

FUTURE MARKET NETWORKS

catalysing consumption

CIN: L45400MH2008PLC179914

May 28, 2014

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051

Dept of Corporate Services (CRD)
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: Outcome of Board Meeting.

Ref: Scrip Code: BSE – 533296 and NSE – FMNL

The Board of Directors at their meeting held on May 28, 2014 transacted, interalia, the following:

I. Financial Results:

Approved audited Financial Statements, standalone and consolidated, of the Company for the year ended March 31, 2014. A copy of the same is enclosed herewith.

II. Constitution of Committee

- a) Constituted Risk Management Committee of the Board pursuant to the provisions of the Companies Act, 2013.

Kindly take the same on record.

Thanking you
Yours faithfully

For Future Market Networks Limited



Anil Chertan
Chief – Legal and Company Secretary

Encl: a/a

FUTURE MARKET NETWORKS LIMITED

Registered Office: Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari East, Mumbai - 400060

STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER & YEAR ENDED MARCH 31, 2014

(Amount in Rs. in Lacs)

Sr.No	Particulars	Audited	Un-Audited	Audited	Standalone Year ended (Audited)	
		31/03/2014	31/12/2013	31/03/2013	3/31/2014	3/31/2013
1	Income from operations					
	(a) Income from operations	2,412.99	1,968.03	10,308.63	7,709.29	10,953.22
	Total income from operations	2,412.99	1,968.03	10,308.63	7,709.29	10,953.22
2	Expenses					
	(a) Cost of Services	1,519.12	1,415.11	6,622.71	6,367.84	6,770.22
	(b) Employee Benefit Expenses	127.32	76.23	48.40	280.73	458.67
	(c) Depreciation and Amortization Expense	437.25	440.93	1,659.10	1,750.52	1,674.83
	(d) Other Expenses	236.86	297.49	2,559.46	1,222.39	3,072.43
	Total expenses	2,315.55	2,229.75	10,889.67	9,621.48	11,976.14
	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	97.44	(261.72)	(581.03)	(1,912.19)	(1,022.92)
3	Other income	87.91	52.06	256.40	499.50	1,478.47
4	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	185.34	(209.67)	(324.64)	(1,412.69)	455.55
5	Finance costs	1,336.06	1,166.75	3,028.96	5,170.29	5,631.46
6	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	(1,150.72)	(1,376.42)	(3,353.60)	(6,582.98)	(5,176.11)
7	Exceptional items (On account of Amalgamation)	-	-	(1,180.30)	-	(1,180.30)
8	Profit / (Loss) from ordinary activities before tax	(1,150.72)	(1,376.42)	(2,173.30)	(6,582.98)	(3,995.81)
9	Tax expense	-	-	(496.51)	-	(496.51)
10	Net Profit / (Loss) from ordinary activities after tax (9 - 10)	(1,150.72)	(1,376.42)	(1,676.79)	(6,582.98)	(3,499.31)
11	Paid up Equity Share Capital (Face Value of Rs.10/-)	5,585.44	5,585.44	5,585.44	5,585.44	5,585.44
12	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year					25,782.52
13	Earnings per share in Rs.					
14	(a) Basic & Diluted	(7.06)	(2.46)	(3.00)	(11.79)	(6.27)

Sr.No	Particulars	Audited	Un-Audited	Audited	Year ended (Audited)	
		31/03/2014	31/12/2013	31/03/2014	31/03/2014	31/03/2013
A	PARTICULARS OF SHAREHOLDING					
1	Public shareholding					
	- Number of shares	17467706	17467706	17467706	17467706	17467706
	- Percentage of shareholding	31.27	31.27	31.27	31.27	31.27
2	Promoters and Promoter Group Shareholding					
a)	Pledged / Encumbered					
	- Number of shares	9100000	1000000	516750	9100000	1000000
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	23.71	0.26	1.35	23.71	0.26
	- Percentage of shares (as a % of the total share capital of the company)	16.29	0.18	0.93	16.29	0.18
b)	Non - encumbered					
	- Number of shares	29286700	38286700	37869950	29286700	38286700
	- Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	76.29	99.74	98.65	76.29	99.74
	- Percentage of shares (as a % of the total share capital of the company)	52.43	68.55	67.80	52.43	68.55

Particulars				
Sr.No	Particulars			For Quarter ended 31/03/2014
8	INVESTOR COMPLAINTS			
	Pending at the beginning of the quarter			0
	Received during the quarter			3
	Disposed of during the quarter			3
	Remaining unresolved at the end of the quarter			0

Notes:

- The above audited standalone and consolidated financial results have been reviewed by the Audit Committee and were thereafter considered and approved by the Board of Directors of the Company at their meeting held on May 28, 2014. These results have been audited by the Statutory Auditors of the Company.
- The Company operates in only one segment namely Property and Related services. Hence, there are no reportable segments under Accounting Standard 17 "Segment Reporting" as prescribed under Companies (Accounting Standard) Rules, 2006.



