]**	**–** **[18,711.00]**	**36,357.53** **[55,655.17]**
Dividend Paid						
Mr. Ashok P. Hinduja	– [215.71]	– [–]	– [–]	– [–]	– [–]	– [215.71]
Mr. Ashok Mansukhani, Whole -Time Director	– [–]	– [–]	– [–]	– [0.16]	– [–]	– [0.16]
Hinduja Group Limited	– [–]	– [–]	– [–]	– [–]	– [1,804.55]	– [1,804.55]
Total	**–** **[215.71]**	**–** **[–]**	**–** **[–]**	**–** **[0.16]**	**–** **[1,804.55]**	**–** **[2,020.42]**

Notes :

A. Figures in brackets are in respect of the previous year.

B. Includes other long term benefits amounting to ₹ 13.13 Lakhs (Previous year ₹ 1.19 Lakhs)

C. Non Cash Transaction: During the current year IndusInd Media Communications Limited (IMCL) issued shares on Rights basis to the eligible shareholders of IMCL in the ratio of 1:2 i.e., 1 new equity share of ₹ 10 each at a premium of ₹ 195 per share for every 2 equity shares held (1:2) as on the record date. However, the Company renounced 22,329,292 equity shares offered on rights basis, at free of cost, in favour of Grant Investrade Limited, a wholly owned subsidiary of the Company, resulting in dilution of its stake from 61.71% to 40.28%.

33 Disclosure in accordance with Accounting Standard 15 'Employee Benefits'

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

I Defined Contribution Plans

a) Provident fund

b) State defined contribution plans

i) Employer's contribution to employees' state insurance

ii) Employer's contribution to Employees' Pension Scheme 1995

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

(₹ in Lakhs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
-Employer's contribution to provident fund [Includes EDLI charges and employer's contribution to Employees' Pension Scheme 1995] *	**12.78**	11.28
Employers' contribution to employees' state insurance *	**0.03**	0.05

* Included in contribution to employees provident and other funds - Refer Note 22 of the financial statements.

II Defined Benefit Plan

Gratuity

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

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Discount rate (per annum)	**7.39%**	7.99%
Rate of increase in compensation levels	**6%**	6%
Rate of return on plan assets	**Not Applicable**	Not Applicable
Mortality	Indian Assured lives Mortality (2006-08)	

A) Changes in the Present Value of Obligation

(₹ in Lakhs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
	Unfunded	**Unfunded**
Present value of Obligation as at the beginning of the year	**28.58**	23.19
Interest cost	**2.25**	1.85
Current service cost	**1.73**	1.49
Transfers*	**1.37**	–
Benefits paid	**(0.41)**	–
Actuarial (gain) / loss on obligations	**15.86**	2.05
Present Value of Obligation at the end of the year	**49.38**	28.58

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

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

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
Present value of unfunded obligation at the end of the year	**(49.38)**	(28.58)
Unrecognised actuarial (gains) / losses	**–**	–
Unfunded Net Asset / (Liability) Recognised in Balance Sheet*	**(49.38)**	(28.58)

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

C) Amount recognised in the Balance Sheet

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
Present value of obligation at the end of the year	**(49.38)**	(28.58)
Liability recognised in the Balance Sheet*	**(49.38)**	(28.58)

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

D) Expenses recognised in the Statement of Profit and Loss

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
Current service cost	**1.73**	1.49
Interest cost	**2.25**	1.85
Net actuarial (gain) / loss recognised in the year	**15.86**	2.05
Total Expenses recognised in the Statement of Profit and Loss *	**19.84**	5.39

* Included in employee benefit expenses - Refer Note 22 of the financial statements.

E) Experience Adjustments

(₹ in Lakhs)

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
	Unfunded	Unfunded	Unfunded	Unfunded	Unfunded
Present value of obligation at the end of the year	**49.38**	28.58	23.19	17.93	18.04
Experience adjustments on plan liabilities - (gain) / loss	**15.07**	1.88	3.22	(2.95)	2.34

The liability for leave encashment and compensated absences as at 31st March, 2017 aggregates ₹ 12.88 (in Lakhs) [Previous Year - ₹ 8.41 (in Lakhs)].

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

2) The discount rate is based on the prevailing market yields of Government of India securities as at the Balance sheet date for the estimated term of the obligation.

3) As the defined benefit plan is unfunded, disclosure regarding plan assets is not applicable.

34 Expenditure in foreign exchange

(₹ in Lakhs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Foreign travels	**–**	5.96
Expenses	**346.56**	–

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

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

Amounts payable in foreign currency on account of the following:

Particulars	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016	As at 31.03.2016
	₹ (in Lakhs)	USD (in Lakhs)	₹ (in Lakhs)	USD (in Lakhs)
Sundry Creditors	–	–	9,431.18	142.17
Buyers Credit	**0.05**	**3.37**	390.04	5.88

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

Outstanding foreign exchange contracts entered into by the Company as on March 31, 2017 are

Currency	Amount in foreign currency (USD In Lakhs)	Buy / Sell	As at 31.03. 2017 (₹ in Lakhs)	As at 31.03. 2016 (₹ in Lakhs)
USD	**15.22**	**Buy**	987.41	6,519.61
USD	**(91.06)**		(6,519.61)	(–)

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

36 Dividend remitted in foreign currency

(₹ in Lakhs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016	
Amount remitted	–	486.55	417.14
Dividend related to financial year	–	2015-16	2014-15
Number of non-resident shareholders	–	13	14
Number of shares	–	2,780,132	2,780,962

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

(₹ in Lakhs)

Name of the Company	Relationship	Balance		Maximum balance outstanding	
		31.03.2017	31.03.2016	2016-17	2015-16
Indusind Media & Communication Limited	Subsidiary	**Nil**	Nil	**6,120.00**	Nil
Grant Investrade Limited	Subsidiary	**44,685.00**	14,639.00	**44,845.00**	14,639.00
IN Entertainment (India) Limited	Associate	**Nil**	Nil	**6,010.00**	6,665.00

- Loans and advances, in the nature of loans to subsidiaries and associates as shown above are repayable on demand.
- There are no other loans and advances in the nature of loans where there is no repayment schedule.
- Loans and advances to employees and investment by such employees in the shares of the Company, if any are excluded from the above disclosure.

38 Details of borrowings:-

(A) Details of Long Term borrowings

As at 31.03.2017						As at 31.03.2016		
Secured loans	Non current (₹ in Lakhs)	Current maturities (₹ in Lakhs)	Total (₹ in Lakhs)	Interest rate per annum	Particulars of redemption/ repayment	Non current	Current maturities	Total
From others								
TL – 1	–	5,000.00	5,000.00	8.85%	Repayable in March, 2018*	5,000.00	–	5,000.00
TL – 2	–	6,200.00	6,200.00	9.30%	Repayable in May, 2017**	6,100.00	–	6,100.00
TL – 3	5,000.00	–	5,000.00	9.30%	Repayable in June, 2018*	5,000.00	–	5,000.00
TL – 4	10,000.00	–	10,000.00	8.90%	Repayable in December, 2018*	10,000.00	–	10,000.00
TL – 5	7,500.00	–	7,500.00	9.30%	Repayable in June, 2018*	–	–	–
TL – 6	–	–	–	–	Repayable in October, 2016	–	2,700.00	2,700.00
Total	**22,500.00**	**11,200.00**	**33,700.00**			26,100.00	2,700.00	28,800.00

* Put/ call Option at every 365 days interval from initial disbursement date.

** Put/ call Option at every 370 days interval from initial disbursement date.

(B) Short Term Borrowings:

As at 31.03.2017				As at 31.03.2016
Secured loans/ Facility	₹ in Lakhs	Interest rate per annum	Particulars of redemption/ repayment	₹ in Lakhs
STL- 1	2,700.00	9%	Repayable in October 2017	7,500.00
Buyer credit	983.60	Libor-linked borrowing cost.	Repayable in April 2017	6,430.31
	3,683.60			13,930.31

Note

1. Short Term Loan (STL-1) from others is secured by pledge of shares and Buyer credits are secured by first charge against present and future current assets.
2. All the above loans are secured against pledge of investments in Indusind Bank Limited.

39 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.

40 The Company had obtained registration as a sub-broker of the National Stock Exchange of India Limited and Bombay Stock Exchange Limited from Securities and Exchange Board of India. The Company is engaged in the activity of sub-broking during the year. In the opinion of the Management and based on a legal opinion, the Company is not required to register as a non-banking financial Company with Reserve Bank of India.

41 The Company, based on independent legal opinion, is of the view that the Indian Accounting Standards (IND AS) as specified in the Companies (Indian Accounting Standards) Rules, 2015 are not applicable to the Company for this year, and will be applicable from the financial year commencing from April 1, 2018, in view of the Notification No.G.S.R. 365 (E) dated 30th March 2016 issued by the Ministry of Corporate Affairs. Accordingly, the standalone and consolidated financial results for the year ended March 31, 2017 have been prepared as per the Accounting Standards issued under Companies (Accounting Standards) Rules 2006.

42 Details of loans given during the year 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:

Name of the Company	Loans given during the year (₹ in Lakhs)	Loans given during the year (₹ in Lakhs)	Loans repaid during the year (₹ in Lakhs)	Loans given during the year (₹ in Lakhs)	Terms and conditions	Purpose/ utilisation by the borrower
	31.03.2017	**31.03.2016**	**31.03.2017**	**31.03.2016**		
IN Entertainment (India) Limited	**6,620.00**	7,905.00	**6,620.00**	12,730.00	Loan is repayable on demand and the interest rate is 11.00% p.a.upto December 2017.	To meet working capital requirement
Grant Investrade Limited	**72,058.98**	14,660.00	**42,012.98**	21.00	Loan is repayable on demand and the interest rate is 11.00% p.a. & effective 1st. January 2017 interest rate is 10% p.a	To meet working capital requirement and further investment in a subsidiary company
Indusind Media and Communication Limited	**6,120.00**	–	**6,120.00**	–	Loan is repayable on demand and the interest rate is 11.00% p.a.	To meet working capital requirement
Hinduja Realty Ventures Limited	**6,495.00**	7,025.00	**7,055.00**	6,515.15	Loan is repayable on demand and the interest rate is 11.00 % p.a. (Previous year 11.50% p.a.)	To meet working capital requirement

43 The Company has not received any intimation from the "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosures relating to amount unpaid as at the end of the year together with interest paid/payable as required under the said Act has not been furnished and provision for interest, if any, on delayed payments, is not ascertainable at this stage.

44 Specified Bank Notes (SBN) Disclosure

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308 (E) dated March 30, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 8-11-2016	57,500	8,505	66,005
(+) Permitted receipts*	–	300,825	300,825
(-) Permitted payments	–	278,439	278,439
(-) Amount deposited in Banks	57,500	–	57,500
Closing cash in hand as on 30-12-2016	**–**	**30,891**	**30,891**

*Includes ₹ 3,00,000/- withdrawn from Bank.

45 Corporate Social Responsibility

a) Gross amount required to be spent by the Company during the year for Corporate Social Responsibility (CSR) :- ₹ 60.00 Lakhs [Previous Year - ₹ 25.13 Lakhs)

b) Following are the details of amount spent during the year for CSR :-

(₹ in Lakhs)

Particulars	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	–	–	–
	[–]	[–]	[–]
(ii) On purposes other than (i) above	60.00	–	60.00
	[25.13]	–	[25.13]

46 The Board of Directors have recommended a dividend of ₹ 17.50 per share (on par value of ₹ 10/- each per equity share) for the year ended March 31, 2017, to be approved by the Shareholders in the ensuing Annual General Meeting of the Company. However, as per the requirements of revised AS 4 – 'Contingencies and Events Occurring after the Balance sheet date' (AS 4), the Company is not required to provide for dividend proposed/ declared after the balance sheet date. Consequently, no provision has been made in respect of the aforesaid dividend proposed by the Board of Directors for the year ended March 31, 2017. Had the Company continued with creation of provision for proposed dividend, as at the balance sheet date, its Surplus in Statement of Profit and Loss would have been lower by ₹ 35,97,21,303/- and Short Term Provision would have been higher by ₹ 43,29,52,096 /- (including dividend distribution tax of ₹ 7,32,30,793/-).

47 The standalone financial statements of the Company for the year ended 31st March, 2017 were earlier approved by the Board of Directors of the Company in their meeting held on 12th May, 2017 which were subject to revision by the Company so as to give effect to the Scheme of Arrangement between Grant Investrade Limited, a wholly owned subsidiary of the Company [GIL] and IndusInd Media & Communications Limited, a subsidiary of the Company [IMCL] in terms of which GIL will de-merge its Headend-in-the-Sky [HITS] business undertaking in favour of IMCL. Consequent to obtaining requisite approvals, the aforesaid financial statements of the Company have been revised to give the effect of the said Scheme of Arrangement, with an appointed date of 1st October, 2016. Pursuant to the said Scheme of Arrangement, IMCL will issue 338 equity shares of face value of ₹ 10 each for every 100 shares of face value of ₹ 10 each held by the Company in GIL as part of consideration for take over of the HITS business undertaking. Pending allotment of such shares by IMCL to the Company, no effect of the same has been given in the standalone financial statements.

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

For and on behalf of the Board of Directors

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Hasmukh Shah
Company Secretary

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : August 23, 2017

Consolidated Financial Statements

Independent Auditor's Report

TO THE MEMBERS OF HINDUJA VENTURES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **HINDUJA VENTURES LIMITED** (hereinafter referred to as "the Holding Company"), in which is incorporated the effect of Scheme of Arrangement between Grant Investrade Limited, a wholly owned subsidiary of the Company and IndusInd Media & Communications Limited, a subsidiary of the Company, with an appointed date of 1st October, 2016, and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and a jointly controlled entity, comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group Jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its jointly controlled entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 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 by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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 sub-paragraphs (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, read together with paragraph (a), (b) and (c) of Emphasis of Matters section below and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries and a jointly controlled entity referred to in the Other Matters paragraph below, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and a jointly controlled entity as at 31st March, 2017, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Emphasis of Matters

a) We draw attention to Note 50 to the consolidated financial statements. As explained therein, the Holding Company has prepared the consolidated financial statements as per Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2006 read with Companies (Accounting Standards) Amendment Rules, 2016 issued under Section 133 of the Companies Act, 2013 as the Holding Company, based on an independent legal opinion, is of the view that it will be required to comply with the Indian Accounting Standards (Ind AS) issued under

the Companies (Indian Accounting Standards) Rules, 2015 read with Companies (Indian Accounting Standards) (Amendment) Rules, 2016 from the financial year commencing April 1, 2018 and not from the current financial year.

b) We draw attention to Note 48 to the consolidated financial statements. As referred to in the said note, the consolidated financial statements for the year ended 31st March, 2017 were earlier approved by the Board of Directors of the Holding Company at their meeting held on 12th May, 2017 which were subject to revision by the Holding Company so as to give the effect to the Scheme of Arrangement between Grant Investrade Limited (GIL) and IndusInd Media & Communications Limited (IMCL) with an appointed date of 1st October, 2016. Those consolidated financial statements were audited by us and our report dated 12th May, 2017, addressed to the Members of the Holding Company, expressed an unqualified opinion on those consolidated financial statements. Consequent to obtaining requisite approvals, the financial statements of GIL and the standalone and consolidated financial statements of IMCL were revised so as to give effect to the said Scheme of Arrangement. In view of the above, the earlier approved consolidated financial statements are revised by the Holding Company to incorporate the revised financial statements of GIL and the revised consolidated financial statements of IMCL.

c) Apart from the foregoing matters, as stated in paragraph (b) above, the attached consolidated financial statements do not take into account any events subsequent to the date on which the consolidated financial statements referred to in paragraph (b) above were earlier approved by the Board of Directors and reported upon by us as aforesaid.

Our opinion is not modified in respect of these matters.

Other Matters

(a) We did not audit the financial statements of 15 subsidiaries, excluding one subsidiary which got liquidated during the year and a jointly controlled entity, included in the consolidated financial results, whose financial statements reflect total assets of ₹ 8,023 Lakhs as at 31st March, 2017, total revenues of ₹ 6,706 Lakhs and net cash inflows of ₹ 71 Lakhs for the year ended on that date, as considered in the consolidated financial statements. 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, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and a jointly controlled entity is based solely on the reports of the other auditors.

