



20TH ANNUAL GENERAL MEETING 2012 - 2013

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 Singh Kalra	<i>Director</i>
Mr. Rajvir Sharma	<i>Director</i>
Mr. Ratinder Pal Singh Bhatia	<i>Director</i>
Mr. Aman Batra	<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@gmail.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. HDFC Bank Ltd.**
- 3. State Bank of India**
- 4. Vijaya Bank**
- 5. Union Bank of India**
- 6. ICICI Bank Ltd.**

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NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Members of ETT Limited will be held on Saturday, September 14, 2013 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, 2013 and the Statement of Profit and Loss 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. Rajvir Sharma, 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 2013 - 2014.

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 pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of Registrar of Companies, New Delhi, consent of shareholders of the Company, be and is hereby accorded to replace the existing sub-clause 66 under Clause III-C (Other Objects) of the Memorandum of Association with the new sub-clause as stated hereunder:

“III-C Other Objects

66. To carry on the business of treasury operations and to subscribe, acquire, hold, buy, sell, trade, dispose off or otherwise deal in financial products of all kinds including mutual funds, debentures, bonds, units, treasury bills, commercial papers, equity derivatives, futures & options, commodity derivatives, currency derivatives and all types of negotiable and financial instruments.

RESOLVED FURTHER THAT Mr. Sandeep Sethi and Mr. Gurupreet Sangla, Managing Directors of the Company, be and are hereby authorised, severally, to sign, execute and file for and on behalf of the Company, necessary documents with the Registrar of Companies/MCA under their digital signatures and to take such steps as may be necessary to give effect to this resolution including to agree to such amendments and modifications in the aforesaid sub-clause as may be required by any authority or as may otherwise be deemed fit by the Board.”

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

“RESOLVED THAT pursuant to the provisions of Section 149(2A) and all other applicable provisions, if any, of the Companies Act, 1956, approval of the members of the Company, be and is hereby accorded to the Board of Directors of the Company for commencement of business as specified in recently amended sub-clause 66 of Clause III-C (Other Objects) of the Memorandum of Association of the Company as reproduced hereinbelow:

“III-C Other Objects

66. To carry on the business of treasury operations and to subscribe, acquire, hold, buy, sell, trade, dispose off or otherwise deal in financial products of all kinds including mutual funds, debentures, bonds, units, treasury bills, commercial papers, equity derivatives, futures & options, commodity derivatives, currency derivatives and all types of negotiable and financial instruments.”

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 the Board may in its absolute discretion consider necessary, proper, desirable or appropriate to give effect to this resolution including delegation of powers to any Director / Officer of the Company.”

For and on behalf of the Board of Directors

Sd/-
Puniti Sharma
Company Secretary

New Delhi
August 1, 2013

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 Friday, September 13, 2013 and Saturday, September 14, 2013 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 2012 – 13.
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 & 6:**

In view to further clarify the scope of financial products, Your Directors recommend the amendment of sub-clause 66 under Clause III-C (Other Objects) of the Memorandum of Association to include the dealing in all kinds of financial products including mutual funds, debentures, bonds, units, treasury bills, commercial papers, equity derivatives, futures & options, commodity derivatives, currency derivatives and all types of negotiable and financial instruments.

As per the provisions of Section 17 of the Companies Act, 1956, the consent of members of the Company is required to enable the Board of Directors to amend the Other Objects Clause of the Memorandum of Association.

Further, Your Directors propose to commence business as stated under sub-clause 66 of Clause III-C 'Other Objects' of Memorandum of Association of the Company. The consent of members of the Company is required to enable the Board of Directors to carry on the above business in terms of the provisions of Section 149(2A) of the Companies Act, 1956.

The Board of Directors recommends and places before you the proposed resolution at Item no. 5 & 6 under Section 17 and Section 149(2A) of the Companies Act, 1956, for your consideration and approval, in the best interest of the Company.

None of the Directors is concerned or interested in the proposed resolutions except to the extent of their shareholding in the Company.

For and on behalf of the Board of Directors

Sd/-
Puniti Sharma
Company Secretary

New Delhi
August 1, 2013

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 20th Annual Report on the business and operations of the Company together with the Audited Accounts for the financial year ended March 31, 2013.