- 3 The Hon'ble High Court of Bombay sanctioned the Scheme of Amalgamation of KB Mall Management Company Limited and Agre Properties & Services Limited with the company on March 15, 2013 and March 26, 2013 respectively with effect from the appointed date, being January 1, 2012 and April 1, 2011 respectively and the scheme made effective from May 7, 2013. Consequent to the said Scheme, the financial results reflecting the effect of amalgamation were reported along with audited financials as on March 31, 2013/ unaudited financial results for the 3 months period ending March 31, 2013, hence corresponding quarterly financial results are not comparable.
- 4 The Company being the Resultant Company under the Scheme of Arrangement (Dmerger), approved by the Hon'ble High Court of Bombay on August 24, 2010, out of the total shares pledged 100000 shares were marked as pledged through auto corporate action by the depositories since the said entitlements were resulting from original pledged shares held by the entities in Future Retail Limited (formerly known as Pantaloon Retail (India) Limited)
- 5 The figures for the corresponding quarter / period have been re-grouped and reclassified wherever necessary.
- 6 The summarized financial results of the Company are as below. The detailed standalone unaudited / audited financial results of the Company are also available on website of the Company - www.fmn.com

7 **Statement of Assets & Liabilities as on March 31, 2014**

		(Amount in Rs. in Lacs)	
		Standalone	
Particulars		As at 31/03/2014	As at 31/03/2013
		Audited	Audited
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	5,585.44	5,585.44
	(b) Reserves and surplus	19,221.44	25,782.52
	(c) Money received against share warrants	-	-
	Sub-total - Shareholders' funds	24,806.88	31,367.96
2	Share application money pending allotment		
3	Minority interest		
4	Non-current liabilities		
	(a) Long-term borrowings	22,940.00	20,250.72
	(b) Deferred tax liabilities (net)	-	-
	(c) Other Long Term Liabilities	9,988.63	10,019.90
	(d) Long-term provisions	10.78	6.24
	Sub-total - Non-current liabilities	32,939.41	30,276.87
5	Current liabilities		
	(a) Short-term borrowings	16,770.11	12,368.75
	(b) Trade payables	3,116.81	2,743.70
	(c) Other current liabilities	17,445.48	13,112.33
	(d) Short-term provisions	2.16	1.24
	Sub-total - Current liabilities	37,334.57	28,226.03
	TOTAL - EQUITY AND LIABILITIES	90,080.85	89,870.86
B	ASSETS		
1	Non-current assets		
	(a) Fixed Assets	30,679.74	33,664.30
	(b) Goodwill on consolidation	-	-
	(c) Non-current investments	20,388.56	21,739.30
	(d) Deferred tax assets (net)	-	-
	(e) Long-term loans and advances	20,116.31	18,195.60
	(f) Other non-current assets	-	-
	(g) Capital Work in Progress	946.72	-
	Sub-total - Non-current assets	72,131.33	73,599.20
2	Current assets		
	(a) Current investments	-	-
	(b) Inventories	-	-
	(c) Trade receivables	4,219.18	4,776.60
	(d) Cash and cash equivalents	825.04	68.51
	(e) Short-term loans and advances	12,905.31	11,426.55
	(f) Other current assets	-	-
	Sub-total - Current assets	17,949.52	16,271.66
	TOTAL - ASSETS	90,080.85	89,870.86

By Order
For Future Market Networks Limited

Sunil Biyani
Managing Director

Date: May 28, 2014
Place: Mumbai



Independent Auditors Report

To the Members of
Future Market Networks Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **FUTURE MARKET NETWORKS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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



Opinion

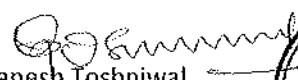
In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014,
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account ;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
 - e) On the basis of written representations received from the Directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section(1) of Section 274 of the Companies Act, 1956.