(b) We did not audit the financial statements of one subsidiary whose financial statements reflect total assets of ₹ 2,487 Lakhs as at 31st March, 2017, total revenues of ₹ 533 Lakhs and net cash (outflows) amounting to ₹ 43 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the branch auditors and other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the branch auditors and other auditors on separate financial statements and the other financial information of jointly controlled operations, subsidiaries, associates and jointly controlled entities, referred in the Other Matters paragraph 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.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements 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, and the Consolidated Cash Flow Statement 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.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and a jointly controlled company incorporated in India, none of the directors of the Group companies and a jointly controlled company incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act, with the exception of one subsidiary whose financial statements have not been audited vide para (b) of "Other Matters" and in respect of which we are unable to express our opinion as to whether any director of that subsidiary is disqualified as on March 31, 2017 under 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, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Holding company, subsidiary companies and a jointly controlled company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding company, subsidiary companies and a jointly controlled company, incorporated in India, except with respect to one subsidiary whose financial statements have not been audited vide para (b) of "Other Matters" and in respect of which we are unable to express our opinion on the adequacy and operating effectiveness of that subsidiary.

(g) 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 disclose the impact of pending litigations on the consolidated financial position of the Group and a jointly controlled entity.

ii. The Group and a jointly controlled entity 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 Holding Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary companies and a jointly controlled company incorporated in India.

iv. The Holding Company has provided requisite disclosures in the consolidated financial statements as regards the holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016 of the Group entities as applicable. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the relevant books of accounts maintained by those entities for the purpose of preparation of the consolidated financial statements and as produced to us and the other auditors by the Management of the respective Group entities.

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

R. Laxminarayan
Partner
(Membership No. 33023)

Place : Mumbai
Date : May 12, 2017 (23rd August, 2017 as to effect the matter discussed under paragraph (b) and (c) of Emphasis of Matter paragraph section of our report of even date)

Annexure to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date on the consolidated accounts of Hinduja Ventures Limited for the year ended 31st March, 2017

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")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2017 we have audited the internal financial controls over financial reporting of Hinduja Ventures Limited (hereinafter referred to as "the Holding Company") its subsidiary companies and its jointly controlled company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies and a jointly controlled company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the 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 ("the Guidance Note") 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 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

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiary companies and a jointly controlled company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing, deemed to be 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.

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.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and a jointly controlled company, 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 audit opinion on the internal financial controls system over financial reporting of the aforesaid entities.

Meaning of Internal Financial Controls Over Financial Reporting

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 to the Independent Auditor's Report

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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 taking into consideration the reports of the other auditors referred to in the Other Matters paragraph below, the Holding Company, its subsidiary companies and a jointly controlled company, 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 31st March, 2017 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 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 excluding one subsidiary which got liquidated during the year and 1 jointly controlled company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies.

2. In case of one subsidiary company for which we haven't 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 31st March, 2017. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

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

R. Laxminarayan
Partner
(Membership No. 33023)

Place : Mumbai

Date : May 12, 2017 (23rd August, 2017 as to effect the matter discussed under paragraph (b) and (c) of Emphasis of Matter paragraph section of our report of even date)

Consolidated Balance Sheet
as at 31st March, 2017

(₹ in Lakhs)

	Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
I	**EQUITY AND LIABILITIES**			
1	**SHAREHOLDERS' FUNDS**			
	Share capital	2	**2,055.55**	2,055.55
	Reserves and surplus	3	**42,907.63**	63,946.23
			44,963.18	66,001.78
2	**MINORITY INTEREST**	57	**14,067.18**	1,135.74
3	**NON-CURRENT LIABILITIES**			
	Long-term borrowings	4	**77,201.16**	95,697.08
	Deferred tax liabilities (net)	5	**220.38**	1,062.95
	Other Long term liabilities	6	**2,907.01**	3,152.04
	Long-term provisions	7	**501.36**	433.60
			80,829.91	100,345.67
4	**CURRENT LIABILITIES**			
	Short-term borrowings	8	**12,717.55**	20,698.71
	Trade payables	9		
	Dues to micro, small and medium enterprises		**3.59**	79.53
	Others		**21,093.44**	31,060.30
			21,097.03	31,139.83
	Other current liabilities	10	**43,024.79**	36,410.22
	Short-term provisions	11	**418.14**	492.90
			77,257.51	88,741.66
	TOTAL		**217,117.78**	256,224.85
II	**ASSETS**			
1	**NON-CURRENT ASSETS**			
	Property, Plant & Equipment	12		
	(i) Tangible assets		**73,815.85**	64,871.71
	(ii) Intangible assets		**7,668.39**	7,905.17
			81,484.24	72,776.88
	(iii) Capital work-in-progress		**2,452.91**	19,483.53
			83,937.15	92,260.41
	Goodwill arising on consolidation	43	**2,885.22**	3,937.79
	Non-current investments	13	**35,100.19**	52,492.83
	Long-term loans and advances	14	**18,369.98**	18,184.59
	Other non-current assets	15	**551.86**	693.68
			140,844.40	167,569.30
2	**CURRENT ASSETS**			
	Inventories	16	**43,341.93**	50,367.45
	Trade receivables	17	**16,257.22**	18,979.42
	Cash and Cash Equivalents	18	**8,764.42**	8,184.60
	Short-term loans and advances	19	**7,357.40**	10,336.20
	Other current assets	20	**552.41**	787.88
			76,273.38	88,655.55
	TOTAL		**217,117.78**	256,224.85

See accompanying notes 1 to 60 forming part of the consolidated financial statements

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : August 23, 2017

For and on behalf of the Board of Directors

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Hasmukh Shah
Company Secretary

Amar Chintopanth
Chief Financial officer

Place : Mumbai
Date : August 23, 2017

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2017

(₹ in Lakhs)

	Particulars	Note No.	Year ended 31.03.2017	Year ended 31.03.2016
I	**INCOME**			
	Revenue from operations	21	**78,490.88**	67,081.14
	Other income	22	**4,109.38**	916.75
	Total Revenue		**82,600.26**	67,997.89
II	**EXPENSES**			
	Purchase of network cables & equipments		**440.88**	2,714.69
	Changes in inventories of stock-in-trade	23	**223.25**	(403.25)
	Direct cost and operating expenses	24	**42,422.37**	32,180.69
	Employee benefits expenses	25	**5,574.30**	7,991.51
	Finance costs	26	**16,177.58**	13,354.21
	Depreciation and amortisation expenses	27	**12,403.93**	8,851.82
	Contribution towards corporate social responsibility	55	**60.00**	25.13
	Other expenses	28	**23,933.51**	12,910.63
	Total Expenses		**101,235.82**	77,625.43
	(Loss) before exceptional and extraordinary items and tax		**(18,635.56)**	(9,627.54)
	Exceptional Items			
	- Exceptional income/(Expenditure)	53	**–**	4,369.09
III	**(Loss) before tax and minority interest**		**(18,635.56)**	(5,258.45)
IV	**Tax expenses**			
	- Current tax		**2,644.37**	2,606.58
	- MAT credit entitlement		**(100.00)**	(250.00)
	- Deferred tax (credit)/ charge		**(789.06)**	799.86
	- Short provision for earlier year		**–**	604.01
V	**(Loss) after tax**		**(20,390.87)**	(9,018.90)
	Less: Minority interest		**(14,730.07)**	(898.22)
VI	**(Loss) for the year from continuing operations**		**(5,660.80)**	(8,120.68)
	Earnings per equity share (Face value ₹ 10/- per share)			
	- Basic and Diluted	33	**(27.54)**	(39.51)

See accompanying notes 1 to 60 forming part of the consolidated financial statements

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : August 23, 2017

For and on behalf of the Board of Directors

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Hasmukh Shah
Company Secretary

Amar Chintopanth
Chief Financial officer

Place : Mumbai
Date : August 23, 2017

Consolidated Cash Flow Statement

for the year ended 31st March, 2017

(₹ in Lakhs)

	Particulars		Year ended 31.03.2017		Year ended 31.03.2016
A	**Cash Flow from Operating Activities**				
	Net (Loss)/ Profit before tax		**(18,635.56)**		(5,258.45)
	Adjustments for:				
	Depreciation/ amortisation expenses	**12,403.93**		8,922.42	
	Interest earned on deposits/advances	**(358.40)**		(244.36)	
	Dividend - non-current investments	**(0.45)**		(15.70)	
	Bad debts written-off	**6,872.38**		1,759.23	
	Provision for doubtful debts/ advances	**700.12**		412.38	
	Provision for doubtful debts	**180.00**		–	
	Sundry Debit balance written off	**2.98**		1.96	
	Provision no longer required written back	**(1,650.93)**		(10.39)	
	Bad debts written-off earlier recovered	**(659.13)**		–	
	Sundry credit balance written back	**(692.08)**		(11.71)	
	Loss on sale of fixed assets/ fixed assets written-off	**14.38**		39.56	
	Unrealised foreign exchange (Gain)/loss (net)	**954.00**		194.37	
	Profit on sale of investments (net)	**(5,087.15)**		(5,376.57)	
	Profit on sale off stake in associate during the year	**(207.68)**		–	
	Gain on sale of Mutual Fund	**–**		(17.57)	
	Exceptional Expenditure	**–**		(4,369.09)	
	Assets written off	**108.08**		–	
	Stock Option outstanding amount	**–**		2,112.55	
	Finance costs	**16,177.58**		13,354.21	
	Advance written-off	**180.78**		505.79	
	Impairment of Goodwill	**1,052.58**		–	
			29,990.99		17,257.08
			11,355.43		11,998.63
	Operating profit before working capital changes				
	Changes in working capital:				
	Trade payables	**(7,236.16)**		9,431.57	
	Short/ long-term provisions	**(11.97)**		(50.94)	
	Other non- current / current liabilities	**5,062.83**		17,918.70	
	Trade receivables	**(4,624.59)**		18,763.84	
	Inventories	**6,939.89**		(6,005.63)	
	Loans and advances	**981.32**		7,587.43	
	Other current/ non-current assets	**115.71**		(452.30)	
			1,227.03		47,192.67
	Cash Generated from Operations		**12,582.46**		59,191.30
	Taxes paid (net of refunds)		**(2,461.27)**		(4,377.86)
	Net cash Generated from/ (used in) Operating Activities	**(A)**	**10,121.19**		54,813.44
B	**Cash Flow from Investing Activities**				
	Purchase of tangible/intangible assets	**(4,380.23)**		(42,938.49)	
	Sale of intangible assets	**201.56**		2,519.55	
	Proceeds of sale of investments in subsidiary/ Associates	**5,688.11**		–	
	Purchase of non-current investments	**(1,318.35)**		(27,200.00)	
	Gain on sale of Mutual Fund	**–**		17.57	
	Sale of non-current investments	**19,310.24**		6,700.24	
	Dividend - non-current investments	**0.45**		15.70	
	Interest income	**352.22**		340.57	
	(Other than treasury activities)		**19,854.00**		(60,544.86)
	Net Cash Generated from/ (used in) Investing Activities	**(B)**	**19,854.00**		(60,544.86)

Consolidated Cash Flow Statement

for the year ended 31st March, 2017

(₹ in Lakhs)

	Particulars		Year ended 31.03.2017		Year ended 31.03.2016
C	**Cash Flow from Financing Activities**				
	Proceeds/ (payments) of long-term borrowings (net)		**(18,495.92)**	20,853.93	
	Proceeds/ (payments) of short-term borrowings (net)		**(7,425.74)**	8,538.01	
	Equity Proceeds		**11,682.82**	–	
	Finance cost paid		**(16,151.16)**	(13,656.36)	
	Dividend paid		**(24.94)**	(6,659.17)	
	Dividend distribution tax		**(11.21)**	(1,348.79)	
			(30,426.15)		7,727.62
	Net Cash Generated from/ (used in) Financing Activities	**(C)**	**(30,426.15)**		7,727.62
	Net Increase/ (Decrease) in Cash and Cash Equivalents	**(A+B+C)**	**(450.96)**		1,996.20
	Cash and cash equivalents at the beginning of the year		**7,419.56**		5,423.36
	Cash and Cash Equivalents at the end of the year		**6,968.60**		7,419.56
	Cash and Cash Equivalents comprises of:				
	Cash on hand		**58.34**		112.36
	Cheques on hand		**1,694.32**		1,729.43
	Balance with banks				
	Current account		**1,990.14**		3,062.87
	Deposits		**5,001.62**		3,235.00
	Unpaid dividend account		**20.00**		44.94
	Temporary overdrawn / overdraft bank balances		**(1,795.82)**		(765.04)
	Total		**6,968.60**		7,419.56

Notes :

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

In terms of our report attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

R. Laxminarayan
Partner

Place : Mumbai
Date : August 23, 2017

For and on behalf of the Board of Directors

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Hasmukh Shah
Company Secretary

Amar Chintopanth
Chief Financial officer

Place : Mumbai
Date : August 23, 2017

1 Significant accounting policies

a) Basis of Accounting

The consolidated financial statements of the Company and its subsidiaries and jointly controlled entities (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

b) Principles of Consolidation

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

- The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group transactions and intra-group balances and resultant unrealised profits/ losses. The results of the subsidiary undertakings are accounted for in the Consolidated Statement of Profit & Loss from the effective date of acquisition.
- The excess of cost to the Group of its investment in the subsidiaries is recognised in the consolidated financial statements as Goodwill. The excess of the Company's portion of equity and reserves of the subsidiaries as at the time of its investment is treated as Capital Reserve. The Goodwill/ Capital Reserve is determined separately for each subsidiary and such amounts are not set off between different entities.
- Investments of the Group in associates are accounted as per the Equity Method specified under Accounting Standard 23 – 'Accounting for Investments in Associates in Consolidated Financial Statements'. Accordingly, the share of profit/ loss of each of the associate companies (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments.
- Minority Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.
- Goodwill arising on consolidation is not amortised but tested for impairment.
- Interests in a jointly controlled entity are reported using Proportionate Consolidation Method as per requirements of Accounting Standard 27 – 'Financial Reporting of Interests in Joint Ventures.'
- The financial statements of the subsidiaries, jointly controlled entity and associate company used in the consolidated financial statements are consolidated from the date of the acquisition and are drawn up to the same reporting date as the Company.

c) Use of Estimates

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

d) Fixed Assets

Tangible Assets - Property, Plant and Equipment

Fixed assets are stated at cost of acquisition, which includes taxes and duties (net of CENVAT in case of IndusInd Media & Communications Limited and its subsidiaries) including any cost attributable to bringing the asset to its working condition for its intended use, less accumulated depreciation.

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

Intangible Assets

Intangible assets are stated at cost of acquisition less amortisation.

e) Impairment of Fixed Assets

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

f) Depreciation and Amortisation

Tangible Assets - Property, Plant and Equipment

Depreciation on tangible fixed assets of the Group has been provided on the straight-line method as per the useful life prescribed in Schedule II to the 2013 Act 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, manufacturer's warranties and maintenance support etc.

Leasehold land is amortised over the balance period of lease in equal annual instalments. Leasehold Improvements are amortised over the primary period of lease.

Intangible Assets

Intangible assets i.e. Computer software is amortised over a period of two to six years over their estimated useful life on straight line method.

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

Intangible Assets i.e. HITS Licence Fees is amortised over a period of Ten years over the life of the said licence.

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

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

g) Valuation of Stock-in-Trade

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

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

h) Valuation of Investments

Long Term Investments are stated at cost and provision is made for diminution, other than temporary, in the value of investments.

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

i) Revenue Recognition

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

ii) Cable television transmission Income by way of subscription, advertisement, carriage fees and lease rentals are recognised on the basis of bills raised on direct subscribers, cable operators, or broadcasters for actual telecast and agreements with parties respectively.

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

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

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

vi) Installation Charges of STB are recognised as revenue on completion of issuance/ Installation.

j) Foreign Currency Transactions

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

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

Accounting for forward contracts:

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date.

Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal is made.

Derivative Accounting:

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

Exchange difference on long-term foreign currency monetary items:

The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets.

