



18TH ANNUAL GENERAL MEETING 2010 - 2011

BOARD OF DIRECTORS

Mr. Sandeep Sethi	<i>Managing Director</i>
Mr. Gurupreet Sangla	<i>Jt. Managing Director</i>
Mr. Harvinder Singh	<i>Executive Director</i>
Mr. Sanjay Arora	<i>Executive Director</i>
Mr. Harjit Kalra	<i>Director</i>
Mr. Rajvir Sharma	<i>Director</i>
Mr. Ratinder Pal Singh	<i>Director</i>
Mr. Sukhwant Singh	<i>Director</i>

REGISTERED OFFICE

ETT Limited
17, Hemkunt Colony, New Delhi - 110 048
Tel and Fax No. : +91 11 4656 7575
Contact Person: Ms. Puniti Sharma
E-mail : secretarial@ettgroup.in

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Puniti Sharma
17, Hemkunt Colony, New Delhi - 110 048
Tel and Fax No. : +91 11 4656 7575
E-mail : secretarial@ettgroup.in

STATUTORY AUDITORS

- 1. M/s L.D. Saraogi & Co.**
Chartered Accountants
101 - 104, Basant Complex,
38, Veer Sawarkar Block, Shakarpur, Delhi – 110 092
Tel. No. : +91 11 2250 0529, Fax No. : +91 11 2243 0523
E-mail : ldsaraogi@rediffmail.com
- 2. M/s VSD & Associates**
Chartered Accountants
E - 145, Basement, Kalkaji, New Delhi – 110 019
Tel. No. : +91 11 4132 9602, Fax No. : +91 11 4132 9605
E-mail : admin@vsda.in

REGISTRAR AND SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi - 110 062
E-mail : beetal@rediffmail.com

BANKERS

- 1. Punjab & Sind Bank**
- 2. Vijaya Bank**
- 3. Union Bank of India**
- 4. ICICI Bank Ltd.**
- 5. HDFC Bank Ltd.**
- 6. State Bank of India**

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NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Members of ETT Limited will be held on Thursday, September 29, 2011 at 4:00 P.M. at the Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi – 110 019 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2011 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Arora, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Harvinder Singh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s L.D. Saraogi & Co., Chartered Accountants, and M/s VSD & Associates, Chartered Accountants, the retiring auditors, be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, to audit the Books of Account of the Company for the financial year 2011 - 2012.

RESOLVED FURTHER THAT Mr. Sandeep Sethi, Managing Director of the Company, and Mr. Gurupreet Sangla, Jt. Managing Director of the Company, be and are hereby jointly authorised to decide the remuneration of the Joint Statutory Auditors in discussion with them.”

Special Business:

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the members be and is hereby given for reappointment of Mr. Sanjay Arora as a Whole Time Director of the Company designated as “Executive Director” for a period of three years with effect from October 1, 2011, with no variation in terms and conditions of appointment and remuneration.

RESOLVED FURTHER THAT any expense incurred by Mr. Sanjay Arora in discharge of his duties as Executive Director of the Company shall be reimbursed to him on actual basis.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the members be and is hereby given for reappointment of Mr. Harvinder Singh as a Whole Time Director of the Company designated as “Executive Director” for a period of three years with effect from October 1, 2011, with no variation in terms and conditions of appointment and remuneration.

RESOLVED FURTHER THAT any expense incurred by Mr. Harvinder Singh in discharge of his duties as Executive Director of the Company shall be reimbursed to him on actual basis.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Article 3 & 8 of the Articles of Association and Section 94 of the Companies Act, 1956 and other applicable provisions, if any, the Authorised Share Capital of the Company be and is hereby increased from existing Rs. 18,20,00,000 (Rupees Eighteen Crore Twenty Lac only) divided into 82,00,000 (Eighty Two Lac) Equity shares of Rs. 10/- each and 1,00,00,000 (One Crore) Preference shares of Rs. 10/- each to Rs. 21,00,00,000/- (Rupees Twenty One Crore only) divided into 1,10,00,000 (One Crore Ten Lac) Equity shares of Rs. 10/- each and 100,00,000 (One Crore) Preference shares of Rs. 10/- each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and in its place the following new Clause be substituted:

- V. The Authorised Share Capital of the Company is Rs. 21,00,00,000 (Rupees Twenty One Crore only) divided into 1,10,00,000 (One Crore Ten Lac) Equity shares of Rs. 10/- (Rupees Ten) each aggregating Rs. 11,00,00,000/- (Rupees Eleven Crore only); and 1,00,00,000 (One Crore) Preference shares of Rs. 10/- (Rupees Ten) each aggregating Rs. 10,00,00,000/- (Rupees Ten Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised, jointly and severally to do all such acts, deeds, matters and things as may be deemed necessary, usual or expedient, to give effect to this resolution.”

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of the Board and in terms of the provisions of Section 205 and other applicable provisions of the Companies Act, 1956 and Article 69 of the Articles of Association of the Company a sum amounting to Rs. 3,45,62,200/- standing to the credit of the ‘Securities Premium Account’ be capitalized and transferred from the Securities Premium Account to Share Capital Account towards allotment of new 34,56,220 Equity Shares of Rs. 10/- each, as Bonus Shares credited as fully paid-up, to members of Company holding Equity Shares of Rs. 10/- each, whose names stand in the register of members of the Company on such record date as the directors may determine, in that behalf in the proportion of 1 (One) new fully paid-up Equity Share of Rs. 10/- each for every 2 (Two) existing Equity Shares of Rs. 10/- each, held as on record date inter-alia, on the following terms and conditions :

- (a) That the bonus shares so allotted shall be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member and not as income.
- (b) That the new Equity Shares so allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares of the Company.
- (c) That the Company shall not issue fraction share certificate, instead consolidate all such fractional entitlement(s), if any, arising and thereupon issue and allot Equity Shares in lieu thereof to a Director or an Officer of the Company or such other person, as the Board of Directors shall appoint in this behalf who shall hold the equity shares in trust on behalf of the members entitled to fractional entitlements with the express understanding that such Director(s) or Officer(s) or Person(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons as he / they may deem fit, and pay to the Company, the net sale proceeds thereof, whereupon the Company shall distribute such net sale proceeds, subject to taxes, if any, to the members of the Company in proportion to their respective fractional entitlements. In case the aggregate of such shares to be allotted to the Director / Officer / Person by virtue of consolidation of fractional entitlements is a fraction, one additional equity share will be issued in the Company to such Director / Officer / Person in lieu of such fraction amount.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised:

- (a) To apply for listing of the new Equity Shares issued as Bonus shares to the Delhi Stock Exchange, the Ludhiana Stock Exchange and the Ahmedabad Stock Exchange and to make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for crediting the Bonus shares to the individual demat accounts of the allottees.
- (b) To modify the terms and conditions, quantum and amount to be capitalized and number of new Equity Shares to be allotted, relating to the aforesaid issue of Bonus Shares, if the circumstances so arise as would necessitate these and to settle all question or difficulties that may arise with regard to the allotment and issue of the said new Equity Shares in such manner as they shall determine in their absolute discretion.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, usual or expedient, to give effect to this resolution.”

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 293(1)(e) and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification or re-enactment thereof, for the time being in force, consent of the Company, be and is hereby accorded to the Board of Directors of the Company to contribute, subscribe and otherwise provide assistance from time to time to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, such amounts, as the Board may in its absolute discretion deem fit, provided that the total amount that may be contributed, subscribed and otherwise in any financial year shall not exceed Rs. 10,00,000/- (Rupees Ten Lac only) or five per cent of the Company’s average net profit, as determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956, during the three immediately preceding financial years, whichever is greater.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things, as may be deemed necessary, expedient, usual or proper, to give effect to this resolution.”

For and on behalf of the Board of Directors

Sd/-
Puniti Sharma
Company Secretary

New Delhi
September 02, 2011

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM, DULY COMPLETED, STAMPED & SIGNED, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members intending to send their authorised representatives are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
3. Members/ Proxies attending the Meeting are requested to bring their attendance slip duly filled in and signed along with the copy of Annual Report to the meeting. Members who hold Equity shares in Dematerialised form are requested to write the Client ID and DP ID Number and those who hold Equity shares in physical form are requested to write their Folio Number in the attendance slip for easier identification of attendance at the Meeting.
4. A member desirous of getting any information on the accounts of the Company is requested to forward his / her query(ies) to the Company at least seven days prior to the date of meeting to enable the management to compile the relevant information to reply the same in the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed on Wednesday, September 28, 2011 and Thursday, September 29, 2011 for the purpose of the Annual General Meeting.
6. Members are requested to notify any change in their address/ mandate/ bank details immediately to the Company at its Registered Office.
7. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business set out above is annexed hereto.
8. Documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days, except Saturdays, up to the date of Annual General Meeting.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. Pursuant to the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, the information about the Directors proposed to be re-appointed is provided in the Report on Corporate Governance in the Annual Report 2010 – 11.
11. In view to promote the “Green Initiative in Corporate Governance” taken by the Ministry of Corporate Affairs, the Company proposes to send various notices and documents, including Annual Report, to its shareholders through electronic mode on their registered e-mail addresses. Accordingly, you are requested to register / update your e-mail address with your Depository Participant, in case of demat holding and with the Company, in case of physical holding by sending an e-mail specifying your shareholding details at secretarial@ettgroup.in. For all those Shareholders who have not registered their e-mail address for receiving these documents through e-mail, the Company shall continue to send the same by Post.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5:

Mr. Sanjay Arora was co-opted on the Board of Directors of the Company as a Whole Time Director designated as “Executive Director” on October 1, 2008 for a period of three years. Since his tenure is due for expiration on September 30, 2011, the Board is proposing to reappoint him as Executive Director in the ensuing Annual General Meeting for a term of three years with effect from October 1, 2011. Other terms of appointment and remuneration will remain unchanged. Accordingly, the resolution is placed before the members for their consideration and approval.

The Board of Directors and the Remuneration Committee have already approved the reappointment of Mr. Sanjay Arora as Executive Director of the Company. Further, as per the provisions of clause B, Part II of Schedule XIII of the Companies Act, 1956, a statement containing the information required under the said clause is as follows:

I. GENERAL INFORMATION

(1)	Nature of Industry	IT Infrastructure Providers
(2)	Date or expected date of commencement of commercial production	N.A. The Company is already in existence and operation.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

(4) Financial Performance of the Company for last 2 years is given below:		
Particulars	Financial Year ended	
	March 31, 2011	March 31, 2010
	(Amount in Rs. Lacs)	
Total Income	1,994.87	2,144.26
Total Expenditure	1,935.87	2130.91
Profit before tax	59.00	13.35
Provision for tax	12.81	(274.54)
Profit after tax	46.19	287.89
Paid-up Share Capital	1,691.24	1,691.24
Reserves and Surplus (excluding revaluation reserve)	2,167.38	2,121.19
(5) Export performance and net foreign exchange collaborations	N.A.	
(6) Foreign investments or collaborators, if any	N.A.	
II. INFORMATION ABOUT THE APPOINTEE		
(1) Background details	Mr. Sanjay Arora is a Post Graduate by qualification. He is an industrialist and has over 20 years of experience in the field of exports and over 10 years of hands on experience in construction and real estate industry.	
(2) Past remuneration	Mr. Sanjay Arora is being reappointed on the similar terms & conditions with respect to his earlier appointment as a Whole Time Director.	
(3) Recognition or awards	Nil	
(4) Job profile and his suitability	Mr. Sanjay Arora, on being the Whole Time Director of the Company will be entrusted with substantial powers in relation to normal business matters. He is having rich experience of over 10 years in Real Estate industry.	
(5) Remuneration	Remuneration approved by shareholders in Annual General Meeting held on September 27, 2008 - Gross monthly remuneration not exceeding Rs. 3,00,000/- (Rupees Three Lac only) whether paid as salary, allowance(s), perquisites or a combination thereof. Present remuneration being drawn Rs. 1,00,000/- (Rupees One Lac only) with authority to the Board of Directors to vary the same, subject to above limits.	
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.	
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	The appointee is the main promoter of the Company. Save as the managerial remuneration and shareholding in the Company, he does not have any other material pecuniary relationship with the Company.	
III. OTHER INFORMATION		
(1) Reasons for loss or inadequate profits	The Company has not incurred any losses. However fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/inadequacy of profits in terms of Schedule XIII of the Companies Act, 1956.	
(2) Steps taken or proposed to be taken for improvement	The Company is taking cost cutting measures and exploring new avenues of business to improve profitability.	
(3) Expected increase in productivity and profits in measurable terms	The Company is expected to have improved sales and profitability figures in the next financial years.	

IV DISCLOSURES

The remuneration package is already explained in the foregoing paragraphs. The report on Corporate Governance which forms part of this Annual Report also gives various details related to remuneration and contract of service as required.

The Board recommends the proposed resolution for adoption in the larger interest of the Company.

The aforesaid explanatory statement for item no. 5 should also be deemed to be notice of the abstract for terms of appointment and payment of remuneration to Mr. Sanjay Arora, if re-appointed as Executive Director of the Company.

None of the Directors of the Company except Mr. Sandeep Sethi and Mr. Sanjay Arora, is concerned or interested in the proposed resolution.

ITEM NO. 6:

Mr. Harvinder Singh was co-opted on the Board of Directors of the Company as a Whole Time Director designated as "Executive Director" on October 1, 2008 for a period of three years. Since his tenure is due for expiration on September 30, 2011, the Board is proposing to reappoint him as Executive Director in the ensuing Annual General Meeting for a further term of three years with effect from October 1, 2011. Other terms of appointment and remuneration will remain unchanged. Accordingly, the resolution is placed before the members for their consideration and approval.

The Board of Directors and the Remuneration Committee have already approved the reappointment of Mr. Harvinder Singh as Executive Director of the Company. Further, as per the provisions of clause B, Part II of Schedule XIII of the Companies Act, 1956, a statement containing the information required under the said clause is as follows:

I. GENERAL INFORMATION

(1)	Nature of Industry	IT Infrastructure Providers	
(2)	Date or expected date of commencement of commercial production	N.A. The Company is already in existence and operation.	
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
(4)	Financial Performance of the Company for last 2 years is given below:		
Particulars		Financial Year ended	
		March 31, 2011	March 31, 2010
		(Amount in Rs. Lacs)	
Total Income		1,994.87	2,144.26
Total Expenditure		1,935.87	2130.91
Profit before tax		59.00	13.35
Provision for tax		12.81	(274.54)
Profit after tax		46.19	287.89
Paid-up Share Capital		1,691.24	1,691.24
Reserves and Surplus (excluding revaluation reserve)		2,167.38	2,121.19
(5)	Export performance and net foreign exchange collaborations	N.A.	
(6)	Foreign investments or collaborators, if any	N.A.	
II.	INFORMATION ABOUT THE APPOINTEE		
(1)	Background details	Mr. Harvinder Singh is a Graduate by qualification. He is an industrialist and has over 20 years of experience in construction and real estate industry. He specializes in corporate real estate and structured property transactions.	
(2)	Past remuneration	Mr. Harvinder Singh is being reappointed on the similar terms & conditions with respect to his earlier appointment as a Whole Time Director.	
(3)	Recognition or awards	Nil	

(4)	Job profile and his suitability	Mr. Harvinder Singh, on being the Whole Time Director of the Company will be entrusted with substantial powers in relation to normal business matters. He is having rich experience of over 20 years in Real Estate industry.
(5)	Remuneration	Remuneration approved by shareholders in Annual General Meeting held on September 27, 2008 - Gross monthly remuneration not exceeding Rs. 3,00,000/- (Rupees Three Lac only) whether paid as salary, allowance(s), perquisites or a combination thereof. Present remuneration being drawn Rs. 1,00,000/- (Rupees One Lac only) with authority to the Board of Directors to vary the same, subject to above limits.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	The appointee is the main promoter of the Company. Save as the managerial remuneration and shareholding in the Company, he does not have any other material pecuniary relationship with the Company.
III.	OTHER INFORMATION	
(1)	Reasons for loss or inadequate profits	The Company has not incurred any losses. However fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/inadequacy of profits in terms of Schedule XIII of the Companies Act, 1956.
(2)	Steps taken or proposed to be taken for improvement	The Company is taking cost cutting measures and exploring new avenues of business to improve profitability.
(3)	Expected increase in productivity and profits in measurable terms	The Company is expected to have improved sales and profitability figures in the next financial years.

IV DISCLOSURES

The remuneration package is already explained in the foregoing paragraphs. The report on Corporate Governance which forms part of this Annual Report also gives various details related to remuneration and contract of service as required.

The Board recommends the proposed resolution for adoption in the larger interest of the Company.

The aforesaid explanatory statement for item no. 6 should also be deemed to be notice of the abstract for terms of appointment and payment of remuneration to Mr. Harvinder Singh, if appointed as Executive Director of the Company.

None of the Directors of the Company except Mr. Gurupreet Sangla and Mr. Harvinder Singh, is concerned or interested in the proposed resolution.

ITEM NO. 7 AND 8:

Within the guidelines prescribed by Securities and Exchange Board of India (SEBI), for capitalisation of reserves and in order to bring the paid up capital of the Company more in line with the capital employed, the Board of Directors at its meeting held on September 2, 2011 recommended an issue of Bonus Shares in the proportion of 1 (One) new Equity Share of the Company of Rs. 10/- each for every 2 (Two) existing Equity Shares of the Company of Rs. 10/- each held by the Members on a date to be fixed by the Board, by capitalizing a part of the Securities Premium Account.

In accordance with Article 69 of the Articles of Association of the Company, approval of the members is required for the capitalization of reserves and hence the resolution set out here is proposed.

It is also necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by SEBI, the Stock Exchanges on which the Company's securities are listed and / or any other regulatory authority.

In order to facilitate the capitalization of reserves, the Authorised Share Capital of the Company is being increased from Rs. 18,20,00,000/- divided into 82,00,000 Equity Shares of Rs. 10/- each and 1,00,00,000 Preference Shares of Rs. 10/- each to Rs. 21,00,00,000/- divided into 1,10,00,000 Equity Shares of Rs. 10/- each and 1,00,00,000 Preference Shares of Rs. 10/- each as indicated in the Resolution at Item No. 7 of the Notice. Consequently, Clause V of the Memorandum of Association is proposed to be altered.

The Resolutions at Item Nos. 7 and 8 seek the approval of the members to increase the Authorized Share Capital, alter the Memorandum of Association and issue Bonus Shares on the terms and conditions set out in Resolution at Item No. 8. The Board recommends the Resolutions set forth in Item Nos. 7 and 8 above for approval of the shareholders.

The Directors of the Company may be deemed to be concerned or interested in the issue of the Bonus Shares to the extent of their shareholding and the shareholding of their relatives, if any, in the Company.

ITEM NO. 9

As per Section 293(1)(e) of the Companies Act, 1956, any contribution to a fund not directly relating to its business or the welfare of its employees of any amount the aggregate of which will, in any financial year exceeds Rs. 50,000 (Rupees Fifty Thousand only) or five per cent of the average net profits determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956 during the preceding three financial years, whichever is greater, would require approval from the shareholders of the Company.

As a good corporate social responsibility initiative, the Company may from time to time decide to contribute amounts, which may exceed the limit set under the Companies Act. Therefore to enable and authorise the Board of Directors of the Company to make such donations for and on behalf of the Company it is proposed to authorise the Board of Directors to contribute up to an amount aggregating Rs. 10,00,000/- (Rupees Ten Lac only) or five per cent of the Company's average net profit, as determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956 during the three immediately preceding financial years, whichever is greater, to one or more charitable and other funds not directly relating to its business or the welfare of its employees. In terms of the provisions of Section 293(1)(e) of the Companies Act, 1956 consent of members of the Company by way of an Ordinary Resolution is required.

Your Board recommends the proposed resolution set forth in Item No. 9 above for your consideration and approval.

None of the Directors is concerned or interested in proposed resolution.

For and on behalf of the Board of Directors

Sd/-
Puniti Sharma
Company Secretary

New Delhi
September 02, 2011

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 18th Annual Report on the business and operations of the Company together with the Audited Accounts for the financial year ended March 31, 2011.

Financial Highlights

Your Company's performance during the year as compared with that during the previous year is summarized below:

(Amount in Rs. Lacs)

Particulars	Financial Year ended	
	March 31, 2011	March 31, 2010
Total Income	1,994.86	2,144.26
Less: Operating Expenses	651.30	460.93
Gross Profit before Interest and Depreciation	1,343.56	1,683.33
Less : (i) Interest	1,018.06	782.83
(ii) Depreciation	240.98	261.25
Profit before exceptional items and tax	84.52	639.25
Less: Exceptional Items	25.52	625.90
Profit before tax	59.00	13.35
Less : Provision for Tax:		
(i) Current Tax	10.94	3.76
(ii) Deferred Tax	6.85	(190.09)
(iii) MAT Credit	(4.98)	0.00
(iv) MAT Credit for earlier years	0.00	(88.21)
Profit after tax transferred to Balance Sheet	46.19	287.89
Paid-up Share Capital	1,691.24	1,691.24
Reserves and Surplus	2,167.38	2,121.19

Year in retrospect and overview

(i) Financial Performance

During the year under review, the total income of the Company was Rs. 1,994.86 Lac as against Rs. 2,144.26 Lac in previous year ended March 31, 2010. The Company earned a profit of Rs. 46.19 Lac as against profit of Rs. 287.89 Lac in the previous year.

The profitability of the Company was impacted due to increase in finance costs, consequent to a significant rise in interest rates. The interest payment amounting to Rs. 1,018.06 Lac contributes to the total expenditure of Rs. 1,910.34 Lac. The expenses incurred towards payment of brokerage amounting to Rs. 92.94 Lac also effected the profits during the year under consideration.

(ii) Term Loan from Punjab & Sind Bank

During the year under review, the Company has repaid term loan of Rs. 32.48 Crore, in full, out of the total loan amounting to Rs. 102.88 Crore to Punjab & Sind Bank, Industrial Finance Branch, New Delhi.

Further Punjab & Sind Bank has sanctioned additional term loan against rent discounting of Rs. 43.90 Crore. All the loan accounts of the Company are regular and there has been no default in servicing the debt obligations towards Punjab & Sind Bank.

(iii) Variation in Terms of Preference Shares

During the year, the period of redemption of 30,00,000 6% non-cumulative non-participating redeemable preference shares of the Company has been extended upto March 31, 2017. The total preference shares of the Company i.e. 1,00,00,000 will now redeem on or before March 31, 2017.

The detailed Management Discussion and Analysis Report as required under Clause 49 of the Listing Agreement is given separately and forms part of this Annual Report.

Subsidiaries

Your Company has the following subsidiaries as on March 31, 2011:

1. M/s Valley Computech Pvt. Ltd.
2. M/s York Calltech Pvt. Ltd.

During the year under review, the following non-operating subsidiaries of the Company voluntarily availed the option of dissolution under Section 560 of the Companies Act, 1956 through Easy Exit Scheme, 2011 introduced by the Ministry of Corporate Affairs and their names have been struck off from the records of Registrar of Companies, New Delhi:

1. M/s Ambience Buildwell Pvt. Ltd.
2. M/s Amici Infopark Pvt. Ltd.
3. M/s Express Infopark Pvt. Ltd.
4. M/s Express Techno Park Pvt. Ltd.

M/s Drishti Apparels Pvt. Ltd. has ceased to exist a subsidiary of the Company during the year under review due to transfer of shares.

Consolidated Financial Statement

A statement regarding particulars of the subsidiaries of the Company forms part of the Annual Accounts of the Company. As per Section 212 of the Companies Act, 1956, the Annual Reports of the aforesaid subsidiaries are attached with this Annual Report. Further in accordance with Accounting Standard-21, a Consolidated Financial Statement of the Company and its subsidiaries forms part of this Annual Report.

Other Material Changes

Save as aforesaid in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company i.e. March 31, 2011 and the date of this Report.

Dividend

Keeping in view the future fund requirements of the Company, it is necessary for the Company to plough back its profits into the business, and hence the Directors do not recommend any dividend for the year ended March 31, 2011.

Bonus Shares

Your Board is pleased to recommend issue of Bonus Shares in the ratio of 1:2 i.e. for every two Equity shares held one fully paid Equity share of Rs. 10/- each of the Company shall be issued. To accommodate the issue of proposed bonus shares, it is also proposed to increase the authorised share capital of the Company to Rs. 21 Crore.

Public Deposits

During the year under report, your Company did not accept any deposits from the public in terms of Section 58A of the Companies Act, 1956.

Particulars of Employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

Listing Fees

The Equity Shares of the Company are listed on the Delhi Stock Exchange Ltd., the Ahmedabad Stock Exchange Ltd. and the Ludhiana Stock Exchange Ltd. The Company has already paid listing fees to these Stock Exchanges upto the financial year 2011 - 12.

Report on Corporate Governance

The Company has been complying with the Corporate Governance requirements, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Report on Corporate Governance along with the Compliance Certificate issued by M/s Naresh Verma & Associates, Company Secretaries, in line with Clause 49 of the Listing Agreement is annexed and forms part of this Directors' Report.

Audit Committee

During the year, the Audit Committee Meetings were conducted as per the provisions of listing agreement with the Stock Exchanges. The details about the functioning of the committee are being enumerated in the Corporate Governance Report Section which is part of the Annual Report for the year ending March 31, 2011.

Directors

In accordance with the relevant provisions of the Companies Act, 1956 and Article 102 of the Articles of Association of the Company, Mr. Sanjay Arora and Mr. Harvinder Singh are liable to retire by rotation and being eligible, offer themselves for re-appointment. Keeping in view their expertise, experience and knowledge, the Board considers it desirable to continue to avail their services and recommends their re-appointment.

Further it is proposed to re-appoint Mr. Sanjay Arora, and Mr. Harvinder Singh, as Executive Director of the Company for a fresh term of three years with effect from October 1, 2011, with no variation in terms and conditions of appointment and remuneration. Your Directors recommend their re-appointment in the larger interest of the Company.

The brief resume and other details relating to Directors, who are to be re-appointed as stipulated under Clause 49(IV)(G) of the Listing Agreement, are furnished in the Corporate Governance Report forming part of the Annual Report.

Auditors

M/s L.D. Saraogi & Co., Chartered Accountants and M/s VSD & Associates, Chartered Accountants, the joint Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. Both the Auditors have confirmed their eligibility and willingness to accept office, if re-appointed. The Company has received written confirmation from M/s L.D. Saraogi & Co. and M/s VSD & Associates, to the effect that their re-appointment, if made, would be within the limits of Section 224(1B) of the Companies Act, 1956. Your Directors recommend their re-appointment.

Auditors' Report

The observation of the Auditors along with comments of the Board of Directors thereon is as follows:

- 1 Refer point (ix)(c) of the Annexure to the Auditors' Report – The comment of the Auditors is self explanatory and do not warrant any specific clarification on behalf of the Board.

Accounts along with notes and Auditors' Report (except as aforesaid) are self explanatory and do not require further explanation and clarification.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The following information is given in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988:

- (a) **Conservation of Energy & Technology Absorption:** Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.
- (b) **Export Activities:** There was no export activity in the Company during the year under review.
- (c) **Foreign Exchange Earnings and Outgo:** The foreign exchange earnings and expenditure of the Company during the year under review were Nil and Rs. 14,083/- as compared to Nil and Rs. 14,270/- in the previous year respectively.

Directors' Responsibility Statement

In terms of provisions of Section 217(2AA) of the Companies Act, 1956, and to the best of their knowledge and belief and according to the information and explanations obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- (a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- (b) appropriate accounting policies have been selected and applied consistently, and they have 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 the end of financial year and of the Profit of your Company for that period;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

(d) the Annual Accounts have been prepared on a going concern basis.

Acknowledgement

The Board acknowledges with gratitude the co-operation and assistance provided to your Company by its bankers and government as well as non-governmental agencies. The Board wishes to place on record its appreciation to the committed services and contributions made by employees of the Company. Your Directors also thank the tenants, vendors and other business associates for their continued support. Your Directors are thankful to the shareholders for their continued patronage and are confident that with their continued contributions and support, the Company will achieve its objectives and emerge stronger in the coming years.