For NGS & Co. LLP
Chartered Accountants
Firm Registration No. 119850W


Ganesh Toshniwal
Partner
Membership No. 46669
Mumbai
May 28, 2014



Annexure to Auditors' Report

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

- i.
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) In our opinion, a substantial part of fixed assets has not been disposed off during the year.
- ii. The Company did not have any inventory. Therefore, the provisions of clause 4 (ii) of the Order are not applicable to the Company.
- iii. The Company has not granted/taken any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Therefore, the provisions of clause 4(iii) of the Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for purchase of fixed assets and for the sale of services. There were no transactions for purchase of inventories and sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- v.
 - (a) In our opinion, the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Act have been so entered.
 - (b) In our opinion, the transactions made in pursuance of such contracts or arrangements and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. The Company has not accepted any deposits from the public.
- vii. In our opinion, the internal audit functions carried out during the year by a firm of Chartered Accountants appointed by the management have been commensurate with the size of the Company and the nature of its business.
- viii. Since the Company is neither engaged in manufacturing, processing, production and mining activities, to the best of our knowledge and belief, provisions of Section 209(1)(d) of Companies Act, 1956 are not applicable to the Company. Therefore, the provisions of clause 4(viii) of the Order are not applicable to the Company.



- ix. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income-tax, sales-tax, wealth-tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident funds, investor education and protection fund, employee's state insurance, income-tax, wealth tax, service tax, sales-tax, customs duty, excise duty, cess and undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable
- (c) The disputed statutory dues that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Name of the Statute	Nature of the dues	Amount (Rs.)	Period	Forum
Income Tax Act, 1961	Tax Liability on Regular Assessment	23.67 lacs	A.Y. 2009-10	CIT (Appeals)
Income Tax Act, 1961	Tax Liability on Regular Assessment	12.63 lacs	A.Y. 2011-12	DCIT (Appeals)
Income Tax Act, 1961	Tax Liability on Regular Assessment	3.17 lacs	A.Y. 2011-12	DCIT (Appeals)

- x. The Company's accumulated losses at the end of financial year are less than fifty percent of the net worth and it has incurred cash losses in the current year, and in preceding financial year.
- xi. Based on our audit procedures and as per the information and explanations given by management, we are of the opinion that the Company has not defaulted in repayment of dues to banks and financial institutions. There were no dues repayable to debenture holders during the year.
- xii. According to the information and explanations given to us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Therefore the provisions of clause 4 (xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us, the Company has given guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof, in our opinion, are not prima facie prejudicial to the interest of the Company.



- xvi. In our opinion, the Company has applied the term loans for the purpose for which the loans were obtained.
- xvii. In our opinion and according to the information and explanations given to us and on overall examination of the Balance Sheet and Cash Flow Statement of the Company, we report that funds raised on short-term basis have, prima facie, not been used during the year for long term investment.
- xviii. The Company has not made any preferential allotments of shares to parties covered in the register maintained under section 301 of the Companies Act, 1956.
- xix. The Company did not issue nor have any outstanding debentures during the year.
- xx. The Company has not raised any money by public issues during the year. Therefore, the provisions of clause 4 (xx) of the Order are not applicable to the Company.
- xxi. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For NGS & Co. LLP
Chartered Accountants
Firm Registration no. 119850W


Ganesh Toshniwal
Partner
Membership No. 46669
Mumbai
May 28, 2014



FUTURE MARKET NETWORKS LIMITED

Registered Office: Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari East, Mumbai - 400060

CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2014

(Rs in Lakhs)

Sr.No	Particulars	Year ended (Audited)	
		31/03/2014	31/03/2013
1	Income from operations		
	(a) Net sales/income from operations	16,067.72	16,987.44
	Total income from operations	16,067.72	16,987.44
2	Expenses		
	a) Cost of Materials Consumed	1,711.79	-
	b) Changes in Inventories	-	1,126.39
	c) Cost of Services	8,876.44	6,801.33
	d) Employee Benefit Expenses	734.70	863.27
	e) Depreciation and Amortization Expense	2,858.38	2,782.70
	f) Other Expenses	1,792.14	4,465.05
	Total expenses	15,973.44	16,038.75
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	94.27	948.69
4	Other income	651.18	1,928.64
	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	745.46	2,877.34
6	Finance costs	7,998.19	8,541.48
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	(7,252.73)	(5,664.14)
8	Exceptional items	(7.09)	(0.54)
9	Profit / (Loss) from ordinary activities before tax	(7,259.82)	(5,664.69)
10	Tax expense	(4.22)	(442.86)
11	Net Profit / (Loss) from ordinary activities after tax (9-10)	(7,255.60)	(5,221.82)
12	Share of profit / (loss) of associates	(391.15)	(973.90)
13	Minority interest	9.85	101.01
14	Net Profit / (Loss) after taxes, minority interest and share of profit/(loss) of associates (11 + 12 + 13)	(7,636.90)	(6,094.72)
15	Paid-up equity share capital (Face Value per Shares Rs 10/-)	5,585.44	5,585.44
16	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	17,537.43	19,642.47
17	Earnings per share in Rs.		
	(a) Basic & Diluted	(13.67)	(10.91)