If such monetary items do not relate to acquisition of depreciable fixed assets, the exchange difference is amortised over the maturity period / upto the date of settlement of such monetary items, whichever is earlier, and charged to the Consolidated Statement of Profit and Loss.

k) Employee Benefits

i) Long Term Employee Benefit:

Defined Contribution Plan

The Group has Defined Contribution Plan namely Provident Fund.

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

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

The Group's contributions are charged as an expense based on the amount of contribution required to be made and services rendered by the employees.

Defined Benefit Plan

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

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

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

ii) Other Employee Benefit:

The employees of the Group are entitled to leave encashment as per the leave policy of the Group. The

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

l) Taxation

i) Current tax is measured on the basis of estimated taxable income and tax credits for the year computed in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

ii) Deferred Tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets is not recognised unless there are timing differences the reversal of which will result in sufficient income or there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised. They are measured using the substantively enacted tax rates and tax regulations as at the Balance Sheet date.

iii) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Consolidated Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

m) Borrowing Cost

Borrowing cost attributable to the acquisition or construction of qualifying assets is capitalised as part of the cost of the assets. Other borrowing costs are recognised as an expense in the period in which they are incurred. Upfront Processing Fees incurred on Long term borrowings is amortised over the tenure of the loans.

n) Segment Reporting

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

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

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

o) Leases

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

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

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

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

p) Earnings Per Share

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

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

q) Cash and cash equivalents

Cash comprises 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.

r) 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 based on the available information.

s) Provisions, Contingent Liabilities and Contingent Assets

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

t) Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is a reasonable certainty in availing / utilising the credits.

u) Trade Receivables

Trade Receivables are reflected at their net realisable value.

a) Debts outstanding for more than 365 days are written off as bad and in specially identified cases the debts may be written off/ provided for after a period of 540 days in case of Indusind Media & Communication Limited and its subsidiaries.

b) Outstandings not covered under (a) above, the amounts considered as doubtful by the management on the basis of specific identification are also written off.

2 Share capital

(₹ in Lakhs)

i) Particulars	As at 31.03.2017		As at 31.03.2016	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹ 10 each	**80,000,000**	**8,000.00**	80,000,000	8,000.00
Preference Shares of ₹ 100 each	**1,000**	**1.00**	1,000	1.00
	80,001,000	**8,001.00**	80,001,000	8,001.00
Issued, subscribed and paid up				
Equity shares of ₹ 10 each fully paid	**20,555,503**	**2,055.55**	20,555,503	2,055.55
Total	**20,555,503**	**2,055.55**	20,555,503	2,055.55

Rights, Preferences and Restrictions attached to equity shares (Issued Capital) :

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

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

(₹ in Lakhs)

Particulars	As at 31.03.2017		As at 31.03.2016	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	**20,555,503**	**2,055.55**	20,555,503	2,055.55
Shares outstanding at the end of the year	**20,555,503**	**2,055.55**	20,555,503	2,055.55

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

Name of the shareholder	As at 31.03.2017		As at 31.03.2016	
	Number of shares held	% of holding	Number of shares held	% of holding
Hinduja Group Limited *	**8,605,572**	**41.87%**	10,006,451	48.68%
Amas Mauritius Limited	**2,761,427**	**13.43%**	2,761,427	13.43%
Aasia Corporation LLP	**1,400,879**	**6.82%**	-	-

* including shares held jointly with Hinduja Realty Ventures Limited

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
3 Reserves and surplus		
Securities premium account		
Opening balance	**1,092.63**	1,092.63
Closing balance	**1,092.63**	1,092.63
General reserve		
Opening balance	**24,400.84**	24,400.84
Less: Consequent to change in group's interest in a subsidiary	**15,366.59**	–
Closing balance	**9,034.25**	24,400.84
Capital reserve		
Opening balance	**11,180.97**	11,180.97
Closing balance	**11,180.97**	11,180.97
Revaluation reserve		
Opening balance	**63.87**	63.87
Closing balance	**63.87**	63.87
Stock options outstanding Account		
Opening balance	**2,112.55**	–
Add: additions during the year	**–**	2,112.55
Less: Transferred to the balance in statement in Profit and Loss on options lapsed	**(2,112.55)**	–
Closing balance	**–**	2,112.55
Surplus in Statement of Profit and Loss		
Opening balance	**25,095.37**	37,545.57
Add: Net (Loss) for the year	**(5,660.80)**	(8,120.68)
Add: Transferred from share option outstanding account	**2,112.55**	–
Less:		
- Interim dividend (Previous Year ₹ 17.50 per share)	**–**	3,597.21
- Dividend distribution tax [Includes ₹ 11.21 Lakhs (Previous year ₹ NIL) relating to the previous year]	**11.21**	732.31
Closing balance	**21,535.91**	25,095.37
Total Reserves and surplus	**42,907.63**	63,946.23
4 Long-term borrowings		
Secured Loans		
Term loans		
From banks	**48,502.79**	62,830.30
For nature of security and terms of repayment (Refer Note 41 (A) (I) (i))		
From others	**22,523.64**	27,372.19
For nature of security and terms of repayment (Refer Note 41 (A) (II) (ii))		
Other loans and advances		
From banks (Buyers credit)	**6,155.76**	5,494.59
For nature of security and terms of repayment (Refer Note 41 (A) (III) (i))		
Unsecured Loans		
From others	**18.97**	–
Total	**77,201.16**	95,697.08

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
5 Deferred tax liabilities (net)		
Deferred Tax Liabilities		
Depreciation on fixed assets	**1,408.38**	1,908.99
Unamortised borrowing cost	**291.09**	94.96
Total Deferred Tax Liabilities (A)	**1,699.47**	2,003.95
Deferred Tax Assets		
Liabilities to be deducted for tax purposes when paid	**–**	37.05
Restricted to the extent of deferred liability	**1,479.09**	903.95
Total Deferred Tax Assets (B)	**1,479.09**	941.00
Deferred tax liabilities (net) (A-B)	**220.38**	1,062.95
6 Other long-term liabilities		
Security deposits	**441.05**	390.00
Payable towards capital expenditure	**2,465.96**	2,762.04
Total	**2,907.01**	3,152.04
7 Long-term provisions		
Provision for employee benefits		
- Provision for gratuity	**84.28**	104.73
- Provision for compensated absences	**417.08**	328.87
Total	**501.36**	433.60
8 Short-term borrowings		
Loans repayable on demand		
Secured		
Other Loans and Advances		
From banks (Secured against stock and fixed deposit in one of the subsidiaries)	**2,700.00**	7,500.00
For nature of security and terms of repayment (Refer Note 41 (B))		
Working Capital Demand Loan	**1,000.00**	–
Cash Credit Facility	**144.03**	699.44
(Secured by a first charge on all present and future assets of one of the subsidiaries, including fixed and current, immovable and movable, tangible and intangible assets ranking pari-passu with the charges created for other loans)		
From other (Secured against office premises)	**–**	0.60
Unsecured		
Other Loans and Advances		
Inter corporate deposit	**2,005.00**	5,900.00
From Banks (Buyers Credit)		
For nature of security and terms of repayment (Refer Note 41 (B))	**983.60**	6,430.31
Other Loans		
From others	**5,884.92**	168.36
Total	**12,717.55**	20,698.71

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
9 Trade payables		
Dues to micro, small and medium enterprises	**3.59**	79.53
Others	**21,093.44**	31,060.30
Total	**21,097.03**	31,139.83
10 Other current liabilities		
Current maturities of Long-term borrowings - Secured		
Term loans		
From banks For nature of security and terms of repayment (Refer Note 41(A) (I) (i))	**15,825.64**	11,508.70
From others For nature of security and terms of repayment (Refer Note 41(A) (II) (i))	**12,508.51**	4,000.01
Other loans and advances		
From banks (Buyers credit -For nature of security and terms of repayment (Refer Note 41 (A) (I) (iii))	**4,973.93**	455.78
Temporary overdrawn book balances	**1,651.79**	65.60
Income received in advance	**878.70**	1,412.85
Advance received from customers	**1,451.70**	4,083.12
Statutory dues	**2,098.97**	5,675.22
Payable on purchase of Fixed Assets	**1,236.69**	6,404.06
Trade deposits from customers	**200.95**	240.98
Interest accrued but not due on borrowings		
- Term Loan & Working Capital Demand Loan	**1,529.71**	1,489.34
- Buyers Credit, LC and Swap	**107.01**	38.58
Forward Contract payable - net	**318.53**	668.66
Salary payable	**222.66**	322.38
Unclaimed dividend #	**20.00**	44.94
# There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.		
Total	**43,024.79**	36,410.22
11 Short-term provisions		
Provision for gratuity	**12.65**	55.76
Provision for compensated absences	**52.74**	89.36
Provision for income tax (net of advance tax)	**352.75**	347.78
Total	**418.14**	492.90

12 Property, Plant and Equipment

(₹ in Lakhs)

	Description	Gross block (At cost)						Depreciation and amortisation					Net block			
		As at 01.04.2016	Addition on account of acquisition	Additions	Disposal	Transferred as per scheme of Arrangement	Deductions/ Other adjustments	As at 31.03.2017	Upto 31.03.2016	Addition on account of acquisition	For the Year	Disposal / adjustment	Transferred as per scheme of Arrangement	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
A	**Tangible assets:**															
	Leasehold land (Refer Note 2)	2.49	–	–	–	–	–	2.49	0.89	–	0.03	–	–	0.92	1.57	1.60
		[2.49]	[–]	[–]	[–]	[–]	[–]	[2.49]	[0.89]	[–]	[–]	[–]	[–]	[0.89]		
	Settop box	56,546.67	–	19,946.47	(96.23)	–	–	76,589.37	24,570.51	–	7,661.33	219.04	–	32,012.80	44,576.57	31,976.16
		[51,642.32]	[–]	[8,108.77]	[3,204.42]	[–]	[–]	[56,546.67]	[19,298.09]	[–]	[5,955.19]	[682.77]	[–]	[24,570.51]		
	Building (Refer Note 1, 4)	4,978.70	–	–	0.01	–	421.26	4,557.43	1,880.65	–	81.49	–	–	1,962.14	2,595.29	3,098.05
		[4,978.70]	[–]	[–]	[–]	[–]	[–]	[4,978.70]	[1,803.85]	[–]	[76.80]	[–]	[–]	[1,880.65]		
	Plant and equipment (Refer Note 3)	44,123.69	–	727.03	1,015.85	–	358.85	43,476.01	17,165.68	–	2,494.25	487.49		19,172.45	24,303.57	26,958.01
		[29,464.60]	[68.68]	[15,938.34]	[364.93]	[983.00]	[–]	[44,123.69]	[16,837.88	[4.58]	[1,355.50]	[102.98]	[929.30]	[17,165.68]		
	Furniture and fixtures	913.25	–	15.77	42.07	–	–	886.95	789.83	–	34.54	82.47	–	741.90	145.04	123.42
		[860.18]	[38.53]	[31.13]	[11.68]	[4.91]	[–]	[913.25]	[754.45]	[6.43]	[41.66]	[9.54]	[3.17]	[789.83]		
	Office equipments	326.38	–	30.99	64.31	–	–	293.06	174.76	–	35.50	(4.80)	–	215.06	78.00	151.62
		[284.38]	[–]	[44.99]	[1.13]	[1.86]	[–]	[326.38]	[136.20]	[–]	[39.21]	[0.65]	[–]	[174.76]		
	Leasehold improvements	342.50	–	–	–	–	–	342.50	7.60	–	90.38	–	–	97.98	244.52	334.90
		[6.95]	[–]	[335.55]	[–]	[–]	[–]	[342.50]	[2.86]	[–]	[4.74]	[–]	[–]	[7.60]		
	Computers & Data Processing Units	1,797.82	–	76.82	146.94	–	–	1,727.70	1,011.09	–	260.44	112.78	–	1,158.75	568.95	786.73
		[1,269,31]	[0.98]	[681.08]	[18.79]	[134.76]	[–]	[1,797.82]	[808.05]	[0.37]	[273.09]	[11.28]	[59.14]	[1,011.09]		
	Vehicles (Refer Note 5)	652.83	–	47.08	93.85	–	–	606.06	357.34	–	62.97	65.66	–	354.65	251.41	295.49
		[645.65]	[–]	[34.26]	[27.08]	[–]	[–]	[652.83]	[300.56]	[–]	[76.67]	[19.89]	[–]	[357.34]		
	Total (A)	**109,684.33**	**–**	**20,844.16**	**1,266.79**	**–**	**780.11**	**128,481.57**	**45,958.35**	**–**	**10,720.93**	**962.64**	–	**55,716.65**	**72,764.92**	**63,725.98**
	Previous Year	[89,154.58]	[108.19]	[25,174.12]	[3,628.03]	[1,124,53]	[–]	[109,684.33]	[39,942.83]	[11.38]	[7,822.86]	[827.11]	[991.61]	[45,958.35]		
B	**Assets given on operating lease:**															
	Plant & Equipment	2,245.93	–	–	–	–	–	2,245.93	1,100.20	–	94.80	–	–	1,195.00	1,050.93	1,145.73
		[2,245.93]	[–]	[–]	[–]	[–]	[–]	[2,245.93]	[1,005.15]	[–]	[95.05]	[–]	[–]	[1,100.20]		
	Total (B)	**2,245.93**	**–**	**–**	**–**	**–**	**–**	**2,245.93**	**1,100.20**	**–**	**94.80**	**–**	–	**1,195.00**	**1,050.93**	**1,145.73**
	Previous Year	[2,245.93]	[–]	[–]	[–]	[–]	[–]	[2,245.93]	[1,005.15]	[–]	[95.05]	[–]	[–]	[1,100.20]		
	Total (A+B)	**111,930.26**	**–**	**20,844.16**	**1,266.79**	**–**	**780.11**	**130,727.50**	**47,058.55**	**–**	**10,815.73**	**962.64**	–	**56,911.65**	**73,815.85**	**64,871.71**
		[91,400.51]	[108.19]	[25,174.12]	[3,628.03]	[1,124.53]	[–]	[111,930.26]	[40,947.98]	[11.38]	[7,917.91]	[827.11]	[991.61]	[47,058.55]		

12 Property, Plant and Equipment

(₹ in Lakhs)

	Description	Gross block (At cost)						Depreciation and amortisation					Net block			
		As at 01.04.2016	Addition on account of acquisition	Additions	Disposal	Transferred as per scheme of Arrangement	Deductions/ Other adjustments	As at 31.03.2017	Upto 31.03.2016	Addition on account of acquisition	For the Year	Disposal / adjustment	Transferred as per scheme of Arrangement	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
C	Intangible assets:- Acquired															
	Goodwill	0.50	–	–	–	–	–	0.50	0.50	–	–	–	–	0.50	–	–
		[0.50]	[–]	[–]	[–]	[–]	[–]	[0.50]	[0.50]	[–]	[–]	[–]	[–]	[0.50]		
	Network rights	8,646.58	–	561.64	970.91	–	–	8,237.31	4,538.12	–	916.50	825.61	–	4,629.01	3,608.30	4,108.46
		[8,646.58]	[–]	[–]	[–]	[–]	[–]	[8,646.58]	[3,680.10]	[–]	[858.02]	[–]	[–]	[4,538.12]		
	License Fee	1,000.00	–	–	–	–	–	1,000.00	75.00	–	100.00	–	–	175.00	825.00	925.00
		[1,000.00]	[–]	[–]	[–]	[–]	[–]	[1,000.00]	[76.16]	[–]	[(1.16)]	[–]	[–]	[75.00]		–
	Computer software	3,385.57	–	986.83	151.05	–	–	4,221.35	513.86	–	571.70	99.30	–	986.26	3,235.09	2,871.71
		[894.54]	[–]	[2,585.30]	[–]	[94.27]	[–]	[3.385.57]	[414.79]	[–]	[147.65]	[–]	[48.58]	[513.86]		
	Total (c)	**13,032.65**	**–**	**1,548.48**	**1,121.96**	**–**	**–**	**13,459.16**	**5,127.48**	**–**	**1,588.20**	**924.91**	–	**5,790.77**	**7,668.39**	**7,905.17**
	Previous Year	[10,541.62]	[–]	[2,585.30]	[–]	[94.27]	[–]	[13,032.65]	[4,171.55]	[–]	[1,004.51]	[–]	[48.58]	[5,127.48]		
	TOTAL (A+B+C)	**124,962.91**	**–**	**22,392.64**	**2,388.75**	**–**	**780.11**	**144,186.66**	**52,186.03**	**–**	**12,403.93**	**1,887.55**	–	**62,702.42**	**81,484.24**	**72,776.88**
	Previous Year	[1,01,942.13]	[108.19]	[27,759.42]	[3,628.03]	[1,218.80]	[–]	[1,24,962.91]	[45,119.53]	[11.38]	[8,922.42]	[827.11]	[1,040.19]	[52,186.03]		
	Capital work-in-progress														2,452.91	19,483.53
															83,937.15	**92,260.41**

Notes :
1. Building includes shares in a co-operative Society, amount not material.
2. Leasehold land acquired at the time of amalgamation of In Network Entertainment (India) Limited with Indusind Media & Communication Limited (IMCL) is yet to be transferred in the name of the IMCL.
3. Plant and equipment - includes assets viz. optical fibre cable ducts given on operating lease, cost of which is not practicable to ascertain.
4. The office premises of Sangli Media Services Private Limited is mortgaged against overdraft facility.
5. The vehicle of Advance Multisystem Broadband Communications Limited is mortgaged against loan.
6. Figures in brackets are in respect of the previous year.