For and on behalf of the Board of Directors

New Delhi
September 02, 2011

Sd/-
Sandeep Sethi
Managing Director

Sd/-
Gurupreet Sangla
Jt. Managing Director

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

1.	Name of the Subsidiary Company	Ambience Buildwell Pvt. Ltd.*	Amici Infopark Pvt. Ltd.*	Drishti Apparels Pvt. Ltd.**	Express Infopark Pvt. Ltd.*	Express Techno Park Pvt. Ltd.*	Valley Computech Pvt. Ltd.	York Calltech Pvt. Ltd.***
2.	Financial year of the subsidiary company ended on	—	—	—	—	—	March 31, 2011	March 31, 2011
3.	Holding Company's interest in the subsidiary companies as on March 31, 2011 (a) Type of Shares (b) Total Number of Shares (c) Face Value (d) Extent of Holding	N.A.	N.A.	N.A.	N.A.	N.A.	Equity Shares 9,17,150 10 100%	Equity Shares 13,00,500 10 100%
4.	Net aggregate amount of the profit / (loss) of the subsidiary company so far as it concerns the members of the Holding Company and is not dealt with in the Holding Company's accounts: (a) for the financial year of the subsidiary company (b) for the previous financial years since it became a subsidiary company	N.A. (12,782)	N.A. (16,253)	N.A. (12,229)	N.A. (5,16,290)	N.A. (5,22,898)	(75,708) (68,677)	(3,88,09,629) 4,03,751
5.	Net aggregate amount of the profit / (loss) of the subsidiary company so far as it concerns the members of the Holding Company and is dealt with in the Holding Company's accounts: (a) for the financial year of the subsidiary company (b) for the previous financial years since it became a subsidiary company	NIL NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL

Note :

- * Ceased to exist as subsidiaries during the current financial year due to strike off under Section 560 of the Companies Act, 1956 through Easy Exit Scheme 2011.
- ** Ceased to exist as a subsidiary during the current financial year due to transfer of shares.
- *** York Calltech Pvt. Ltd. is a wholly owned subsidiary company of Valley Computech Pvt. Ltd., which in turn is a wholly owned subsidiary of ETT Ltd.

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Sd/-
(Puniti Sharma)
Company Secretary

Place : New Delhi
Date : September 02, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the real estate sector, significant changes in political and economic environment in India or key financial markets abroad, tax laws, litigation, labour relations, interest and other costs.

Industry Structure & Developments

The global economic growth started to accelerate on a broad front in the year 2010 and this growth is expected to continue into 2011 and 2012. The performance of the IT/ITES sector was severely impacted by the global economic slowdown. However, with the gradual recovery in the economy in general and real estate sector in particular, the demand for real estate has increased substantially during calendar year 2010.

The Indian office market which exhibited signs of a marginal recovery in the previous year gained further ground with the return of business confidence and the overall robustness seen in the economy. Companies re-activated their expansion plans leading to a significant growth in new employee additions and the resultant impact of a much higher demand for office space. While, leasing momentum grew progressively throughout the year, rentals remained soft given the pressures of impending supply in the segment. On the other side, inflation and rising interest rates of banks have been dampening the demand of real estate in the short term.

With an increase in demand from the IT and ITES sectors, there has been an improvement in demand for commercial property. Given the over-supply conditions in the market, this has not resulted in any major increase in leasing rates but has significantly improved occupancy rates.

The Real Estate Sector offers promising future for all its stakeholders and the Company's new projects are expected to increase its Turnover and Profitability year after year. The Company will continue to strive for more and more remunerative projects.

Overview

ETT Limited (hereinafter referred to as 'ETT') is primarily engaged in the business of development and management of Software Technology Centers, Multimedia Houses, Information Technology Parks and other related activities. The Company is promoted by professionals having extensive experience in property development and infrastructure projects in North India. ETT has grown into a multi dimensional organization whilst excelling in the field of Real Estate Development and providing intelligent and environment friendly Office Complexes and IT/ITES Parks.

The business activities of the Company rests on the principles of high quality construction technology and highest degree of customer satisfaction. Apart from construction excellence, the Company offers design elegance in all its real estate projects. The Company pride itself in fostering innovative thinking and keeping itself attuned to the potential changes that the future holds.

Today, ETT serves the real estate needs of rapidly growing industry and related communities from its Corporate Headquarters based in Noida (U.P.) having a fully staffed Marketing Department, a Commercial and Home Division and in-house Property Management services through dedicated Techno-Mechanical teams.

The Company carved a permanent niche for itself by adopting quality system standards which was acknowledged when it achieved the status of an ISO 9001-2008 Company certified by DNV Certification B.V., The Netherlands.

ETT with its contemporary approach, keenness to always strategize for achieving better results and reaching new heights with openness and clear focus in adopting latest technology creates its projects as the most exciting initiative for global Information and Communication Technology (ICT) Industry.

There is tremendous demand for contemporary space which must be equipped with modern infrastructure and latest facilities of space management and National Capital Region (NCR) offers excellent & sufficient housing options, reputed schools, super speciality hospitals, shopping malls, multiplex cinema, golf club, connectivity through road and metro train, etc. for the people who come from different places to take up employment in the emerging IT industry.

The ETT Group's projects keep in view current requirements of major corporates in terms of quality construction, state of art facilities, large working floor plates and the best in class maintenance and service standards with respect to safety and security. The ETT Group is the member of the US Green Buildings Council and always believes and strives to provide environment friendly and energy efficient office spaces in its IT Parks. It is very essential to ensure that MNC's and other end users occupying the premises, feel comfortable while operating from these IT Parks.

'Express Trade Towers 3', an ongoing project of ETT, is located in Sector 34, EHTP, Gurgaon on a land admeasuring 3,948 sq. m. The civil construction at the project is complete. The building would be an office complex having two basements for dedicated parking and seven floors of office area. ETT intends to provide value added core / non-core IT & IT-enabled services, including traditional software

development services based on ITIL & ISO Standards to the organisations that will be using these proposed office spaces. The project is expected to complete by July 2012.

Opportunities & Threats

The Indian economy is expected to perform well in the coming years with growth driven by domestic factors along with the expected improved global economic scenario. The strong fundamentals of the economy coupled with domestic demand across all asset classes are expected to renew demand and growth in the real estate sector.

According to NASSCOM's 'Perspective 2020' report, several global megatrends in economic, demographic, business, social and environment will create new opportunities for the IT / ITES industry by 2020 in new verticals like public sector, healthcare, media and utilities; new customer segments like small and medium businesses.

Our business is heavily dependent on the performance of the real estate market and the availability of real estate financing in India. Further our plans to develop IT Park and SEZ are subject to a number of contingencies like applicability of various laws, approval of government etc.

Outlook

Even with a moderation in GDP growth expectation, an estimated 8%-8.5% growth for FY'12 will still see the Indian economy as amongst the fastest growing economies in the world. If the global macro picture remains stable, demand for office leasing would continue to be strong. While volumes are expected to grow, market rents are unlikely to increase in the foreseeable future due to a supply overhang. The opportunities in real estate are aplenty and will only multiply in the coming years. Heightened retail activity will give upward push for space requirement as will the IT / ITES sector growth.

ETT Group is committed to enhance transparency and establish standards for India's real estate industry while safeguarding the interests of the shareholding community. ETT Group will continue to maintain the highest standards of professionalism, ethics, quality and customer service while meeting its vision of continuing growth by leading National and International Standards and Ethical means, in harmony with the environment, ensuring customer delight, business associates trust and social responsibility.

Risks & Concern

The Company is operating in an extremely competitive environment. As it gets into the expansion mode, it is poised to exploit several new opportunities. The Company ensures that the risks it undertakes are commensurate with better returns. To good hold in this sector, the Company has to be updated on latest technical and market trend. Profitability of each real estate project is subject to risks of mispricing, cost escalation, adverse conditions, geological conditions, downtrend in the real estate sector, significant changes in political and economic environment in India, management of specification changes and the outcome of claims on competitions. The business is affected by the rise and fall in the prices of requisite raw materials as their prices are highly volatile in nature. However, the Company aims to understand, measure and monitor the various risks to which it is exposed and to ensure that it adheres, as far as reasonably and practically possible, to the policies and procedures established by it to mitigate these risks.

Internal Control Systems and their Adequacy

The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance of laws and regulations. The internal control is designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets. The Company has continued its efforts to align all its processes and controls with global best practices in these areas as well.

Financial Performance

During the year under review, the total income of the Company was Rs. 1,994.86 Lac as against Rs. 2,144.26 Lac in financial year ended March 31, 2010.

The profitability of the Company was impacted due to increase in finance costs, consequent to a significant rise in interest rates. The interest payment amounting to Rs. 1,018.06 Lac contributes to the total expenditure of Rs. 1,910.34 Lac. The expenses incurred towards payment of brokerage amounting to Rs. 92.94 Lac also effected the profits during the year under consideration.

Human Resource Development

In the current economic scenario, effective Human Resource Management has become an area of concern. The Company recognizes the importance and contribution of its human resources for its growth and development and constantly endeavors to nurture and groom its people. The Company has cordial relations with employees and staff.

The management is also committed to help the employees and workers to sharpen their skills and to improve their knowledge base for which continuous efforts are made for human resource development.

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organisation. Pursuant to Clause 49 of the Listing Agreement a Report on Corporate Governance is given below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company has been complying with the Corporate Governance requirements, as stipulated under Clause 49 of the Listing Agreement entered into with Stock Exchanges.

The Company believes in and has consistently focused on good Corporate Governance and its primary objective is to create and adhere to a Corporate culture of conscience and consciousness, integrity, transparency and accountability for efficient and ethical conduct of business to enable the management to meet its obligations towards its stakeholders including shareholders, tenants, contractors, suppliers, creditors, employees, Government and the society at large.

Corporate Governance is an integral part of Management and in its pursuit of excellence, growth and value creation, it continuously endeavors to leverage resources to translate opportunities into reality.

In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal controls and promotion of ethics at work place have been institutionalised.

2. BOARD OF DIRECTORS

A. Composition, Meetings and Attendance of the Board

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. As on March 31, 2011, besides Executive Chairman, the Board of the Company consisted of 3 (Three) Executive Directors and 4 (Four) Non-Executive Independent Directors.

During the financial year ended March 31, 2011, 8 (Eight) meetings of the Board of Directors were held and the intervening period between the Board Meetings did not exceed four months. The meetings were held on May 15, 2010, August 3, 2010, August 13, 2010, August 20, 2010, November 12, 2010, December 16, 2010, February 12, 2011 and February 25, 2011. Table 1 gives the composition of the Board, the positions held by them and their attendance record.

Table 1: Composition of the Board and attendance record of the Directors

Sl. No.	Name of the Director & Designation	Number of positions held in other public companies (other than ETT Ltd.)			Attendance at	
		Board	Committee*		Board Meeting	Last AGM
			Membership	Chairmanship		
a)	Executive Promoter Directors					
1.	Mr. Sandeep Sethi, Managing Director	04	NIL	NIL	8	Yes
2.	Mr. Gurupreet Sangla, Jt. Managing Director	02	NIL	NIL	8	Yes
3.	Mr. Harvinder Singh, Executive Director	02	NIL	NIL	8	Yes
4.	Mr. Sanjay Arora, Executive Director	04	NIL	NIL	8	Yes
b)	Non-Executive Independent Directors					
1.	Mr. Sukhwant Singh, Director	NIL	NIL	NIL	3	No
2.	Mr. Ratinder Pal Singh, Director	NIL	NIL	NIL	4	No
3.	Mr. Harjit Kalra, Director	NIL	NIL	NIL	5	Yes
4.	Mr. Rajvir Sharma, Director	NIL	NIL	NIL	3	No

* In accordance with Clause 49 of the Listing Agreement:

- (i) Membership/chairmanship of only Audit Committee and Shareholders' Grievance Committee of all public limited companies (excluding private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956) has been considered.
- (ii) None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the Public Limited Companies in which he is a Director.

B. Information supplied to the Board

During the year, all the relevant information required to be placed before the Board of Directors as per Clause 49 of the Listing Agreement were considered and taken on record / approved by the Board.

C. Disclosure regarding Re-appointment of the Directors in the ensuing Annual General Meeting

As per the Articles of Association of the Company and the relevant provisions of the Companies Act, 1956, Mr. Sanjay Arora and Mr. Harvinder Singh will retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Table 2 gives the brief particulars of the above Directors seeking re-appointment.

Table 2: Particulars of Directors to be reappointed in the ensuing AGM

Particulars	Mr. Sanjay Arora	Mr. Harvinder Singh
DIN	00394165	00037072
Father's Name	Late Mr. Raj Kumar	Late Mr. Amrik Singh
Date of Birth	09.03.1966	20.07.1957
Address	17, Godavari Apartments, Alaknanda, Kalkaji, New Delhi – 110 019	S-493, Greater Kailash – II, New Delhi – 110 048
Designation	Executive Director	Executive Director
Education	MBA	Graduate
Experience	He is an industrialist and has over 20 years of experience in the field of exports and over 10 years of hands on experience in construction and real estate industry.	He is an industrialist and has over 20 years of experience in real estate and construction industry. He specializes in Corporate Real Estate and structured property transactions.
Companies in which holds Directorship as on March 31, 2011	12 (Twelve) 1. Ambience Buildtech Pvt. Ltd. 2. Anmol Buildcon Pvt. Ltd. 3. Amici Securities Ltd. 4. Anchal Exim Pvt. Ltd. 5. Drishti Overseas Pvt. Ltd. 6. Express Infocom Pvt. Ltd. 7. Express Infoways Pvt. Ltd. 8. Express Softpark Pvt. Ltd. 9. Silvertone Info Systems Pvt. Ltd. 10. Uniheights Infrastructure Ltd. 11. Valley Computech Pvt. Ltd. 12. York Calltech Pvt. Ltd.	15 (Fifteen) 1. Ambience Buildtech Pvt. Ltd. 2. Anmol Buildcon Pvt. Ltd. 3. Apex Biotechnologies Pvt. Ltd. 4. Appreciate Fincap Pvt. Ltd. 5. Baba Multimedia Pvt. Ltd. 6. Baba Ventures Pvt. Ltd. 7. Express Infoways Pvt. Ltd. 8. Express Softpark Pvt. Ltd. 9. Genius Buildwell Pvt. Ltd. 10. HMC Software Park Pvt. Ltd. 11. Jai Krishan Infotech Pvt. Ltd. 12. KSS Infotech Solutions Pvt. Ltd. 13. Noida Management System Pvt. Ltd. 14. Valley Computech Pvt. Ltd. 15. York Calltech Pvt. Ltd.
Companies in which holds membership of Committees	NIL	NIL
Equity Shareholding in the Company (No. & %)	10,62,600 Equity shares (15.37%)	6,00,000 Equity shares (8.68%)

3. COMMITTEES OF THE BOARD

Presently, the Board has three Committees viz. the Audit Committee, the Investors' Grievance Redressal Committee and the Remuneration Committee. Details of the role and composition of Committees of the Board constituted as per requirements of Clause 49 of the Listing Agreement, including number of meetings held during the financial year and attendance thereat are provided hereunder.

A. AUDIT COMMITTEE

(a) Terms of Reference

The Company has a duly constituted Audit Committee in terms of the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The broad terms of reference of Audit Committee are:

- a) to review the quarterly and annual financial statements before submitting to the Board for their approval thereon;
- b) to recommend the appointment and removal of statutory auditors to the Board and fixation of their audit fees;
- c) to discuss with the statutory auditors, the scope of audit and areas of concern, if any; and
- d) other matters as provided in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors from time to time.

(b) Composition, Meetings and Attendance

The composition of the Audit Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. All the Members of the Committee are financially literate.

The Audit Committee met 5 (Five) times during the financial year 2010-11 on May 15, 2010, August 13, 2010, August 20, 2010, November 12, 2010 and February 12, 2011. The intervening period between the Audit Committee meetings was within the maximum time gap prescribed under Clause 49 of Listing Agreement.

The Company Secretary acts as the Secretary of the Committee.

The composition and attendance of the members of Audit Committee as on March 31, 2011 are given in Table 3.

Table 3: Composition and Attendance record of the Audit Committee members

Name of the Committee Member	Designation	No. of Meetings	
		Held	Attended
Mr. Harjit Kalra(Chairman)	Non- Executive Independent Director	5	5
Mr. Ratinder Pal Singh(Member)	Non- Executive Independent Director	5	5
Mr. Sukhwant Singh(Member)	Non- Executive Independent Director	5	5
Mr. Sandeep Sethi(Member)	Executive Promoter Director	5	5

(c) Role of the Audit Committee

The scope and activities of the Audit Committee include the areas prescribed under Clause 49II (D) of the Listing Agreement with the Stock Exchanges. The Audit Committee has been granted powers as prescribed under the Clause 49II (C).

B. REMUNERATION COMMITTEE
(a) Terms of Reference

The Company had constituted Remuneration Committee of the Board pursuant to the provisions of Clause 49 of the Listing Agreement. The Remuneration Committee has the power to determine/review and recommend to the Board, the remuneration package of the Directors of the Company. The Remuneration Committee has full access to information contained in the records of the Company and external professional advice, if necessary.

(b) Composition, Meetings and Attendance

As on March 31, 2011, the Remuneration Committee of the Board consists of following three Non-Executive Independent Directors:

1. Mr. Sukhwant Singh - Chairman (Independent Director)
2. Mr. Ratinder Pal Singh - Member (Independent Director)
3. Mr. Harjit Kalra - Member (Independent Director)

During the year under review, no meeting was held by the Remuneration Committee.

(c) Remuneration Policy of the Company

The Managing Directors and the Directors of the Company are entitled for payment of remuneration as decided by the Board as per the provisions of the Companies Act, 1956. However, at present, remuneration is payable to Managing Directors and Executive Directors only. Independent Directors are being paid the sitting fee for attending Board Meetings. However, all the Executive Directors of the Company have waived the sitting fee payable to them.

(d) Directors' Remuneration and the shareholding of Non-Executive Directors in the Company

Table 4(A) shows the details of remuneration of the Executive Directors of the Company during the year 2010 - 11 and Table 4(B) shows the details of remuneration of the Non-Executive Directors during the said year and their shareholding in the Company as on March 31, 2011.

Table 4(A): Remuneration Details of Executive Directors

Name of the Director	Sitting Fees	Salary & Perquisites per Month	Total Amount per Month
Mr. Sandeep Sethi	NIL	Rs. 1,25,000/- Rs. 8,729/-	Rs. 1,33,729/-
Mr. Gurupreet Sangla	NIL	Rs. 1,25,000/- Rs. 7,484/-	Rs. 1,32,484/-
Mr. Harvinder Singh	NIL	Rs. 1,00,000/-	Rs. 1,00,000/-
Mr. Sanjay Arora	NIL	Rs. 1,00,000/-	Rs. 1,00,000/-

Table 4(B): Remuneration Details of Non-Executive Directors

Name of the Director	Sitting Fees paid per Board Meeting	No. of Equity shares held & %
Mr. Sukhwant Singh	Rs. 2,500/-	NIL
Mr. Ratinder Pal Singh	Rs. 2,500/-	NIL
Mr. Harjit Kalra	Rs. 2,500/-	NIL
Mr. Rajvir Sharma	Rs. 2,500/-	NIL

(e) Criteria of making payments to Non-Executive Directors

Non-Executive Directors of the Company are entitled to sitting fees for attending meetings of the Board of Directors. Pursuant to the approval of Board accorded vide its resolution dated December 1, 2008 the Board of Directors has approved the payment of Sitting Fees of Rs. 2,500/- per meeting for attending Board Meeting. The non-executive directors are not paid remuneration for attending Committee meetings or in any other form. The payment of sitting fees to Non-Executive Directors is made within the limits prescribed under the Companies Act, 1956.

(f) Relationship amongst Directors

There were no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company. None of the Directors of the Company has any relationship with other Directors of the Company except the following:

Mr. Sandeep Sethi, Managing Director of the Company, and Mr. Sanjay Arora, Executive Director of the Company, who are brothers.

Mr. Harvinder Singh, Executive Director of the Company, who is the father of Mr. Gurupreet Sangla, Jt. Managing Director of the Company.

(g) Service Contract, Severance Fees and Notice Period

The Directors of the Company are appointed by the Shareholders upon recommendation of the Board of Directors within the framework of the Companies Act, 1956 as well as the Articles of Association of the Company. The resolutions passed by these two governing bodies together with the service rules of the Company covers the terms, conditions and remuneration of such appointment. There is no service contract separately entered into by the Company with the Directors. Further, the resolutions appointing these Directors do not prescribe for the payment of any separate Severance Fees to them. However, the requirement of notice period is as per the service rules of the Company.

(h) The Company has not issued any stock options to its Director/employees.

C. INVESTORS' GRIEVANCE REDRESSAL COMMITTEE
(a) Terms of Reference

In compliance with the requirements of the Corporate Governance under the Listing Agreement with the Stock Exchange, the Company has constituted an "Investors' Grievance Redressal Committee" to look into the issues relating to shareholders including share transfers, share transmissions, investor complaints etc. The Committee also oversees performance of the Registrar and Transfer Agents.

(b) Composition, Meetings and Attendance

As on March 31, 2011, the Investors' Grievance Redressal Committee consists of two Non-Executive Independent Directors and one Executive Promoter Director.

The Investors' Grievance Redressal Committee met 6 (Six) times during the financial year 2010-11 on May 31, 2010, June 10, 2010, July 10, 2010, August 31, 2010, October 11, 2010 and January 17, 2011.

The composition and attendance of the members of Investors' Grievance Redressal Committee as on March 31, 2011 are given in Table 5.

Table 5: Composition and Attendance record of the Investors' Grievance Redressal Committee members

Name of the Committee Member	Designation	No. of Meetings	
		Held	Attended
Mr. Sukhwant Singh (Chairman)	Non- Executive Independent Director	6	6
Mr. Sanjay Arora (Member)	Executive Promoter Director	6	6
Mr. Harjit Kalra (Member)	Non- Executive Independent Director	6	6

(c) Compliance Officer

Ms. Puniti Sharma, Company Secretary
ETT Limited
17, Hemkunt Colony, New Delhi - 110 048
Tel and Fax No. : +91 11 4656 7575
E-mail : secretarial@ettgroup.in

(d) Investors' Grievance Redressal

During the year, the Company received NIL complaints from the Investors/Shareholders and there were no pending complaints as on March 31, 2011. The members may address their queries/complaints to the Compliance Officer or the Registrar of the Company. The Company has designated an exclusive E-mail Id i.e. secretarial@ettgroup.in for redressal of investor grievances.

4. GENERAL BODY MEETINGS

The details of the Annual General Meetings of the Company held during the last 3 (Three) years are given in Table 6.

Table 6: Details of Annual General Meetings

Year	Venue	Date & Time	Special Resolutions
2007-08	South Delhi Club, Greater Kailash - I, New Delhi -110 048	September 27, 2008 4:00 P.M.	1. Appointment of Mr. Harvinder Singh as a Whole Time Director to be designated as "Executive Director" and fixation of his remuneration. 2. Appointment of Mr. Sanjay Arora as a Whole Time Director to be designated as "Executive Director" and fixation of his remuneration. 3. Increase in remuneration of Mr. Gurupreet Sangla, Managing Director of the Company. 4. Increase in remuneration of Mr. Sandeep Sethi, Jt. Managing Director of the Company.
2008-09	Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi – 110 019	September 30, 2009 4:00 P.M.	NIL
2009-10	Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi – 110 019	September 20, 2010 4:00 P.M	1. Re-appointment of Mr. Sandeep Sethi as Managing Director of the Company. 2. Re-appointment of Mr. Gurupreet Sangla as Joint Managing Director of the Company.

5. POSTAL BALLOT

During the year under review, the Company passed ordinary and special resolutions through Postal Ballot vide Notice dated November 12, 2010. Mr. Naresh Verma, Practicing Company Secretary was appointed as the scrutinizer for conducting the postal ballot process. The details of resolutions so passed are given in Table 7.

Table 7: Details of resolutions passed through postal ballot

Date of Notice	Particulars of Resolution	Date of passing of Resolution	Percentage of votes cast in favour of Resolution*
November 12, 2010	Ordinary Resolution for authorising the Board to sell, lease, transfer or otherwise dispose of the whole, or any part of, the existing buildings, 'Express Trade Towers 1' at Plot No. 15-16, Sector-16A, Noida and / or 'Express Trade Towers 3' at Plot No. 79, Sector – 34, Gurgaon and / or future undertaking(s) of the Company under Section 293(1)(a) of the Companies Act, 1956.	December 20, 2010	90.26%
November 12, 2010	Special Resolution for authorising the Board for commencing business embodied in sub-clause 66 of Clause III-C (Other Objects) of the Memorandum of Association of the Company under Section 149(2A) of the Companies Act, 1956.	December 20, 2010	90.26%

* Includes votes casted by Preference shareholders.

6. DISCLOSURES

(a) Related Party Transactions

Materially significant related party transactions entered during the year, have been given in Schedule 17 to the Annual Accounts for the year 2010 - 11. During the year under review, the Company has not entered into any transaction of material nature with its subsidiaries, promoters, directors or the management, their relatives etc. that may have any potential conflict with the interest of the Company.

(b) Non - compliance by the Company, Penalties, Strictures

There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets during the last three years.

(c) Non - mandatory requirements

The Company has at present not adopted the non mandatory requirements of corporate governance except for certain clauses regarding remuneration committee. However in line with its policy to improve the good corporate governance practices it is proposed to adopt all such practices in due course of time.

7. CODE OF CONDUCT

The Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management personnel of the Company. This Code is also posted on the website of the Company. All Board Members and Senior Management personnel have affirmed their compliance with the Code for the financial year ended March 31, 2011. A declaration to this effect signed by Managing Directors of the Company, forms part of this Report as Annexure A.

8. MEANS OF COMMUNICATION

- (a) The quarterly and annual financial results of the Company are provided to the Delhi, Ahmedabad and Ludhiana Stock Exchanges.
- (b) The quarterly and annual financial results of the Company are normally published in the widely circulated 'Business Standard' (English) and Regional Language newspaper 'Business Standard' (Hindi). The results are also displayed on the Company's website www.ettgroup.in.

9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as required under Clause 49 of the Listing Agreement is given separately and forms part of this Annual Report.

10. CEO/CFO Certification

In terms of Clause 49(V) of the Listing Agreement, Mr. Sandeep Sethi, Managing Director and Mr. Gurupreet Sangla, Jt. Managing Director have given the certificate pertaining to year 2010 - 11 to the Board of Directors attached as Annexure B, which was taken note of at the Board Meeting held on September 2, 2011.

11. GENERAL SHAREHOLDER INFORMATION

(a) Annual General Meeting

Day & Date	Thursday, September 29, 2011
Time	4:00 P.M.
Venue	Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi – 110 019

(b) Financial Calendar (tentative and subject to change)

Financial year: April 1, 2011 to March 31, 2012

Financial Reporting for the quarter ending:

Events	Tentative Time Frame
June 30, 2011	August 11, 2011 (actual)
September 30, 2011	Second week of November, 2011
December 31, 2011	Second week of February, 2012
March 31, 2012	Second week/Last week of May, 2012*

* The Company may opt to publish Audited Financial Statements by May 2012.

(c) Dates of Book Closure

September 28, 2011 and September 29, 2011.

(d) Dividend Payment Date

Not Applicable

(e) Listing on Stock Exchanges

The Equity Shares of the Company are listed on the following Stock Exchanges:

- (i) Delhi Stock Exchange Ltd.
DSE House, 3/1, Asaf Ali Road,
New Delhi - 110 002
- (ii) Ludhiana Stock Exchange Ltd.,
Feroze Gandhi Market,
Ludhiana - 141 001
- (iii) Ahmedabad Stock Exchange Ltd.,
Kamdhenu Complex,
Opp. Sahajanand College
Ahmedabad – 380 015

Annual Listing fees for the financial year 2011-12 (as applicable) have been paid by the Company to the above Stock Exchanges.

(f) Stock Code/Symbol

The International Securities Identification Number (ISIN) allotted to Company's shares under the Depository System is INE546I01017.

(g) Market Price Data

There is hardly any trading on the Delhi, Ludhiana and Ahmedabad Stock Exchanges. Hence, there is no market quotation available for the Company.

(h) Registrar and Share Transfer Agents

M/s Beetal Financial and Computer Services Pvt. Ltd. is the Registrar and Share Transfer Agent for the shares of the Company in both physical as well as electronic modes. All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Registrar and Share Transfer Agents at the address given below:

M/s Beetal Financial and Computer Services Pvt. Ltd.

Beetal House,
3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi - 110 062
Tel.: +91-11-29961281 – 86
Contact Person: Mr. Punit Mittal

(i) Share Transfer Mechanism

The Company's shares are traded in the Stock Exchange compulsorily in Demat mode. Physical Shares which are lodged with the Registrar and Share Transfer Agent and /or Company for transfer / transmission are processed and returned to the shareholders duly transferred within the time stipulated under the Listing Agreement subject to documents being in order.

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, certificate, on half yearly basis, obtained from a practicing Company Secretary confirming due compliance of share transfer formalities by the Company have been submitted to the Stock Exchanges within stipulated time.

(j) Reconciliation of Share Capital Audit

Reconciliation of Share Capital Audit have been carried out by a practicing Company Secretary, every quarter, to confirm that the total listed and paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL). The said audit report is submitted to the Stock Exchanges and is also placed before the Board of Directors.

(k) Distribution of Shareholding and Shareholding Pattern as on March 31, 2011

The distribution of shareholding of the Equity shares of the Company and the Shareholding Pattern as on March 31, 2011 are given in Table 8 and 9 respectively.