Statement of Consolidated Assets & Liabilities as on March 31, 2014

(Rs in Lakhs)

Particulars	As at 31/03/2014	As at 31/03/2013
	Audited	Audited
A EQUITY AND LIABILITIES		
1 Shareholders' funds		
(a) Share capital	5,585.44	5,585.44
(b) Reserves and surplus	17,537.43	19,642.47
(c) Money received against share warrants	36.78	-
Sub-total - Shareholders' funds	23,159.65	25,227.91
2 Share application money pending allotment	-	-
3 Minority interest	1,982.72	1,992.57
4 Non-current liabilities		
(a) Long-term borrowings	84,302.67	49,440.55
(b) Deferred tax liabilities (net)	-	215.68
(c) Other long-term liabilities	13,539.54	12,703.59
(d) Long-term provisions	10.78	6.24
Sub-total - Non-current liabilities	97,852.99	61,866.05
5 Current liabilities		
(a) Short-term borrowings	26,457.52	14,266.48
(b) Trade payables	5,852.90	3,263.20
(c) Other current liabilities	14,681.63	14,975.70
(d) Short-term provisions	61.01	76.42
Sub-total - Current liabilities	47,053.06	32,581.79
TOTAL - EQUITY AND LIABILITIES	1,70,048.41	1,21,668.33



B	ASSETS		
1	Non-current assets		
	(a) Fixed Assets	49,274.65	50,245.09
	(b) Goodwill on consolidation	16,332.10	1,912.49
	(c) Non-current investments	7,706.05	8,970.99
	(d) Deferred tax assets (net)	90.26	232.11
	(e) Long-term loans and advances	40,430.50	25,591.87
	(f) Other non-current assets		
	(g) Capital Work in Progress	10,506.01	6,035.11
	Sub-total - Non-current assets	1,24,339.57	92,987.65
2	Current assets		
	(a) Current investments		
	(b) Inventories	4,065.74	3,477.41
	(c) Trade receivables	9,515.57	8,963.18
	(d) Cash and cash equivalents	1,153.35	2,135.07
	(e) Short-term loans and advances	30,972.02	14,054.38
	(f) Other current assets	2.17	50.64
	Sub-total - Current assets	45,708.84	28,680.68
	TOTAL - ASSETS	1,70,048.41	1,21,668.33

May 28, 2014
Mumbai



By Order
For Future Market Networks Limited

Sunil Bhanu
Managing Director

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of **Future Market Networks Limited**

We have audited the accompanying consolidated financial statements of **Future Market Networks Limited** ("the Company") and its subsidiaries, joint ventures and associates which comprise the consolidated Balance Sheet as at March 31, 2014, and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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



Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries, joint ventures and associates as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

(b) in the case of the consolidated Profit and Loss Account, of the loss for the year ended on that date; and

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

Other Matters

We did not audit the financial statements of certain subsidiaries and joint ventures whose financial statements reflect total assets (net) of Rs. 99,390.01 lacs as at March 31, 2014, total revenues of Rs. 8,493.53 lacs and net cash outflows amounting to Rs. (1,818,77) lacs for the year then ended. These financial statements and the other financial information have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated statements to the extent they have been derived from such financial statements is based solely on the reports of the other auditors.

We did not audit the financial statements of associates whose financial statements reflect the Group's share of loss of Rs. 391.15 lacs for the year then ended. The unaudited financial information has been provided to us by the management, and our opinion on the extent they relate to the associates is based solely on such unaudited financial information furnished to us.

Our opinion is not qualified in respect of these matters.

For NGS & Co LLP
Chartered Accountants
Firm Registration Number 119850W

Ganesh Toshniwal
Partner
Membership No. 046669
Mumbai
May 28, 2014