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
13 Non-current investments (Fully paid, at cost)		
Trade Investments		
a) Unquoted Equity Instruments		
b) Unquoted Preference Instruments		
8,446,120 [March 31, 2016: 8,446,120] 7% Cumulative Preference Shares of ₹ 10 each in IN Entertainment (India) Limited	**844.61**	844.61
27,200,000 [March 31, 2016: Nil] 9% Redeemable Non-cumulative preference shares of ₹ 100/- each of Planet E-Shop Holdings India Limited	**27,200.00**	27,200.00
Total (A)	**28,044.61**	28,044.61
Other Investments		
a) **Quoted:**		
Investment in Equity Instruments:		
13,416 [March 31, 2016: 13,416] equity shares of ₹ 2 each in GOCL Corporation Limited	**1.79**	1.79
13,416 [March 31, 2016: 13,416] equity shares of ₹ 2 each in Gulf Oil Lubricants Limited	**0.81**	0.81
2,560,196 [March 31, 2016: 2,560,196] equity shares of ₹ 10 each in IndusInd Bank Limited	**3,732.19**	3,732.19
24,007 [March 31, 2016: 24,007] equity shares of ₹ 10 each in VCK Capital Market Services Limited	**1.46**	1.46
b) Unquoted:		
Investment in Equity Instruments:		
Nil [March 31, 2016: 61,147,056] equity shares of ₹ 10 each in Hinduja Energy India Limited	**–**	18,711.00
21,557,692 [March 31, 2016: 19,888,890] equity shares of ₹ 10 each in Hinduja Leyland Finance Limited	**3,307.24**	1,988.88
Unquoted Other Investments:		
Investments in government or trust securities	**11.18**	11.18
Investments in co-operative banks	**0.91**	0.91
Total (B)	**7,055.58**	24,448.22
Total (A+B)	**35,100.19**	52,492.83
# 1,715,000 [March 31,2016: 1,750,000l] equity shares pledged against loan availed.		
Aggregate amount of quoted investments	**3,736.25**	3,736.25
Market value of quoted investments	**31,284.15**	21,230.91
Aggregate amount of unquoted investments	**31,363.94**	48,756.58

(₹ in Lakhs)

	Particulars	As at 31.03.2017	As at 31.03.2016
14	**Long-term loans and advances**		
	Unsecured, Considered Good unless otherwise specified		
	Capital Advances		
	- Advance for Network Acquisition		
	Unsecured, considered good	**1,274.72**	2,076.80
	Doubtful	**2,035.57**	1,336.09
	Less: Provision for doubtful advances	**(2,035.57)**	(1,336.09)
		1,274.72	2,076.80
	Deposits		
	- Deposit with government authorities	**522.73**	501.32
	- Security deposits	**295.94**	369.80
	- Other deposits	**135.41**	10.45
	Advance for lease	**-**	179.68
	Balances with government authorities - Paid under Protest	**344.05**	–
	- Service tax input and CENVAT & VAT credit receivable	**1,641.27**	130.91
	Advance tax and tax deducted at source (net of provision)	**6,293.81**	6,546.95
	MAT credit entitlement	**7,857.57**	7,682.56
	Other loans and advances	**4.48**	686.12
	Total	**18,369.98**	18,184.59
15	**Other non-current assets**		
	Unamortised borrowing expenses		
	- Upfront Fees on Term Loan	**543.86**	272.05
	- Upfront Fees on Buyers Credit	**-**	381.63
	- Upfront Fees on Bank Guarantee	**8.00**	40.00
	Total	**551.86**	693.68
16	**Inventories** **(At cost or net realisable value, whichever is lower except shares)**		
	Stock-in-Trade		
	Real estate (Pending registration in the name of the Company, land at Devanahall, Bengluru valuing ₹ 1,201.80 Lakhs - Refer Note 46)	**3,719.32**	3,719.32
	Network cables and equipments	**254.15**	736.94
	Shares (Cost or fair value whichever is lower)	**39,368.46**	45,911.19
	Total	**43,341.93**	50,367.45

43,65,000 [March 31, 2016: 68,50,000] equity shares of Indusind bank limited pledged against loan taken.

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
17 Trade receivables		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, Considered Good	**4,579.90**	9,320.16
Doubtful	**573.36**	393.36
Less : Provision for doubtful debts	**(573.36)**	(393.36)
	4,579.90	9,320.16
Other trade receivables Unsecured, considered good	**11,677.32**	9,659.26
	11,677.32	9,659.26
Total	**16,257.22**	18,979.42
18 Cash and bank balances		
Cash and Cash Equivalents		
Cash on hand	**58.34**	112.36
Cheques on hand	**1,694.32**	1,729.43
Balance with Banks		
- Current accounts	**1,990.14**	3,062.87
- Deposits	**5,001.62**	3,235.00
Other Bank Balance		
Unpaid dividend accounts	**20.00**	44.94
Note:(a) Balances with banks includes deposits amounting to ₹ 565.91 Lakhs (Previous Year ₹ 3.82 Lakhs) which have an original maturity of more than 12 months (b) Balance with Banks includes deposits amounting to ₹ Nil (Previous Year ₹ 162.35 Lakhs) with remaining maturity of more than 12 months from the balance sheet date. (c) Deposits of ₹ 601.08 Lakhs (Previous Year ₹ 527.96 Lakhs) are against Bank Guarantees and ₹ 3,017.04 Lakhs (Previous Year ₹ 2,376.51 Lakhs) as Margin money against buyers credit.		
Total	**8,764.42**	8,184.60
19 Short-term loans and advances		
Unsecured, Considered Good (Unless otherwise specified)		
1) Advance to suppliers		
- Unsecured Considered Good	**3,149.17**	3,405.78
- Doubtful	**599.65**	599.65
Less: Provision for doubtful advances	**(599.65)**	(599.65)
	3,149.17	3,405.78
2) Security deposits		
- Security deposit to a related party	**–**	46.15
- Others	**146.08**	169.44
3) Prepaid expenses	**393.64**	356.00
4) Balances with government authorities		
- Entertainment Tax, VAT and Service tax Set Off Receivable	**3,526.31**	4,891.14
- Custom duty deposits	**81.78**	–
5) Inter corporate deposits	**–**	785.00
6) Insurance Claim	**4.32**	–
7) Other receivables	**56.10**	682.69
Total	**7,357.40**	10,336.20

(₹ in Lakhs)

	Particulars	As at 31.03.2017	As at 31.03.2016
20	**Other current assets**		
	Interest accrued on inter-corporate deposits	**7.84**	0.10
	Interest accrued on fixed deposits	**18.20**	19.76
	Receivable for Reimbursment of Expenses	**55.90**	–
	Others	**–**	29.80
	Deferred premium on forward contracts	**2.25**	393.86
	Unamortised borrowing expenses		
	- Upfront Fees on Term Loan	**–**	155.76
	- Upfront Fees on Buyers Credit	**436.22**	156.60
	- Upfront Fees on Bank Guarantee	**32.00**	32.00
	Total	**552.41**	787.88

(₹ in Lakhs)

	Particulars	Year ended 31.03.2017	Year ended 31.03.2016
21	**Revenue from operations**		
	Sale of products		
	Sale of set top boxes / modem	**429.54**	2,070.67
	Sale of set Network Cable and Equipment	**18.11**	–
	Sale of services		
	Cable television transmission	**59,651.93**	46,163.65
	Income from trading of securities (net)	**11,278.92**	11,416.55
	Sub broking income	**46.20**	7.38
	Other operating revenues		
	Advertisement	**387.73**	401.82
	Lease income - optical fibre cable	**764.72**	618.40
	Minimum Guarantee	**67.66**	–
	Interest		
	- On inter-corporate deposits	**310.67**	576.39
	- On deposits with banks	**12.34**	0.24
	Dividend		
	- Non-current investments -non-trade	**98.51**	90.57
	- Current investments -non-trade	**2.60**	1.06
	- Shares held as stock-in-trade	**334.80**	357.84
	Gain on sale of non-current investments (net)		
	- Trade	**4,487.91**	5,376.57
	- Non-trade	**599.24**	–
	Total	**78,490.88**	67,081.14
22	**Other income**		
	Interest		
	- On deposits with banks	**358.38**	244.30
	- On others	**0.02**	0.06
	- On inter-corporate deposits	**–**	0.91
	Gains on sale of mutual funds - Current investment	**–**	17.57
	Dividend		
	- Non-current investments non-trade	**0.45**	0.94
	- Shares held as stock-in-trade	**–**	14.76
	Sundry credit balances written back	**692.08**	11.71
	Service charges recovered	**55.62**	160.24
	Provision for expenses no longer required, written back	**1,650.93**	10.39
	Profit on disposal of associate	**–**	96.00
	Bad Debts recovery	**55.00**	–
	Sale of scrap	**4.48**	–
	Profit on Sale of non-current investments	**207.68**	–
	Income Tax refund	**459.80**	89.79
	Miscellaneous income	**624.94**	270.08
	Total	**4,109.38**	916.75

(₹ in Lakhs)

	Particulars	Year ended 31.03.2017	Year ended 31.03.2016
23	**Changes in inventories of stock-in-trade**		
	Inventories at the beginning of the year		
	Real Estate	**3,719.00**	3,719.00
	Network cable and equipment	**736.93**	333.68
	Inventories at the end of the year		
	Real Estate	**(3,719.00)**	(3,719.00)
	Set top Boxes	**(254.14)**	(736.93)
	Transffered to Fixed Asset	**(259.54)**	–
	Total	**223.25**	(403.25)
24	**Direct cost and operating expenses**		
	Cable television operation expenses	**39,428.23**	32,390.81
	Bandwidth charges	**741.64**	375.70
	Lease rental - duct	**516.67**	502.64
	Transponder Charges	**1,735.83**	1,663.51
		42,422.37	34,932.66
	Less: Amount Capitalised	**–**	(2,751.97)
	Total	**42,422.37**	32,180.69
25	**Employee benefits expenses**		
	Salary and other benefits	**4,934.93**	5,457.65
	Contribution to Employees' Provident and other funds	**392.96**	315.60
	Gratuity (Refer Note. 36)	**70.42**	75.31
	Employee Stock Option Plan	**–**	2,112.55
	Staff welfare	**175.99**	184.77
		5,574.30	8,145.88
	Less: Amount Capitalised	**–**	(154.37)
	Total	**5,574.30**	7,991.51

(₹ in Lakhs)

	Particulars	Year ended 31.03.2017	Year ended 31.03.2016
26	**Finance costs**		
	Interest expense on		
	Term loans	**11,493.48**	8,427.13
	Other loans	**982.25**	2,627.08
	Inter-corporate deposits	**1,653.09**	568.32
	Interest on buyers' credit	**354.02**	38.95
	Other borrowing costs		
	Premium on Forward Contracts	**1,029.83**	1,579.62
	Amortisation of loan processing fees	**419.79**	551.74
	Other finance cost on buyers credit	**245.12**	73.63
		16,177.58	13,866.47
	Less: Amount Capitalised	**–**	(512.26)
	Total	**16,177.58**	13,354.21
27	**Depreciation and Amortisation expenses**		
	- Tangible assets	**10,720.93**	7,796.65
	- Asset given on operating lease	**94.80**	95.05
	- Intangible assets	**1,588.20**	1,030.72
		12,403.93	8,922.42
	Less: Amount Capitalised	**–**	(70.60)
	Total	**12,403.93**	8,851.82

(₹ in Lakhs)

	Particulars	Year ended 31.03.2017	Year ended 31.03.2016
28	**Other expenses**		
	Royalties	**83.33**	0.50
	Licence Fee	**124.56**	173.39
	Power and fuel	**1,062.20**	1,012.34
	Rent (Refer Note 31)	**1,268.32**	976.95
	Repairs and maintenance		
	- Plant and machinery	**988.20**	907.83
	- Building	**167.51**	164.95
	- Others	**348.02**	93.45
	Insurance charges	**121.79**	102.82
	Rates and taxes	**1,056.59**	374.00
	Freight and octroi	**141.45**	131.02
	Commission	**1,575.93**	872.61
	Travelling expenses	**670.39**	834.30
	Directors' sitting fees	**100.00**	75.50
	Auditors' remuneration (net of service tax input credit)		
	a) Statutory Auditors		
	- Statutory Audit	**73.10**	70.10
	- For Taxation work	**43.04**	28.01
	- For other services - certification work	**8.69**	2.28
	- For reimbursement of expenses	**3.35**	2.60
		128.18	102.99
	b) Cost Auditors-Cost Audit	**1.17**	1.16
	Professional fees	**3,970.86**	3,527.36
	Donations	**102.00**	100.38
	Communication expenses	**558.21**	904.43
	Advertisement and business promotion	**52.30**	596.25
	Loss on foreign currency (net)	**954.00**	194.37
	Bad debts written off	**6,872.38**	1,759.23
	Bank charges	**63.16**	189.65
	Impairment of Goodwill (Refer Note 43)	**1,052.58**	–
	Provision for doubtful debts	**180.00**	–
	Provision for doubtful advances	**700.12**	412.38
	Sundry debit balance written off	**2.98**	1.96
	Advance written off	**180.78**	505.79
	Assets written off	**108.08**	–
	Loss on scrapped assets	**14.38**	39.56
	Miscellaneous expenses	**1,284.04**	1,176.98
		23,933.51	15,232.15
	Less: Amount Capitalised	**–**	(2,321.52)
	Total	**23,933.51**	12,910.63

29. (I) Capital commitments and contingent liabilities:

a) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 2,640.00 (in Lakhs) [Previous Year – ₹ 3,431.08 (in Lakhs)].

b) Contingent liabilities in respect of:

(₹ in Lakhs)

Sr. No.	Particulars	As at 31.03.2017	As at 31.03.2016
i.	Bank Guarantees given to various authorities.	**1,503.26**	527.19
ii.	Guarantees/ Counter Guarantees given to Custom Authorities.	**347.05**	347.05
iii.	Claims against the Group not acknowledged as debts :		
	- Entertainment Tax (Refer Note 4 Below)	**2,087.41**	4,883.22
	- Sales Tax	**662.83**	568.26
	- Cable Television Related Cases (to the extent ascertained)	**191.03**	191.03
	- Service tax	**155.29**	155.29
iv	Income tax matters against which the Group has filed appeals/ objections. (Refer Note 1 below).	**10,581.83**	10,520.94
v.	Demands of Custom Duty in a subsidiary Company against which it has filed appeal.	**248.30**	248.30
vi.	Summary Suit has been filed by Nishkalp Investments and Trading Company Limited with regard to the dispute for buyback of shares of Plus Paper Foodpac Limited (PPFL) vide an agreement dated November 25, 1997. The Management is of the opinion that the Company has a good case and the summary suit is not sustainable.	**867.12**	867.12
vii.	Letters of Credit issued by bankers: - for Import of Equipments	**1,945.31**	2,825.26
viii.	Co borrower with Customer for Loan availed from Hinduja Leyland Finance Limited	**200.00**	–

Notes:

1. Includes an amount of ₹ 7,144.06 (in Lakhs) [Previous Year - ₹ 7,173.48 (in Lakhs)] being disputed income tax liabilities pertaining to IT / ITES business, which is reimbursable from Hinduja Global Solutions Limited, pursuant to the Scheme of Arrangement and Reconstruction for demerger of IT / ITES business sanctioned by High Court of Judicature of Bombay and made effective on March 7, 2007. In respect of the aforesaid disputed dues, an amount of ₹ 3,507.19 (in Lakhs) [Previous Year - ₹ 5,738.20 (in Lakhs)] has been deposited by the Company with income tax authorities under protest. The Company has received ₹ 3,318.99 (In Lakhs) upto March 31, 2017 from Hinduja Global Solutions Limited to discharge part payment of disputed income tax liabilities pertaining to IT / ITES business, which is netted from advance tax and tax deducted at source (net of provisions).