Table 8: Distribution of Shareholding as on March 31, 2011

Shareholding of Nominal Value of		Shareholders		No. of shares (Nominal value of Rs. 10/- per share)	Share Amount	
Rs.	Rs.	Number	% to Total		In Rs.	% to Total
(1)	(2)	(3)	(4)	(5)	(6)	
Up to 5000		1,330	87.27	2,78,600	27,86,000.00	4.0304
5001	10000	68	4.46	53,160	5,31,600.00	0.7690
10001	20000	36	2.36	52,200	5,22,000.00	0.7552
20001	30000	7	0.46	17,440	1,74,400.00	0.2523
30001	40000	2	0.13	7,600	76,000.00	0.1099
40001	50000	1	0.07	4,800	48,000.00	0.0694
50001	100000	5	0.33	33,120	3,31,200.00	0.4791
100001 & above		75	4.92	64,65,520	6,46,55,200.00	93.5346
Total		1,524	100.00	69,12,440	6,91,24,400.00	100.0000

Table 9: Shareholding Pattern as on March 31, 2011

Sl. No.	Category of Shareholder	No. of Shares	% to Total
(A)	Promoter & Promoter Group	48,99,720	70.88
(B)	Public Shareholding		
(1)	Institutions	0	0.00
	Sub – Total (B)(1)	0	0.00
(2)	Non – Institutions		
(a)	Bodies Corporate	93,180	1.35
(b)	Individuals	18,79,540	27.19
(c)	Others (HUF)	40,000	0.58
	Sub – Total (B)(2)	20,12,720	29.12
	Total Public Shareholding (B)=(B)(1)+(B)(2)	20,12,720	29.12
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0.00
	Grand Total {(A)+(B)+(C)}	69,12,440	100.00

- (l) **Dematerialization of Shares:** Equity shares of the Company are admitted with both the depositories viz., National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). As on March 31, 2011, equity shares constituting 79.55% of the equity paid-up capital were in dematerialized form.
- (m) **Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:** The Company has not issued any GDRs/ADRs/Warrants or any Convertible Instruments.
- (n) **Address for Investor Correspondence:** The shareholders may send their communications/grievances/queries relating to the equity shares to the Registrar and Share Transfer Agents at their address mentioned above or to the Company at:

ETT Limited
Registered Office: 17, Hemkunt Colony, New Delhi - 110 048
 Phone & Fax : 011 - 4656 7575
 E-mail : secretarial@ettgroup.in

ANNEXURE A**Declaration on compliance with Code of Conduct by the Managing Director:**

As per the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management.

It is hereby affirmed that all the Directors and Senior Managerial personnel have complied with the Code of Conduct for the year ended March 31, 2011 and a confirmation to that effect has been obtained from the Directors and Senior Management.

for ETT LIMITED

Date : March 31, 2011
Place : New Delhi

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

ANNEXURE B**Certificate of CEO/CFO:**

This is to certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year 2010 - 11 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

for ETT LIMITED

Date : September 2, 2011
Place : New Delhi

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Certificate of Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

To
The Members of
ETT Limited
New Delhi.

We have examined the compliance of conditions of Corporate Governance by ETT Limited (hereinafter referred to as “the Company”) for the year ended March 31, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

For **Naresh Verma & Associates**
Company Secretaries

Sd/-
Naresh Verma
FCS: 5403; CP: 4424

Date : September 02, 2011
Place : New Delhi

AUDITORS' REPORT

To the Members of ETT Limited

1. We have audited the attached Balance Sheet of ETT Limited as at 31st March 2011, the Profit and Loss Account and Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) 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;
 - (ii) 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;
 - (iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the accounting policies and notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2011;
 - (b) in the case of the Profit & Loss Account, of the profit 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.

for **VSD & Associates**
Chartered Accountants
F.R. No. : 008726N

Sd/-
(Vinod Sahni)
Partner
M. No. 86666

for **L. D. Saraogi & Co.**
Chartered Accountants
F.R. No. : 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M. No. 84522

Place : New Delhi
Date : September 02, 2011

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 3 of our Report of even date to the members of ETT Limited on the accounts for the year ended 31st March 2011.

- (i) (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- (b) All the assets were stated to have been physically verified by the management at reasonable intervals. It has been reported that no discrepancies were noticed between the book records & the physical verification so carried out.
- (c) As per the records of the Company and according to the information and explanations given to us, no substantial part of the fixed assets has been disposed off during the year and therefore going concern status of the Company has not been affected.
- (ii) (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its business.
- (b) In our opinion and according to the information & explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The company has maintained proper records of inventories. As explained to us, no material discrepancies were noticed on physical verification of inventories.
- (iii) (a) According to the information and explanations given to us, the Company has granted interest free unsecured loans to six (06) Subsidiaries covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved at any time during the year was Rs. 529,955,000/- and the year end balance of loans given to such companies was Rs. 529,955,000/-.
- (b) According to the information given to us, the other terms and conditions of the loans given, are prima facie, not prejudicial to the interest of the company.
- (c) In our opinion and according to the information and explanations given to us, since no stipulation has been made for the repayment of the loans, we are not in a position to make any specific comments as per clause number 4(iii) (c) of the Order.
- (d) In our opinion and according to the information and explanations given to us, since no stipulation has been made for the repayment of the loans, we are not in a position to make any specific comments as per clause number 4(iii) (d) of the Order.
- (e) According to the information and explanations given to us, the company has taken interest free unsecured loans from two (02) other parties covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved at any time during the year was Rs. 25,350,000/- and the year end balance of loans taken from such other parties was Rs. 12,750,000/-.
- (f) In our opinion and according to the information and explanations given to us, other terms and conditions on which loans have been taken from other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
- (g) In our opinion and according to the information and explanations given to us, since no stipulation has been made for the repayment of the loans, we are not in a position to make any specific comments as per clause number 4(iii) (g) of the Order.
- (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 the nature of its business, with regard to purchase of inventory and fixed assets and sale of services. No major weaknesses have been observed in the internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the contracts or arrangements that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 during the year have been made at the prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the provisions of Section 58A and Section 58AA or any other relevant provisions of the Companies Act, 1956 with regard to the deposits accepted from the public are not applicable, as the Company has not accepted any deposit from the public.
- (vii) There is no formal internal audit system in the Company however, internal control system of the Company is reasonably functioning as observed during the audit.
- (viii) The Central Government has not prescribed for the maintenance of cost records by the Company under Section 209(1) (d) of the Companies Act, 1956.

- (ix) (a) According to information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, VAT, Service Tax, Customs Duty, Cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us, there are no undisputed amounts payable in respect of statutory dues like Provident Fund, Employees' State Insurance, Income Tax, VAT, Service Tax, Customs Duty and Cess etc. outstanding for a period of more than six months at 31st March 2011 from the date they became payable.
- (c) There is no disputed amount payable in case of Provident Fund, Employees' State Insurance, Income Tax, Service Tax, VAT, Customs Duty, Cess etc. except for the demand of Entry Tax for Rs. 36,295/- under UPVAT Act, for the year 2007 – 2008 against which the Company has filed an application for rectification u/s 31(1) under UPVAT Act, with the Assistant Commissioner, Ward – 3, Commercial Tax, Noida, during the year under review.
- (x) (a) The company does not have any accumulated losses as at the end of the financial year.
- (b) The company has not incurred cash loss in the financial year ended 31st March 2011 and the immediately preceding financial year.
- (xi) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to any financial institution or bank. As informed to us, no money has been raised through Debentures by the Company.
- (xii) According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities, hence the provisions of paragraph 4 (xii) of the Order are not applicable to the Company.
- (xiii) The Company is not a chit fund Company or nidhi / mutual benefit fund / society. Accordingly, the provisions of paragraph 4 (xiii) of the Order are not applicable to the Company.
- (xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. However, the Company has made certain investments in shares and has maintained proper records of the transactions and timely entries have been made therein. All the shares are held by the Company in its own name except to the extent of the exemption granted under Section 49 of the Companies Act, 1956.
- (xv) According to the information and explanations given to us, the Company has given corporate guarantee for term loan taken by its subsidiary from a bank. The terms and conditions thereof, are prima facie, not prejudicial to the interest of the company.
- (xvi) In our opinion and according to the information and explanations given to us, in the absence of any stipulation regarding the utilization of loan from the lender, we are unable to comment as to whether the other term loans have been applied for the purpose for which they were obtained except for a term loan that has been applied for the purpose for which it was obtained.
- (xvii) In our opinion and according to the information and explanations given to us and on an overall examination of the balance sheet of the Company, funds raised on short-term basis have been prima facie, not used for long-term investment by the Company.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us, the Company has not issued any debentures. Accordingly, the provisions of paragraph 4 (xix) of the Order are not applicable to the Company.
- (xx) According to the information and explanations given to us, the Company has not raised any money by way of public issue during the year. Accordingly, the provisions of paragraph 4 (xx) of the Order are not applicable to the Company.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

for VSD & Associates
Chartered Accountants
F.R. No. : 008726N

Sd/-
(Vinod Sahni)
Partner
M. No. 86666

for L. D. Saraogi & Co.
Chartered Accountants
F.R. No. : 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M. No. 84522

Place : New Delhi
Date : September 02, 2011

BALANCE SHEET AS AT 31.03.2011

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	169,124,400	169,124,400
Reserves & Surplus	2	216,737,956	212,118,804
Loan Funds			
Secured Loans	3	1,355,268,695	953,724,057
Unsecured Loans		12,750,000	—
Deferred Tax	4	23,351,372	22,666,161
Deferred Tax Liabilities (Net)			
TOTAL		1,777,232,423	1,357,633,422
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	5	548,136,420	540,457,471
Less : Depreciation		168,402,670	144,304,692
Net Block		379,733,750	396,152,779
Capital Work-in-Progress		254,080,664	20,920,839
		633,814,414	417,073,618
Investments	6	453,723,640	462,815,200
Current Assets, Loans & Advances			
Inventories	7	974,037	594,713
Sundry Debtors		6,757,355	2,855,558
Cash and Bank Balances		70,825,177	842,843
Loans & Advances		708,678,663	540,161,923
(A)		787,235,232	544,455,037
Current Liabilities & Provisions			
Current Liabilities	8	97,083,112	66,433,111
Provisions		457,751	277,322
(B)		97,540,863	66,710,433
Net Current Assets	(A) - (B)	689,694,369	477,744,604
TOTAL		1,777,232,423	1,357,633,422
Significant Accounting Policies & Notes to Accounts			
	17		

In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

for and on behalf of the Board

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Sd/-
(Puniti Sharma)
Company Secretary

Place : New Delhi
Date : September 02, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2011

Particulars	Schedule No.	Year Ended 31.03.2011 Amount (Rs.)	Year Ended 31.03.2010 Amount (Rs.)
INCOME			
Revenue from Operations	9	197,370,944	213,207,550
Other Income	10	2,115,760	1,218,224
Total Revenue		<u>199,486,704</u>	<u>214,425,774</u>
EXPENDITURE			
Direct Expenses	11	40,813,780	22,415,740
(Increase)/ Decrease in stock	12	-	-
Employees' Remuneration & Benefits	13	6,017,944	4,345,749
Administrative & Other Expenses	14	16,546,668	12,682,340
Financial Charges	15	103,557,997	84,931,801
Depreciation		24,097,978	26,124,970
Total Expenses		<u>191,034,367</u>	<u>150,500,600</u>
Profit /(Loss) before exceptional items and tax		8,452,337	63,925,174
Less: Exceptional Items	16	2,552,000	62,590,012
Net Profit/(Loss) before tax		<u>5,900,337</u>	<u>1,335,162</u>
Less: Provision for Income Tax			
— Current Tax		1,093,923	376,430
— Deferred Tax Charge / (Credit)		685,211	(19,009,629)
— MAT Credit of Earlier Years		—	(8,820,878)
— MAT Credit		(497,949)	—
		<u>1,281,185</u>	<u>(27,454,077)</u>
Net Profit/(Loss) after tax		4,619,152	28,789,239
Add : Profit Brought Forward from Previous Year		160,819,515	132,030,276
Balance Carried over to Balance Sheet		<u>165,438,667</u>	<u>160,819,515</u>
Basic & Diluted Earning Per Share		0.67	4.16
Significant Accounting Policies & Notes to Accounts			
	17		

In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Sd/-
(Puniti Sharma)
Company Secretary

Place : New Delhi
Date : September 02, 2011

**SCHEDULES FORMING PART OF THE BALANCE SHEET AND
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2011**

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
SHARE CAPITAL	1		
AUTHORISED			
82,00,000 Equity Shares of Rs. 10/- each		82,00,000	82,00,000
1,00,00,000 (6%) Non Cumulative, Non Participating Redeemable Preference Shares of Rs. 10/- each		100,00,000	100,00,000
		<u>182,00,000</u>	<u>182,00,000</u>
ISSUED, SUBSCRIBED & PAID UP			
69,12,440 Equity Shares of Rs. 10/- each fully paid up (Of the above shares, 2,087,640 shares allotted as fully paid up to the shareholders of Amici India Limited pursuant to the Scheme of Amalgamation approved by Hon'ble High Court of Delhi vide its order dated April 30, 2007)		69,12,400	69,12,400
1,00,00,000 (6%) Non Cumulative, Non Participating Redeemable Preference Shares of Rs. 10/- each * (* See Note 2 (vi) in Schedule 17)		100,00,000	100,00,000
		<u>169,12,400</u>	<u>169,12,400</u>
RESERVES & SURPLUS	2		
Statutory Reserve (u/s 45-IA of the RBI Act, 1934)		258,189	258,189
Securities Premium		44,992,000	44,992,000
General Reserve			
As per last Balance Sheet	6,049,100		6,049,100
Add: Transferred from Profit & Loss Account	-	6,049,100	-
Profit & Loss Account		<u>165,438,667</u>	<u>160,819,515</u>
		<u>216,737,956</u>	<u>212,118,804</u>
LOAN FUNDS	3		
SECURED LOANS			
Term Loans from Punjab & Sind Bank			
— Term Loan - I *		78,897,639	101,295,575
— Term Loan - II *		238,685,874	286,306,945
— Term Loan - III #		-	306,503,457
— Term Loan - IV *		439,859,589	-
— Term Loan - V **		300,000,000	-
Bank Overdraft from Punjab & Sind Bank ***		297,825,593	259,618,080
		<u>1,355,268,695</u>	<u>953,724,057</u>

* Secured by way of assignment of lease rent receivables from 'Express Trade Towers 1', Noida and additional security of Plot No. 15 – 16, Sector 16 A, Noida – 201 301 (U.P.) and building constructed thereon alongwith Personal Guarantee of Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora.

** Secured against First charge by way of Equitable Mortgage on Commercial Land & Building at Plot No. 79, Sector - 34, Gurgaon - 122 001 (Haryana), Exclusive first hypothecation charge on machinery & equipments of the project and additional security by way of First exclusive mortgage on plot no. 15 – 16, Sector 16 A, Noida – 201 301 (U.P.) and building constructed thereon alongwith

Personal Guarantee of Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora and Corporate Guarantee of M/s York Calltech Pvt. Ltd., Subsidiary of the Company.

*** Secured against First charge by way of First exclusive mortgage on Plot No. 15 – 16, Sector 16 A, Noida – 201 301 (U.P.) and building constructed thereon.

Was secured by way of assignment of lease rent receivables from 'Express Trade Towers 1', Noida and additional security of Plot No. 15 – 16, Sector 16 A, Noida – 201 301 (U.P.) and building constructed thereon alongwith Personal Guarantee of following four Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora. The Term loan has been satisfied in full during the F.Y. under review.

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
UNSECURED LOANS			
From Directors		12,750,000	-
		<u>12,750,000</u>	<u>-</u>
DEFERRED TAX			
Deferred Tax Liabilities	4	23,498,223	22,759,838
Less: Deferred Tax Assets		146,851	93,677
		<u>23,351,372</u>	<u>22,666,161</u>

**SCHEDULE NO. - 5
FIXED ASSETS**

(All Figures in Rs.)

P A R T I C U L A R S	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01.04.2010	Addition during the Year	Sales / Adj. during the year	Total Cost as on 31.03.2011	As on 01.04.2010	During the Year	Adjusted during the Year	As on 31.03.2011	As on 31.03.2011	As on 31.03.2010
LEASEHOLD LAND	37,855,652	—	—	37,855,652	—	—	—	—	37,855,652	37,855,652
LAND	25,275,921	—	—	25,275,921	—	—	—	—	25,275,921	25,275,921
BUILDING	335,644,944	3,405,000	—	339,049,944	75,249,446	13,043,563	—	88,293,009	250,756,935	260,395,498
DATA PROCESSING MACHINES & SOFTWARE	1,116,009	64,880	—	1,180,889	816,914	138,774	—	955,688	225,201	299,095
ELECTRICAL INSTALLATIONS	19,940,003	—	—	19,940,003	9,747,709	1,417,748	—	11,165,457	8,774,546	10,192,294
FURNITURE & FIXTURES	13,581,012	2,396,242	—	15,977,254	4,947,212	1,600,097	—	6,547,309	9,429,945	8,633,800
MACHINES & EQUIPMENTS	103,543,709	234,898	—	103,778,607	52,155,575	7,170,435	—	59,326,010	44,452,597	51,388,134
OFFICE EQUIPMENTS	2,761,816	225,200	—	2,987,016	839,827	291,678	—	1,131,505	1,855,511	1,921,989
VEHICLES	442,574	968,398	—	1,410,972	252,178	51,352	—	303,530	1,107,442	190,396
ASSETS COSTING <=Rs. 5000/-	295,831	384,331	—	680,162	295,831	384,331	—	680,162	—	—
Total (Rs.)	540,457,471	7,678,949	—	548,136,420	144,304,692	24,097,978	—	168,402,670	379,733,750	396,152,779
CAPITAL WORK -IN- PROGRESS	20,920,839	233,159,825	—	254,080,664	—	—	—	—	254,080,664	20,920,839
Total (Rs.)	561,378,310	240,838,774	—	802,217,084	144,304,692	24,097,978	—	168,402,670	633,814,414	417,073,618
Previous Year	556,297,168	5,081,142	—	561,378,310	55,589,710	26,124,970	62,590,012	144,304,692	417,073,618	500,707,457

Particulars	Schedule No.	As At 31.03.2011		As At 31.03.2010	
		Amount (Rs.)		Amount (Rs.)	
INVESTMENTS	6				
LONG TERM - TRADE					
EQUITY SHARES FULLY PAID UP OF SUBSIDIARY COMPANIES		Face	No. of	Book Value as at	No. of
UNQUOTED SHARES, AT COST		Value	Shares	31.03.2011	Shares
Ambience Buildwell Pvt. Ltd.		10	—	—	10,000
Amici Infopark Pvt. Ltd.		10	—	—	10,000
Drishti Apparels Pvt. Ltd.		10	—	—	10,000
Express Infopark Pvt. Ltd.		10	—	—	50,000
Express Techno Park Pvt. Ltd.		10	—	—	50,000
Valley Computech Pvt. Ltd.		10	917,150	453,665,200	917,150
EQUITY SHARES FULLY PAID UP OF OTHER COMPANIES					
UNQUOTED SHARES, AT COST					
Baba Infrastructures and Developers Ltd. (Company under same management)		10	—	—	785,000
Total (A)				453,665,200	462,815,200
LONG TERM - NON - TRADE					
EQUITY SHARES FULLY PAID UP					
QUOTED SHARES					
Punjab & Sind Bank [Aggregate Market Value Rs. 52,644.70 (Previous Year Nil)]		10	487	58,440	—
Total (B)				58,440	—
Total (A+B)				453,723,640	462,815,200
CURRENT ASSETS, LOANS & ADVANCES	7				
CURRENT ASSETS					
INVENTORIES (As certified by the Management) (Valued at lower of cost or net realizable Value)					
Diesel				714,939	335,615
Software				259,098	259,098
				974,037	594,713
SUNDRY DEBTORS (unsecured, considered good)					
Outstanding for a period exceeding six months				343,414	115,006
Others				6,413,941	2,740,552
				6,757,355	2,855,558
CASH AND BANK BALANCES					
Cash in Hand (As certified by the Management)				83,997	219,452
Balance in Current Accounts with Scheduled Banks				70,172,417	154,628
Fixed Deposits with Scheduled Banks				522,328	422,328
Revenue Stamps in Hand				46,435	46,435
				70,825,177	842,843

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
LOANS & ADVANCES			
(Unsecured, Considered Good)			
Advances Paid *		136,175,913	89,090,994
(Advances recoverable in cash or in kind or for value to be received and / or adjusted)			
Loans to Subsidiaries		529,955,000	346,003,657
Other Loans		2,236,339	1,996,731
Tax Credit (Net of Provisions)		37,889,150	28,635,061
Security Deposits		2,355,200	1,408,800
Interest Accrued on Fixed Deposits		67,061	26,680
Share Application Money Paid		-	73,000,000
(* See Note 2 (v) in Schedule 17)			
		708,678,663	540,161,923
CURRENT LIABILITIES & PROVISIONS 8			
CURRENT LIABILITIES			
Sundry Creditors		6,761,811	1,454,662
Security Deposits - Lessee		86,037,189	60,952,994
Statutory Dues Payable		1,266,594	289,861
Other Current Liabilities		2,663,901	3,327,606
Due to Directors		353,617	407,988
		97,083,112	66,433,111
PROVISIONS			
Provision for Retirement Benefits		457,751	277,322
		457,751	277,322
REVENUE FROM OPERATIONS 9			
Rental Income		146,185,082	163,597,468
[Related to prior period Nil (Previous Year Rs. 60,000/-)]			
Maintenance Income		47,940,238	49,439,457
Parking Charges		127,150	170,625
Water Charges		3,118,474	—
[Related to prior period Rs. 2,497,733/- (Previous Year Nil)]			
		197,370,944	213,207,550

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
OTHER INCOME	10		
Interest Income (Gross) [TDS Rs. 3,781/- (Previous Year Rs. 5,063/-)]		285,570	1,218,224
Profit from Sale of Investment		100,000	—
Other Receipts		1,730,190	—
		<u>2,115,760</u>	<u>1,218,224</u>
DIRECT EXPENSES	11		
Maintenance Expenses :			
— Building		1,663,407	594,884
— Plant & Machinery		3,318,375	2,403,478
— Others		8,697,477	6,437,806
[Related to prior period Rs. 1,261/- (Previous Year Rs.14,000/-)]		13,679,259	9,436,168
DG Set Running & Maintenance Expenses		2,654,904	428,463
Electricity Expenses		9,832,285	8,459,499
Security Expenses		2,955,059	2,127,632
[Related to prior period Rs. 232/- (Previous Year Nil)]			
Water Expenses		664,058	—
[Related to prior period Rs. 391,456/- (Previous Year Nil)]			
Brokerage & Commission		9,294,137	—
Building Insurance		151,428	114,660
Other Direct Expenses		1,582,650	1,849,318
		<u>40,813,780</u>	<u>22,415,740</u>
(INCREASE)/ DECREASE IN STOCK	12		
Software			
Opening Stock		259,098	259,098
Less: Closing Stock		259,098	259,098
		<u>—</u>	<u>—</u>
EMPLOYEES' REMUNERATION & BENEFITS	13		
Salary		5,323,821	3,363,055
Employer's Contribution to PF & ESI		80,481	54,450
Staff Welfare		363,535	875,719
Retirement Benefits		250,107	52,525
		<u>6,017,944</u>	<u>4,345,749</u>

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
ADMINISTRATIVE & OTHER EXPENSES	14		
Communication Expenses		306,529	275,738
Consultancy Charges		2,812,450	2,989,708
Conveyance & Travelling		460,449	516,624
Fees & Subscriptions [Related to prior period Nil (Previous Year Rs. 412/-)]		532,008	199,431
Business Promotion & Advertising		920,058	958,900
Running & Maintenance		346,109	194,327
Vehicle Insurance		8,791	10,887
Sundry Balances Written Off (Net)		2,302,535	895,599
Auditors' Remuneration [Related to prior period Rs. 20,000/- (Previous Year Nil)]		1,056,500	923,000
Payment to Directors:			
— Directors' Sitting Fee		37,500	40,000
— Directors' Remuneration		5,400,000	5,400,000
		<u>5,437,500</u>	<u>5,440,000</u>
Donation		250,000	-
Miscellaneous Expenses		2,113,739	278,126
		<u>16,546,668</u>	<u>12,682,340</u>
FINANCIAL CHARGES	15		
Bank Charges		45,222	3,880,723
Interest Paid		101,806,069	78,282,548
Processing Charges		1,706,706	2,768,530
		<u>103,557,997</u>	<u>84,931,801</u>
EXCEPTIONAL ITEMS	16		
Loans & Investments Written Off :*			
— Loan of Subsidiary Companies		1,352,000	—
— Investment in Subsidiary Companies		1,200,000	—
		<u>2,552,000</u>	<u>—</u>
Depreciation of Earlier Years **			
Additional Depreciation Charged (* See Note 2 (xii) in Schedule 17) (**See Note 2 (xv) in Schedule 17)		—	62,590,012
		<u>2,552,000</u>	<u>62,590,012</u>

SCHEDULE NO. – 17**ACCOUNTING POLICIES AND NOTES TO ACCOUNTS****1. SIGNIFICANT ACCOUNTING POLICIES****a) ACCOUNTING CONVENTION**

The financial statements have been prepared under the historical cost convention, as applicable to a going concern and in accordance with generally accepted accounting principles in India, mandatory accounting standards and provisions of the Companies Act, 1956.

b) USE OF ESTIMATES

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

c) FIXED ASSETS

Fixed Assets are stated at their original cost of acquisition or construction less accumulated depreciation (except land) and subsequent improvements thereto. Cost comprises of purchase price and all expenses directly attributable to the acquisition or construction of the asset. Expenses incurred related to project and prior to commencement of business, including financing costs are capitalized under Capital Work-in-Progress Account, which also includes material at site.

d) DEPRECIATION /AMORTIZATION

- i) Depreciation has been provided on the value capitalized on the assets actually put to use during the current year, as per the Written Down Value Method at rates prescribed in Schedule XIV of the Companies Act, 1956.
- ii) Depreciation is calculated on pro-rata basis from the date of acquisition and/or capitalization, as may be applicable.
- iii) Assets costing individually Rs. 5,000/- (Rupees Five Thousand only) or less are depreciated fully in the year of purchase.
- iv) Amortization has not been provided on the leasehold land.

e) INVENTORIES

Inventories have been valued as under:

Diesel	-	At lower of cost or estimated realizable value
Stock of Software	-	At lower of cost or estimated realizable value

The valuation of inventories has been made as per the requirements of Accounting Standard – 2, “Valuation of Inventories”, prescribed under the Companies (Accounting Standards) Rules, 2006.

f) INVESTMENTS

Long Term Investments are stated at cost as per the requirements of Accounting Standard – 13, “Accounting for Investments”, prescribed under the Companies (Accounting Standards) Rules, 2006. Provision for diminution in the value of long-term investment is not made as the decline in the value of Investment is considered temporary by the management.

g) PROVISION FOR RETIREMENT BENEFITS

- i) Periodical contributions made to the concerned authorities towards Provident Fund and ESI are charged to Revenue on accrual basis.
- ii) Long term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of long term benefits are charged to the Profit and Loss account. The liability is unfunded.

h) TAXATION

Income tax comprises current tax and deferred tax. Current tax is the amount of tax payable as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted by the balance sheet date.

i) EXPENSES

The Company has charged all expenses on accrual basis of accounting.

j) INCOME

The Company has recognized all incomes on accrual basis of accounting as per the requirements of Accounting Standard – 9, “Revenue Recognition”, prescribed under the Companies (Accounting Standards) Rules, 2006.

k) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are recorded at the exchange rates prevailing on the dates of the transactions.

l) IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Profit & Loss Account in the year in which an asset is identified as impaired.

m) BORROWING COSTS

Borrowing cost that is attributable to the acquisition or construction of a qualifying asset is capitalised as part of the cost of such asset and other borrowing costs are recognized as an expense in the period in which they are incurred. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

n) LEASE

Assets given under operating leases are included in fixed assets. Lease income is recognized in the Profit & Loss Account on a straight line basis over the lease term. Costs, including depreciation are recognized as an expense in the profit & loss account.

o) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized 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 recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

p) INTANGIBLE ASSETS

According to Accounting Standard – 26 on “Intangible Assets” prescribed under the Companies (Accounting Standards) Rules, 2006, in case of an expenditure incurred by the Company which may provide future economic benefits to the Company, however out of which, no intangible asset or other asset is acquired or created which can be recognized, the expenditure is recognized as an expense as and when it is incurred.

q) CASH FLOW STATEMENT

Cash Flows are reported using the indirect method as set out in the Accounting Standard - 3 on “Cash Flow Statement” prescribed under the Companies (Accounting Standards) Rules, 2006, whereby net profit before tax is adjusted for the effects of the transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

2. NOTES TO ACCOUNTS

i) In the opinion of the management current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of the business.