2. With Respect to above, the Group does not expect any outflow of cash/ resources.

3. The Contingent Liabilities for Pay Channel expenses related cases, Service Tax cases and Entertainment Tax cases for certain subsidiaries are not ascertainable.

4. Entertainment Duty on LCO Points

a. Entertainment Duty on LCO Points - Delhi

Pursuant to digitalisation, the Entertainment Tax ('ET') Authorities in Delhi, vide letter dated 17/12/2012, shifted the onus to pay the entertainment duty (ET) of Franchisee Points on Multi System Operators (MSO), based on which ET Authorities issued a demand Notice towards entertainment duty for the period April – 2013 to May -2013. The group has preferred an Appeal before the Dy. Commissioner of Taxes – Delhi, which was rejected by the Appellate Authorities. The ET authorities further passed assessment order for the period June-2013 to Mar-2014. The group has filed a WRIT petition before the Delhi High Court and obtained a temporary stay on the recovery proceedings. The Demands raised by the ET authorities on the group is as under:

(₹ in Lakhs)

Sr. No.	Period	Notice Issued by	Demand Raised (Including Penalty)	Demand Raised (Including Penalty)
			March 2017	March 2016
1	April 2013 – May 2013	ET Officer, Delhi	–	379.70
2	June 2013 – March 2014	ET Officer, Delhi	–	2,223.31
			–	**2,603.01**

During the year the Hon'ble Delhi High court vide its order dated March 9, 2017 has quashed the impugned circular dated 17.12.2012. The High court also made it clear that MSOs are liable to pay ET to the extent that they directly provide cable services to the subscribers without the intervention of any LCO and LCO having their own subscriber network would be liable to collect the ET and pay same to the government.

b. Entertainment Duty on LCO Points – Maharashtra

The Maharashtra Government issued Resolution No. - ENT2013/PK59/T-1 ('GR') putting the onus to pay the ET on franchisee points on Multi System Operators (MSO). Accordingly the ET authorities issued demand Notices of ₹ 1,809.49 Lakhs relating to Mumbai, Nagpur and Nashik. The detail of various demand notices issued by the ET Authorities in Maharashtra is as under:

Sr. No.	City	Period	Notice Issued by	Demand Raised March 2017	Demand Raised March 2016
1	Mumbai	April 2013 – September 2013	District Collector/ Tahsildar	507.08	507.08
2	Nagpur	April 2013 – June 2013	Office of District Collector, Nagpur	181.14	181.14
3	Nashik	April 2013 - July 2013	Office of District Collector, Nashik	41.35	41.35
4	Nagpur	July 2013 – October 2014	Office of District Collector, Nagpur	1,079.92	1,079.92
				1,809.49	**1,809.49**

In response to a demand notice issued by the ET authorities in Nagpur, group has filed a writ petition with Bombay High Court (Nagpur Bench) challenging the order of Collector and the validity of GR dated 07/03/2013. The same is shifted to Bombay Bench for Consolidation with other WRITs filed by Other MSOs and LCO Associations in Mumbai and Nashik on the same issue. In the interim, for WRIT filed by the group before Nagpur Bench, High Court has stayed any recovery proceeding against the group and in all other Writ Petitions High Court has directed the LCOs to deposit the Entertainment Tax directly to the Entertainment Authorities or through the High Court. Based on the Orders of the High Courts, collectors in Mumbai have started to collect the Entertainment Duty from the LCO's.

Government of Maharashtra has vide an Ordinance dated 10/02/2014 amended the Maharashtra Entertainment Duty Act, 1923 and the said ordinance was replaced with an Act and amendments passed by the ordinance become part of the Act vide Amendment dated 25/07/2014.

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. The group has amended its Writ Petitions filed before Bombay High Court.

Based on the above facts, the group is of the opinion that liability for payment of ET on LCO points for the period April -2013 to March – 2017 is not required to be provided in its books as the amount of entertainment tax payable is not ascertainable by the Group at this stage.

(II) Other Commitments:

a) Grant Investrade Limited ('Grant'), a wholly owned subsidiary of the Company has in the previous year availed the Loan against share facility of ₹ 29,500 Lakhs from Yes Bank Limited (YBL) repayable after 96 months from the date of disbursement. The Company has given shortfall undertaking to YBL that

in event of any shortfall, the company will infuse additional equity in Grant towards time, cost overrun and losses during the tenor of the loan. Pursuant to Scheme of Arrangement (Refer Note 48), the said loan has been transferred to IMCL and the Company is in process of transferring the said shortfall undertaking from Grant to IMCL.

b) The Group has given an undertaking to various banks to retain shareholding to the extent of 51% in the subsidiary viz. IndusInd Media & Communications Limited ('IMCL') and 100% in the subsidiary viz. Grant Investrade Limited (Grant), until all amounts outstanding under various Facility Agreements entered into by IMCL and Grant with the said banks are repaid in full by IMCL and Grant respectively.

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

Sr. No.	Name of the Company	Held by	Parent's Shareholding and Voting Power (%)		Company's Effective Stake (%)	
			Year-ended		Year-ended	
			31.03.2017	31.03.2016	31.03.2017	31.03.2016
A	DIRECT SUBSIDIARIES					
1.	IndusInd Media & Communications Limited (IMCL)	HVL and GIL	**68.21**	61.91	**68.21**	61.91
2.	Grant Investrade Limited (GIL)	HVL	**100.00**	100.00	**100.00**	100.00
B	INDIRECT SUBSIDIARIES					
1	USN Networks Private Limited	IMCL	**100.00**	99.96	**68.21**	61.89
2	United Mysore Network Private Limited	IMCL	**99.45**	95.91	**67.83**	59.38
3	Seven Star Information Technology Private Limited (Upto 29th June, 2016)	IMCL	**–**	51.00	**–**	31.57
4	Bhima Riddhi Infotainment Private Limited	IMCL	**51.00**	51.00	**34.79**	31.57
5	Gold Star Noida Network Private Limited	IMCL	**100.00**	100.00	**68.21**	61.91
6	Apna Incable Broadband Services Private Limited	IMCL	**100.00**	66.71	**68.21**	41.30
7	Sangli Media Services Private Limited	IMCL	**51.00**	51.00	**34.79**	31.57
8	Sainath In Entertainment Private Limited	IMCL	**51.00**	51.00	**34.79**	31.57
9	Sunny Infotainment Private Limited	IMCL	**51.00**	51.00	**34.79**	31.57
10	Goldstar Infotainment Private Limited	IMCL	**98.92**	51.00	**67.47**	31.57
11	Ajanta Sky Darshan Private Limited	IMCL	**51.00**	51.00	**34.79**	31.57
12	V4U Entertainment Private Limited (Upto 12th July, 2016)	IMCL	**–**	51.00	**–**	31.57
13	Darpita Trading Company Private Limited	IMCL	**51.00**	51.00	**34.79**	31.57
14	RBL Digital Cable Network Private Limited	IMCL	**51.00**	51.00	**34.79**	31.57
15	Vistaar Telecommunication and Infrastructure Private Limited	IMCL	**51.00**	51.00	**34.79**	31.57
16	Advance Multisystem Broadband Communications Limited	IMCL	**59.61**	59.61	**40.66**	36.81
17	Amaravara Indigital Services Pvt. Ltd.	IMCL	**76.00**	76.00	**51.84**	47.05

31. Operating leases

The Group has entered into cancellable leasing arrangement relating to office premise extending upto a maximum of five years from the respective dates of inception which are renewable on mutual consent. Lease rentals of ₹ 1,268.32 (in Lakhs) [Previous Year - ₹ 976.95 (in Lakhs)] has been recognised in 'Rent' under Note No. 28 to the financial statements.

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

(₹ in Lakhs)

Particulars	Gross investment	Unearned finance income	Present value of minimum lease payments
Not later than 1 year	**16.44** [16.44]	**15.88** [15.88]	**Nil** [Nil]
Between 1 and 5 years	**16.44** [32.88]	**11.13** [25.85]	**Nil** [Nil]
Later than 5 years	**Nil** [Nil]	**Nil** [Nil]	**Nil** [Nil]

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

33. Earnings per equity share

Particulars	As at 31.03.2017	As at 31.03.2016
Profit attributable to equity shareholders (₹ in Lakhs)	**(5,660.80)**	(8,120.68)
Number of equity shares outstanding during the year - For Basic and Diluted earnings per share (nos.)	**20,555,503**	20,555,503
Nominal value of equity shares (₹)	**10.00**	10.00
Basic and Diluted earnings per share (₹)	**(27.54)**	(39.51)

34. Segment information

Primary Segment

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

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

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

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

i) Deployment of surplus funds and

ii) Existing stock in trade/ investments in shares and securities.

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

Secondary Segment

There is no reportable Geographical Segment.

Business Segments

(₹ in Lakhs)

Sr. No.	Particulars	Media and communications		Real estate		Investments and Treasury		Total	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1.	Segment Revenue	**61,319.69**	49.254.54	**–**	–	**17,171.19**	17,826.60	**78,490.88**	67,081.14
	Total Revenue							**78,490.88**	67,081.14
2.	Segment Results	**(31,480.46)**	(18,581.29)	**(97.32)**	(113.17)	**13,190.24**	13,715.23	**(18,387.54)**	(4,979.23)
	Add:- Other income							**4,109.38**	1.91
	Less:- Unallocated corporate expenses							**(4,357.40)**	(281.13)
	Total Profit Before Tax							**(18,635.56)**	(5,258.45)
3.	Capital Employed								
	Segment Assets	**157,938.11**	172,224.04	**3,719.50**	3,719.50	**46,588.77**	71,022.73	**208,246.38**	246,966.27
	Add: Unallocated corporate assets							**8,871.40**	9,258.58
	Total Assets							**217,117.78**	256,224.85
	Segment Liabilities	**114,875.39**	152,131.02	**6.82**	3.94	**42,628.91**	36,340.41	**157,511.12**	188,475.37
	Add: Unallocated corporate liabilities							**576.30**	611.96
	Total Liabilities							**158,087.42**	189,087.33
	Segment Capital Employed	**43,062.72**	20,093.02	**3,712.68**	3,715.56	**3,959.86**	34,682.32	**50,735.26**	58,490.90
	Add: Unallocated capital employed							**8,295.10**	8,646.62
	Total Capital Employed							**59,030.36**	67,137.52
4.	Capital Expenditure	**5,360.14**	43,400.46	**–**	–	**1.88**	24.54	**5,362.02**	43,425.00
5.	Depreciation and Amortisation	**12,379.30**	8,814.92	**–**	–	**24.63**	36.90	**12,403.93**	8,851.82
6.	Significant Non Cash Expenditure unallocated	**9,108.31**	25,275.52	**–**	–	**3.54**	1.96	**9,111.85**	25,277.48
								9,111.85	25,277.48

Notes:

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

35 Related party disclosures (as identified by the Management)

I. Individual having control with relatives and associates

Mr. Ashok P. Hinduja, Executive Chairman

II. Associates

1. Planet E-Shop Holdings India Limited (upto 24th. March, 2016)
2. IN Entertainment (India) Limited (upto 24th. March, 2016)

III. Joint Venture Company

1. RMD Baroda Network Private Limited (upto 21st March 2017)

IV. Key Management Personnel

1. Mr. Ashok Mansukhani, Whole - Time Director, Managing director in Indusind Media & Communications Limited and Grant Investrade Limited (w.e.f. 1st February, 2017)
2. Anthony D'silva, Managing Director in IndusInd Media & Communications Limited and Grant Investrade Limited (upto 31st January, 2017)

V. Enterprises where common control exists

1. Aasia Advisory Services Limited
2. APDL Estates Limited
3. Hinduja Realty Ventures Limited
4. Hinduja Group Limited
5. Hinduja Global Solutions Limited
6. Hinduja National Power Corporation Limited
7. Hinduja Energy (India) Limited
8. IN Entertainment (India) Limited (effective 25th. March, 2016)
9. Planet E-Shop Holdings India Limited (effective 25th. March, 2016)

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 Lakhs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Interest Income						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	58.05 [62.09]	58.05 [62.09]
IN Entertainment (India) Limited	– [–]	 [515.21]	– [–]	– [–]	252.63 [–]	252.63 [515.21]
Total	**–** **[–]**	**–** **[515.21]**	**–** **[–]**	**–** **[–]**	**310.68** **[62.09]**	**310.68** **[577.30]**
Miscellaneous Expenses						
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	129.80 [178.84]	129.80 [178.84]
Total	**–** **[–]**	**–** **[–]**	**–** **[–]**	**–** **[–]**	**129.80** **[178.84]**	**129.80** **[178.84]**
Interest Paid						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	89.59 [–]	89.59 [–]
Hinduja Group Limited	– [–]	– [–]	– [–]	– [–]	78.70 [–]	78.70 [–]
IN Entertainment (India) Limited	– [–]	 [439.97]	– [–]	– [–]	15.47 [–]	15.47 [439.97]
Total	**–** **[–]**	**–** **[439.97]**	**–** **[–]**	**–** **[–]**	**183.76** **[–]**	**183.76** **[439.97]**
Reimbursement of Expenses from Other Companies						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	 [1.57]	– [1.57]
IN Entertainment (India) Limited	– [–]	 [5.09]	– [–]	– [–]	– [–]	– [5.09]
RMD Baroda Network Private Limited	– [–]	– [–]	– [0.32]	– [–]	– [–]	– [0.32]
Total	**–** **[–]**	**–** **[5.09]**	**–** **[0.32]**	**–** **[–]**	**–** **[1.57]**	**–** **[6.98]**
Reimbursement of Expenses to Other Companies						
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	0.46 [–]	0.46 [–]
IN Entertainment (India) Limited	– [–]	 [1.08]	– [–]	– [–]	56.12 [–]	56.12 [1.08]
Planet E-Shop Holding India Limited	– [–]	 [–]	– [–]	– [–]	7.04 [–]	7.04 [1.08]
Total	**–** **[–]**	**–** **[1.08]**	**–** **[–]**	**–** **[–]**	**63.62** **[–]**	**63.62** **[1.08]**
Professional/ Technical Fees						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	10.34 [10.25]	10.34 [10.25]
Hinduja Group Limited	– [–]	– [–]	– [–]	– [–]	154.46 [144.57]	154.46 [144.57]
Total	**–** **[–]**	**–** **[–]**	**–** **[–]**	**–** **[–]**	**164.80** **[154.82]**	**164.80** **[154.82]**

(₹ in Lakhs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Rent / Service Charges Paid						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	– [97.52]	– [97.52]
Hinduja Group Limited	– [–]	– [–]	– [–]	– [–]	126.34 [145.18]	126.34 [145.18]
Total	**– [–]**	**– [–]**	**– [–]**	**– [–]**	**126.34 [242.70]**	**126.34 [242.70]**
Commission Expense						
RMD Baroda Network Private Limited	– [–]	– [–]	1.25 [–]	– [–]	– [–]	1.25 [–]
Total	**– [–]**	**– [–]**	**1.25 [–]**	**– [–]**	**– [–]**	**1.25 [–]**
Sale Of Business						
Planet E-Shop Holding India Limited	– [–]	– [26,700.00]	– [–]	– [–]	– [–]	– [26,700.00]
Total	**– [–]**	**– [26,700.00]**	**– [–]**	**– [–]**	**– [–]**	**– [26,700.00]**
Purchase of Fixed Assets						
RMD Baroda Network Private Limited	– [–]	– [–]	164.35 [–]	– [–]	– [–]	164.35 [–]
IN Entertainment (India) Limited	[–]	[35.83]	– [–]	– [–]	1.88 [–]	1.88 [35.83]
Total	**– [–]**	**– [35.83]**	**164.35 [–]**	**– [–]**	**1.88 [–]**	**166.23 [35.83]**
Managerial Remuneration						
Mr. Ashok Mansukhani	[–]	[–]	[–]	107.94 [92.51]	[–]	107.94 [92.51]
Mr. Anthony D'silva (Refer Note 3 below)	[–]	[–]	[–]	262.23 [300.00]	[–]	262.23 [300.00]
Total	**– [–]**	**– [–]**	**– [–]**	**370.17 [392.51]**	**– [–]**	**370.17 [392.51]**
Inter-Corporate Deposits/ Loans Given						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	13,995.00 [7,300.00]	13,995.00 [7,300.00]
IN Entertainment (India) Limited	– [–]	– [7,905.00]	– [–]	– [–]	10,640.00 [–]	10,640.00 [7,905.00]
Total	**– [–]**	**– [7,905.00]**	**– [–]**	**– [–]**	**24,635.00 [7,300.00]**	**24,635.00 [15,205.00]**
Inter Corporate Deposits/ Loans Taken						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	8,895.00 [–]	8,895.00 [–]
Hinduja Group Limited	[–]	[–]	[–]	[–]	3,450.00 [–]	3,450.00 [–]
IN Entertainment (India) Limited	– [–]	– [9,100.00]	– [–]	– [–]	2,300.00 [–]	2,300.00 [9,100.00]
Total	**– [–]**	**– [9,100.00]**	**– [–]**	**– [–]**	**14,645.00 [–]**	**14,645.00 [9,100.00]**
Inter Corporate Deposits Received Back						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	14,780.00 [6,515.00]	14,780.00 [6,515.00]
IN Entertainment (India) Limited	– [–]	– [15,930.00]	– [–]	– [–]	12,940.00 [–]	12,940.00 [15,930.00]
Total	**– [–]**	**– [15,930.00]**	**– [–]**	**– [–]**	**27,720.00 [6,515.00]**	**27,720.00 [22,445.00]**

(₹ in Lakhs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Inter Corporate Deposits/ Loans Refunded						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	3,450.00 [–]	3,450.00 [–]
Hinduja Group Limited	 [–]	 [–]	 [–]	 [–]	3,450.00 [–]	3,450.00 [–]
IN Entertainment (India) Limited	– [–]	– [–]	– [–]	– [–]	2,300.00 [–]	2,300.00 [–]
Total	**–** **[–]**	**–** **[–]**	**–** **[–]**	**–** **[–]**	**9,200.00** **[–]**	**9,200.00** **[–]**
Inter Corporate Deposits Receivable as at the Year-end						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	– [785.00]	– [785.00]
Total	**–** **[–]**	**–** **[–]**	**–** **[–]**	**–** **[–]**	**–** **[785.00]**	**–** **[785.00]**
Advances given/ Repayment						
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	176.02 [–]	176.02 [–]
RMD Baroda Network Private Limited	– [–]	– [–]	15.61 [–]	– [–]	– [–]	15.61 [–]
Total	**–** **[–]**	**–** **[–]**	**15.61** **[–]**	**–** **[–]**	**176.02** **[–]**	**191.63** **[–]**
Advances Received/ Repaid						
Hinduja Group Limited	– [–]	– [–]	– [–]	– [–]	35.12 [–]	35.12 [–]
RMD Baroda Network Private Limited	– [–]	– [–]	– [21.22]	– [–]	– [–]	– [21.22]
Total	**–** **[–]**	**–** **[–]**	**–** **[21.22]**	**–** **[–]**	**35.12** **[–]**	**35.12** **[21.22]**
Inter Corporate Deposits Payable as at the Year-end						
Hinduja Realty Ventures Limited	– [–]	– [–]	 [–]	– [–]	5,445.00 [–]	5,445.00 [–]
Total	**–** **[–]**	**–** **[–]**	**–** **[–]**	**–** **[–]**	**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 [5.13]	0.10 [5.13]
Total	**–** **[–]**	**–** **[–]**	**–** **[–]**	**–** **[–]**	**7.92** **[12.95]**	**7.92** **[12.95]**
Trade Receivables						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	1.89 [0.82]	1.89 [0.82]
Total	**–** **[–]**	**–** **[–]**	**–** **[–]**	**–** **[–]**	**1.89** **[0.82]**	**1.89** **[0.82]**

(₹ in Lakhs)

Nature of Transaction	Parties referred to in I above	Parties referred to in II above	Parties referred to in III above	Parties referred to in IV above	Parties referred to in V above	Total
Trade Payables						
Hinduja Global Solutions Limited	– [–]	– [–]	– [–]	– [–]	– [29.72]	– [29.72]
RMD Baroda Network Private Limited	– [–]	– [–]	– [21.22]	– [–]	– [–]	– [21.22]
Mr. Ashok P. Hinduja	– [38.85]	– [–]	– [–]	– [–]	– [–]	– [38.85]
IN Entertainment (India) Limited	– [–]	– [–]	– [–]	– [–]	13.76 [–]	13.76 [–]
Mr. Anthony D'silva	– [–]	– [–]	– [–]	[40.80]	– [–]	– [40.80]
Total	**–** **[38.85]**	**–** **[–]**	**–** **[21.22]**	**–** **[40.80]**	**13.76** **[29.72]**	**13.76** **[130.59]**
Security Deposits Given						
Hinduja Realty Ventures Limited	– [–]	– [–]	– [–]	– [–]	46.15 [46.15]	46.15 [46.15]
Hinduja Group Limited	– [–]	– [–]	– [–]	– [–]	– [1.65]	– [1.65]
Total	**–** **[–]**	**–** **[–]**	**–** **[–]**	**–** **[–]**	**46.15** **[47.80]**	**46.15** **[47.80]**
Sale of Investments						
RMD Baroda Network Private Limited	– [–]	– [–]	100.50 [–]	– [–]	– [–]	100.50 [–]
Total	**–** **[–]**	**–** **[–]**	**100.50** **[–]**	**–** **[–]**	**–** **[–]**	**100.50** **[–]**
Investments as at the Year-end						
Hinduja Energy India Limited	– [–]	– [–]	– [–]	– [–]	– [18,711.00]	– [18,711.00]
IN Entertainment (India) Limited	– [–]	844.61 [844.61]	– [–]	– [–]	– [–]	844.61 [844.61]
Planet E-Shop Holding India Limited	– [–]	27,200.00 [27,200.00]	– [–]	– [–]	[–]	27,200.00 [27,200.00]
Total	**–** **[–]**	**28,044.61** **[28,044.61]**	**–**	**–** **[–]**	**–** **[18,711.00]**	**28,044.61** **[46,755.61]**
Dividend Paid						
Hinduja Group Limited	– [–]	– [–]	– [–]	– [–]	– [1,804.55]	– [1,804.55]
Mr. Ashok P. Hinduja	– [215.71]	– [–]	– [–]	– [–]	– [–]	– [215.71]
Mr. Ashok Mansukhani	– [–]	– [–]	– [–]	– [0.16]	– [–]	– [0.16]
Total	**–** **[215.71]**	**–** **[–]**	**–** **[–]**	**–** **[0.16]**	**–** **[1,804.55]**	**–** **[2,020.42]**

Notes :

1. Figures in brackets are in respect of the previous year.
2. Transactions with joint venture company as reflected in Column III above are at full value.
3. Remuneration to Anthony D'silva Managing Director of Indusind Media and Communication (IMCL) & Grant Investrade Limited (GIL) for the year as above excludes an amount of ₹ 98.68 lakhs in relation to gratuity, leave encashment and Performance Linked Allowance provided in previous year. The salary paid for the year as mentioned in the above table is in excess of the limit approved by shareholders by ₹ 12.23 lakhs, and is subject further approval of the shareholders at the ensuing Annual General Meeting of IMCL.

36. Disclosure in accordance with Accounting Standard 15 'Employee Benefits': -

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

I. Defined Contribution Plans

a. Provident fund

b. State defined contribution plans

i) Employer's contribution to Employees' State insurance

ii) Employer's contribution to Employees' Pension Scheme 1995

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

(₹ in Lakhs)

Particulars	2016-17	2015-16
- Employer's contribution to provident fund [Includes EDLI charges and employers' contribution to employees' pension scheme 1995]*	**222.77**	225.18
- Employer's contribution to employees' state insurance *	**51.55**	32.61
- Employer's contribution to other employees' benefit scheme *	**3.35**	12.35

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

II. Defined Benefit Plan

Gratuity

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

Particulars	2016-17	2015-16
Discount rate (per annum)	**7.27% - 7.39%**	7.86% - 7.99%
Rate of increase in compensation levels	**5% to 6%**	5% to 6%
Rate of return on plan assets	**7.27%-7.39%**	7.86%
Mortality	**Indian Assured lives Mortality (2006-2008)**	

A) Changes in the Present Value of Obligation

(₹ in Lakhs)

Particulars	2016-17		2015-16	
	Funded	Unfunded	Funded	Unfunded
Present value of obligation as at the beginning of the year	**339.89**	**28.58**	312.44	23.19
Interest cost	**26.71**	**2.25**	24.84	1.85
Current service cost	**72.60**	**1.73**	37.17	41.75
Transfers	**47.84**	**1.37**	(33.82)	–
Benefits paid	**(31.44)**	**(0.41)**	(22.98)	–
Actuarial (gain) / loss on obligations	**1.12**	**15.86**	(18.02)	2.05
Present Value of Obligation at the end of the year	**456.72**	**49.38**	299.63	68.84

B) Changes in the Fair Value of Plan Assets

(₹ in Lakhs)

Particulars	2016-17	2015-16
Opening fair value of plan assets	**245.80**	213.86
Expected return on plan assets	**19.32**	17.00
Actuarial gains / (losses) on plan assets	**55.06**	(2.67)
Contributions	**114.98**	40.60
Transfers	**57.78**	–
Benefits paid	**(31.44)**	(22.98)
Closing Fair Value of Plan Assets	**351.38**	245.81

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

(₹ in Lakhs)

Particulars	2016-17		2015-16	
	Funded	Unfunded	Funded	Unfunded
Present value of funded obligation at the end of the year	**(456.72)**	**–**	(299.63)	–
Fair value of plan assets as at the end of the year	**409.17**	**–**	245.81	–
Funded status	**409.17**	**–**	245.81	–
Present value of unfunded obligation at the end of the year	**–**	**(49.38)**	–	(68.84)
Unfunded Net Asset / (Liability) Recognised in Balance Sheet*	**(47.55)**	**(49.38)**	(53.82)	(68.84)

* Included in provisions - Refer Note 7 & 11 of the Consolidated financial statements.

D) Amount recognised in the Balance Sheet

(₹ in Lakhs)

Particulars	2016-17		2015-16	
	Funded	Unfunded	Funded	Unfunded
Present value of obligation at the end of the year	**456.72**	**49.38**	299.63	68.84
Fair value of plan assets as at the end of the year	**409.17**	**–**	245.81	–
Liability recognised in the Balance Sheet*	**47.55**	**49.38**	53.82	68.84

* Included in provisions - Refer Note 7 & 11 of the Consolidated financial statements.

E) Expenses recognised in the Statement of Profit and Loss

(₹ in Lakhs)

Particulars	2016-17	2015-16
Current service cost	**46.52**	78.92
Interest cost	**28.97**	26.69
Expected return on plan assets	**(19.32)**	(17.00)
Net actuarial (gain) / loss recognised in the year	**14.25**	(13.30)
Total Expenses recognised in the Statement of Profit and Loss*	**70.42**	75.31

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

F) Other Information

(₹ in Lakhs)

Particulars	2016-17		2015-16		2014-15		2013-14		2012-13	
	Funded	Unfunded	Funded	Unfunded	Funded	Unfunded	Funded	Unfunded	Funded	Unfunded
Present value of obligation at the end of the year	**(427.26)**	**49.38**	299.63	68.84	312.44	23.19	249.34	17.93	238.53	18.04
Fair value of plan assets at the end of the year	**381.36**	**–**	245.81	–	213.86	–	214.61	–	189.54	–
Surplus / (deficit)	**45.90**	**49.38**	53.82	68.84	98.58	23.19	34.73	–	48.99	–
Experience adjustments on plan liabilities – (gain) / loss	**(16.45)**	**15.07**	20.65	1.88	83.61	3.22	(1.55)	(2.95)	11.29	2.34
Experience adjustments on plan assets – (gain) / loss	**2.71**	**–**	2.66	–	(1.34)	–	(6.45)	–	6.29	–

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

G) Percentage of each category of Plan Asset to the Fair Value of Plan Assets as at 31st March, 2017

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

H) Expected Contribution to Fund for the next year

Expected employer's contribution to fund maintained with LIC for the next year aggregates ₹ 36.59 (in Lakhs) [Previous Year – ₹ 85.73 (in Lakhs)].

The liability for leave encashment and compensated absences as at 31st March, 2017 aggregates 469.82 (in Lakhs) [Previous Year - ₹ 418.23 (in Lakhs)].

The Fair Value of Plan asset in the above computation includes the funds of the following Company that merged with the group as per the details given below.

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

37. Specified Bank Notes (SBN) Disclosure

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 30, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December,2016, the denomination wise SBNs and other notes as per the notification is given below:

(₹ in Lakhs)

Particulars	SBN	Other denomination notes	Total
Closing cash in hand as on 8 November 2016	934.29	42.12	976.41
(+) Permitted Receipts*	–	1,037.14	1,037.14
(-) Permitted Payments	–	74.48	74.48
(-) Amount deposited in Banks	934.29	922.27	1,856.56
Closing cash in hand as on December 30,2016	**–**	**82.51**	**82.51**

* Includes ₹ 3.00 lakhs withdrawn from the bank

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

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

Amounts payable in foreign currency on account of the following:

Particulars	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016	As at 31.03.2016
	(₹ in Lakhs)	USD (in Lakhs)	(₹ in Lakhs)	USD (in Lakhs)
Sundry Creditors	**12.87**	**0.20**	10,544.32	158.95
Buyers Credit	**0.05**	**3.37**	484.63	7.30

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

Outstanding foreign exchange contracts entered into by the Company as on March 31, 2017 are

Currency	Amount	Buy / Sell	Cross Currency
USD	**97.12 Lakhs**	Buy	INR
USD	**(17,110.03) Lakhs**	Buy	INR

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

b) Currency swaps (other than forward exchange contracts stated above) to hedge against fluctuations in changes in exchange rate. No of Contracts: 7 (As at March 31,2016: 5)

39. Details of Currency Swap:-

Details of currency swaps to hedge against fluctuations in changes in exchange rate are given below:

Particulars	As at	As at	As at	As at
	31.03.2017	31.03.2017	31.03.2016	31.03.2016
	(₹ In lakhs)	USD (in lakhs)	(₹ In lakhs)	USD (in lakhs)
Buy (USD / INR)	**529.91**	**8.17**	573.57	8.64

40. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Sr. No.	Name of the entity	Net Assets		Share in Profit or Loss	
		As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit or (loss)	Amount (₹ in Lakhs)
	Parent Company				
1	Hinduja Ventures Limited	47.99	21,578.69	127.75	7,231.52
	Subsidiaries				
2	Indusind Media & Communications Limited (Including its subsidiaries, associates and joint venture)	80.54	36,094.54	(321.04)	(18,173.50)
3	Grant Investrade Limited	2.76	1,239.28	(166.92)	(9,448.89)
	Minority Interest in all subsidiaries	(31.29)	(14,067.18)	260.21	14,730.07
	Total	**100.00**	**44,963.18**	**(100.00)**	**(5,660.80)**

41. Details of long-term borrowings :-

(A) Details of Long Term borrowings

(₹ in Lakhs)