Some of the advances paid to contractors and suppliers, account of sundry debtors & creditors are subject to confirmation, due reconciliation and consequential adjustments arising there from, if any, however the management does not expect any material variation.

ii) The Company has only one Business Segment (IT Infrastructure Provider) and Geographical Segment (India) and therefore, according to the management this is a Single Segment Company as envisaged in the Accounting Standard - 17 on “Segment Reporting” prescribed under the Companies (Accounting Standards) Rules, 2006.

iii) Related Party relationships / transactions warranting disclosures under Accounting Standard - 18 “Related Party Disclosures” prescribed under the Companies (Accounting Standards) Rules, 2006 are as under:

(a) List of related parties where control exists and related parties with whom transactions have taken place:

Sr. No.	Name of Related Parties	Relationship
1	Ambience Buildwell Pvt. Ltd.*	Subsidiary
2	Amici Infopark Pvt. Ltd. *	Subsidiary
3	Drishti Apparels Pvt. Ltd. #	Subsidiary
4	Express Infopark Pvt. Ltd.*	Subsidiary
5	Express Techno Park Pvt. Ltd.*	Subsidiary
6	Valley Computech Pvt. Ltd.	Subsidiary
7	York Calltech Pvt. Ltd.	Subsidiary
8	Express Infoways Pvt. Ltd.	Associate
9	Appreciate Fincap Pvt. Ltd.	Associate
10	Baba Infrastructures and Developers Ltd. @	Associate
11	Mr. Gurupreet Sangla	Key Managerial Personnel

Sr. No.	Name of Related Parties	Relationship
12	Mr. Sandeep Sethi	Key Managerial Personnel
13	Mr. Harvinder Singh	Key Managerial Personnel
14	Mr. Sanjay Arora	Key Managerial Personnel
15	Mrs. Seema Sangla	Relative of KMP

* Ceased to exist as a subsidiary during the current financial year due to strike off under section 560 of the Companies Act, 1956 through Easy Exit Scheme 2011.

Ceased to exist as a subsidiary during the current financial year due to transfer of shares.

@ Ceased to exist during the current financial year due to amalgamation.

(b) Transactions during the year with related parties (excluding reimbursements):

(Amount in Rs.)

Sr. No.	Nature of Transaction	Subsidiaries	Associates	KMP	Others	Total
1	Loan given during the year	310,265,000 (338,750,000)	- (-)	- (-)	- (-)	310,265,000 (338,750,000)
2	Loan Received Back during the year	124,961,657 (4,850,000)	- (-)	- (-)	- (-)	124,961,657 (4,850,000)
3	Loan given, written off during the year	1,352,000 (-)	- (-)	- (-)	- (-)	1,352,000 (-)
4	Loan Received during the year	- (-)	- (-)	41,950,000 (-)	- (-)	41,950,000 (-)
5	Loan Repaid during the year	- (-)	- (-)	29,200,000 (-)	- (-)	29,200,000 (-)
6	Advances given under Agreement to Purchase Capital Asset	- (-)	17,000,000 (4,570,000)	- (-)	- (-)	17,000,000 (4,570,000)
7	Advances received back under Agreement to Purchase Capital Asset	- (-)	14,500,000 (-)	- (-)	- (-)	14,500,000 (-)
8	Advances received under Agreement to Lease	- (-)	7,850,000 (-)	- (-)	- (-)	7,850,000 (-)
9	Advances refunded under Agreement to Lease	- (-)	7,850,000 (-)	- (-)	- (-)	7,850,000 (-)
10	Interest Free Security Deposit Received	- (-)	16,500,000 (-)	- (-)	- (-)	16,500,000 (-)
11	Refund of Interest Free Security Deposit Received	- (-)	16,500,000 (-)	- (-)	- (-)	16,500,000 (-)
12	Refund of Share Application Money given	73,000,000 (85,340,000)	- (-)	- (-)	- (-)	73,000,000 (85,340,000)
13	Sale of Investment	- (-)	- (-)	- (-)	7,850,000 (-)	7,850,000 (-)
14	Investment written off during the year	1,200,000 (-)	- (-)	- (-)	- (-)	1,200,000 (-)
15	Directors' Remuneration Paid	- (-)	- (-)	5,400,000 (5,400,000)	- (-)	5,400,000 (5,400,000)

Note: Figures in bracket represents previous year's amount.

Notes:

- Loans given to subsidiaries are in the nature of Interest Free Loans where there is no repayment schedule and are re-payable on demand.
- Corporate Guarantee of Rs. 640,000,000/- (Rupees Sixty Four Crores only) given to Punjab & Sind Bank to secure the term loan to one of the subsidiaries viz. M/s York Calltech Pvt. Ltd.

(c) Disclosure in Respect of Material Related Party Transactions during the year:

1. Loan given during the year includes Valley Computech Private Limited Rs. 3,102.65 Lacs (Previous Year Rs. 3,387.50 Lacs).
2. Loan received back during the year includes Valley Computech Private Limited Rs. 1,189.00 Lacs (Previous Year Rs. 1.60 Lacs), Drishti Apparels Private Limited Rs. 48.67 Lacs (Previous Year Rs. 28.10 Lacs).
3. Loan given, written off during the year includes Amici Infopark Private Limited Rs. 8.94 Lacs (Previous Year Rs. Nil), Express Infopark Private Limited Rs. 2.75 Lacs (Previous Year Rs. Nil), Express Techno Park Private Limited Rs. 1.83 Lacs (Previous Year Rs. Nil).
4. Loan received during the year includes Mr. Sandeep Sethi Rs. 184.00 Lacs (Previous Year Rs. Nil), Mr. Sanjay Arora Rs. 235.50 Lacs (Previous Year Rs. Nil).
5. Loan repaid during the year includes Mr. Sandeep Sethi Rs. 124.50 Lacs (Previous Year Rs. Nil), Mr. Sanjay Arora Rs. 167.50 Lacs (Previous Year Rs. Nil).
6. Advances given under Agreement to purchase Capital Assets include Express Infoways Private Limited Rs. 170.00 Lacs (Previous Year Rs. 45.70 Lacs).
7. Advances received back under Agreement to purchase Capital Assets include Express Infoways Private Limited Rs. 145.00 Lacs (Previous Year Rs. Nil).
8. Advances received under Agreement to Lease include Appreciate Fincap Private Limited Rs. 78.50 Lacs (Previous Year Rs. Nil).
9. Advances refunded under Agreement to Lease include Appreciate Fincap Private Limited Rs. 78.50 Lacs (Previous Year Rs. Nil).
10. Interest Free Security Deposit received includes Baba Infrastructures and Developers Limited Rs. 165.00 Lacs (Previous Year Rs. Nil).
11. Refund of Interest Free Security Deposit received includes Baba Infrastructures and Developers Limited Rs. 165.00 Lacs (Previous Year Rs. Nil).
12. Refund of Share Application Money given includes Valley Computech Private Limited Rs. 730.00 Lacs (Previous Year Rs. 853.40 Lacs).
13. Sale of Investment includes Mrs. Seema Sangla Rs. 78.50 Lacs (Previous Year Rs. Nil).
14. Investment written off during the year includes Express Infopark Private Limited Rs. 5.00 Lacs (Previous Year Rs. Nil), Express Techno Park Private Limited Rs. 5.00 Lacs (Previous Year Rs. Nil).
15. Director Remuneration Paid includes Mr. Gurupreet Sangla Rs. 15.00 Lacs (Previous Year Rs. 15.00 Lacs), Mr. Sandeep Sethi Rs. 15.00 Lacs (Previous Year Rs. 15.00 Lacs), Mr. Harvinder Singh Rs. 12.00 Lacs (Previous Year Rs. 12.00 Lacs), Mr. Sanjay Arora Rs. 12.00 Lacs (Previous Year Rs. 12.00 Lacs).

(d) Closing Balance as on March 31, 2011

(Amount in Rs.)

Sr. No.	Nature of Transaction	Subsidiaries	Associates	KMPs	Others	Total
1	Loan Given	529,955,000 (346,003,657)	- (-)	- (-)	- (-)	529,955,000 (346,003,657)
2	Advances Given	- (-)	63,770,000 (61,270,000)	- (-)	- (-)	63,770,000 (61,270,000)
3	Loans Received	- (-)	- (-)	12,750,000 (-)	- (-)	12,750,000 (-)
4	Share Application Money Given	- (73,000,000)	- (-)	- (-)	- (-)	- (73,000,000)

Note: Figures in bracket represents previous year's amount.

- (iv) Loans and Advances in the nature of Loans given to Subsidiaries and Associates etc. warranting disclosures under Clause 32 of the Listing Agreement are as under:

(Amount in Rs.)

Sr. No.	Name of Company	Relationship	As on 31/03/2011	As on 31/03/2010	Maximum Bal. during the year
1	Ambience Buildwell Pvt. Ltd.	Subsidiary	-	1,021,205	1,021,205
2	Amici Infopark Pvt. Ltd.	Subsidiary	-	950,000	950,000
3	Drishti Apparels Pvt. Ltd.	Subsidiary	-	4,867,452	4,867,452
4	Express Infopark Pvt. Ltd.	Subsidiary	-	350,000	350,000
5	Express Techno Park Pvt. Ltd.	Subsidiary	-	225,000	225,000
6	Valley Computech Pvt. Ltd.	Subsidiary	529,955,000	338,590,000	529,955,000

Notes:

- (a) Loans given to subsidiaries, as shown above, fall under the category of Loans & Advances in the nature of Interest Free Loans where there is no repayment schedule and are re-payable on demand.
- (b) Loans to employees as per Company's Policy are not considered.
- (c) No investment is made by the loanee companies in the shares of parent Company.

- v) Advances paid includes following transactions with Companies under the same management :

Sr. No.	Name of Company	As on 31/03/2011 Amount (Rs.)	As on 31/03/2010 Amount (Rs.)	Maximum Bal. during the year Amount (Rs.)
Advances paid recoverable in cash or in kind or for value to be received and / or adjusted				
1	Express Infoways Pvt. Ltd.	63,770,000	61,270,000	63,770,000

- vi) During the year, the period of redemption of 1,690,000 and 1,310,000 6% non cumulative non participating redeemable preference shares of the Company has been extended upto March 31, 2017 with consent of the respective shareholders. The total preference shares of the Company i.e. one (1) crore will now be redeemable at par on or before March 31, 2017.

vii) Schedule of Investments as on March 31, 2011

S. No.	Particulars	Opening Balance		Purchases		Sale / Adj.			Closing Balance	
		Shares/ Units Nos.	Amt. Rs.	Shares/ Units Nos.	Amt. Rs.	Shares/ Units Nos.	Amt. Rs.	Written off Amt. Rs.	Shares/ Units Nos.	Amt. Rs.
Long Term Investments										
I In Equity Shares of subsidiaries – Unquoted										
1	Ambience Buildwell Pvt. Ltd.	10,000	100,000	-	-	10,000	-	100,000	-	-
2	Amici Infopark Pvt. Ltd.	10,000	100,000	-	-	10,000	-	100,000	-	-
3	Drishti Apparels Pvt. Ltd.	10,000	100,000	-	-	10,000	100,000	-	-	-
4	Express Infopark Pvt. Ltd.	50,000	500,000	-	-	50,000	-	500,000	-	-
5	Express Techno Park Pvt. Ltd.	50,000	500,000	-	-	50,000	-	500,000	-	-
6	Valley Computech Pvt. Ltd.	917,150	453,665,200	-	-	-	-	-	917,150	453,665,200
II In Equity Shares of other Companies - Unquoted										
7	Baba Infrastructures and Developers Ltd.	785,000	7,850,000	-	-	785,000	7,850,000	-	-	-
Quoted										
8	Punjab & Sind Bank	-	-	487	58,440	-	-	-	487	58,440

Notes:

- (a) The Companies have been struck off through Easy Exit Scheme 2011 under section 560 of the Companies Act, 1956, hence the amount of investment has been written off during the year.
- (b) All Investments mentioned above are valued at cost.

viii) Contingent Liabilities not provided for in respect of :

- (a) Guarantee issued by Banker on behalf of Company in favour of Customs Department, Noida – Rs. 372,323/- (Previous Year Rs. 372,323/-) secured against 100% margin in form of Fixed Deposit pledged with Bank. Fixed Deposit has been released from bank after the Balance Sheet date as the Bank Guarantee has expired. The appropriate adjustment regarding the same shall be made in the financial year 2011 - 2012 accordingly.
- (b) Fixed Deposit of Rs. 50,005/- (Previous Year Rs. 50,005/-) in favour of UPVAT Department, Noida has been pledged and kept by them as Sales Tax Guarantee.
- (c) The Company has given a Corporate Guarantee of Rs. 640,000,000/- (Rupees Sixty Four Crores only) to Punjab & Sind Bank to secure the term loan to one of its subsidiaries viz. M/s York Calltech Pvt. Ltd.
- (d) During the year, company has received a demand of Entry Tax for Rs. 36,295/- u/s 22 of UPVAT Act, for the year 2007 – 2008, against which rectification has been filed under section 31(1) under UPVAT Act, with the Assistant Commissioner, Ward – 3, Commercial Tax, Noida which is pending for disposal. The Company has been legally advised that the said demand is likely to be deleted and therefore no provision has been made in this respect.
- (e) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances): Rs. 197,625,496/- (Previous Year Rs. 192,032,500/-) as certified by the management.

- ix) "Other receipts" include Rs. 1,722,400/- on account of amicable settlement with reference to an agreement with a party for purchase of a property against which the Company had filed a suit for the specific performance. The Company has withdrawn the High Court case during the year.
- x) "Sundry Balances written off (Net)" includes Rs. 2,360,788/- which was paid under protest to Union Bank of India on account of processing fees and pre-payment charges. During the year, the management has decided not to proceed further for recovery of the said amount as advised by its legal counsel and the same has been written off in the books of account during the financial year.
- xi) The Company is registered with STPI, Noida as an Infrastructure Service Provider (ISP) and has availed customs duty exemption of Rs. 5,875,564/- on import of certain capital goods. The Company has given a General Bond of Rs. 6,000,000/- to Customs Department, Noida towards indemnity for Custom duty exemption availed. Being an ISP, the Company can lease its building Express Trade Towers 1, 15 – 16, Sector 16A, Noida – 201 301 (U.P.) only to the units registered with STPI. However, the Company had leased out part of the Building to non STPI units. The Company has applied to the STPI and Customs Department for debonding of the building and has accordingly deposited the full custom duty saved. During the current year, the final demand has been raised from Customs Department of Rs. 1,927,414/- towards Interest on custom duty including penalty amount of Rs. 50,000/- which has been settled and deposited in the current year and charged to profit & loss account under the head of "Miscellaneous Expenses".
- xii) During the year, the Company has written off unsecured interest free loan to its wholly owned subsidiaries amounting to Rs. 1,352,000/- and the investment in its wholly owned subsidiaries amounting to Rs. 1,200,000/- aggregate of which is shown under the head "Exceptional Items".
- xiii) The disclosures as per Accounting Standard-15, "Employee Benefits" prescribed under the Companies (Accounting Standards) Rules, 2006 are as below:

Defined Contribution Plan

Contribution to Defined Contribution Plans, recognized as expense for the year is as under:

Particulars	2010-11	2009-10
Employer's Contribution to Provident Fund	41,543/-	27,356/-
Employer's Contribution to ESI	38,938/-	27,094/-

Defined Benefit Plan

Reconciliation of opening & closing Balances of defined benefit obligation:

Particulars	Gratuity	
	31.03.2011 Amount (Rs.)	31.03.2010 Amount (Rs.)
Present Value of obligation as at the beginning of the year	167,826/-	150,682/-
Current Service Cost	77,893/-	51,676/-
Past Service Cost	25,493/-	-
Interest Cost	14,097/-	10,548/-
Benefits Paid	(29,423/-)	-
Actuarial loss / (gain)	38,818/-	(45,080/-)
Present Value of obligation as at the end of the year	294,704/-	167,826/-

Particulars	Leave Salary*	
	31.03.2011 Amount (Rs.)	31.03.2010 Amount (Rs.)
Present Value of obligation as at the beginning of the year	109,496/-	78,777/-
Current Service Cost	41,363/-	31,387/-
Interest Cost	9,198/-	5,514/-
Benefits Paid	(40,255/-)	(4,662/-)
Actuarial loss / (gain)	43,245/-	(1,520/-)
Present Value of obligation as at the end of the year	163,047/-	109,496/-

* Leave Salary includes Liability for outstanding Sick Leave and Earned Leave.

Principal actuarial assumptions:

Particulars	Rate%	
	31.03.2011	31.03.2010
Discount Rate (per annum)	8.30	8.40
Future Salary Increases (per annum)	5.00	5.00

The above information is certified by the actuary.

- xiv) Borrowing Cost Capitalized during the year: Rs. 23,131,241/- (Previous Year: Rs. 4,319,988/-).
- xv) Depreciation Policy was changed during the financial year 2009 – 2010 from Straight Line Method (SLM) to Written Down Value Method (WDV) with retrospective effect as per the Accounting Standards prescribed under The Companies (Accounting Standards) Rules, 2006. As a result of change in the depreciation policy the depreciation charged to profit & loss account during the previous year had been increased by Rs. 76,154,461.38 including the earlier years depreciation amounting to Rs. 62,590,011.72. The same has been shown under the head "Exceptional Items."

xvi) Directors' Remuneration

Remuneration of Directors (including Managing Directors) is as under: (Amount in Rs.)

Particulars	31.03.2011	31.03.2010
Salary	5,400,000/-	5,400,000/-
Total	5,400,000/-	5,400,000/-

* Excluding provision for Gratuity and Leave Encashment, if any.

The total remuneration as stated above is within the maximum permissible limits prescribed under clause B, Part II of Schedule XIII of the Companies Act, 1956.

- xvii) Additional information pursuant to the provisions of paragraph 3 and 4 of Part II of Schedule VI of the Companies Act, 1956 are as follows:

(Amount in Rs.)

Auditors' Remuneration	Year Ended 31.03.2011	Year Ended 31.03.2010
Audit Fees	700,000/-	600,000/-
Taxation Matters	355,000/-	313,000/-
Other Matters	1,500/-	10,000/-
Total	10,56,500/-	923,000/-

xviii) Earning Per Share (EPS)

Pursuant to Accounting Standard-20, "Earnings Per Share", prescribed under the Companies (Accounting Standards) Rules, 2006, the value of EPS is calculated as below:

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
Net Profit attributable to equity shareholders (Rs.)	4,619,152	28,789,239
Weighted average number of equity shares	6,912,440	6,912,440
Basic & Diluted Earning Per Share (Rs.)	0.67	4.16
Nominal Value Per Share (Rs.)	10/-	10/-

xix) Expenditure in Foreign Currency:

(Amount in Rs.)

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
Membership Fees (USGBC)	14,083/-	14,270/-
Total	14,083/-	14,270/-

xx) TAXATION

The Company got approval from the Ministry of Commerce & Industry under the provisions of Section 80IA of the Income Tax Act, 1961 to declare 'Express Trade Towers', Plot No. 15 & 16, Sector – 16A, Noida – 201 301 as an Industrial Park for exemption of rental and maintenance charges received therefrom vide notification no. 347/ 2006 F. No. 178/122/2006 – ITA – I dt. November 17, 2006. The Company decided to exercise the option of availing the benefit of the exemption for 10 continuous years from the Assessment Year 2008-2009.

xxi) DEFERRED TAXATION

Pursuant to Accounting Standard-22, "Accounting for Taxes on Income", deferred tax assets / liabilities at the end of the year are as follows:

(Amount in Rs.)

	Deferred Tax Assets / (Liabilities) 31.03.2010	Credit / (Charge) for the year	Deferred Tax Assets/ (Liabilities) 31.03.2011
Deferred tax assets on account of retirement benefits	93,677	53,174	146,851
Deferred tax liabilities on account of depreciation	(22,759,838)	(738,385)	(23,498,223)
Net Deferred Tax Assets / (Liabilities)	(22,666,161)	(685,211)	(23,351,372)

xxii) Based on the information available with the Company, there are no dues outstanding to micro, small and medium enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 at the Balance Sheet date. The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.

xxiii) Previous year figures have been regrouped and rearranged, wherever considered necessary and amounts are rounded off to the nearest rupee for the purpose of reporting.

xxiv) Schedule 1 to 17 form an integral part of the Financial Statements.

In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Sd/-
(Puniti Sharma)
Company Secretary

Place : New Delhi
Date : September 02, 2011

BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE

(Information pursuant to Part IV of Schedule VI of the Companies Act, 1956)

I. Registration Details

Registration No. : L22122DL1993PLC123728
 State Code : 55
 Balance Sheet Date : 31.03.2011

II. Capital Raised During The Year (Amount in Rs./Thousand)

Public Issue	—	Rights Issue	—
Bonus Issue	—	Private Placement	—

III. Position of Mobilisation and Deployment of Funds (Amount in Rs./Thousand)

Total Liabilities	1,777,232	Total Assets	1,777,232
Source of Funds			
Paid-up Capital	169,124	Reserve & Surplus	216,738
Secured Loans	1,355,269	Unsecured Loans	12,750
Deferred Tax Liability			
23,351			
Application of Funds			
Net Fixed Assets	633,814	Investments	453,724
Net Current Assets	689,694	Deferred Tax Assets	—
Misc. Expenditure	—	Accumulated Losses	—

IV. Performance of the Company (Amount in Rs./Thousand)

Turnover	199,487	Total Expenditure	193,586
Profit / (Loss) before Tax	5,901	Profit / (Loss) after Tax	4,619
Earning Per Share (in Rs.)	0.67	Dividend Rate	0%

V. Generic names of three principal products / Services of the Company (As per monetary items)

(i) IT Infrastructure Providers

for and on behalf of the Board

Sd/- (Sandeep Sethi) Managing Director	Sd/- (Gurupreet Sangla) Jt. Managing Director	Sd/- (Puniti Sharma) Company Secretary
---	--	---

Place : New Delhi
 Date : September 02, 2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2011

	As on 31.03.2011 Amount (Rs.)	As on 31.03.2010 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) after Interest and before Tax	5,900,337	1,335,162
Adjustment for:		
Exceptional Items (Non Cash)	2,552,000	62,590,012
Sundry Balance Written Off	2,302,535	895,599
Interest recognised in Profit & Loss Account	101,806,069	78,282,548
Interest received	(285,570)	(1,218,224)
Profit from Sale of Investment	(100,000)	-
Depreciation	24,097,978	26,124,970
Provision for Retirement Benefits	250,107	52,525
Operating Profit before Working Capital Changes	136,523,456	168,062,592
Adjustments for :		
Decrease /(Increase) in Debtors	(3,901,797)	327,189
Increase / (Decrease) in Security Deposit Received	(946,400)	(67,800)
Decrease /(Increase) in Inventories	(379,324)	115,887
Decrease /(Increase) in Other Current Assets	2,754,034	8,380
Increase /(Decrease) in Other Current Liabilities	29,041,673	(7,568,786)
Retirement Benefits (Paid)	(69,678)	(4,662)
Direct Tax (Paid) / Refunded	(9,528,417)	(3,118,031)
NET CASH FROM OPERATING ACTIVITIES (A)	153,493,547	157,754,769
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Decrease /(Increase) in Fixed Assets (Including Capital WIP)	(240,838,774)	(5,081,142)
Decrease /(Increase) in Investments / Share Application Money Given	80,891,560	116,990,000
Decrease /(Increase) in Loans & Advances	(238,118,719)	(335,558,222)
Profit from Sale of Investment	100,000	-
Increase /(Decrease) in Current Liabilities (Projects)	1,680,581	-
Interest received during the year	285,570	1,218,224
NET CASH USED IN INVESTING ACTIVITIES (B)	(395,999,782)	(222,431,140)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Increase /(Decrease) in Secured Loans	401,544,638	142,546,530
Increase /(Decrease) in Unsecured Loans	12,750,000	-
Interest paid during the year	(101,806,069)	(78,282,548)
NET CASH FROM FINANCING ACTIVITIES (C)	312,488,569	64,263,982
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	69,982,334	(412,389)
NET INCREASE IN CASH & CASH EQUIVALENTS		
Cash and Cash Equivalents as at beginning	842,843	1,255,232
Cash and Cash Equivalents as at end	70,825,177	842,843
NET INCREASE IN CASH & CASH EQUIVALENTS	69,982,334	(412,389)

Note: Figures in brackets indicate cash outflow.

In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

for and on behalf of the Board

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Sd/-
(Puniti Sharma)
Company Secretary

Place : New Delhi
Date : September 02, 2011

DIRECTORS' REPORT**Dear Members,**

Your Directors are pleased to present the 7th Annual Report on the business and operations of the Company together with the Audited Annual Accounts for the financial year ended March 31, 2011.

Financial Performance

Your Company's performance during the year as compared with that during the previous year is summarized below:

(Amount in Rs.)

Particulars	Financial Year ended	
	March 31, 2011	March 31, 2010
Total Income	39,000.00	32,000.00
Total Expenditure	1,46,089.00	1,31,836.00
Profit / (Loss) before tax	(1,07,089.00)	(99,836.00)
Less : Provision for tax: Deferred Tax (Credit)	(31,381.00)	(31,159.00)
Profit / (Loss) after tax	(75,708.00)	(68,677.00)
Paid-up Share Capital	91,71,500.00	91,71,500.00
Reserves and Surplus	44,44,93,700.00	44,44,93,700.00

Year in retrospect and overview

This year, the Company has earned an income of Rs. 39,000/- as against Rs. 32,000/- in the previous year. The Company has suffered a net loss of Rs. 75,708/- during the year under review as against loss of Rs. 68,677/- in the previous year.

Subsidiaries

The Annual Report of M/s York Calltech Pvt. Ltd., subsidiary of the Company is attached with this Annual Report. A statement regarding particulars of the subsidiary Company forms part of the Annual Accounts of the Company.

Other Material Changes

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company i.e. March 31, 2011 and the date of this Report.

Dividend

In view of the aggregated losses of the Company, the Directors do not recommend any dividend for the year under review.

Public Deposits

During the year under report, your Company has not accepted any deposits from the public in pursuance of the provisions of Section 58A of the Companies Act, 1956.

Particulars of Employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

Directors

In terms of the provisions of the Companies Act, 1956, Mr. Harvinder Singh, Director, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Your Directors recommend his re-appointment.

Auditors

M/s L.D. Saraogi & Co., Chartered Accountants and M/s VSD & Associates, Chartered Accountants, Joint Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The certificates from the Joint Statutory Auditors have been received to the effect that the re-appointment, if made, would be in accordance with Section 224(1B) of the Companies Act, 1956. Your Directors recommend their re-appointment.

Auditors' Report

Comments made by the Statutory Auditors in the Auditors' Report are self-explanatory and do not require any further clarification.

Compliance Certificate

The Compliance Certificate issued by M/s Naresh Verma & Associates, Company Secretaries in terms of the requirement of Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001 is annexed and forms part of this Directors' Report. The said Compliance Certificate is self-explanatory and do not require any further clarification.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

- a. Conservation of Energy & Technology Absorption: Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.
- b. Foreign Exchange Earnings and Outgo: There was no Foreign Exchange Earnings and Outgo during the year under review.

Directors' Responsibility Statement

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. in preparation of the annual accounts for the financial year 2010 - 2011, the applicable accounting standards have been followed and there are no material departures;
- 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, 2011 and of the loss of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. the annual accounts are prepared on a going concern basis.

Acknowledgement

Your Directors acknowledges with gratitude the co-operation and assistance provided to your Company by its bankers and government as well as non-governmental agencies.

For and on behalf of the Board of Directors

New Delhi
September 02, 2011

Sd/-
Gurupreet Sangla
Director

Sd/-
Sandeep Sethi
Director

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956
RELATING TO SUBSIDIARY COMPANIES**

1.	Name of the Subsidiary Company	York Calltech Pvt. Ltd.*
2.	Financial year of the subsidiary company ended on	March 31, 2011
3.	Holding Company's interest in the subsidiary companies as on March 31, 2011	
	(a) Type of Shares	Equity Shares
	(b) Total Number of Shares	13,00,500
	(c) Face Value	10
	(d) Extent of Holding	100%
4.	Net aggregate amount of the profit / (loss) of the subsidiary company so far as it concerns the members of the Holding Company and is not dealt with in the Holding Company's accounts:	
	(a) for the financial year of the subsidiary company	(3,88,09,629)
	(b) for the previous financial years since it became a subsidiary company	4,03,751
5.	Net aggregate amount of the profit / (loss) of the subsidiary company so far as it concerns the members of the Holding Company and is dealt with in the Holding Company's accounts:	
	(a) for the financial year of the subsidiary company	NIL
	(b) for the previous financial years since it became a subsidiary company	NIL

Note:

* York Calltech Pvt. Ltd. is a wholly owned subsidiary company of Valley Computech Pvt. Ltd., which in turn is a wholly owned subsidiary of ETT Ltd.

for Valley Computech Pvt. Ltd.