	As at 31.03.2017				As at 31.03.2016		
Secured loans	**Non-current**	**Current maturities**	**Total**	**Particulars of redemption / repayment**	**Non-current**	**Current maturities**	**Total**
(I) Term loans ('TL')							
(i) From Banks							
TL – 1	**8,036.78**	**4,592.44**	**12,629.22**	20 equal quarterly installments starting from March 15, 2015.	11,529.22	4,192.44	15,721.66
TL – 2	**8,899.03**	**4,610.00**	**13,509.03**	First 4 quarterly installments @ 1.95% & subsequent 16 quarterly installments @ 5.76% starting from May 27, 2015.	13,511.32	4,610.00	18,121.32
TL – 3	**14,319.68**	**4,290.73**	**18,610.41**	17 unequal quarterly installments from January 13, 2016. First 4 installments @ 1.5%, Second 4 installments @ 4%, third 8 installments @ 8.75% & last installment of 8%	18,610.42	1,757.65	20,368.07
TL – 4	**1,000.00**	**750.00**	**1,750.00**	14 unequal quarterly installments from December 28, 2015. First 6 installments @ 5%, Second 4 installments @ 7.5%, third 4 installments @ 10%.	1,750.00	500.00	2,250.00
TL – 5	**–**	**1.57**	**1.57**	60 equal monthly installments from May 4, 2013.	1.47	1.74	3.21
TL – 6	**16,247.30**	**1,580.90**	**17,828.20**	Repayable between December 2016 to September 2022	17,427.87	446.87	17,874.74
Total	**48,502.79**	**15,825.64**	**64,328.43**		62,830.30	11,508.70	74,339.00
(II) From other Parties							
TL – 7	**–**	**1,250.00**	**1,250.00**	16 equal quarterly installments starting from May 25, 2014.	1,250.00	1,250.00	2,500.00
TL – 8	**–**	**5,000.00**	**5,000.00**	Repayable in March, 2018*	5,000.00	–	5,000.00
TL – 9	**–**	**6,200.00**	**6,200.00**	Repayable in May, 2017**	6,100.00	–	6,100.00
TL – 10	**5,000.00**	**–**	**5,000.00**	Repayable in June, 2018*	5,000.00	–	5,000.00
TL – 11	**10,000.00**	**–**	**10,000.00**	Repayable in December, 2018*	10,000.00	–	10,000.00
TL – 12	**–**	**–**	**–**	Repayable in October 2016	–	2,700.00	2,700.00

(₹ in Lakhs)

	As at 31.03.2017				As at 31.03.2016		
Secured loans	**Non-current**	**Current maturities**	**Total**	**Particulars of redemption / repayment**	**Non-current**	**Current maturities**	**Total**
TL – 13	**7,500.00**	**–**	**7,500.00**	Repayable in June, 2018*	–	–	–
TL – 14	**–**	**–**	**–**	24 equal monthly installments starting from March 5, 2013.	–	1.48	1.48
TL – 15	**–**	**1.40**	**1.40**	34 equal monthly installments starting from June 15, 2015.	1.06	1.52	2.58
TL – 16	**–**	**12.37**	**12.37**	24 equal monthly installments starting from January 15, 2015.	8.61	17.80	26.41
TL – 17	**–**	**13.95**	**13.95**	24 equal monthly installments starting from April 4, 2015.	10.07	15.43	25.50
TL – 18	**–**	**4.43**	**4.43**	18 equal monthly installments starting from April 4, 2015.	2.45	13.78	16.23
TL – 19	**0.39**	**12.93**	**13.32**	24 equal monthly installments starting from June 7, 2016.	–	–	–
TL – 20	**2.26**	**5.24**	**7.50**	34 equal monthly installments starting from April 2, 2017.	–	–	–
TL – 21	**20.99**	**8.19**	**29.18**	60 equal monthly installments starting from February 6, 2017.	–	–	–
Total	**22,523.64**	**12,508.51**	**35,032.15**		27,372.19	4,000.01	31,372.20
(III) Other loans and advances							
(i) From Banks							
Buyers credit – 1	**–**	**–**	**–**	To be paid on January 13, 2017	–	455.78	455.78
Buyers credit – 2	**–**	**219.18**	**219.18**	To be paid on April 13, 2017	214.51	–	214.51
Buyers credit – 3	**–**	**220.00**	**220.00**	To be paid on July 13, 2017	214.51	–	214.51
Buyers credit – 4	**–**	**220.69**	**220.69**	To be paid on October 13, 2017	214.51	–	214.51
Buyers credit – 5	**–**	**4,314.06**	**4,314.06**	To be paid on December 18, 2017	4,182.89	–	4,182.89
Buyers credit – 6	**2,977.45**	**–**	**2,977.45**	To be paid on August 23, 2018	–	–	–
Buyers credit – 7	**2,122.26**	**–**	**2,122,26**	To be paid on September 26, 2018	–	–	–
Buyers credit – 8	**448.99**	**–**	**448.99**	To be paid on March 13, 2019	–	–	–
Buyers credit – 9	**607.06**	**–**	**607.06**	Repayable between July 2016 to July 2018	668.17	–	668.17
TOTAL	**6,155.76**	**4,973.93**	**11,129.69**		5,494.59	455.78	5,950.37
GRAND TOTAL	**77,182.19**	**33,308.08**	**110,490.27**		95,697.08	15,964.49	111,661.57

*/** Put/ call Option at every 365 & 370 days interval from initial disbursement date

(B) Short Term Borrowings:

	As at 31.03.2017			As at 31.03.2016
Secured loans/ Facility	**₹ In Lakhs**	**Interest rate per annum**	**Particulars of redemption/ repayment**	**₹ In Lakhs**
STL- 1	**2,700.00**	9.00 % p.a.	Repayable in October 2017	7,500.00
Buyer credit	**983.60**	Libor-linked borrowing cost.	Repayable in April 2017	6,430.31
Total	**3,683.60**			13,930.31

Note 1: : The Long Term Loans (TL -1, TL -2, TL -3, TL – 4 and TL -5) and Buyers credit from banks and others carry varying rates of interest with the maximum rate of interest going upto to 12.60% per annum. The weighted average rates of these loans are at around 10.40 % per annum.

Note 2: Long Term Loans (TL-1, TL-2, TL-3, TL–4 and TL-5), Buyers credits and Cash Credit Facilities 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.

Note 3: Long Term Loan (TL – 6) availed by Grant, a wholly owned subsidiary of the Company is secured by First Charge on all assets (immovable, movable and Current Assets), present and future of the Company to share on pari pasu basis carrying interest @ 11.25% p.a. Pursuant to Scheme of Arrangement between Grant and IMCL (Refer Note 48) where in all assets pertaining to HITS division have been transferred to IMCL, Grant is in the process of completing necessary formalities for transfer of charge / security of the above loan.

Note – 4: Short Term Loan (STL – 1) from others is secured by pledge of shares and Buyer credits are secured by first charge against present and future current assets.

Note – 5: Long Term Loans (TL-8, TL-9, TL-10, TL–11, TL-13) and Short Term Loan(STL-1) are secured against pledge of investments in Indusind Bank Limited

42. The joint venture company considered in the consolidated financial statements for the year ended 31st March, 2017 with the Company's shareholding in that company is as follows:

Sr. No.	Name of the Company	Held through	Share in voting Power (%)		Company's effective stake (%)	
			Year- ended		Year- ended	
			31.03.2017	31.03.2016	31.03.2017	31.03.2016
	Joint Venture					
1.	RMD Baroda Network Private Limited (till 21st March 2017)	IMCL	–	50.00	–	30.96

43. Goodwill on consolidation

(₹ in Lakhs)

Particulars	**As at 31.03.2017**	**As at 31.03.2016**
Opening Balance	**3,937.79**	3,518.14
Add: Goodwill on acquisition of additional stake in existing Subsidiary during the year	**–**	93.04
Add: Goodwill on acquisition of Subsidiary during the year	**–**	344.34
Less: On disposal of Subsidiary during the year	**58.67**	–
Less: Write-off of Goodwill	**993.90**	–
Less: On Merger	**–**	17.73
TOTAL	**2,885.22**	3,937.79

44. The Company's subsidiary IndusInd Media & Communications Limited (IMCL) had 50% of the equity shareholding in RMD Baroda Network Private Limited (RMD) till 21st March, 2017 on which date the investment was disposed of. The proportionate share of income and expenditure of the above joint venture company are given below:

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
Assets	**NA**	73.65
Liabilities	**NA**	41.97
Income	**0.62**	0.08
Expenditure including depreciation	**14.50**	9.24

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

46. 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 fulfil 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 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.

47. The Company had obtained registration as a sub-broker of the National Stock Exchange of India Limited and Bombay Stock Exchange Limited from Securities and Exchange Board of India. The Company is engaged in the activity of sub-broking during the year. In the opinion of the Management and based on a legal opinion, the Company is not required to register as a non-banking financial Company with Reserve Bank of India.

48. The Consolidated financial statements of the Company for the year ended 31 March, 2017 were earlier approved by Board of Directors of the Holding Company in there meeting held on 12th May, 2017 which were subject to revision by Holding Company so as to give effect to the Scheme of Arrangement between Grant Investrade Limited a wholly owned subsidiary of the Company (GIL) and Indusind Media & Communications Limited, a subsidiary of the Company (IMCL) in terms of which GIL will de-merge its Headened-in-the-Sky (HITS) business undertaking in favour of IMCL. Consequent to obtaining requisite approvals, the aforesaid consolidated financial statements have been revised to give the effect of the said Scheme of Arrangement, with an appointed date of 1st October, 2016.

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

50. The Company, based on independent legal opinion, is of the view that the Indian Accounting Standards (IND AS) as specified in the Companies (Indian Accounting Standards) Rules, 2015 are not applicable to the Company for this year, and will be applicable from the financial year commencing from April 1, 2018, in view of the Notification No.G.S.R. 365 (E) dated 30th March 2016 issued by the Ministry of Corporate Affairs. Accordingly, the standalone and consolidated financial results for the year ended March 31, 2017 have been prepared as per the Accounting Standards issued under Companies (Accounting Standards) Rules 2006.

51. IndusInd Media & Communications Limited, (IMCL) a subsidiary of the Company has opted for accounting of exchange differences arising on restatement of long term foreign currency monetary items under Clause 46A of Accounting Standard 11, The Effects of Changes in Foreign Exchange Rates as per notification no. G.S.R. 914(E) dated December 29, 2011 issued by the Ministry of Corporate Affairs, Government of India. Consequently exchange differences arising on restatement of long term foreign currency monetary items relating to financing the acquisition of depreciable assets are added to or subtracted from the cost of such depreciable assets and depreciated over the balance useful life of the asset and such option being irrevocable once exercised.

Accordingly, the exchange difference of ₹ (189.15) Lakhs for the year ended March 31, 2017 (2016: ₹ 124.36 Lakhs){includes in Capital Work in Progress ₹ Nil Lakhs for year ended March 31, 2017 (2016: Nil)}, arising after April 1, 2013 on the reporting of long term foreign currency monetary items at the rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far they relate to acquisition of depreciable capital assets, have been added to the cost of assets and shall be depreciated over the balance useful life of the assets. Out of the Capital Work in Progress of March 31, 2017, ₹ NIL Lakhs (2016: ₹ 80.20 Lakhs) have been capitalized during the current year owing to installation of Set Top Boxes.

IMCL has accounted Forward Exchange Contracts as per paragraph 36 of Accounting Standard 11 - Effects of changes in Foreign Exchange Rates.

Exchange differences arising out of restatement of long term foreign currency monetary items and the corresponding Forward contracts are added to or subtracted from the cost of depreciable assets as per paragraph 46A of Accounting Standard 11.

In respect of the above forward exchange contracts entered, the difference between the forward rate and the exchange rate (Premium/Discount) at the date of the transaction is recognized as income or expense in the Statement of Profit & Loss over the life of such contract.

Any profit / loss arising on cancellation of forward exchange contract is recognized as income or expense of the year.

On adopting paragraph 36 of Accounting Standard 11, the premium on such Forward contracts amounting to ₹ 249.75 Lakhs (2016: ₹ 1,464.77 Lakhs)for the year ended March 31, 2017, has been recognized in the Statement of Profit and Loss under the head Premium on Forward Contracts.

52. Pursuant to the Delhi High Court Order in the matter of a dispute with a Pay Channel Aggregator (PCA) dated April 18, 2014, IMCL a subsidiary of the Company 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, the company 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 exceeds the benchmark subscriber base then the company has to pay an additional Licence fee for every subscriber in excess of the benchmark, which shall be Cost Per Subscriber ("CPS") per month multiplied by monthly average subscriber level.

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, the Company 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 TDSAT.

TDSAT in the interim order passed on January 23, 2014, directed that the Company 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, IMCL has reversed an amount of ₹ 961.00 lakhs which according to the company 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 IMCL's contention. IMCL has filed a civil appeal against the TDSAT judgement with the Supreme Court and is awaiting the final outcome.

53. Exceptional items:

(₹ in Lakhs)

Sr.No.	Particulars	Current Year	Previous Year
(a) Exceptional income			
(i)	The Board of Directors of Indusind Media & Communication Limited (IMCL), Subsidiary of the Company in its meeting held on dated August 03, 2015 approved a Scheme of Arrangement ("the Scheme") between IMCL and Planet e-Shop Holdings India Limited (PES), for demerger of its "Broadband Division". The Scheme was sanctioned by the Hon'ble High Court of Judicature at Bombay vide Order dated March 04, 2016, which was thereafter filed with Registrar of Companies. IMCL is the process of meeting certain conditions as set out in the scheme. Pursuant to the Scheme, the assets and liabilities relating to the Broadband Division were transferred to and vested in PES with effect from 1st April 2015. In consideration for the above and in terms of the Scheme, PES has discharged the consideration to IMCL by issuing 26,700,000 numbers of 9% Redeemable, non-cumulative preference shares of face value of ₹ 100 each of PES. In terms of the Scheme, the difference between the value of assets net of liabilities of Broadband Division and the sale consideration received from PES has been credited to Consolidated Statement of Profit and Loss.	NIL	26,733.93
	Total	–	**26,733.93**
(b) Exceptional expenditure			
(i)	During the year Indusind Media & Communication (IMCL), Subsidiary of the Company assessed the recoverability of certain receivables pertaining to subscriptions from DAS markets, on the background of several measures taken by IMCL such as introduction of prepaid collection model, introduction of packages and rates, stability of DAS realisation etc. An empirical study of these receivables revealed non recoverability due to industry's readiness/acceptance to DAS implementation and billing thereof. Having introduced and stabilised the prepaid collection system IMCL believes that the true picture of financial performance of the Company could get distorted by the write-offs relating to the past period. The company has accordingly treated the write-offs of ₹ 22,364.84 lakhs of receivables relating to subscriptions from DAS markets pertaining to past periods as exceptional in nature and shown under Exceptional Item in the Consolidated Statement of Profit and Loss.	NIL	22,364.84
	Total	–	**22,364.84**
	Total (a+b)	–	**4,369.09**

54. 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, 2017 which are outstanding for more than the stipulated period are given below.