Place : New Delhi
Date : September 02, 2011

Sd/-
Gurupreet Sangla
Director

Sd/-
Sandeep Sethi
Director

Company No. : U72200DL2004PTC127358
Nominal Capital : 1,00,00,000/-

COMPLIANCE CERTIFICATE

The Members
VALLEY COMPUTECH PRIVATE LIMITED
17, Hemkunt Colony
New Delhi

We have examined the registers, records, books and papers of VALLEY COMPUTECH PRIVATE LIMITED as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder except as mentioned in the aforesaid Annexure 'B'.
3. The company being wholly owned subsidiary Company of ETT Limited is a public limited Company by virtue of Section 3(1)(iv)(c) of the Companies Act, 1956.
4. The Board of Directors duly met 4 (Four) times on 17.05.2010, 10.08.2010, 01.12.2010 and 31.03.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has not closed its Register of Members during the financial year. There are no Debenture holders in the Company.
6. The Annual General Meeting for the financial year ended on 31.03.2010 was held on 03.09.2010 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during year.
8. The Company has not advanced any loans to its directors and/or persons or firms or companies referred to in section 295 of the Act.
9. As per the management of the Company- the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. There was no case falling within the purview of Section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year.
13.
 - i. The Company has not made any allotment of securities during the year under review and no securities were lodged with the Company for transfer/transmission or any other purpose.
 - ii. The Company has not declared any dividend during the financial year.
 - iii. Since the Company has not declared any dividend during the financial year, postage of dividend warrants etc., is not applicable. There was no unclaimed/unpaid dividend in the Company.
 - iv. The Company was not required to transfer any amount to Investors Education and Protection fund during the financial year under review.
 - v. The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of any director during the financial year.
15. The Company has not appointed any Managing Director/Whole-time Director/ Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.

17. The company has obtained —NIL— approvals of the Central Government, Company Law Board, Regional Director, Registrar and/ or such authorities prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued Equity shares or any other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures by the Company during the financial year as the Company has not issued any preference shares or debentures.
22. The Company was not required to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. The Company has not invited/accepted any public deposits including unsecured loans falling within the purview of Section 58A of the Act during the financial year.
24. The amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ended 31.03.2011 are within the borrowing limits of the Company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in duly convened general meeting.
25. The Company has made investments and given Loan to its wholly owned subsidiary Company and has made necessary entries in the register kept for the purpose. No guarantees or securities have been provided to any bodies corporate.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the financial year.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year under review.
31. There was no prosecution initiated against the Company during the year under report.
32. The Company has not received any amount as security from its employees within the purview of section 417(1) of the Act during the financial year under scrutiny.
33. Since the Company has not constituted any provident fund under Section 418 of the Act, provisions of Section 418 are not applicable.

For **Naresh Verma & Associates**
Company Secretaries

Sd/

(Naresh Verma)

FCS NO. : 5403

C P NO. : 4424

Place : Delhi
Date : 02.09.2011

ANNEXURE-A

REGISTERS MAINTAINED BY THE COMPANY

1. Register of Members u/s 150
2. Minutes Book of the meetings of the Board of Directors u/s 193
3. Minutes Book of General Body Meetings of the members (AGM and EGM) u/s 193
4. Copies of Annual returns u/s 159
5. Register of Share Transfer
6. Books of Accounts u/s 209
7. Register of Contracts, Companies and Firms in which Directors etc are interested u/s 301 of the Act.
8. Register of particulars of Directors, Managing Director, Manager and Secretary u/s 303
9. Register of Directors' shareholding u/s 307
10. Register of Investment, Loans etc. u/s 372A

ANNEXURE-B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31st March, 2011.

Sl.No	Form No./Return	File Under Section	For	Date of Filing	Whether Filed Within Prescribed Time	If Delay In Filing Whether Requisite Addl. Fee Paid (YES/N.A.)
1.	Annual Return (Form-20B)	159	AGM held on 03.09.2010	SRN P53558631 Dated 04.10.2010	YES	N.A.
2.	Form-23AC and 23ACA (Annual Accounts)	220	F.Y. Ended 31.03.2010	SRN-P52148269 Dated 10.09.2010	YES	N.A.
3.	Form-66 Compliance Certificate	383(A)	F.Y. Ended 31.03.2010	SRN-P52126000 Dated 10.09.2010	YES	N.A.

AUDITORS' REPORT**To the Members of
VALLEY COMPUTECH PRIVATE LIMITED**

1. We have audited the attached Balance Sheet of VALLEY COMPUTECH PRIVATE LIMITED as at March 31, 2011, the Profit & Loss Account and Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (i) 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;
 - (ii) 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;
 - (iii) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on March 31, 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the accounting policies and notes thereon, give the information required by the Companies Act, 1956 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, 2011,
 - (b) in the case of the Profit & Loss Account, 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.

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M. No. 86666

for **L. D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M. No. 84522

Place: New Delhi
Date: September 02, 2011

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 3 of our Report of even date to the members of VALLEY COMPUTECH PRIVATE LIMITED on the accounts for the year ended March 31, 2011

- (i) In our opinion and according to the information and explanations given to us, the Company has no fixed assets. Accordingly, the provisions of Clause 4 (i) of the Order are not applicable to the Company.
- (ii) In our opinion and according to the information and explanations given to us, the Company has not dealt in any inventory or other material. Therefore, the provisions of Clause 4 (ii) of the Order are not applicable to the Company.
- (iii) (a) According to the information and explanations given to us, the Company has granted interest free unsecured loan to one (1) Subsidiary Company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved at any time during the year was Rs. 556,005,000/- and the year-end balance of loan given to such company was Rs. 556,005,000/-.
- (b) According to the information given to us, the other terms and conditions of the loan given to such Company are not, prima facie, prejudicial to the interest of the Company.
- (c) In our opinion and according to the information and explanations given to us, since no stipulation has been made for the repayment of the loan, we are not in a position to make any specific comments as per Clause 4 (iii) (c) & 4 (iii) (d) of the Order.
- (d) The Company has taken interest free unsecured loan from one (1) Company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved at any time during the year was Rs. 529,955,000/-. The year-end balance of loan taken from such Company was Rs. 529,955,000/-.
- (e) In our opinion and according to the information and explanations given to us, the other terms and conditions on which loan has been taken from such Company are not, prima facie, prejudicial to the interest of the Company.
- (f) In our opinion and according to the information and explanations given to us, since no stipulation has been made for the repayment of the loan, we are not in a position to make any specific comments as per Clause 4 (iii) (g) of the Order.
- (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 the nature of its business. No major weaknesses have been observed in the internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the contracts or arrangements that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5,00,000/- in respect of any party during the year have been made at the prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the provisions of Section 58A and Section 58AA or any other relevant provisions of the Companies Act, 1956 with regard to the deposits accepted from the public are not applicable, as the Company has not accepted any deposit from the public.
- (vii) In our opinion and according to the information and explanations given to us, there is no formal internal audit system in the Company however internal control system of the Company is reasonably functioning as observed during the audit.
- (viii) According to the information and explanations given to us, the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 is not applicable to the Company.
- (ix) (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Income Tax and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed material amounts payable in respect of Income Tax, VAT, Wealth Tax, Service Tax, Custom Duty, Excise Duty & Cess etc., as applicable, were in arrears, as at March 31, 2011 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of Income Tax, VAT, Wealth tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of any dispute.
- (x) In our opinion and according to the information and explanations given to us, the accumulated losses of the Company as at March 31, 2011 are less than 50% of the net worth of the Company. It has incurred cash losses amounting to Rs. 107,089/- in the financial year ended on that date and Rs. 99,836/- also in the immediately preceding financial year.

- (xi) According to the records of the Company examined by us and the information and explanations given to us, during the year under audit, the Company has not taken any loan from any financial institution or bank or has not issued debentures and accordingly, Clause 4 (xi) of the Order is not applicable to the Company.
- (xii) According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities. Hence, the provisions of Clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) 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) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. However, the Company has made certain investments in shares and has maintained proper records of the transactions and timely entries have been made therein. All the shares and other investments are held by the Company in its own name except to the extent of the exemption granted under Section 49 of the Companies Act, 1956.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of Clause 4 (xv) of the Order are not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, there were no term loans availed or utilized during the year. Hence, the provisions of Clause 4 (xvi) of the Order are not applicable to the Company.
- (xvii) In our opinion and according to the information and explanations given to us, there were no short term funds raised during the year. Hence, the provisions of Clause 4 (xvii) of the Order are not applicable to the Company.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us, the Company has not issued any debentures. Accordingly, the provisions of Clause 4 (xix) of the Order are not applicable to the Company.
- (xx) According to the information and explanations given to us, the Company has not raised any money by way of public issue during the year. Accordingly, the provisions of Clause 4 (xx) of the Order are not applicable to the Company.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

for **VSD & Associates**
Chartered Accountants
F.R.No.008726N

Sd/-
(Vinod Sahni)
Partner
M. No. 86666

for **L. D. Saraogi & Co.**
Chartered Accountants
F.R.No.005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M. No. 84522

Place: New Delhi
Date: September 02, 2011

BALANCE SHEET AS AT 31.03.2011

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	9,171,500	9,171,500
Reserves & Surplus	2	444,493,700	444,493,700
Share Application Money (Pending for Allotment)	3	-	73,000,000
Loan Funds			
Unsecured Loan	4	529,955,000	338,590,000
TOTAL		983,620,200	865,255,200
APPLICATION OF FUNDS			
Investments	5	361,290,000	361,290,000
Deferred Tax Assets		337,827	306,446
Current Assets, Loans & Advances			
Sundry Debtors	6	9,000	8,000
Cash & Bank Balances		139,186	23,998,258
Loans & Advances		621,005,552	478,890,000
	(A)	621,153,738	502,896,258
Current Liabilities			
Current Liabilities	7	109,569	110,000
	(B)	109,569	110,000
Net Current Assets	(A) - (B)	621,044,169	502,786,258
Profit and Loss Account		948,204	872,496
TOTAL		983,620,200	865,255,200
Significant Accounting Policies & Notes to Accounts	10		

In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Sandeep Sethi)
Director

Place : New Delhi
Date : September 02, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2011

Particulars	Schedule No.	Year Ended 31.03.2011 Amount (Rs.)	Year Ended 31.03.2010 Amount (Rs.)
<u>DIRECT INCOME</u>			
Professional Charges		36,000	32,000
Sundry Balance W/off		3,000	-
Total	(A)	39,000	32,000
<u>DIRECT EXPENDITURE</u>			
Professional Expenses		25,000	22,000
<u>INDIRECT EXPENDITURE</u>			
Administrative & Other Expenses	8	120,063	106,490
Financial Expenses	9	1,026	3,346
Total	(B)	146,089	131,836
Net Profit / (Loss) Before Tax	(A) - (B)	(107,089)	(99,836)
Less: Tax Expenses			
- Deferred Tax (Credit) / Charge		(31,381)	(31,159)
Profit / (Loss) After Tax		(75,708)	(68,677)
Add : Profit / (Loss) Brought Forward from Previous Year		(872,496)	(803,819)
Balance Carried over to Balance Sheet		(948,204)	(872,496)
Basic and Diluted Earning Per Share		(0.08)	(0.07)
Significant Accounting Policies & Notes to Accounts	10		

In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Sandeep Sethi)
Director

Place : New Delhi
Date : September 02, 2011

SCHEDULES FORMING PART OF THE FINAL ACCOUNTS FOR THE YEAR ENDED 31.03.2011

Particulars	Schedule No.	Year Ended 31.03.2011 Amount (Rs.)	Year Ended 31.03.2010 Amount (Rs.)
SHARE CAPITAL	1		
AUTHORISED			
10,00,000 Equity Shares of Rs. 10/- each		10,000,000	10,000,000
		<u>10,000,000</u>	<u>10,000,000</u>
ISSUED, SUBSCRIBED & PAID UP			
9,17,150 Equity Shares of Rs. 10/- each fully paid up		9,171,500	9,171,500
		<u>9,171,500</u>	<u>9,171,500</u>
RESERVES & SURPLUS	2		
Securities Premium		444,493,700	444,493,700
		<u>444,493,700</u>	<u>444,493,700</u>
SHARE APPLICATION MONEY	3		
Equity Share Application Money		—	73,000,000
		<u>—</u>	<u>73,000,000</u>
LOAN FUNDS	4		
UNSECURED LOAN			
From Holding Company		529,955,000	338,590,000
		<u>529,955,000</u>	<u>338,590,000</u>
INVESTMENTS	5		
LONG TERM - TRADE			
EQUITY SHARES OF SUBSIDIARY COMPANY			
(FULLY PAID UP)			
UNQUOTED SHARES, AT COST			
York Calltech Private Limited	10	1,300,500	10 1,300,500
		361,290,000	361,290,000
		<u>361,290,000</u>	<u>361,290,000</u>
CURRENT ASSETS, LOANS & ADVANCES	6		
SUNDRY DEBTORS (unsecured, considered good)			
Outstanding for a period exceeding six months		-	-
Others		9,000	8,000
		<u>9,000</u>	<u>8,000</u>

VALLEY COMPUTECH PRIVATE LIMITED



Particulars	Schedule No.	Year Ended 31.03.2011 Amount (Rs.)	Year Ended 31.03.2010 Amount (Rs.)
CASH AND BANK BALANCES			
Cash in Hand (As certified by the Management)		108,193	126,453
Balance in current accounts with Scheduled Banks		30,993	23,871,805
		<u>139,186</u>	<u>23,998,258</u>
LOANS & ADVANCES			
(Unsecured, considered good)			
Advances Paid (Recoverable in cash or in kind or for value to be received and / or to be adjusted)		65,000,552	123,900,000
Loan to Subsidiary		556,005,000	354,990,000
		<u>621,005,552</u>	<u>478,890,000</u>
CURRENT LIABILITIES			
	7		
Sundry Creditors		8,000	7,000
Statutory Dues Payable		10,552	10,000
Expenses Payable		91,017	93,000
		<u>109,569</u>	<u>110,000</u>
ADMINISTRATIVE & OTHER EXPENSES			
	8		
Accounting Charges		1,000	1,000
Professional Charges		-	3,000
Fees & Subscription		1,560	1,530
Legal Expenses		-	-
Auditors' Remuneration [Related to prior period Rs.5,516/- (Previous Year Nil)]		115,816	100,000
Miscellaneous Expenses		1,687	960
		<u>120,063</u>	<u>106,490</u>
FINANCIAL EXPENSES			
	9		
Bank Charges		1,026	3,346
		<u>1,026</u>	<u>3,346</u>

SCHEDULE NO. – 10**ACCOUNTING POLICIES AND NOTES TO ACCOUNTS****I. SIGNIFICANT ACCOUNTING POLICIES****a) ACCOUNTING CONVENTION**

The financial statements have been prepared under the historical cost convention, as applicable to a going concern and in accordance with generally accepted accounting principles in India, mandatory accounting standards and provisions of the Companies Act, 1956.

b) USE OF ESTIMATES

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

c) FIXED ASSETS

There is no Fixed Asset in the Company during the financial year under review.

d) INVENTORY

The Company has not dealt with any inventory during the year under review.

e) INVESTMENTS

Long Term Investments are stated at cost as per the requirement of Accounting Standard – 13, on “Accounting for Investments”, prescribed under the Companies (Accounting Standards) Rules, 2006. Provision for diminution in the value of long-term investment is made only if such a decline is other than temporary in the opinion of the management.

f) PROVISION FOR RETIREMENT BENEFITS

Since there is no employee in the Company during the year under review, contribution to defined schemes such as provident fund, superannuation / pension benefits, gratuity, employees state insurance scheme are not applicable to the Company.

g) EXPENSES

Accrual basis of accounting has been followed.

h) INCOME

The Company has recognized all incomes on accrual basis of accounting as per the provisions of Accounting Standard – 9, on “Revenue Recognition”, prescribed under the Companies (Accounting Standards) Rules, 2006.

i) INCOME TAX

Income tax comprises current tax and deferred tax. Current tax is the amount of tax payable as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted by the balance sheet date.

j) FOREIGN CURRENCY TRANSACTIONS

There are no transactions in foreign currency recorded during the financial year under review.

k) IMPAIRMENT OF ASSETS

There is no Fixed Asset in the Company during the financial year under review.

l) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized 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 recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

m) INTANGIBLE ASSETS

According to Accounting Standard – 26 on “Intangible Assets” prescribed under the Companies (Accounting Standards) Rules, 2006, in case of an expenditure incurred by the Company which may provide future economic benefits to the Company, however out of which, no intangible asset or other asset is acquired or created which can be recognized, the expenditure is recognized as an expense as and when it is incurred.

n) CASH FLOW STATEMENT

Cash Flows are reported using the indirect method as set out in the Accounting Standard - 3 on “Cash Flow Statement” prescribed under the Companies (Accounting Standards) Rules, 2006, whereby net profit before tax is adjusted for the effects of the transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

II. NOTES TO ACCOUNTS

1. The Company is the wholly owned Subsidiary of M/s ETT Limited.
2. In the opinion of the management current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of the business.

Some of the advances paid, account of sundry debtors and creditors are subject to confirmation, due reconciliation and consequential adjustments arising therefrom, if any. However the management does not expect any material variation.

3. Advances paid includes following transactions with Companies under the same management:

(Amount in Rs.)

Sr. No.	Name of Company	As on 31/03/2011	As on 31/03/2010	Maximum Bal. during the year
Unsecured Loan Given				
1	York Calltech Pvt. Ltd.	556,005,000	354,990,000	556,005,000

4. Related Party relationships / transactions warranting disclosures under Accounting Standard - 18 "Related Party Disclosures" prescribed under the Companies (Accounting Standards) Rules, 2006 are as under:

(a) List of related parties where control exists and related parties with whom transactions have taken place:

Name of Related Party	Relationship
ETT Limited	Holding Company
York Calltech Pvt. Ltd.	Subsidiary Company
Appreciate Fincap Pvt. Ltd.	Associate Company
Express Infocom Pvt. Ltd.	Associate Company
Ambience Buildtech Pvt. Ltd.	Associate Company
Baba Infrastructures and Developers Ltd. *	Associate Company
Mr. Sandeep Sethi	Key Managerial Personnel
Mr. Sanjay Arora	Key Managerial Personnel

* Ceased to exist during the current financial year due to amalgamation.

(b) Transactions during the year with related parties (excluding reimbursements):

(Amount in Rs.)

Sr. No.	Nature of Transaction	Holding Company	Associates	KMP & Relatives	Subsidiary Company	Total
1	Loan Received	310,265,000 (338,750,000)	- (-)	- (-)	- (-)	310,265,000 (338,750,000)
2	Loan Repaid	118,900,000 (160,000)	- (-)	- (-)	- (-)	118,900,000 (160,000)
3	Loan given	- (-)	- (-)	- (-)	305,605,000 (355,290,000)	305,605,000 (355,290,000)
4	Loan received back	- (-)	- (-)	- (-)	104,590,000 (300,000)	104,590,000 (300,000)
5	Share Application Money paid, received back	- (-)	- (-)	- (-)	- (22,500,000)	- (22,500,000)
6	Share Application Money received	- (-)	1,500,000 (34,750,000)	- (38,900,000)	- (-)	1,500,000 (73,650,000)
7	Share Application Money refunded	73,000,000 (85,340,000)	1,500,000 (34,750,000)	- (38,900,000)	- (-)	74,500,000 (158,990,000)

Disclosure in Respect of Material Related Party Transactions during the year :

1. Loan received includes ETT Limited Rs. 3,102.65 Lacs (Previous Year Rs. 3,387.50 Lacs).
2. Loan repaid includes ETT Limited Rs. 1,189 Lacs (Previous Year Rs. 1.60 Lacs).
3. Loan given includes York Calltech Private Limited Rs. 3,056.05 Lacs (Previous Year Rs. 3,552.90 Lacs).
4. Loan received back includes York Calltech Private Limited Rs. 1,045.90 Lacs (Previous Year Rs. 3.00 Lacs).
5. Share Application Money paid, received back includes York Calltech Private Limited Rs. Nil (Previous Year Rs. 225.00 Lacs).
6. Share Application Money received includes Express Infocom Private Limited Rs. 15.00 Lacs (Previous Year Rs. 14.50 Lacs), Ambience Buildtech Private Limited Rs. Nil (Previous Year Rs. 9.00 Lacs), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 315.00 Lacs), Baba Infrastructures and Developers Limited Rs. Nil (Previous Year Rs. 9.00 Lacs), Mr. Sandeep Sethi Rs. Nil (Previous Year Rs. 206.50 Lacs), Mr. Sanjay Arora Rs. Nil (Previous Year Rs. 182.50 Lacs).
7. Share Application Money refunded includes ETT Limited Rs. 730.00 Lacs (Previous Year Rs. 853.40 Lacs), Express Infocom Private Limited Rs. 15.00 Lacs (Previous Year Rs. 14.50 Lacs), Ambience Buildtech Private Limited Rs. Nil (Previous Year Rs. 9.00 Lacs), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 315.00 Lacs), Baba Infrastructures and Developers Limited Rs. Nil (Previous Year Rs. 9.00 Lacs), Mr. Sandeep Sethi Rs. Nil (Previous Year Rs. 206.50 Lacs), Mr. Sanjay Arora Rs. Nil (Previous Year Rs. 182.50 Lacs).

(c) Closing Balance as on March 31, 2011:

(Amount in Rs.)

Sr. No.	Nature of Transaction	Holding Company	Associates	KMP & Relatives	Subsidiary Company	Total
1	Share Application Money Received	- (73,000,000)	- (-)	- (-)	- (-)	- (73,000,000)
2	Loan Received	529,955,000 (338,590,000)	- (-)	- (-)	- (-)	529,955,000 (338,590,000)
3	Loan Given	- (-)	- (-)	- (-)	556,005,000 (354,990,000)	556,005,000 (354,990,000)

(Note: Figures in bracket represent previous year's amounts.)

5. Additional information pursuant to the provisions of paragraph 3 and 4 of Part II of Schedule VI of the Companies Act, 1956 are as follows:

i) Auditors Remuneration:

(Amount in Rs.)

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
Audit Fees	1,10,300/-	1,00,000/-
Taxation Matters	5,516/-	-
Total	1,15,816/-	1,00,000/-

- (ii) The Company has not made any payment to any of its Directors during the year under review.
- (iii) Since the Company is engaged in service sector, which cannot be expressed in generic unit, hence it is not possible to give quantitative details as required under the provisions of Paragraph 3 & 4 of Part II of Schedule VI of the Companies Act, 1956.

6. Schedule of Investments as on March 31, 2011

S.No.	Particulars	Opening Balance		Purchases/Allotment		Sale / Adj.		Closing Balance	
		Shares Nos.	Amt. Rs.	Shares Nos.	Amt. Rs.	Shares Nos.	Amt. Rs.	Shares Nos.	Amt. Rs.
I	LONG TERM INVESTMENTS								
	In Equity Shares of subsidiary – Unquoted								
	York Calltech Pvt. Ltd.	1,300,500	361,290,000	-	-	-	-	1,300,500	361,290,000

7. Earning Per Share (EPS)

Pursuant to the Accounting Standard – 20, on “Earnings Per Share”, prescribed under the Companies (Accounting Standards) Rules, 2006, the value of EPS is calculated as below:

Basic Earning Per Share	As on 31.03.2011	As on 31.03.2010
Net Profit/(Loss) attributable to equity shareholders (Rs.)	(75,708)	(68,677)
Weighted average number of equity shares	9,17,150	9,17,150
Basic Earning Per Share (Rs.)	(0.08)	(0.07)
Nominal Value of Equity Shares (Rs.)	10/-	10/-

8. Deferred Taxation

Pursuant to the Accounting Standard - 22, on “Accounting for Taxes on Income”, prescribed under the Companies (Accounting Standards) Rules, 2006, Deferred Tax Assets / Liabilities at the end of the year is as follows:

(Amount in Rs.)

	Deferred Tax Assets/ (Liabilities) 31.03.2010	Credit / (Charge) for the year	Deferred Tax Assets / (Liabilities) 31.03.2011
Deferred tax assets on account of unabsorbed business losses	306,446	31,381	337,827
Net Deferred Tax Assets / (Liabilities)	306,446	31,381	337,827

9. Based on the information available with the Company, there are no dues outstanding to micro, small and medium enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 at the Balance Sheet date. The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.
10. The Company has only one Business Segment (IT Service Provider) and Geographical Segment (India) and therefore, according to the management this is a Single Segment Company as envisaged in the Accounting Standard - 17 on “Segment Reporting” prescribed under the Companies (Accounting Standards) Rules, 2006.
11. Previous year figures have been regrouped / rearranged wherever necessary to make them comparable with current year figures. Amounts are rounded off to the nearest Rupee for the purpose of reporting.
12. Schedule 1 to 10 form an integral part of the Financial Statements.

In terms of our audit report of even date annexed

for VSD & Associates
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for L.D. Saraogi & Co.
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Sandeep Sethi)
Director

Place : New Delhi
Date : September 02, 2011

BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE

(Information pursuant to Part IV of Schedule VI of the Companies Act, 1956)

I. Registration Details

Registration No. : U72200DL2004PTC127358
 State Code : 55
 Balance Sheet Date : 31.03.2011

II. Capital Raised During The Year (Amount in Rs./Thousand)

Public Issue	—	Rights Issue	—
Bonus Issue	—	Private Placement	—

III. Position of Mobilisation and Deployment of Funds (Amount in Rs./Thousand)

Total Liabilities	983,620	Total Assets	983,620
Source of Funds			
Paid-up Capital	9,171	Reserve & Surplus	444,494
Secured Loans	—	Unsecured Loans	529,955
Application of Funds			
Net Fixed Assets	—	Investments	361,290
Net Current Assets	621,044	Deferred Tax Assets	338
		Accumulated Losses	948

IV. Performance of the Company (Amount in Rs./Thousand)

Turnover & Other Income	39	Total Expenditure	146
Profit / (Loss) before Tax	(107)	Profit / (Loss) after Tax	(76)
EPS (Rs.)	(0.08)	Dividend Rate	0.00%

V. Generic names of three principal products / Services of the Company (As per monetary items)

(i) IT Service Provider

for and on behalf of the Board

Place : New Delhi
 Date : September 02, 2011

Sd/-
(Gurupreet Sangla)
 Director

Sd/-
(Sandeep Sethi)
 Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2011

		As on 31.03.2011 Amount (Rs.)	As on 31.03.2010 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES:			
Net Profit /(Loss) after Interest and before Tax		(107,089)	(99,836)
Adjustments for:			
Operating Profit before Working Capital Changes		(107,089)	(99,836)
Adjustments for :			
Decrease / (Increase) in Sundry Debtors		(1,000)	(8,000)
Decrease / (Increase) in Other Current Assets		(552)	-
Increase / (Decrease) in Current Liabilities		(431)	(397,439)
NET CASH USED IN OPERATING ACTIVITIES	(A)	(109,072)	(505,275)
B. CASH FLOW FROM INVESTING ACTIVITIES :			
Decrease / (Increase) in Share Application Money Given		-	22,500,000
Decrease / (Increase) in Loans & Advances Given		(142,115,000)	(251,390,000)
NET CASH USED IN INVESTING ACTIVITIES	(B)	(142,115,000)	(228,890,000)
C. CASH FLOW FROM FINANCING ACTIVITIES :			
Increase / (Decrease) in Share Capital (including share application money)		(73,000,000)	(85,340,000)
Increase / (Decrease) in Unsecured Loan		191,365,000	338,590,000
NET CASH FROM FINANCING ACTIVITIES	(C)	118,365,000	253,250,000
NET DECREASE IN CASH & CASH EQUIVALENTS	(A+B+C)	(23,859,072)	23,854,725
NET DECREASE IN CASH & CASH EQUIVALENTS			
Cash and Cash Equivalents as at beginning		23,998,258	143,533
Cash and Cash Equivalents as at end		139,186	23,998,258
NET DECREASE IN CASH & CASH EQUIVALENTS		(23,859,072)	23,854,725

In terms of our audit report of even date annexed

for VSD & Associates
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for L.D. Saraogi & Co.
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Sandeep Sethi)
Director

Place : New Delhi
Date : September 02, 2011

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 7th Annual Report on the business and operations of the Company together with the Audited Annual Accounts for the financial year ended March 31, 2011.

Financial Performance

Your Company's performance during the year as compared with that during the previous year is summarized below:

(Amount in Rs.)

Particulars	Financial Year ended	
	March 31, 2011	March 31, 2010
Total Income	3,25,78,145.00	1,754.00
Total Expenditure	9,00,73,880.00	49,097.00
Profit / (Loss) before tax	(5,74,95,735.00)	(47,343.00)
Less : Provision for tax: Deferred Tax (Credit)	(1,86,86,106.00)	(4,51,094.00)
Profit / (Loss) after tax	(3,88,09,629.00)	4,03,751.00
Paid-up Share Capital	1,30,05,000.00	1,30,05,000.00
Reserves and Surplus	33,23,45,000.00	33,23,45,000.00

Year in retrospect and overview

During the year under review, the Company has earned an income of Rs. 3,25,78,145/- as against Rs. 1,754/- in the previous year. This year, the Company has suffered a net loss of Rs. 3,88,09,629/- as against profit of Rs. 4,03,751/- in the previous year.

Other Material Changes

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company i.e. March 31, 2011 and the date of this Report.

Dividend

In view of losses, the Directors do not recommend any dividend for the year under report.

Public Deposits

During the year under report, your Company has not accepted any deposits from the public in pursuance of the provisions of Section 58A of the Companies Act, 1956.

Particulars of Employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

Directors

In accordance with the relevant provisions of the Companies Act, 1956, Mr. Harvinder Singh is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Your Directors recommend his re-appointment.

Mr. Lalit Modi has resigned from the directorship of the Company during the year under report.

Auditors

M/s L.D. Saraogi & Co., Chartered Accountants and M/s VSD & Associates, Chartered Accountants, the Joint Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. Both the auditors being eligible offer themselves for re-appointment at the ensuing Annual General Meeting. The Company has received written confirmation from the Joint Statutory

Auditors to the effect that their appointment, if made, will be within the limits of Section 224(1B) of the Companies Act, 1956. Your Directors recommend their re-appointment.

Auditors' Report

The observation of the Auditors along with the comments of the Board of Directors thereon are as follows:

- 1 Refer point 4 (vi) of the Auditors' Report – The comment of the Auditors read with note no. 12 of schedule 14 is self explanatory and in view thereof, the management will take necessary steps to rectify the procedural default after seeking necessary legal advice.
- 2 Refer point (xvii) of the Annexure to the Auditors' Report – The comment of the Auditors is self explanatory and do not warrant any specific clarification on behalf of the Board.

Accounts along with notes and Auditors' Report (except as aforesaid) are self-explanatory and do not require any further clarification.

Compliance Certificate

The Compliance Certificate issued by M/s Naresh Verma & Associates, Company Secretaries in terms of the requirement of Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001 is annexed and forms part of this Directors' Report. The said Compliance Certificate is self-explanatory and do not require any further clarification.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The following information is given in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988:

- (a) **Conservation of Energy & Technology Absorption:** Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.
- (b) **Foreign Exchange Earnings and Outgo:** The foreign exchange earnings and expenditure of the Company during the year under review were Nil and Rs. 14,240/- as compared to Nil and Rs. 15,762/- in the previous year respectively.

Directors' Responsibility Statement

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. in preparation of the annual accounts for the financial year 2010 - 2011, the applicable accounting standards have been followed and there are no material departures;
- 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, 2011 and of the loss of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. the Annual Accounts are prepared on a going concern basis.

Acknowledgement

The Board acknowledge with gratitude the co-operation and assistance provided to your Company by its bankers, government as well as non – governmental agencies. The Board wishes to place on record its appreciation to the committed services and contributions made by the employees at all levels. Your Directors also thanks the vendors and other business associates for their continued support in the Company's growth. Your Directors are thankful to the shareholders for their continued patronage and are confident that with their continued contributions and support, the Company will achieve its objectives and emerge stronger in the coming years.

For and on behalf of the Board of Directors

New Delhi
September 02, 2011

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Sandeep Sethi)
Director

Company No. : U72200DL2004PTC130455
Nominal Capital : 2,00,00,000/-

COMPLIANCE CERTIFICATE

The Members

YORK CALLTECH PRIVATE LIMITED

17, Hemkunt Colony
New Delhi

We have examined the registers, records, books and papers of YORK CALLTECH PRIVATE LIMITED as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under except as mentioned in the aforesaid Annexure 'B'.
3. The Company, by virtue of being wholly owned subsidiary Company of Valley Computech Private Limited, a wholly owned subsidiary Company of ETT Limited is also a Subsidiary Company of ETT Limited. Thus, in terms of Section 3(1)(iv)(c) of the Companies Act, 1956, the Company is a Public Limited Company.
4. The Board of Directors duly met 11 (Eleven) 04.05.2010, 15.05.2010, 14.06.2010, 16.07.2010, 03.08.2010, 10.08.2010, 04.09.2010, 20.10.2010, 10.01.2011, 25.02.2011 and 10.03.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has not closed its Register of Members during the financial year. There are no Debenture holders in the Company.
6. The Annual General Meeting for the financial year ended on 31.03.2010 was held on 03.09.2010 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The Company has not advanced any loan to its directors and/or persons or firms or companies referred in the Section 295 of the Act. However the Company has given Corporate Guarantee to its ultimate holding company ETT Limited in contravention of provisions of Section 295 of the Companies Act, 1956.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. There was no case falling within the purview of Section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year.
13.
 - i. The Company has not made any allotment of securities during the year under review and no securities were lodged with the Company for transfer/transmission or any other purpose.
 - ii. The Company has not declared any dividend during the financial year.
 - iii. Since the Company has not declared any dividend during the financial year, postage of dividend warrants etc, is not applicable. There was no unclaimed/unpaid dividend in the Company.
 - iv. The Company was not required to transfer any amount to Investors Education and Protection fund during the financial year under review.
 - v. The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of any director during the financial year.
15. The Company has not appointed any Managing Director/Whole-time Director/ Manager during the financial year.

16. The Company has not appointed any sole-selling agents during the financial year.
17. The company has obtained —NIL— approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued Equity shares or any other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures by the Company during the financial year as the Company has not issued any preference shares or debentures.
22. The Company was not required to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. The Company has not invited/accepted any public deposits including unsecured loans falling within the purview of Section 58A of the Act during the financial year.
24. The amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ended 31.03.2011 are within the borrowing limits of the Company and that necessary resolutions as per Section 293(1)(d) of the Act have been passed in duly convened annual general meeting.
25. The Company has not made/given/provided, investments / Loan /security to other bodies corporate during the year, however it has given corporate guarantee in favour of ETT Limited and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the financial year.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year under review.
31. There was no prosecution initiated against the Company during the year under report.
32. The Company has not received any amount as security from its employees within the purview of Section 417(1) of the Act during the financial year under scrutiny.
33. Since the Company has not constituted any provident fund under Section 418 of the Act, provisions of Section 418 are not applicable.

For Naresh Verma & Associates
Company Secretaries

Sd/
(Naresh Verma)
FCS NO. : 5403
C P NO. : 4424

Place : Delhi
Date : 02.09.2011

ANNEXURE-A

REGISTERS MAINTAINED BY THE COMPANY

1. Register of Members u/s 150
2. Minutes Book of the meetings of the Board of Directors u/s 193
3. Minutes Book of General Body Meetings of the members (AGM and EGM) u/s 193
4. Copies of Annual returns u/s 159
5. Register of Share Transfer
6. Books of Accounts u/s 209
7. Register of Contracts, Companies and Firms in which Directors etc are interested u/s 301 of the Act.
8. Register of particulars of Directors, Managing Director, Manager and Secretary u/s 303
9. Register of Directors' shareholding u/s 307
10. Register of Investment, Loans etc. u/s 372A

ANNEXURE-B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31st March, 2011.

Sl.No	Form No./Return	File Under Section	For	Date of Filing	Whether Filed Within Prescribed Time	If Delay In Filing Whether Requisite Addl. Fee Paid (YES/N.A.)
1.	Annual Return (Form-20B)	159	AGM held on 03.09.2010	SRN P53559142 Dated 04.10.2010	YES	N.A
2.	Annual Accounts (Form-23AC & 23ACA)	220	F.Y ended 31.03.2010	SRN P52147576 Dated 10.09.2010	YES	N.A
3.	Compliance Certificate (Form-66)	383A	F.Y ended 31.03.2010	SRN P52125614 Dated 10.09.2010	YES	N.A
4.	Form-32	303(2)	Resignation of Mr Lalit Modi w.e.f. 10.03.2011	SRN B07964992 Dated 16.03.2011	YES	N.A
5.	Form-8	135	Creation of Charge- Punjab & Sind Bank – Amount 64 Crores	SRN A90663436 Dated 05.08.2010	YES	N.A
6.	Form-17	138	Satisfaction of charge- Vijaya Bank–Amount 73 crores	SRN A89866933 Dated 24.07.2010	YES	N.A

AUDITORS' REPORT

**To the Members of
YORK CALLTECH PRIVATE LIMITED**

1. We have audited the attached Balance Sheet of YORK CALLTECH PRIVATE LIMITED as at March 31, 2011, the Profit & Loss Account and Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (i) 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;
 - (ii) 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;
 - (iii) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on March 31, 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956; and
 - (vi) In our opinion and to the best of our information and according to the explanations given to us and subject to non-compliance of provisions of section 295 of the Companies Act, 1956 as detailed in Note No. 12 of Schedule No. 14 regarding Corporate Guarantees given to a Bank, the said accounts read together with the accounting policies and notes thereon give the information required by the Companies Act, 1956 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, 2011;
 - (b) in the case of the Profit & Loss Account, 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.

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M. No. 86666

for **L. D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M. No. 84522

Place : New Delhi
Date : September 02, 2011

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 3 of our Report of even date to the members of YORK CALLTECH PRIVATE LIMITED on the accounts for the year ended March 31, 2011.

- (i) (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets were stated to have been physically verified by the management at reasonable intervals. It has been reported that no discrepancies were noticed between the book records & the physical verification so carried out.
- (c) As per the records of the Company and according to the information and explanations given to us, no substantial part of the fixed assets has been disposed off during the year and therefore the going concern status of the Company has not been affected.
- (ii) (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its business.
- (b) In our opinion and according to the information & explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The company has maintained proper records of inventories. As explained to us, no material discrepancies were noticed on physical verification of inventories.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of Clause 4 (iii) (a) to (iii) (d) of the Order are not applicable to the Company.
- (b) The Company has taken interest free unsecured loan from its holding Company covered under the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved at any time during the year was Rs. 556,005,000/-. The year-end balance of loan taken from such Company was Rs. 556,005,000/-.
- (c) In our opinion and according to the information and explanations given to us, other terms and conditions on which loan has been taken are not, prima facie, prejudicial to the interest of the Company.
- (d) In our opinion and according to the information and explanations given to us, since no stipulation has been made for the repayment of the loan, we are not in a position to make any specific comments as per Clause 4 (iii) (g) of the Order.
- (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 the nature of its business. No major weaknesses have been observed in the internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the contracts or arrangements that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangement entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5,00,000/- in respect of any party during the year have been made at the prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the provisions of Section 58A and Section 58AA or any other relevant provisions of the Companies Act, 1956 with regard to the deposits accepted from the public are not applicable, as the Company has not accepted any deposit from the public.
- (vii) There is no formal internal audit system in the Company however, internal control system of the Company is reasonably functioning as observed during the audit.
- (viii) According to the information and explanations given to us, the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 is not applicable to the Company.
- (ix) (a) According to information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, VAT, Service Tax, Customs Duty, Cess and other material statutory dues, as applicable, with the appropriate authorities.

- (b) According to the information and explanations given to us, no undisputed material amounts payable in respect of statutory dues like Provident fund, Employees' State Insurance, Income Tax, VAT, Service Tax, as applicable, were in arrears, as at March 31, 2011 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of Income Tax, VAT, Wealth tax, Service Tax, Customs Duty and Cess which have not been deposited on account of any dispute.
- (x) In our opinion and according to the information and explanations given to us, the accumulated losses of the Company as at March 31, 2011 are less than 50% of the net worth of the Company. It has incurred cash losses amounting to Rs. 24,446,602/- in the financial year ended on that date and Rs. 47,343/- in the immediately preceding financial year.
- (xi) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to any financial institution or bank. As informed to us, the Company has raised no money through Debentures during the year.
- (xii) According to the information and explanations given to us and based on the documents & records produced before us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities, hence the provisions of Clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, 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) According to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, 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 corporate guarantee for term loan taken by its ultimate Holding Company, the terms and conditions whereof are not prejudicial to the interest of the company.
- (xvi) In our opinion and according to the information and explanations given to us, the term loans raised were applied for the purpose for which they were raised by the Company.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment by the Company except that the company has raised Short Term Loan from a Bank amounting to Rs. 12 Crore to take over a part of the then existing Long Term Loan. However, the utilization of funds is as per sanction terms of the Short Term Loan so raised.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us, the Company has not issued any debenture. Accordingly, the provisions of Clause 4 (xix) of the Order are not applicable to the Company.
- (xx) According to the information and explanations given to us, the Company has not raised any money by way of public issue during the year. Accordingly, the provisions of Clause 4 (xx) of the Order are not applicable to the Company.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

for VSD & Associates
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M. No. 86666

for L. D. Saraogi & Co.
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M. No. 84522

Place : New Delhi
Date : September 02, 2011

BALANCE SHEET AS AT 31.03.2011

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	13,005,000	13,005,000
Reserves & Surplus	2	332,345,000	332,345,000
Loan Funds			
Secured Loans	3	628,173,087	667,441,535
Unsecured Loan		556,005,000	354,990,000
TOTAL		1,529,528,087	1,367,781,535
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	4	1,021,860,958	102,984,317
Less : Depreciation		34,716,533	2,111,351
Net Block		987,144,425	100,872,966
Capital Work-in-Progress		542,772,873	1,193,628,794
		1,529,917,298	1,294,501,760
Deferred Tax	5		
Deferred Tax Assets (Net)		19,374,591	688,485
Current Assets, Loans & Advances			
Inventories	6	119,370	—
Sundry Debtors		2,855,070	—
Cash & Bank Balances		611,716	35,320,365
Loans & Advances		67,123,390	93,256,742
(A)		70,709,546	128,577,107
Current Liabilities & Provisions			
Current Liabilities	7	128,980,767	55,668,793
Provisions		391,442	406,256
(B)		129,372,209	56,075,049
Net Current Assets	(A) - (B)	(58,662,663)	72,502,058
Profit & Loss Account		38,898,861	89,232
		1,529,528,087	1,367,781,535
Significant Accounting Policies & Notes to Accounts			
	14		

In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Sandeep Sethi)
Director

Place : New Delhi
Date : September 02, 2011

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2011

Particulars	Schedule No.	Year Ended 31.03.2011 Amount (Rs.)	Year Ended 31.03.2010 Amount (Rs.)
INCOME (A)			
Revenue from Operations	8	32,457,959	—
Other Income	9	120,186	1,754
		<u>32,578,145</u>	<u>1,754</u>
EXPENDITURE (B)			
Direct Expenses	10	16,073,069	—
Employees' Remuneration & Benefits	11	3,187,897	—
Administrative & Other Expenses	12	1,291,688	49,097
Financial Charges	13	36,472,093	—
Depreciation		33,049,133	—
Total		<u>90,073,880</u>	<u>49,097</u>
Net Profit / (Loss) before tax (A) - (B)		<u>(57,495,735)</u>	<u>(47,343)</u>
Less: Provision for Income Tax			
— Current Tax		—	—
— Deferred Tax Charge / (Credit)		(18,686,106)	(451,094)
Profit / (Loss) after tax		<u>(38,809,629)</u>	<u>403,751</u>
Add : Profit / (Loss) Brought Forward from Previous Year		(89,232)	(492,983)
Balance Carried over to Balance Sheet		<u>(38,898,861)</u>	<u>(89,232)</u>
Basic and Diluted Earning Per Share		(29.84)	0.31
Significant Accounting Policies & Notes to Accounts	14		

In terms of our audit report of even date annexed

for VSD & Associates
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for L.D. Saraogi & Co.
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Sandeep Sethi)
Director

Place : New Delhi
Date : September 02, 2011

**SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED 31.03.2011**

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
SHARE CAPITAL	1		
AUTHORISED			
2,000,000 Equity Shares of Rs. 10/- each		20,000,000	20,000,000
		<u>20,000,000</u>	<u>20,000,000</u>
ISSUED, SUBSCRIBED & PAID UP			
1,300,500 Equity Shares of Rs. 10/- each fully paid up		13,005,000	13,005,000
		<u>13,005,000</u>	<u>13,005,000</u>
RESERVES & SURPLUS	2		
Securities Premium		332,345,000	332,345,000
		<u>332,345,000</u>	<u>332,345,000</u>
LOAN FUNDS	3		
SECURED LOANS			
Term Loans from Banks #			
— Vijaya Bank		-	360,138,651
— Syndicate Bank		-	168,793,298
— State Bank of India		-	138,350,577
Term Loans from Punjab & Sind Bank*			
— Term Loan		508,310,489	-
— Short - Term Loan		119,862,598	-
Vehicle Loan**		-	159,009
		<u>628,173,087</u>	<u>667,441,535</u>
UNSECURED LOAN			
From Holding Company		556,005,000	354,990,000
		<u>556,005,000</u>	<u>354,990,000</u>

* **Secured by way of:**

- (1) First exclusive equitable mortgage on Land and Building at Plot no. B - 36, Sector - 132, Noida.
- (2) Assignment of lease rent receivables from M/s Netambit Infosources and E Services Pvt. Ltd.
- (3) Personal Guarantee of four Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora.
- (4) Corporate Guarantee of M/s ETT Limited (holding company).

** Was secured against vehicle for which the loan was availed. The loan has been satisfied in full during the Financial Year under review.

Were Secured against First charge by way of Equitable Mortgage of Plot No. 36, Block-B, Sector-132, Noida and building to be constructed thereupon, hypothecation of entire plant & machinery and other miscellaneous assets of the Company purchased / to be purchased / acquired / to be acquired; rental / license fees receivables from commercial space to be constructed and let out of the project alongwith Personal Guarantee of Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora and Corporate Guarantee of M/s ETT Limited (holding company). The Term loans have been satisfied in full during the Financial Year under review.

**SCHEDULE NO. - 4
FIXED ASSETS**

(Amount in Rs.)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	Cost as on 01.04.2010	Addition during the Year	Sales / Adj. during the year	Total Cost as on 31.03.2011	As on 01.04.2010	During the Year	Adjusted during the Year	As on 31.03.2011	As on 31.03.2010
LEASEHOLD LAND	98,674,052	-	-	98,674,052	-	-	-	98,674,052	98,674,052
BUILDING	-	797,408,888	-	797,408,888	-	22,297,756	-	775,111,132	-
DATA PROCESSING MACHINES & SOFTWARE	1,065,429	-	-	1,065,429	772,257	117,269	-	175,903	293,172
ELECTRICAL INSTALLATIONS	-	40,641,517	-	40,641,517	-	3,182,564	-	37,458,953	-
FURNITURE & FIXTURES	1,394,950	272,276	-	1,667,226	415,399	179,459	-	1,072,368	979,551
MACHINES & EQUIPMENTS	-	80,966,297	-	80,966,297	-	6,754,576	-	74,211,721	-
OFFICE EQUIPMENTS	232,702	23,906	-	256,608	63,021	25,726	-	167,861	169,681
VEHICLES	1,511,955	-	761,406	750,549	755,445	166,620	443,951	272,435	756,510
ASSETS COSTING <=Rs. 5000/-	105,229	325,163	-	430,392	105,229	325,163	-	-	-
Sub - Total	102,984,317	919,638,047	761,406	1,021,860,958	2,111,351	33,049,133	443,951	987,144,425	100,872,966
CAPITAL WORK-IN-PROGRESS	1,193,628,794	243,445,913	894,301,834	542,772,873	-	-	-	542,772,873	1,193,628,794
TOTAL	1,296,613,111	1,163,083,960	895,063,240	1,564,633,831	2,111,351	33,049,133	443,951	1,529,917,298	1,294,501,760
Previous Year	939,448,337	357,164,774	-	1,296,613,111	650,750	716,130	744,471	1,294,501,760	938,797,587

YORK CALLTECH PRIVATE LIMITED



Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
DEFERRED TAX	5		
Deferred Tax Assets		36,665,112	688,485
Less: Deferred Tax Liabilities		17,290,521	-
		<u>19,374,591</u>	<u>688,485</u>
CURRENT ASSETS, LOANS & ADVANCES	6		
CURRENT ASSETS			
INVENTORIES (As certified by the Management) (Valued at lower of cost or net realizable Value)			
Diesel		119,370	-
		<u>119,370</u>	<u>-</u>
SUNDRY DEBTORS (unsecured, considered good)			
Outstanding for a period exceeding six months		-	-
Others		2,855,070	-
		<u>2,855,070</u>	<u>-</u>
CASH AND BANK BALANCES			
Cash in Hand (As certified by the Management)		260,366	117,190
Balance in Current Accounts with Scheduled Banks		328,598	25,682,084
Fixed Deposits with Scheduled Bank		22,752	9,521,091
		<u>611,716</u>	<u>35,320,365</u>
LOANS & ADVANCES (Unsecured, Considered Good) (Recoverable in cash or in kind for value to be received and / or adjusted)			
Advances Paid		62,311,915	85,610,256
Tax Credit		2,483,975	17,945
Security Deposits		2,327,500	2,127,500
Interest Accrued on Fixed Deposits		-	1,041
Share Application Money Paid		-	5,500,000
		<u>67,123,390</u>	<u>93,256,742</u>
CURRENT LIABILITIES & PROVISIONS	7		
CURRENT LIABILITIES			
Sundry Creditors for Projects		53,455,925	37,175,633
Security Deposits - Lessee		41,227,410	7,556,735
Statutory Dues Payable		1,134,404	1,814,005
Other Current Liabilities		31,955,585	8,492,819
Interest Accrued but not due on Loans		-	629,601
Book Overdraft		1,207,443	-
		<u>128,980,767</u>	<u>55,668,793</u>
PROVISIONS			
Provision for Retirement Benefits		391,442	406,256
		<u>391,442</u>	<u>406,256</u>

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
REVENUE FROM OPERATIONS	8		
Rental Income		22,196,446	-
Maintenance Income		9,537,125	-
Water Charges		224,388	-
Sale of E.R.P. Software		500,000	-
		<u>32,457,959</u>	<u>-</u>
OTHER INCOME	9		
Interest Income (Gross)		62,641	1,754
[TDS Rs. 5,410/- (Previous Year Nil)]			
Profit from Sale of Vehicle		57,545	-
		<u>120,186</u>	<u>1,754</u>
DIRECT EXPENSES	10		
Maintenance Expenses		1,063,233	-
DG Set Running & Maint. Expenses		374,790	-
Electricity Expenses		248,848	-
Security Expenses		1,488,892	-
Water Expenses		125,925	-
Brokerage & Commission		10,759,442	-
Other Direct Expenses		2,011,939	-
		<u>16,073,069</u>	<u>-</u>
EMPLOYEES' REMUNERATION & BENEFITS	11		
Salary		2,872,478	-
Employer's Contribution to PF & ESI		24,574	-
Staff Welfare		157,968	-
Retirement Benefits		132,877	-
		<u>3,187,897</u>	<u>-</u>
ADMINISTRATIVE & OTHER EXPENSES	12		
Communication Expenses		36,773	-
Consultancy Charges		204,286	-
Conveyance & Travelling		5,541	-
Fees & Subscriptions		44,480	-
Running & Maintenance			
- Vehicles		28,777	-
- Others		138,252	-
Vehicle Insurance		12,754	-
Auditors' Remuneration		640,400	-
[Related to prior period Rs.7,500/- (Previous Year Nil)]			
Donation		-	500
Miscellaneous Expenses		180,426	48,597
		<u>1,291,688</u>	<u>49,097</u>
FINANCIAL CHARGES	13		
Bank Charges		2,295,847	-
Interest Paid		27,117,046	-
Processing Charges		7,059,200	-
		<u>36,472,093</u>	<u>-</u>

SCHEDULE NO. – 14**ACCOUNTING POLICIES AND NOTES TO ACCOUNTS****I. SIGNIFICANT ACCOUNTING POLICIES****A. ACCOUNTING CONVENTION**

The financial statements have been prepared under the historical cost convention, as applicable to a going concern in accordance with generally accepted accounting principles in India, mandatory accounting standards and the provisions of the Companies Act, 1956.

B. USE OF ESTIMATES

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

C. FIXED ASSETS

Fixed Assets are stated at their original cost of acquisition or construction less accumulated depreciation (except land) and subsequent improvements thereto. Cost comprises of purchase price and all expenses directly attributable to the acquisition or construction of the asset. Expenses incurred related to project and prior to commencement of business, including financing costs are capitalized under Capital Work-in-Progress Account, which also includes material at site.

D. DEPRECIATION /AMORTIZATION

- a) Depreciation has been provided on the value capitalized on the assets actually put to use during the current year, as per the Written Down Value Method at rates prescribed in Schedule XIV of the Companies Act, 1956.
- b) Depreciation is calculated on pro-rata basis from the date of acquisition and/or capitalization, as applicable.
- c) Assets costing individually upto Rs. 5000/- (Rupees Five Thousand only) are fully depreciated in the year of purchase.
- d) Amortization has not been provided on the leasehold land.

E. INVENTORY

Inventories have been valued as under:

Diesel - At lower of cost or estimated realizable value

The valuation of inventories has been made as per the requirements of Accounting Standard – 2, “Valuation of Inventories”, prescribed under the Companies (Accounting Standards) Rules, 2006.

F. INVESTMENTS

There is no investment made by the Company during the financial year under review.

G. PROVISION FOR RETIREMENT BENEFITS

- a) Periodical contributions made to the concerned authorities towards Provident Fund and ESI are charged to Revenue on accrual basis.
- b) Long term employee benefits are recognized as an expense in the Profit and Loss Account for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of long term benefits are charged to the Profit and Loss Account. The liability is unfunded.

H. TAXATION

Income tax comprises current tax and deferred tax. Current tax is the amount of tax payable as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted by the balance sheet date.

I. EXPENSES

The Company has charged all expenses on accrual basis of accounting.

J. INCOME

The Company has recognized all incomes on accrual basis of accounting as per the requirements of Accounting Standard 9 – “Revenue Recognition” prescribed under the Companies (Accounting Standards) Rules, 2006.

K. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are recorded at the exchange rates prevailing on the dates of the transactions.

L. IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired.

M. BORROWING COSTS

Borrowing cost that is attributable to the acquisition or construction of a qualifying asset is capitalized as part of the cost of such asset and other borrowing costs are recognized as an expense in the period in which they are incurred. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

N. LEASE

Assets given under operating leases are included in fixed assets. Lease income is recognized in the Profit & Loss Account on a straight line basis over the lease term. Costs, including depreciation are recognized as an expense in the Profit & Loss Account.

O. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized 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 recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

P. INTANGIBLE ASSETS

According to Accounting Standard – 26 on “Intangible Assets” prescribed under the Companies (Accounting Standards) Rules, 2006, in case of an expenditure incurred by the Company which may provide future economic benefits to the Company, however out of which, no intangible asset or other asset is acquired or created which can be recognized, the expenditure is recognized as an expense as and when it is incurred.

Q. CASH FLOW STATEMENT

Cash Flows are reported using the indirect method as set out in the Accounting Standard 3 on “CashFlow Statement” prescribed under the Companies (Accounting Standards) Rules, 2006, whereby net profit before tax is adjusted for the effects of the transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

II. NOTES TO ACCOUNTS

1. The Company is the Wholly Owned Subsidiary of M/s Valley Computech Private Limited which in turn is the Wholly Owned Subsidiary of M/s ETT Limited.
2. In the opinion of the management current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of the business.
Some of the advances paid, account of sundry creditors & debtors are subject to confirmation, due reconciliation and consequential adjustments arising therefrom, if any, however the management does not expect any material variation.
3. Related Party relationships / transactions warranting disclosures under Accounting Standard – 18 “Related Party Disclosures” prescribed under the Companies (Accounting Standards) Rules, 2006 are as follows:

(a) List of related parties where control exists and related parties with whom transactions have taken place:

Name of Related Parties	Relationship
ETT Ltd.	Ultimate Holding Company
Valley Computech Pvt. Ltd.	Holding Company
Aakarshak Realators Pvt. Ltd.*	Associate Company
Appreciate Fincap Pvt. Ltd.	Associate Company
Drishti Overseas Pvt. Ltd.	Associate Company

* Ceased to exist as an Associate Company during the current financial year due to transfer of shares.

(b) Transactions during the year with related parties (excluding reimbursements):

(Amount in Rs.)

Sr. No.	Nature of Transaction	Holding Co.	Associates	KMP	Others	Total
1	Loan Received during the year	305,605,000 (355,290,000)	- (56,400)	- (-)	- (-)	305,605,000 (355,346,400)
2	Loan Repaid during the year	104,590,000 (300,000)	- (56,400)	- (-)	- (-)	104,590,000 (356,400)
3	Advances given received back	- (-)	- (12,500,000)	- (-)	- (-)	- (12,500,000)
4	Share Application Money Received	- (-)	- (7,300,000)	- (-)	- (-)	- (7,300,000)
5	Refund of Share Application Money	- (22,500,000)	- (7,300,000)	- (-)	- (-)	- (29,800,000)

Note: Figures in bracket represents previous year's amount.
Note:

Corporate Guarantees of Rs. 839,000,000/- (Rupees Eighty Three Crores & Ninety Lacs only) given to Punjab & Sind Bank to secure the term loan to its Holding Company viz. M/s ETT Ltd.