(₹ in Lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016
Dues remaining unpaid as at March 31, 2017	3.59	79.53
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, 2017		
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.	–	–

55. Corporate Social Responsibility

a) Gross amount required to be spent by the Company during the year for Corporate Social Responsibility (CSR) :- 60.00 Lakhs [Previous Year – 25.13 lakhs]

b) Following are the details of amount spent during the year for CSR:-

(₹ In Lakhs)

Particulars	In cash	Yet to be paid in cash	Total
(i) Construction / acquisition of any asset	-	–	–
(ii) On purposes other than (i) above	**60.00**	–	**60.00**
	(25.13)	**–**	**(25.13)**

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

56. In the month of March,2017, Indusind Media and Communications Limited (IMCL) pursuant to its right issue of equity shares allotted 36,953,438 Equity Shares of face value of ₹ 10 /- each to the equity shareholders in the ratio of 1 equity shares for every 2 equity shares held on the record date at a price of ₹ 205/- per share inclusive of premium of ₹ 195/- per share. The aggregate amount collected pursuant to the rights issue was ₹ 75,754.78 Lakhs. The utilisation of funds received by way of rights issue is as follows:

(₹ in Lakhs)

Particulars	Current Year	Previous Year
Retirement of Inter Corporate Deposit	**37,000.00**	–
Redemption of Preference Share Capital	**27,036.00**	–
General Business and Expansion	**11,718.49**	–
Balance in hand	**0.29**	–
Total funds raised from Rights issue of equity shares	**75,754.78**	**–**

57. Minority Interest

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
Equity Share Capital	**3,860.23**	3,364.95
Capital Profits	**29,451.72**	1,844.99
Previous year revenue (Loss)	**(988.99)**	(3,369.39)
Current year revenue (Loss)	**(18,255.78)**	(704.81)
Total	**14,067.18**	1,135.74

58. Employee Stock option plan ('ESOP')

Indusind Media & Communications Limited (IMCL), subsidiary of the company has in place a ESOP viz., Indusind Media & Communications Limited Stock Option Plan-2015 ("IMSOP") which provides for grant of equity shares to eligible employees of IMCL as decided by Nomination and Remuneration Committee. The Board of Directors of IMCL has recommended establishment of the IMSOP to the shareholders of IMCL on April 23, 2015 and the shareholders of IMCL approved the recommendation of the Board of Directors on July 10, 2015. The maximum aggregate number of shares that may be awarded under this Plan is 18,47,672 equity shares of ₹ 10/- each and the plan shall continue in effect for a term of 9 years from the date of initial grant under the plan. The ESOP granted under the plan can be issued at Par value or at fair market value or discount to fair market value of the equity share, as decided by NRC from time to time.

During the year ended March 31, 2016, IMCL had granted 11,08,000 stock options on August 4, 2015, to Mr. Anthony D'Silva, then Chief Executive Officer and Managing Director. The said stock options have since been forfeited after the resignation of Mr. Anthony D'Silva, since the same was not exercised in line with ESOP Plan.

The activity in IMSOP during the year ended March 31, 2016 is set out below:

Particulars	Year ended March 31, 2017		Year ended March 31, 2016	
IMSOP	**Shares arising out of options**	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**
Outstanding at the beginning	1,108,000	₹ 10/-	–	–
Granted	–	–	1,108,000	₹ 10/-
Forfeited and expired	1,108,000	₹ 10/-	–	–
Exercised	–	–	–	–
Outstanding at the end	1,108,000	₹ 10/-	1,108,000	₹ 10/-
Exercisable at the end	–	–	110,800	₹ 10/-

The fair value for the above impact analysis is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions:

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Weighted average share price (₹)	–	466
Exercise price (₹)	–	10
Expected volatility (%)	–	42 – 55
Expected life of the option (years)	–	1-3
Expected dividends (%)	–	0
Risk-free interest rate (%)	–	7

Volatility of the stock has been modelled based on the sector volatility of other quoted companies. The volatility of the sector has been modelled as market capitalization weighted volatility of these companies for the relevant tenors of each vesting period.

In connection with above, ESOP plan IMCL did not recognise any compensation cost to the Profit & loss account as the Options have since been forfeited. The Outstanding ESOP balance as at March 31, 2016 have been transferred to General Reserve as they are no longer required

59. The Board of Directors have recommended a dividend of ₹ 17.50 per share (on par value of ₹ 10/- each per equity share) for the year ended March 31, 2017, to be approved by the Shareholders in the ensuing Annual General Meeting of the Company. However, as per the requirements of revised AS 4 – 'Contingencies and Events Occurring after the Balance sheet date' (AS 4), the Company is not required to provide for dividend proposed/ declared after the balance sheet date. Consequently, no provision has been made in respect of the aforesaid dividend proposed by the Board of Directors for the year ended March 31, 2017. Had the Company continued with creation of provision for proposed dividend, as at the balance sheet date, its Surplus in Statement of Profit and Loss would have been lower by ₹ 35,97,21,303/- and Short Term Provision would have been higher by ₹ 43,29,52,096 /- (including dividend distribution tax of ₹ 7,32,30,793/-).

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

For and on behalf of the Board of Directors

Anil Harish
Director

Ashok Mansukhani
Whole-Time Director

Hasmukh Shah
Company Secretary

Amar Chintopanth
Chief Financial Officer

Place : Mumbai
Date : August 23, 2017

FORWARD-LOOKING STATEMENTS

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

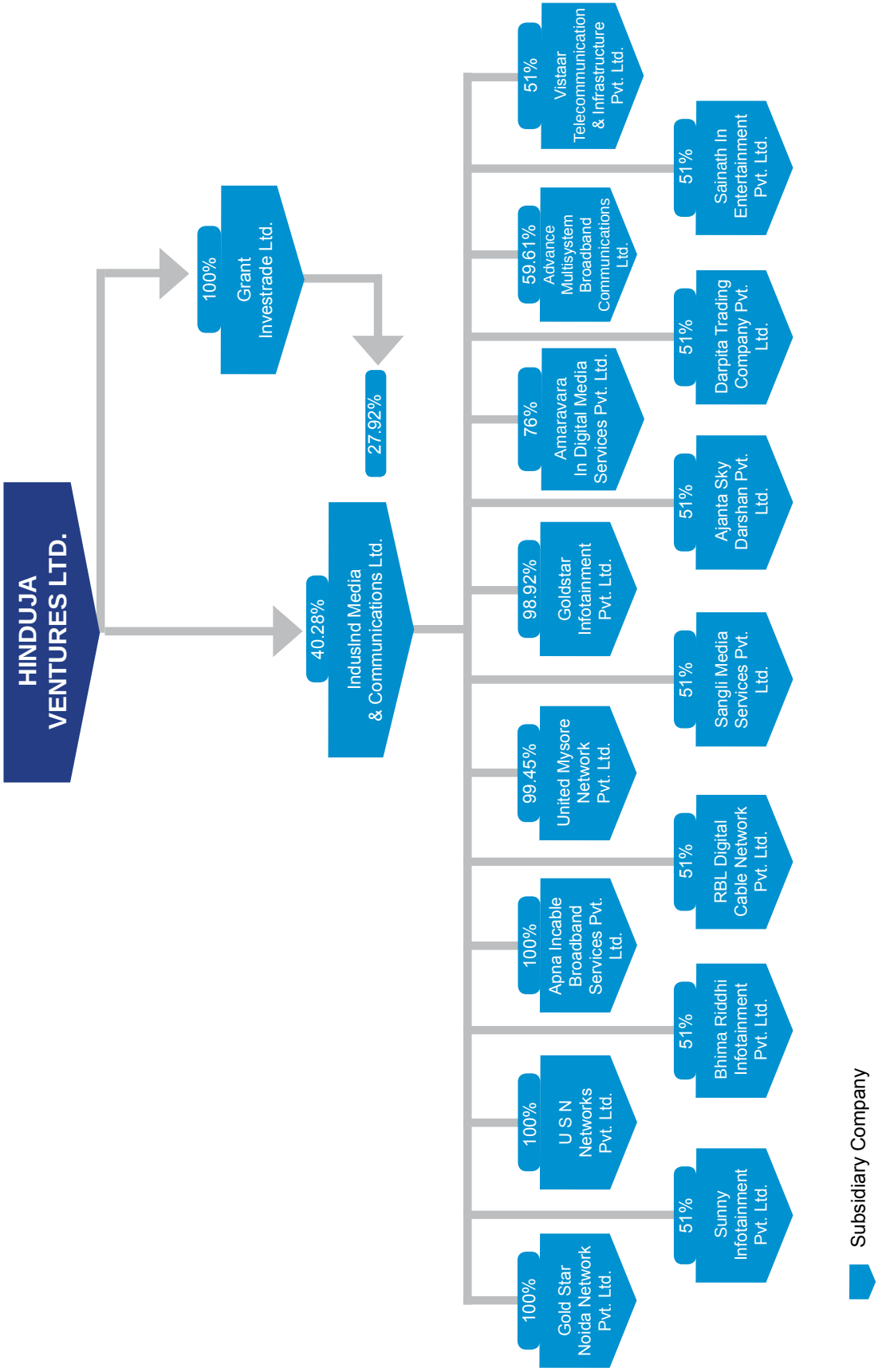
We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumption. The achievement of results is subject to risk, uncertainties and even inaccurate assumptions at times.

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

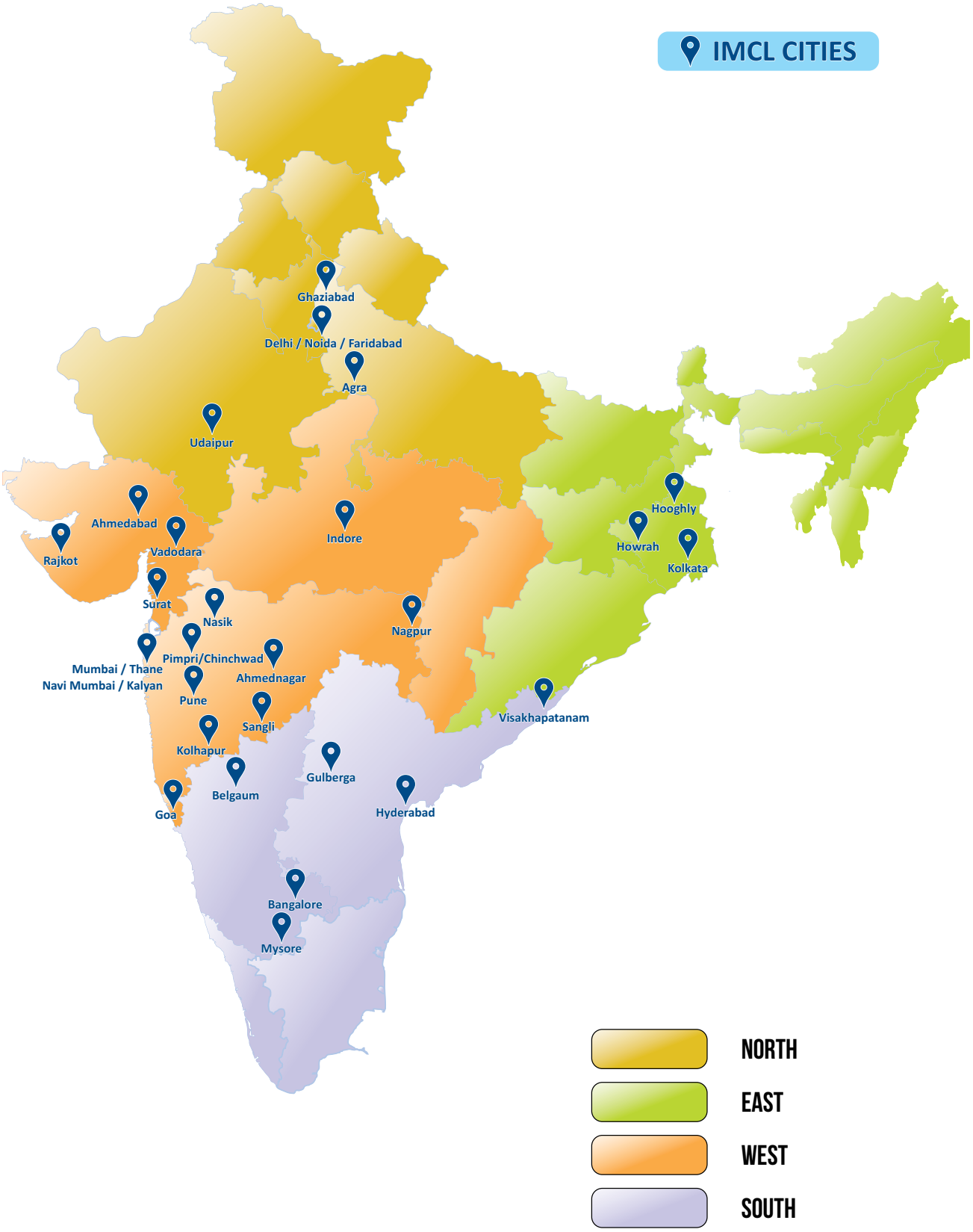
We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

NOTES

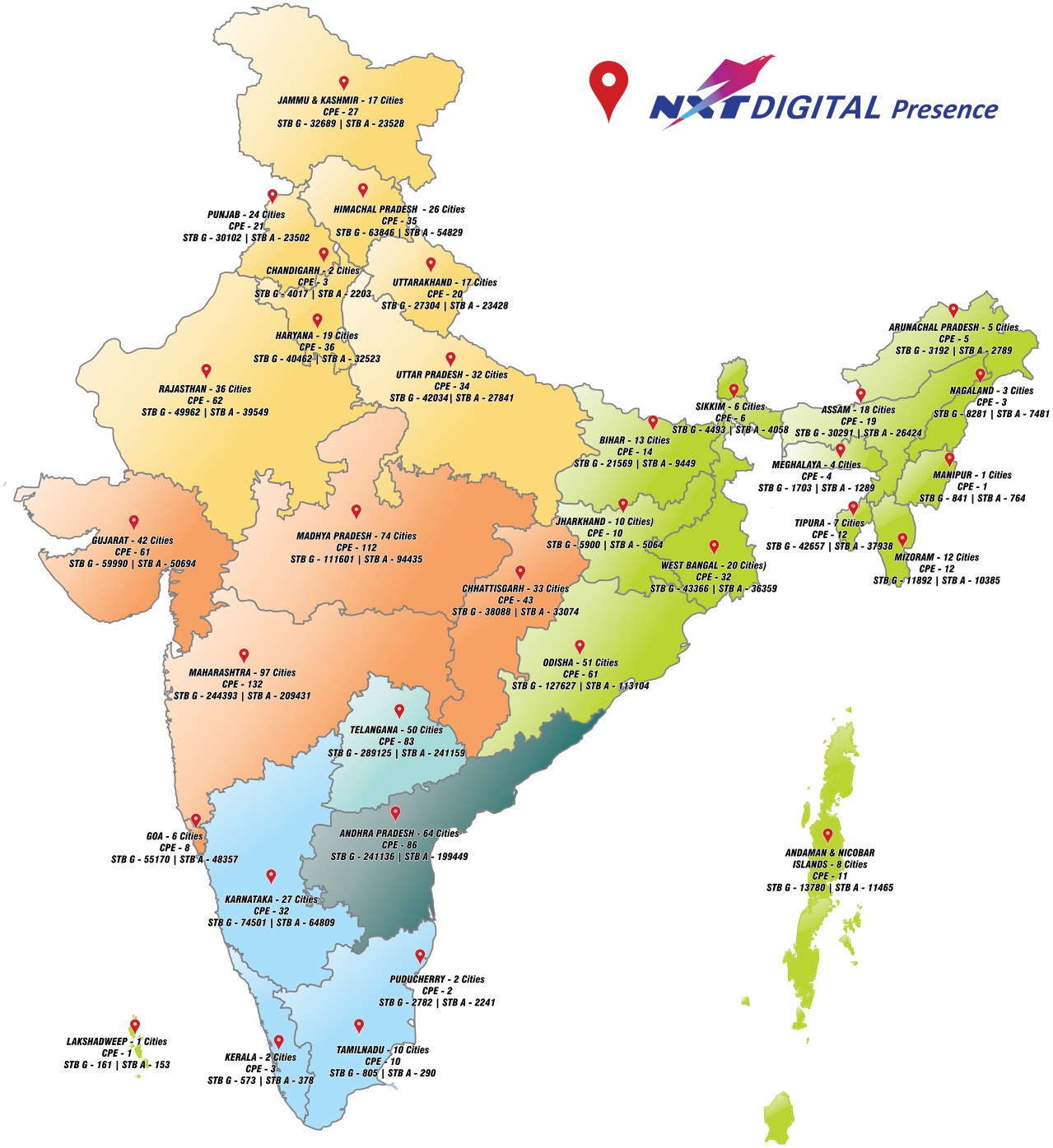
HVL Holding Structure



IMCL Geographical Spread



GIL Geographical Spread



REGIONS	CITIES	COPE	STB G	STB A
NORTH	170	241	290416	227403
EAST	158	190	315592	266569
WEST	252	356	509242	435991
SOUTH	156	217	609083	508479
All INDIA	736	1004	1724333	1438442

- CPE - COPE Installed
- STB G - STB Gross
- STB A - STB Active

Hinduja Ventures
Inspiring Growth

HINDUJA VENTURES LIMITED

(CIN: L51900MH1985PLC036896)

Registered Office: In Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai-400 093.

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HINDUJA GROUP