Disclosure in Respect of Material Related Party Transactions during the year:

- Loan received during the year includes Valley Computech Private Limited Rs. 3,056.05 Lacs (Previous Year Rs. 3,552.90 Lacs), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 0.56 Lacs).
- Loan repaid during the year includes Valley Computech Private Limited Rs. 1,045.90 Lacs (Previous Year Rs. 3.00 Lacs), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 0.56 Lacs).
- Advances given, received back include Aakarshak Realtors Private Limited Rs. Nil (Previous Year Rs. 125.00 Lacs).
- Share Application Money received includes Drishti Overseas Private Limited Rs. Nil (Previous Year Rs. 20.00 Lacs), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 53.00 Lacs).
- Refund of Share Application Money includes Valley Computech Private Limited Rs. Nil (Previous Year Rs. 225.00 Lacs), Drishti Overseas Private Limited Rs. Nil (Previous Year Rs. 20.00 Lacs), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 53.00 Lacs).

(c) Closing Balances as on March 31, 2011:

(Amount in Rs.)

Sr. No.	Nature of Transaction	Holding Co.	Associates	KMP	Others	Total
1	Loan received during the year	556,005,000 (354,990,000)	- (-)	- (-)	- (-)	556,005,000 (354,990,000)

Note: Figures in bracket represents previous year's amount.

- The Company has only one Business Segment (IT & IT Related Activities) and Geographical Segment (India) and therefore, according to the management this is a Single Segment Company as envisaged in the Accounting Standard - 17 on "Segment Reporting" prescribed under the Companies (Accounting Standards) Rules, 2006.
- The disclosures as per the Accounting Standard – 15 "Employee Benefits" prescribed under the Companies (Accounting Standards) Rules, 2006 are as follows:

Defined Contribution Plan

Contribution to Defined Contribution Plans, recognized as expense for the year is as under:

Particulars	2010-11	2009-10
Employer's Contribution to Provident Fund	19,308/-	42,799/-
Employer's Contribution to ESI	34,405/-	23,298/-

Defined Benefit Plan

Reconciliation of opening & closing Balances of defined benefit obligation:

Particulars	Gratuity	
	31.03.2011 Amount (Rs.)	31.03.2010 Amount (Rs.)
Present Value of obligation as at the beginning of the year	188,155/-	161,023/-
Current Service Cost	77,812/-	80,043/-
Interest Cost	15,805/-	11,272/-
Benefits Paid	Nil	Nil
Actuarial (Gain)/ Loss	(110,862/-)	(64,183/-)
Present Value of obligation as at the end of the year	170,910/-	188,155/-

Particulars	Leave Salary*	
	31.03.2011 Amount (Rs.)	31.03.2010 Amount (Rs.)
Present Value of obligation as at the beginning of the year	218,101/-	197,643/-
Current Service Cost	37,433/-	61,779/-
Interest Cost	18,321/-	13,835/-
Benefits Paid	(147,691/-)	(22,029/-)
Actuarial (Gain)/ Loss	94,368/-	(33,127/-)
Present Value of obligation as at the end of the year	220,532/-	218,101/-

* Leave Salary includes Liability for outstanding Sick Leave and Earned Leave.

Principal actuarial assumptions:

Particulars	Rate %	
	31.03.2011	31.03.2010
Discount Rate (per annum)	8.30	8.40
Future Salary Increases (per annum)	5.00	5.00

The above information is certified by the actuary.

6. Additional information pursuant to the provisions of paragraph 3 and 4 of Part II of Schedule VI of the Companies Act, 1956 are as follows:

i) Auditors' Remuneration

(Amount in Rs.)

Sr. No.	Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
1	Audit Fees	630,900/-	300,000/-
2	Taxation Matters	7,500/-	Nil
3	Other Matters	2,000/-	Nil
	Total	640,400/-	300,000/-

ii) Value of Imports on CIF basis

(Amount in Rs.)

Sr. No.	Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
1	Raw Material	Nil	Nil
2	Capital Goods (Including Custom Duty)	21,274,680/-	Nil
	Total	21,274,680/-	Nil

iii) **Expenditure in Foreign Currency**

(Amount in Rs.)

Sr. No.	Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
1	Membership Fee (USGBC)	14,240/-	15,762/-
	Total	14,240/-	15,762/-

- iv) The Company has not made any payment to any of its Directors during the year under review.
- v) Since the Company is engaged in service sector, which cannot be expressed in generic unit, hence it is not possible to give quantitative details as required under the provisions of Paragraphs 3 & 4 of Part II of Schedule VI of the Companies Act, 1956.

7. Additional information (to the extent applicable):

(Amount in Rs.)

Sr. No.	Particulars	As on 31.03.2011	As on 31.03.2010
a.	Capital Commitments Estimated amount of contracts remaining to be executed on capital accounts (net of advances) and not provided for	280,757,323	270,540,507
b.	Contingent Liabilities: Claims against the Company / disputed liabilities not acknowledged as debts	NIL	NIL

8. Borrowing Cost Capitalized during the year: Rs. 53,098,392/- (Previous Year: Rs. 88,991,548/-).
9. Contingent Liabilities not provided for in respect of:
- i) Fixed Deposit with Bank consists of Rs. 22,752/- (Previous Year Rs. 21,091/-) in favour of UPVAT Department, Noida has been pledged and kept by them as Sales Tax Guarantee.
- ii) The Company has given Corporate Guarantees of Rs. 839,000,000/- (Rupees Eighty Three Crores & Ninety Lacs only) given to Punjab & Sind Bank to secure the term loan to its Holding Company viz. M/s ETT Ltd.

10. TAXATION

In view of losses, the Company has not made any provision for Income Tax for the year under review.

11. DEFERRED TAXATION

Pursuant to Accounting Standard – 22 “Accounting for Taxes on Income” prescribed under the Companies (Accounting Standards) Rules, 2006, Deferred Tax Assets / Liabilities at the end of the year are as follows:

(Amount in Rs.)

	Deferred Tax Assets / (Liabilities) 1.04.2010	Credit / (Charge) for the year	Deferred Tax Assets / (Liabilities) 31.03.2011
Deferred tax assets on account of unabsorbed business losses	29,172	7,949,021	7,978,193
Deferred tax assets on account of unabsorbed Depreciation	563,322	28,123,597	28,686,919
Deferred tax assets / (liabilities) on account of depreciation	95,991	(17,386,512)	(17,290,521)
Net Deferred Tax Assets / (Liabilities)	688,485	18,686,106	19,374,591

12. The company is a wholly owned Subsidiary of its ultimate Holding Company, M/s ETT Ltd. The Company has given Corporate Guarantees of Rs. 839,000,000/- (Rupees Eighty Three Crores and Ninety Lacs only) to Punjab & Sind Bank for the term loans obtained by M/s ETT Ltd. which, apart from owning 100% of the equity capital of the company, has also given unsecured loan of Rs. 55.60 Crores to the company and has also provided Corporate Guarantee to Punjab & Sind Bank for obtaining the company's entire secured loans. Due to inadvertence, default has occurred in complying with the provisions of Section 295 of the Companies Act, 1956 while extending Corporate Guarantees.

13. Based on the information available with the Company, there are no dues outstanding to micro, small and medium enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 at the Balance Sheet date. The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.
14. The reconciliation of the account of one of the contractors is subject to confirmation due to certain claim which is under negotiation. The same shall be accounted for as and when the matter is settled.
15. **Earning Per Share (EPS)**

Pursuant to the Accounting Standard – 20, “Earnings Per Share”, prescribed under the Companies (Accounting Standards) Rules, 2006, the value of EPS is calculated as follows:

Basic and Diluted Earning Per Share	Year Ended 31.03.2011	Year Ended 31.03.2010
Net Profit attributable to equity shareholders (Rs.)	(38,809,629)	403,751
Weighted average number of equity shares	13,00,500	13,00,500
Basic Earning Per Share (Rs.)	(29.84)	0.31
Nominal Value Per share (Rs.)	10/-	10/-

16. Previous year figures have been regrouped / rearranged wherever considered necessary to make them comparable with current year figures and amounts are rounded off to the nearest rupee for the purpose of reporting.
17. Schedule 1 to 14 form an integral part of the Financial Statements.

In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Sandeep Sethi)
Director

Place : New Delhi
Date : September 02, 2011

BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE

(Information pursuant to Part IV of Schedule VI of the Companies Act, 1956)

I. Registration Details

Registration No. : U72200DL2004PTC130455
 State Code : 55
 Balance Sheet as on : 31.03.2011

II. Capital Raised During The Year (Amount in Rs./Thousand)

Public Issue	—	Rights Issue	—
Bonus Issue	—	Private Placement	—

III. Position of Mobilisation and Deployment of Funds (Amount in Rs./Thousand)

Total Liabilities	1,529,528	Total Assets	1,529,528
Source of Funds			
Paid-up Capital	13,005	Reserve & Surplus	332,345
Secured Loans	628,173	Unsecured Loans	556,005
Application of Funds			
Net Fixed Assets	1,529,917	Investments	—
Net Current Assets	58,663	Deferred Tax Assets	19,375
Accumulated Losses	38,899		

IV. Performance of the Company (Amount in Rs./Thousand)

Turnover	32,578	Total Expenditure	90,074
Profit / (Loss) before Tax	(57,496)	Profit / (Loss) after Tax	(38,810)
Earning Per Share (in Rs.)	(29.84)	Dividend Rate	0%

V. Generic names of three principal products / Services of the Company (As per monetary items)

(i) IT & IT Related Activities

for and on behalf of the Board

Place : New Delhi
 Date : September 02, 2011

Sd/-
(Gurupreet Sangla)
 Director

Sd/-
(Sandeep Sethi)
 Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2011

	As on 31.03.2011 Amount (Rs.)	As on 31.03.2010 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) after Interest and before Tax	(57,495,735)	(47,343)
Adjustments for:		
Interest recognised in Profit & Loss Account	27,117,046	-
Interest Received	(62,641)	(1,754)
Profit on Sale of Fixed Assets	(57,545)	-
Depreciation	33,049,133	-
Provision for Retirement Benefits	132,877	-
Operating Profit / (Loss) before Working Capital Changes	2,683,135	(49,097)
Adjustments for:		
Decrease / (Increase) in Sundry Debtors	(2,855,070)	-
Decrease / (Increase) in Other Current Assets	(5,484,551)	(789,790)
Decrease / (Increase) in Inventories	(119,370)	-
Increase / (Decrease) in Security Deposit Received	33,670,675	7,556,735
Increase / (Decrease) in Other Current Liabilities	(75,065)	202,265
Retirement Benefits (Paid)	(147,691)	-
Direct Tax (Paid) / Refunded	(2,415,861)	(26,901)
NET CASH FROM OPERATING ACTIVITIES (A)	25,256,202	6,893,212
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Decrease / (Increase) in Fixed Assets (Including Capital WIP)	(263,911,195)	(348,447,660)
Decrease / (Increase) in Share Application Money Given	5,500,000	1,500,000
Decrease / (Increase) in Current Assets (Projects)	23,981,902	(11,518,633)
Increase / (Decrease) in Current Liabilities (Projects)	39,716,364	(8,156,576)
Interest Received	61,026	1,754
Profit on Sale of Fixed Assets	57,545	-
NET CASH USED IN INVESTING ACTIVITIES (B)	(194,594,358)	(366,621,115)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Secured Loans	(39,268,447)	58,500,747
Increase / (Decrease) in Unsecured Loan	201,015,000	354,990,000
Share Capital (including share application money)	-	(22,500,000)
Interest paid during the year	(27,117,046)	-
NET CASH FROM FINANCING ACTIVITIES (C)	134,629,507	390,990,747
NET DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(34,708,649)	31,262,844
NET DECREASE IN CASH & CASH EQUIVALENTS		
Cash and Cash Equivalents as at beginning	35,320,365	4,057,521
Cash and Cash Equivalents as at end	611,716	35,320,365
NET DECREASE IN CASH & CASH EQUIVALENTS	(34,708,649)	31,262,844

In terms of our audit report of even date annexed

for VSD & Associates
Chartered Accountants
F.R.No. 008726N

for L.D. Saraogi & Co.
Chartered Accountants
F.R.No. 005524N

for and on behalf of the Board

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Sandeep Sethi)
Director

Place : New Delhi
Date : September 02, 2011

AUDITORS' REPORT

To the Board of Directors ETT LIMITED

1. We have audited the attached Consolidated Balance Sheet of ETT LIMITED (the Company) and its Subsidiaries (collectively referred to as "the Group") as at March 31, 2011, and also the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These consolidated financial statements are the responsibility of the Company's Management and have been prepared by the Management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We have relied on the unaudited financial statements of certain subsidiaries for the period (s) ended on the date (s) such subsidiaries ceased to exist as a subsidiaries of the Company. These unaudited financial statements as approved by the respective Board of Directors of these companies have been furnished to us by the Management and our report in so far as it relates to the amounts included in respect of the subsidiaries is based solely on such approved unaudited financial statements.
4. We report that the Consolidated Financial Statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, prescribed under the Companies (Accounting Standards) Rules, 2006 and on the basis of the separate audited Financial Statements of ETT Limited and its subsidiaries included in the Consolidated Financial Statements.
5. On the basis of the information and explanations given to us and subject to para 3 above, on the consideration of the separate audit reports on individual audited Financial Statements of ETT Limited and its aforesaid subsidiaries subject to para 3 above, we are of the opinion that, the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2011;
 - (b) in the case of the Consolidated Profit & Loss Account, of the Loss of the Group for the year ended on that date; and
 - (c) in the case of the Consolidated Cash Flow Statement, of the Cash Flows of the Group for the year ended on that date.

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M. No. 86666

for **L. D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M. No. 84522

Place : New Delhi
Date : September 02, 2011

CONSOLIDATED BALANCE SHEET AS AT 31.03.2011

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	169,124,400	169,124,400
Reserves & Surplus	2	164,138,892	199,259,259
Loan Funds			
Secured Loans	3	1,983,441,782	1,621,165,592
Unsecured Loans		12,750,000	-
Deferred Tax Liabilities (Net)		23,351,372	22,666,161
TOTAL		2,352,806,446	2,012,215,412
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	4	1,585,937,378	659,381,788
Less : Depreciation		215,871,202	155,980,042
Net Block		1,370,066,176	503,401,746
Capital Work-in-Progress		796,853,537	1,214,549,632
		2,166,919,713	1,717,951,378
Deferred Tax Assets (Net)		19,712,418	1,118,411
Investments	5	58,440	12,850,000
Current Assets, Loans & Advances			
Inventories	6	1,093,407	594,713
Sundry Debtors		9,621,425	2,863,558
Cash and Bank Balances		71,576,079	60,469,151
Loans & Advances		310,847,605	339,346,408
(A)		393,138,516	403,273,830
Current Liabilities & Provisions			
Current Liabilities	7	226,173,448	122,294,629
Provisions		849,193	683,578
(B)		227,022,641	122,978,207
Net Current Assets	(A) - (B)	166,115,875	280,295,623
TOTAL		2,352,806,446	2,012,215,412
Significant Accounting Policies & Notes to Accounts			
	16		

In terms of our audit report of even date annexed

for VSD & Associates
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for L.D. Saraogi & Co.
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Sd/-
(Puniti Sharma)
Company Secretary

Place : New Delhi
Date : September 02, 2011

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2011

Particulars	Schedule No.	Year Ended 31.03.2011 Amount (Rs.)	Year Ended 31.03.2010 Amount (Rs.)
INCOME			
Revenue from Operations	8	229,864,903	213,239,550
Other Income	9	2,196,806	1,219,978
Total Revenue		<u>232,061,709</u>	<u>214,459,528</u>
EXPENDITURE			
Direct Expenses	10	56,911,849	22,437,740
(Increase)/ Decrease in stock	11	-	-
Employees' Remuneration & Benefits	12	9,205,841	4,345,749
Administrative & Other Expenses	13	18,007,911	13,936,041
Financial Charges	14	140,034,186	84,935,953
Depreciation		57,147,111	26,124,969
Amortization of Goodwill		3,188,000	3,188,000
Total Expenses		<u>284,494,898</u>	<u>154,968,452</u>
Profit / (Loss) before exceptional items and tax		<u>(52,433,189)</u>	<u>59,491,076</u>
Less: Exceptional Items	15	-	62,590,012
Net Profit/(Loss) before tax		<u>(52,433,189)</u>	<u>(3,098,936)</u>
Less: Provision for Income Tax			
— Current Tax		1,093,923	376,430
— Deferred Tax Charge / (Credit)		(17,908,796)	(19,510,351)
— MAT Credit of Earlier Years		-	(8,820,878)
— MAT Credit		(497,949)	-
		<u>(17,312,822)</u>	<u>(27,954,799)</u>
Net Profit / (Loss) after tax		<u>(35,120,367)</u>	<u>24,855,863</u>
Add : Profit Brought Forward from previous year		<u>147,959,970</u>	<u>123,104,107</u>
Balance Carried Over to Balance Sheet		<u><u>112,839,603</u></u>	<u><u>147,959,970</u></u>
Basic & Diluted Earning Per Share		<u>(5.08)</u>	<u>3.60</u>

Significant Accounting Policies & Notes to Accounts

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In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

for and on behalf of the Board

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Sd/-
(Puniti Sharma)
Company Secretary

Place : New Delhi
Date : September 02, 2011

**SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2011**

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
SHARE CAPITAL	1		
AUTHORISED			
82,00,000 Equity Shares of Rs. 10/- each		82,00,000	82,00,000
1,00,00,000 (6%) Non Cumulative, Non Participating Redeemable Preference Shares of Rs. 10/- each		100,00,000	100,00,000
		<u>182,00,000</u>	<u>182,00,000</u>
ISSUED, SUBSCRIBED & PAID UP			
69,12,440 Equity Shares of Rs. 10/- each fully paid up <i>(Of the above shares, 2,087,640 shares allotted as fully paid up to the shareholders of Amici India Limited pursuant to the Scheme of Amalgamation approved by Hon'ble High Court of Delhi vide its order dated April 30, 2007)</i>		69,12,440	69,12,440
1,00,00,000 (6%) Non Cumulative, Non Participating Redeemable Preference Shares of Rs. 10/- each * <i>(* See Note 2(xiii) of schedule 16)</i>		100,00,000	100,00,000
		<u>169,12,440</u>	<u>169,12,440</u>
RESERVES & SURPLUS	2		
Statutory Reserve (u/s 45-IA of the RBI Act, 1934)		258,189	258,189
Securities Premium		44,992,000	44,992,000
General Reserve			
As per last Balance Sheet	6,049,100		6,049,100
Add: Transferred from Profit & Loss Account	-	6,049,100	-
		<u>112,839,603</u>	<u>147,959,970</u>
Profit & Loss Account		<u>164,138,892</u>	<u>199,259,259</u>
LOAN FUNDS	3		
SECURED LOANS			
Term Loans from Banks		1,565,753,591	1,361,388,503
Short Term Loan from Bank		119,862,598	-
Bank Overdraft from Bank		297,825,593	259,618,080
Vehicle Loan		-	159,009
		<u>1,983,441,782</u>	<u>1,621,165,592</u>

- 1) Term Loans from Punjab & Sind Bank amounting to Rs. 75.74 Crore (Previous Year Rs. 69.41 Crore) have been secured by way of assignment of lease rent receivables from 'Express Trade Towers 1', Noida and additional security of Plot no. 15 – 16, Sector 16 A, Noida – 201 301 (U.P.) and building constructed thereon alongwith Personal Guarantee of four Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora.
- 2) Term Loan from Punjab & Sind Bank amounting to Rs. 30 Crore (Previous Year Nil) has been secured against First charge by way of Equitable Mortgage on Commercial Land & Building at Plot No. 79, Sector-34, Gurgaon-122 001 (Haryana), Exclusive first

hypothecation charge on machinery & equipments of the project and additional security by way of First exclusive mortgage on Plot no. 15-16, Sector 16 A, Noida – 201 301 (U.P.) and building constructed thereon alongwith Personal Guarantee of Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora and Corporate Guarantee of M/s York Calltech Pvt. Ltd., Subsidiary of the Company.

- 3) Term Loan from Punjab & Sind Bank amounting to Rs. Nil (Previous Year Rs. 30.65 Crore) was secured by way of assignment of lease rent receivables from 'Express Trade Towers 1', Noida and additional security of Plot No. 15 – 16, Sector 16 A, Noida – 201 301 (U.P.) and building constructed thereon alongwith Personal Guarantee of following four Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora. The Term loan has been satisfied in full during the F.Y. under review.
- 4) Bank Overdraft from Punjab & Sind Bank amounting to Rs. 29.78 Crore (Previous Year Rs. 25.96 Crore) has been secured against First charge by way of First exclusive mortgage on Plot no. 15 – 16, Sector 16 A, Noida – 201 301 (U.P.) and building constructed thereon.
- 5) Consortium Term Loans from Vijaya Bank, Syndicate Bank & State Bank of India amounting to Rs. Nil (Previous Year Rs. 64.32 Crore) of M/s York Calltech Pvt. Ltd., Subsidiary of the Company, was secured against First charge by way of Equitable Mortgage of Plot No. 36, Block-B, Sector-132, Noida and building to be constructed thereupon, hypothecation of entire plant & machinery and other miscellaneous assets of the Company purchased / to be purchased / acquired / to be acquired; rental / license fees receivables from commercial space to be constructed and let out of the project alongwith Personal Guarantee of Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora and Corporate Guarantee of M/s ETT Limited (holding company). The Term loans have been satisfied in full during the financial year under review.
- 6) Term Loans from Punjab & Sind Bank amounting to Rs. 62.82 Crore (Previous Year Nil) of M/s York Calltech Pvt. Ltd., Subsidiary of the Company, have been secured by way of First exclusive equitable mortgage on Land and Building at Plot no. B-36, Sector - 132, Noida., assignment of lease rent receivables from M/s Netambit Infosource and e Services Pvt. Ltd. alongwith Personal Guarantee of Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora and Corporate Guarantee of M/s ETT Limited (holding company).
- 7) The Vehicle Loan of Rs. Nil (Previous Year Rs. 1.59 lacs) of M/s York Calltech Pvt. Ltd., Subsidiary of the Company, was secured against vehicle for which the loan was availed. The loan has been satisfied in full during the financial year under review.

UNSECURED LOANS

From Directors

	12,750,000	—
	12,750,000	—
	12,750,000	—

**SCHEDULE NO. - 4
FIXED ASSETS**

(All Figures in Rs.)

P A R T I C U L A R S	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01.04.2010	Addition during the Year	Sales / Adj. during the year	Total Cost as on 31.03.2011	As on 01.04.2010	During the Year	Adjusted during the Year	As on 31.03.2011	As on 31.03.2011	As on 31.03.2010
GOODWILL ON CONSOLIDATION	15,940,000	—	—	15,940,000	9,564,000	3,188,000	—	12,752,000	3,188,000	6,376,000
LEASEHOLD LAND	136,529,704	—	—	136,529,704	—	—	—	—	136,529,704	136,529,704
LAND	25,275,921	—	—	25,275,921	—	—	—	—	25,275,921	25,275,921
BUILDING	335,644,944	800,813,888	—	1,136,458,832	75,249,445	35,341,319	—	110,590,764	1,025,868,068	260,395,499
DATA PROCESSING MACHINES & SOFTWARE	2,181,438	64,880	—	2,246,318	1,589,171	256,043	—	1,845,214	401,104	592,267
ELECTRICAL INSTALLATIONS	19,940,003	40,641,517	—	60,581,520	9,747,709	4,600,312	—	14,348,021	46,233,499	10,192,294
FURNITURE & FIXTURES	14,975,962	2,668,518	—	17,644,480	5,362,610	1,779,556	—	7,142,166	10,502,314	9,613,352
MACHINES & EQUIPMENTS	103,543,709	81,201,195	—	184,744,904	52,155,575	13,925,011	—	66,080,586	118,664,318	51,388,134
OFFICE EQUIPMENTS	2,994,518	249,106	—	3,243,624	902,849	317,404	—	1,220,253	2,023,371	2,091,669
VEHICLES	1,954,529	968,398	761,406	2,161,521	1,007,623	217,972	443,951	781,644	1,379,877	946,906
ASSETS COSTING <= Rs. 5000/-	401,060	709,494	—	1,110,554	401,060	709,494	—	1,110,554	—	—
Total (Rs.)	659,381,788	927,316,996	761,406	1,585,937,378	155,980,042	60,335,111	443,951	215,871,202	1,370,066,176	503,401,746
CAPITAL WORK-IN-PROGRESS	1,214,549,632	475,605,739	894,301,834	796,853,537	—	—	—	—	796,853,537	1,214,549,632
Total (Rs.)	1,873,931,420	1,403,922,735	895,063,240	2,382,790,915	155,980,042	60,335,111	443,951	215,871,202	2,166,919,713	1,717,951,378
Previous Year (Rs.)	1,511,685,504	362,245,916	—	1,873,931,420	62,616,461	30,029,099	63,334,482	155,980,042	1,717,951,378	1,449,069,043

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)		As At 31.03.2010 Amount (Rs.)	
INVESTMENTS	5				
LONG TERM - TRADE					
EQUITY SHARES FULLY PAID UP OF OTHER COMPANIES UNQUOTED SHARES, AT COST		Face Value	No. of Shares	Book Value as at 31.03.2011	No. of Shares Book Value as at 31.03.2010
Indo Monex Pvt. Ltd.		100	—	—	5,000 5,000,000
Baba Infrastructures and Developers Ltd.* * (Company under same management)		10	—	—	785,000 7,850,000
Total (A)				<u>—</u>	<u>12,850,000</u>
LONG TERM - NON - TRADE					
EQUITY SHARES FULLY PAID UP QUOTED SHARES					
Punjab & Sind Bank [Aggregate Market Value Rs. 52,644.70 (Previous Year Nil)]		10	487	58,440	— —
Total (B)				<u>58,440</u>	<u>—</u>
Total (A+B)				<u>58,440</u>	<u>12,850,000</u>
CURRENT ASSETS, LOANS & ADVANCES	6				
CURRENT ASSETS					
INVENTORIES (As certified by the Management) (Valued at lower of cost or net realizable Value)					
Diesel				834,309	335,615
Software				259,098	259,098
				<u>1,093,407</u>	<u>594,713</u>
SUNDRY DEBTORS (unsecured, considered good)					
Outstanding for a period exceeding Six Months				343,414	115,006
Others				9,278,011	2,748,552
				<u>9,621,425</u>	<u>2,863,558</u>
CASH AND BANK BALANCES					
Cash in Hand (As certified by the Management)				452,556	614,691
Balance in Current Accounts with Scheduled Banks				70,532,008	49,864,606
Fixed Deposits with Scheduled Banks				545,080	9,943,419
Revenue Stamps in Hand				46,435	46,435
				<u>71,576,079</u>	<u>60,469,151</u>
LOANS & ADVANCES (Unsecured, Considered Good)					
Advances Paid (Advances recoverable in cash or in kind or for value to be received and / or adjusted)				263,488,380	298,601,250
Other Loans				2,236,339	1,996,731
Tax Credit (Net of Provisions)				40,373,125	28,684,406
Security Deposits				4,682,700	3,536,300
Interest Accrued on Fixed Deposits				67,061	27,721
Share Application Money Paid				-	6,500,000
				<u>310,847,605</u>	<u>339,346,408</u>

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
CURRENT LIABILITIES & PROVISIONS	7		
CURRENT LIABILITIES			
Sundry Creditors		60,225,736	38,637,295
Security Deposits - Lessee		127,264,599	68,509,729
Statutory Dues Payable		2,411,550	2,113,866
Interest accrued but not due on term loans		-	629,601
Other Current Liabilities		34,710,503	11,996,150
Book Overdraft with Scheduled Bank		1,207,443	-
Due to Directors		353,617	407,988
		226,173,448	122,294,629
PROVISIONS			
Provision for Retirement Benefits		849,193	683,578
		849,193	683,578
REVENUE FROM OPERATIONS	8		
Rental Income		168,381,528	163,597,468
[Related to prior period Nil (Previous Year Rs. 60,000/-)]			
Maintenance Income		57,477,363	49,439,457
Parking Charges		127,150	170,625
Water Charges		3,342,862	-
[Related to prior period Rs. 2,497,733/- (Previous Year Nil)]			
Professional Charges		36,000	32,000
Sale of E.R.P. Software		500,000	-
		229,864,903	213,239,550
OTHER INCOME	9		
Interest Received (Gross)		350,071	1,219,978
[TDS Rs. 9,191/- (Previous Year Rs. 5,063/-)]			
Profit from Sale of Vehicle		57,545	-
Other Receipts		1,789,190	-
		2,196,806	1,219,978
DIRECT EXPENSES	10		
Maintenance Expenses		14,742,492	9,436,168
[Related to prior period Rs. 1,261/- (Previous Year Rs. 14,000/-)]			
DG Set Running & Maintenance Expenses		3,029,694	428,463
Electricity Expenses		10,081,133	8,459,499
Security Expenses		4,443,951	2,127,632
[Related to prior period Rs. 232/- (Previous Year Nil)]			
Water Expenses		789,983	-
[Related to prior period Rs. 391,456/- (Previous Year Nil)]			
Brokerage & Commission		20,053,579	-
Building Insurance		151,428	114,660
Other Direct Expenses		3,619,589	1,871,318
		56,911,849	22,437,740

Particulars	Schedule No.	As At 31.03.2011 Amount (Rs.)	As At 31.03.2010 Amount (Rs.)
<u>(INCREASE)/ DECREASE IN STOCK</u>	11		
Software			
Opening Stock		259,098	259,098
Less: Closing Stock		259,098	259,098
		—	—
<u>EMPLOYEES' REMUNERATION & BENEFITS</u>	12		
Salary		8,196,299	3,363,055
Employer's Contribution to PF & ESI		105,055	54,450
Staff Welfare		521,503	875,719
Retirement Benefits		382,984	52,525
		9,205,841	4,345,749
<u>ADMINISTRATIVE & OTHER EXPENSES</u>	13		
Communication Expenses		343,302	275,737
Consultancy Charges		3,019,942	3,003,614
Conveyance & Travelling		465,990	516,624
Fees & Subscriptions		592,448	203,761
[Related to prior period Nil (Previous Year Rs. 412/-)]			
Business Promotion & Advertising		920,058	958,900
Running & Maintenance		513,138	194,327
Vehicle Insurance		21,545	10,887
Sundry Balance Written Off (Net)		2,302,535	1,895,633
Auditors' Remuneration:			
— Audit Fees	1,441,200		782,725
— Taxation Matters	385,664		313,000
— Other Matters	3,500	1,830,364	10,000
		1,830,364	1,105,725
[Related to prior period Rs. 33,016/- (Previous Year Nil)]			
Payment to Directors:			
— Directors' Sitting Fee	37,500		40,000
— Directors' Remuneration	5,400,000	5,437,500	5,400,000
		5,437,500	5,440,000
Donation		250,000	-
Loss from Sale of Investment		12,357	-
Miscellaneous Expenses		2,298,732	330,833
		18,007,911	13,936,041
<u>FINANCIAL CHARGES</u>	14		
Bank Charges		2,345,165	3,884,875
Interest Paid		128,923,115	78,282,548
Processing Charges		8,765,906	2,768,530
		140,034,186	84,935,953
<u>EXCEPTIONAL ITEMS</u>	15		
Depreciation of Earlier Years *			
Additional Depreciation Charged		—	62,590,012
(*See Note 2 (x) in Schedule 16)			
		—	62,590,012

SCHEDULE NO. – 16**ACCOUNTING POLICIES AND NOTES TO ACCOUNTS****1. SIGNIFICANT ACCOUNTING POLICIES****a) ACCOUNTING CONVENTION**

The financial statements have been prepared under the historical cost convention, as applicable to a going concern in accordance with generally accepted accounting principles in India, mandatory accounting standards and the provisions of the Companies Act, 1956.

b) PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to ETT Limited ('the Company') and its subsidiary companies. The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as of the Company except in the case of subsidiaries which ceased to exist as a subsidiary during the financial year. The consolidated financial statements have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard - 21 "Consolidated Financial Statements", prescribed under the Companies (Accounting Standards) Rules, 2006.
- ii) The difference between the costs of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.
- iii) Goodwill on consolidation represents the excess of the fair value of the purchase consideration over the Group's share of the fair values of the identifiable net assets of the subsidiaries at the date of acquisition. Goodwill is measured at cost less accumulated impairment losses, if any. The carrying value of goodwill is reviewed for impairment annually. The impairment value of goodwill is recognized immediately in the consolidated income statement. An impairment loss recognized for goodwill is not reversed in a subsequent period. If, after reassessment, the Group's interest in the fair values of the identifiable net assets of the subsidiaries exceeds the cost of the business combinations, the excess is recognized immediately in the consolidated income statement.
- iv) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements by regrouping, recasting or rearranging figures, wherever considered necessary.

c) USE OF ESTIMATES

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

d) INVESTMENTS

- i) Investments other than in subsidiaries and associates have been accounted for as per Accounting Standard -13 "Accounting for Investments" prescribed under the Companies (Accounting Standards) Rules, 2006.
- ii) Long Term Investments are stated at cost. Provision for diminution in the value of long-term investment is not made as the decline in the value of Investment is considered temporary by the management.

e) FIXED ASSETS

- i) Fixed Assets are stated at their original cost of acquisition or construction less accumulated depreciation (except land) and impairment loss, if any.
- ii) Cost comprises of purchase price and all expenses directly attributable to the acquisition or construction of the asset.
- iii) Expenses incurred related to project not yet ready for its intended use at the balance sheet date, including financing costs are capitalized under Capital Work-in-Progress Account.
- iv) Capital work-in-progress account also includes material at site as on the date of consolidated balance sheet.

f) DEPRECIATION / AMORTIZATION

- a) Depreciation has been provided for on the value capitalized under respective assets as stated above, as per the Written Down Value (WDV) Method at rates prescribed in Schedule XIV of the Companies Act, 1956 on the assets actually put to use during the current year except goodwill arising out of the consolidation.

- b) Depreciation is calculated on pro-rata basis from the date of acquisition and/or capitalization, as applicable and is charged to revenue.
- c) Assets costing individually upto Rs. 5,000/- (Rupees Five Thousand only) are fully depreciated in the year of purchase.
- d) Goodwill arising out of consolidation is amortized over a period of 5 years.
- e) Amortization has not been provided on the leasehold land.

g) INVENTORY

Inventories have been valued as under:

Diesel - At lower of cost or estimated realizable value

Stock of Software - At lower of cost or estimated realizable value

The valuation of inventory has been made as per the requirement of Accounting Standard – 2 “Valuation of Inventories”, prescribed under the Companies (Accounting Standards) Rules, 2006.

h) PROVISION FOR RETIREMENT BENEFITS

- a) Periodical contributions made to the concerned authorities towards Provident Fund and ESI are charged to revenue on accrual basis.
- b) Long term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of long term benefits are charged to the Profit and Loss account. The liability is unfunded.

i) EXPENSES

The Company has charged all expenses on accrual basis of accounting.

j) INCOME

All incomes have been recognized on accrual basis of accounting as per the provisions of Accounting Standard - 9 “Revenue Recognition” prescribed under the Companies (Accounting Standards) Rules, 2006.

k) TAXATION

Income tax comprises current tax and deferred tax. Current tax is the amount of tax payable as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates enacted or substantively enacted by the balance sheet date.

l) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are recorded at the exchange rates prevailing on the dates of the transactions.

m) IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired, except in case of goodwill on consolidation. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

n) BORROWING COSTS

Borrowing cost that is attributable to the acquisition or construction of a qualifying asset is capitalized as part of the cost of such asset and other borrowing costs are recognized as an expense in the period in which they are incurred. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

o) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized 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 recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the consolidated financial statements.

p) INTANGIBLE ASSETS

According to Accounting Standard – 26 on “Intangible Assets” prescribed under the Companies (Accounting Standards) Rules, 2006, in case of an expenditure incurred by the Company which may provide future economic benefits to the Company, however out of which, no intangible asset or other asset is acquired or created which can be recognized, the expenditure is recognized as an expense as and when it is incurred.

q) CASH FLOW STATEMENT

Cash Flows are reported using the indirect method as set out in the Accounting Standard - 3 on "Cash Flow Statement" prescribed under the Companies (Accounting Standards) Rules, 2006, whereby net profit before tax is adjusted for the effects of the transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

2. NOTES TO ACCOUNTS

- i) In the opinion of the management current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of the business.

Some of the advances paid to contractors and suppliers, account of sundry debtors & creditors, account of contractors and loans and advances given are subject to confirmation, due reconciliation and consequential adjustments arising therefrom, if any. However, the management does not expect any material variation.

- ii) The Subsidiary companies considered in the consolidated financial statements are:

Name of the Subsidiary	Country of Incorporation	Proportion of ownership interest
Valley Computech Pvt. Ltd.	India	100%
York Calltech Pvt. Ltd.	India	100%
Express Techno Park Pvt. Ltd.*	India	100%
Express Infopark Pvt. Ltd.*	India	100%
Ambience Buildwell Pvt. Ltd.*	India	100%
Drishti Apparels Pvt. Ltd.#	India	100%
Amici Infopark Pvt. Ltd.*	India	100%

* Ceased to exist as a subsidiary during the current financial year due to strike off under Section 560 of the Companies Act, 1956 through Easy Exit Scheme, 2011.

Ceased to exist as a subsidiary during the current financial year due to transfer of shares.

- iii) The Group is primarily engaged in one Business Segment (IT Infrastructure Provider) and Geographical Segment (India). Income from other business segments is not significant enough to be reported as separate segment as envisaged in the Accounting Standard - 17 on "Segment Reporting" prescribed under the Companies (Accounting Standards) Rules, 2006.
- iv) Related Party relationships / transactions warranting disclosures under Accounting Standard - 18 "Related Party Disclosures" prescribed under the Companies (Accounting Standards) Rules, 2006 are as follows.

(a) List of related parties where control exists and related parties with whom transactions have taken place:

Name of Related Parties	Relationship
Appreciate Fincap Pvt. Ltd.	Associate Company
Baba Infrastructures and Developers Ltd.*	Associate Company
Express Infoways Pvt. Ltd.	Associate Company
Amici Securities Ltd.	Associate Company
Aakarshak Realators Pvt. Ltd.#	Associate Company
Express Infocom Pvt. Ltd.	Associate Company
Ambience Buildtech Pvt. Ltd.	Associate Company
Drishti Overseas Pvt. Ltd.	Associate Company
Mr. Sandeep Sethi	Key Management Personnel
Mr. Gurupreet Sangla	Key Management Personnel
Mr. Harvinder Singh	Key Management Personnel
Mr. Sanjay Arora	Key Management Personnel
Mrs. Seema Sangla	Relative of KMP

* Ceased to exist during the current financial year due to amalgamation.

Ceased to exist as an Associate Company during the current financial year due to transfer of shares

(b) Transactions during the year with related parties (excluding reimbursements):

(Amount in Rs.)

Sr. No.	Nature of Transaction	Associates	KMP & Relatives	Others	Total
1	Loan Received	- (56,400)	41,950,000 (-)	- (-)	41,950,000 (56,400)
2	Loan Repaid	- (56,400)	29,200,000 (-)	- (-)	29,200,000 (56,400)
3	Advances given under Agreement to Purchase Capital Assets	17,000,000 (4,570,000)	- (-)	- (-)	17,000,000 (4,570,000)
4	Advances received back under Agreement to Purchase Capital Assets	14,500,000 (12,630,000)	- (-)	- (-)	14,500,000 (12,630,000)
5	Advances received under Agreement to Lease	7,850,000 (-)	- (-)	- (-)	7,850,000 (-)
6	Advances refunded under Agreement to Lease	7,850,000 (-)	- (-)	- (-)	7,850,000 (-)
7	Interest Free Security Deposit Received	16,500,000 (-)	- (-)	- (-)	16,500,000 (-)
8	Refund of Interest Free Security Deposit Received	16,500,000 (-)	- (-)	- (-)	16,500,000 (-)
9	Sale of Investment	- (-)	- (-)	7,850,000 (-)	7,850,000 (-)
10	Share Application Money received	1,500,000 (42,050,000)	- (38,900,000)	- (-)	1,500,000 (80,950,000)
11	Refund of Share Application Money	1,500,000 (42,050,000)	- (38,900,000)	- (-)	1,500,000 (80,950,000)
12	Directors' Remuneration Paid	- (-)	5,400,000 (5,400,000)	- (-)	5,400,000 (5,400,000)
13	Unsecured Loans Written Back	- (-)	56,000 (-)	- (-)	56,000 (-)

Note: Figures in bracket represent previous year's amounts.

Disclosure in Respect of Material Related Party Transactions during the year :

- Loan received during the year includes Mr. Sandeep Sethi Rs. 184.00 Lacs (Previous Year Rs. Nil), Mr. Sanjay Arora Rs. 235.50 Lacs (Previous Year Rs. Nil), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 0.56 Lacs).
- Loan repaid during the year includes Mr. Sandeep Sethi Rs. 124.50 Lacs (Previous Year Rs. Nil), Mr. Sanjay Arora Rs. 167.50 Lacs (Previous Year Rs. Nil), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 0.56 Lacs).
- Advances given under Agreement to purchase Capital Assets include Express Infoways Private Limited Rs. 170.00 Lacs (Previous Year Rs. 45.70 Lacs).
- Advances received back under Agreement to purchase Capital Assets include Express Infoways Private Limited Rs. 145.00 Lacs (Previous Year Rs. Nil), Aakarshak Realators Private Limited Rs. Nil (Previous Year Rs. 126.30 Lacs).
- Advances received under Agreement to Lease include Appreciate Fincap Private Limited Rs. 78.50 Lacs (Previous Year Rs. Nil).
- Advances refunded under Agreement to Lease include Appreciate Fincap Private Limited Rs. 78.50 Lacs (Previous Year Rs. Nil).
- Interest Free Security Deposit received includes Baba Infrastructures and Developers Limited Rs. 165.00 Lacs (Previous Year Rs. Nil)
- Refund of Interest Free Security Deposit received includes Baba Infrastructures and Developers Limited Rs. 165.00 Lacs (Previous Year Rs. Nil).
- Sale of Investment includes Mrs. Seema Sangla Rs. 78.50 Lacs (Previous Year Rs. Nil).
- Share Application Money received includes Express Infocom Private Limited Rs. 15.00 Lacs (Previous Year Rs. 14.50 Lacs), Ambience Buildtech Private Limited Rs. Nil (Previous Year Rs. 9.00 Lacs), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 315.00 Lacs), Baba Infrastructures and Developers Limited Rs. Nil (Previous Year Rs. 9.00 Lacs),

- Drishti Overseas Private Limited Rs. Nil (Previous Year Rs. 20.00 Lacs), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 53.00 Lacs), Mr. Sandeep Sethi Rs. Nil (Previous Year Rs. 206.50 Lacs), Mr. Sanjay Arora Rs. Nil (Previous Year Rs. 182.50 Lacs).
- 11) Refund of Share Application Money includes Express Infocom Private Limited Rs. 15.00 Lacs (Previous Year Rs. 14.50 Lacs), Ambience Buildtech Private Limited Rs. Nil (Previous Year Rs. 9.00 Lacs), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 315.00 Lacs), Baba Infrastructures and Developers Limited Rs. Nil (Previous Year Rs. 9.00 Lacs), Drishti Overseas Private Limited Rs. Nil (Previous Year Rs. 20.00 Lacs), Appreciate Fincap Private Limited Rs. Nil (Previous Year Rs. 53.00 Lacs), Mr. Sandeep Sethi Rs. Nil (Previous Year Rs. 206.50 Lacs), Mr. Sanjay Arora Rs. Nil (Previous Year Rs. 182.50 Lacs).
- 12) Directors' Remuneration Paid includes Mr. Gurupreet Sangla Rs. 15.00 Lacs (Previous Year Rs. 15.00 Lacs), Mr. Sandeep Sethi Rs. 15.00 Lacs (Previous Year Rs. 15.00 Lacs), Mr. Harvinder Singh Rs. 12.00 Lacs (Previous Year Rs. 12.00 Lacs), Mr. Sanjay Arora Rs. 12.00 Lacs (Previous Year Rs. 12.00 Lacs).
- 13) Unsecured Loans Written Back includes Mr. Gurupreet Sangla Rs. 0.28 Lacs (Previous Year Rs. Nil), Mr. Sandeep Sethi Rs. 0.28 Lacs (Previous Year Rs. Nil).

(c) Closing Balance as on March 31, 2011

(Amount in Rs.)

Sr. No.	Nature of Transaction	Associates	KMP & Relatives	Others	Total
1	Loans Received	- (-)	12,750,000 (-)	- (-)	12,750,000 (-)
2.	Advances Given	63,770,000 (61,270,000)	- (-)	- (-)	63,770,000 (61,270,000)

Note: Figures in bracket represent previous year's amounts.

v) Additional information (to the extent applicable):

(Amount in Rs.)

Sr. No.	Particulars	As on 31.03.2011	As on 31.03.2010
a.	Capital Commitments:		
	Estimated amount of contracts remaining to be executed on capital accounts (net of advances) and not provided for	478,382,819	462,573,007

b. Other contingent liabilities not provided for in respect of:

- i) Guarantee issued by Bank on behalf of Company in favour of Customs Department, Noida – Rs. 372,323/- (Previous Year Rs. 372,323/-) secured against 100% margin in form of Fixed Deposit pledged with Bank. Fixed Deposit has been released from bank after the Balance Sheet date as the Bank Guarantee has expired. The appropriate adjustment regarding the same shall be made in the financial year 2011 - 2012 accordingly.
- ii) Fixed Deposits with Bank consist of Rs.72,757/- (Previous Year Rs. 71,096/-) in favour of UPVAT Department, Noida which has been pledged and kept by them as Sales Tax Guarantees.
- iii) During the year, company has received a demand of Entry Tax for Rs. 36,295/- u/s 22 of UPVAT Act, for the year 2007 – 2008, against which rectification has been filed under section 31(1) under UPVAT Act, with the Assistant Commissioner, Ward – 3, Commercial Tax, Noida which is pending for disposal. The Company has been legally advised that the said demand is likely to be deleted and therefore no provision has been made in this respect.
- vi) Borrowing Cost Capitalized during the year: Rs. 76,229,633/- (Previous Year: Rs. 93,311,536/-).**
- vii) The Company is registered with STPI, Noida as an Infrastructure Service Provider (ISP) and has availed customs duty exemption of Rs. 5,875,564/- on import of certain capital goods. The Company has given a General Bond of Rs. 6,000,000/- to Customs Department, Noida towards indemnity for Custom duty exemption availed. Being an ISP, the Company can lease its building Express Trade Towers 1, 15 – 16, Sector 16A, Noida – 201 301 (U.P.) only to the units registered with STPI. However, the Company had leased out part of the Building to non STPI units. The Company has applied to the STPI and Customs Department for debonding of the building and has accordingly deposited the full custom duty saved. During the current year, the final demand has been raised from Customs Department of Rs. 1,927,414/- towards Interest on custom duty including penalty amount of Rs. 50,000/- which has been settled and deposited in the current year and charged to profit & loss account under the head of "Miscellaneous Expenses".**

- viii) Other receipts” include Rs. 1,722,400/- on account of amicable settlement with reference to an agreement with a party for purchase of a property against which the Company had filed a suit for the specific performance. The Company has withdrawn the High Court case during the year.
- ix) “Sundry Balances written off (Net)” includes Rs. 2,360,788/- which was paid under protest to Union Bank of India on account of processing fees and pre-payment charges. During the year, the management has decided not to proceed further for recovery of the said amount as advised by its legal counsel and the same has been written off in the books of account during the financial year.
- x) Depreciation Policy was changed during the financial year 2009 – 2010 from Straight Line Method (SLM) to Written Down Value Method (WDV) with retrospective effect as per the Accounting Standards prescribed under the Companies (Accounting Standards) Rules, 2006. As a result of change in the depreciation policy the depreciation charged to profit & loss account during the previous year had been increased by Rs. 76,154,461 including the earlier years depreciation amounting to Rs. 62,590,012. The same has been shown under the head “Exceptional Items”.
- xi) During the year, the period of redemption of 1,690,000 and 1,310,000 6% non cumulative non participating redeemable preference shares of the Company has been extended upto March 31, 2017 with consent of the respective shareholders. The total preference shares of the Company i.e. one (1) Crore will now be redeemable at par on or before March 31, 2017.
- xii) DEFERRED TAXATION
Pursuant to Accounting Standard-22, “Accounting for Taxes on Income”, deferred tax assets / liabilities at the end of the year are as follows:

(Amount in Rs.)

Particulars	31.03.2011	31.03.2010
Deferred tax liability arising on account of :		
Depreciation	40,788,744	22,759,838
Gross Deferred Tax Liability	40,788,744	22,759,838
Deferred tax assets arising on account of :		
Depreciation	-	95,991
Provision for Earned Leave & Gratuity	146,851	93,677
Brought forward business losses	8,316,020	459,098
Brought forward unabsorbed depreciation	28,686,919	563,322
Gross deferred tax asset	37,149,790	1,212,088
Net deferred tax liability / (asset)	3,638,954	21,547,750
Aggregate of net deferred tax liabilities jurisdictions	23,351,372	22,666,161
Aggregate of net deferred tax assets jurisdictions	19,712,418	1,118,411
Net liability / (asset)	3,638,954	21,547,750

xiii) Earning Per Share (EPS)

Pursuant to the Accounting Standard – 20, “Earnings per share”, prescribed under the Companies (Accounting Standards) Rules, 2006, the value of EPS is calculated as follows:

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
Net Profit / (Loss) attributable to equity shareholders (Rs.)	(35,120,367)	24,855,863
Weighted average number of equity shares	6,912,440	6,912,440
Basic & Diluted Earning Per Share (Rs.)	(5.08)	3.60
Nominal Value Per Share (Rs.)	10/-	10/-

xiv) Goodwill on Consolidation (Amount in Rs.)

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
Opening Balance	6,376,000	9,564,000
Value before amortization	6,376,000	9,564,000
Less: Amortized during the year	3,188,000	3,188,000
Closing Balance	3,188,000	6,376,000

xv) Directors' Remuneration (Amount in Rs.)

Remuneration of Directors (including Managing Directors) is as under:

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
Salaries	5,400,000/-	5,400,000/-
Total	5,400,000/-	5,400,000/-

* Excluding provision for Gratuity and Leave Encashment, if any.

The total remuneration as stated above is within the maximum permissible limits prescribed under Part II of Schedule XIII of the Companies Act, 1956.

xvi) The disclosures as per Accounting Standard-15, "Employee Benefits" prescribed under the Companies (Accounting Standards) Rules, 2006 are as follows:
Defined Contribution Plan

 Contribution to Defined Contribution Plans, recognized as expense for the year is as under: (Amount in Rs.)

Particulars	2010-11	2009-10
Employer's Contribution to Provident Fund	60,851/-	70,155/-
Employer's Contribution to ESI	73,343/-	50,392/-

Defined Benefit Plan

Reconciliation of opening & closing Balances of defined benefit obligation:

Particulars	Gratuity	
	31.03.2011 Amount (Rs.)	31.03.2010 Amount (Rs.)
Present Value of obligation as at the beginning of the year	355,981/-	311,705/-
Current Service Cost	155,705/-	131,719/-
Past Service Cost	25,493/-	-
Interest Cost	29,902/-	21,820/-
Benefits Paid	(29,423/-)	-
Actuarial Cost / (gain)	(72,044/-)	(109,263/-)
Present Value of obligation as at the end of the year	465,614/-	355,981/-

Particulars	Leave Salary*	
	31.03.2011* Amount (Rs.)	31.03.2010 Amount (Rs.)
Present Value of obligation as at the beginning of the year	327,597/-	276,420/-
Current Service Cost	78,796/-	93,166/-
Interest Cost	27,519/-	19,349/-
Benefits Paid	(187,946/-)	(26,691/-)
Actuarial (Gain) / Loss	137,613/-	(34,647/-)
Present Value of obligation as at the end of the year	383,579/-	327,597/-

* Leave Salary includes Liability for outstanding Sick Leave and Earned Leave.

Principal actuarial assumptions:

Particulars	Rate %	
	31.03.2011	31.03.2010
Discount Rate (per annum)	8.30	8.40
Future Salary Increases (per annum)	5.00	5.00

xvii) Previous year figures have been regrouped / rearranged wherever necessary to make them comparable with current year figures. Amounts are rounded off to the nearest rupee for the purpose of reporting.

xviii) Schedule 1 to 16 form an integral part of the Consolidated Financial Statements.

In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Sd/-
(Puniti Sharma)
Company Secretary

Place : New Delhi
Date : September 02, 2011

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2011

	As on 31.03.2011 Amount (Rs.)	As on 31.03.2010 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) after Interest and before Tax	(52,433,189)	(3,098,936)
Adjustments for:		
Exceptional Items (Non Cash)	-	62,590,012
Sundry Balance Written Off	2,243,535	-
Interest recognised in Profit & Loss Account	128,923,115	78,282,548
Interest received	(350,071)	(1,219,978)
Loss from Sale of Investment	12,357	-
Profit from Sale of Fixed Assets	(57,545)	-
Depreciation	57,147,111	26,124,969
Provision for Retirement Benefits	382,984	52,525
Amortization of Goodwill	3,188,000	3,188,000
Operating Profit before Working Capital changes	139,056,297	165,919,140
Adjustments for :		
Decrease /(Increase) in Debtors	(6,757,867)	319,189
Increase / (Decrease) in Security Deposit received	58,754,870	7,556,735
Decrease /(Increase) in Inventory	(498,694)	115,887
Decrease /(Increase) in Other Current Assets	(3,760,194)	3,407,105
Increase /(Decrease) in Other Current Liabilities	3,727,004	(7,996,493)
Retirement Benefits (Paid)	(217,369)	(4,662)
Direct Tax (Paid) / Refunded	(11,944,278)	(3,144,932)
NET CASH FROM OPERATING ACTIVITIES (A)	178,359,769	166,171,969
B. CASH FLOW FROM INVESTING ACTIVITIES		
Decrease /(Increase) in Fixed Assets (Including Capital WIP)	(509,303,446)	(353,220,091)
Decrease /(Increase) in Current Assets (Project)	23,981,902	(12,308,423)
Decrease /(Increase) in Loans & Advances	10,825,864	102,031,778
(Decrease) /Increase in Current Liabilities (Project)	41,396,945	(7,954,311)
Decrease /(Increase) in Investments / Share Application Money given	19,291,560	35,810,000
Loss from Sale of Investment	(12,357)	-
Profit from Sale of Fixed Assets	57,545	-
Interest received during the year	350,071	1,219,978
NET CASH USED IN INVESTING ACTIVITIES (B)	(413,411,916)	(234,421,069)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Secured Loans	362,276,190	201,047,277
Increase/(Decrease) in Unsecured Loans	12,806,000	-
Interest Paid during the year	(128,923,115)	(78,282,548)
NET CASH FROM FINANCING ACTIVITIES (C)	246,159,075	122,764,729
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	11,106,928	54,515,629
NET INCREASE IN CASH & CASH EQUIVALENTS		
Cash and Cash Equivalents as at beginning	60,469,151	5,953,522
Cash and Cash Equivalents as at end	71,576,079	60,469,151
NET INCREASE IN CASH & CASH EQUIVALENTS	11,106,928	54,515,629

In terms of our audit report of even date annexed

for **VSD & Associates**
Chartered Accountants
F.R.No. 008726N

Sd/-
(Vinod Sahni)
Partner
M.No. 86666

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N

Sd/-
(Lila Dhar Saraogi)
Partner
M.No. 84522

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Sd/-
(Puniti Sharma)
Company Secretary

Place : New Delhi
Date : September 02, 2011



ETT LIMITED

Registered Office : 17, Hemkunt Colony, New Delhi - 110 048

PROXY FORM

Regd. Folio No. :
* No. of Shares held :

DP ID :
Client ID :

I / We.....
of.....being
Member(s) of ETT Limited, hereby appoint Mr./Ms.....of
.....or failing him /
her Mr. / Ms.....of.....as my / our proxy to
vote for me / us on my / our behalf at the 18th Annual General Meeting of the Company to be held on Thursday, the 29th September, 2011
at 4.00 P.M. at the Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi – 110 019.

Signed this.....day of September, 2011

Affix Re 1/- Revenue Stamp

*Applicable in case of shares held in physical form

- Notes: (a) The form should be signed across the stamp as per specimen signature registered with the Company.
(b) The Proxy form, duly completed, stamped & signed, must be received at the Registered office of the Company at least forty eight hours before the commencement of the meeting.



ETT LIMITED

Registered Office : 17, Hemkunt Colony, New Delhi - 110 048

ATTENDANCE SLIP

Regd. Folio No. :
* No. of Shares held :

DP ID :
Client ID :

Name of Member(s).....(in Block Letters)
Name of Proxy, if attending for Member(s).....(in Block Letters) hereby
record my / our presence at the 18th Annual General Meeting of the Company at the Jahanpanah Club, Mandakini Housing Scheme,
Alaknanda, New Delhi – 110 019 at 4.00 P.M. on Thursday, the 29th September, 2011.

Signature of Member / Proxy

*Applicable in case of shares held in physical form

- Notes: (a) Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
(b) Members are requested to bring their copies of the Annual Report to the meeting.