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, 2013	March 31, 2012
Total Income	524.94	2,667.18
Less: Operating Expenses	3215.57	633.33
Gross Profit before Interest and Depreciation	(2,690.63)	2,033.85
Less: (i) Interest	179.47	1,272.40
(ii) Depreciation	35.80	225.81
Profit before exceptional items and tax	(2,905.90)	535.64
Add: Exceptional Items	3,027.91	0.00
Profit before tax	122.01	535.64
Less: Provision for Tax:		
(i) Net Current Tax	-	0.87
(ii) Deferred Tax	(250.79)	12.93
(iii) Income Tax of Earlier Year	0.53	-
Profit after tax transferred to Balance Sheet	372.27	521.84
Paid-up Share Capital	2,036.87	2,036.87
Reserves and Surplus	2,715.87	2,343.60

Year in retrospect and overview

(i) Financial Performance

During the year under review, the total income of the Company was Rs. 524.94 Lac as against Rs. 2,667.18 Lac in previous year ended March 31, 2012. The Company earned a profit of Rs. 372.27 Lac as against profit of Rs. 521.84 Lac in the previous year.

Exceptional items for the year ended March 31, 2013 include a profit of Rs. 15,392.84 Lacs on transfer of approved and notified Industrial Park of the Company situated at Noida and a loss of Rs. 12,364.93 Lacs on transfer of Company's entire investment in the shares of one of its wholly owned subsidiary to its another wholly owned subsidiary as a part of the corporate restructuring undertaken by the Company.

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

Subsidiaries

Your Company has the following subsidiaries as on March 31, 2013:

1. M/s Auxin Engineering Ltd.
2. M/s Valley Computech Ltd.
3. M/s York Calltech Pvt. Ltd.
4. M/s GST Hotel & Resorts Pvt. Ltd.

* During the current financial year:

- a) M/s Auxin Engineering Ltd. has become the wholly owned subsidiary of the Company from the start of financial year 2012-13.
- b) M/s Valley Computech Pvt. Ltd. has converted into a public limited company and consequently its name is changed to Valley Computech Ltd.

- c) The Company sold its entire shareholding in M/s Valley Computech Ltd. to one of its wholly owned subsidiaries, M/s Auxin Engineering Ltd. Henceforth, the Company became Ultimate Holding Company of M/s Valley Computech Ltd.
- d) M/s Valley Computech Ltd. acquired 100% equity shareholding of M/s GST Hotel & Resorts Pvt. Ltd. Subsequently, the Company has become the Ultimate Holding Company of M/s GST Hotel & Resorts Pvt. Ltd.

After the closure of the financial year ended March 31, 2013, M/s Valley Computech Ltd. acquired entire shareholding of M/s Ambience Buildtech Pvt. Ltd. Accordingly, M/s Ambience Buildtech Pvt. Ltd. became wholly owned subsidiary of M/s Valley Computech Ltd. with effect from June 1, 2013.

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, 2013 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, 2013.

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 2013 - 14.

Corporate Governance Report

The Corporate Governance Report, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, forms part of this Report.

The requisite 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 the Corporate Governance 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, 2013.

Directors

In accordance with the relevant provisions of the Companies Act, 1956 and Article 102 of the Articles of Association of the Company, Mr. Rajvir Sharma 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.

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

The joint Statutory Auditors, M/s L.D. Saraogi & Co., Chartered Accountants and M/s VSD & Associates, Chartered Accountants, 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. The Auditors have made an observation regarding delay in payment of statutory dues as referred to in point (ix)(b) of the Annexure to the Auditors' Report.

As regards the above observation of Auditors, the Board clarifies that the Company has paid all the statutory dues in respect of TDS, Service Tax, along with upto date interest, with appropriate authorities, after the Balance Sheet date.

2. The Auditors have made an observation regarding payment of disputed amount as referred to in point (ix)(c) of the Annexure to the Auditors' Report.

In the opinion of the Board, the comment of the Auditors read with the Note no. 38 of Notes to Financial Statements is self explanatory and do not warrant any specific clarification.

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. 17,004/- as compared to Nil and Rs. 15,563/- in the previous year respectively on account of membership fees of US Green Building Council.

Directors' Responsibility Statement

In terms of provisions of Section 217(2AA) of the Companies Act, 1956, 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
August 1, 2013

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	Auxin Engineering Ltd.*	Valley Computech Ltd.**	York Calitech Pvt. Ltd.**	GST Hotel & Resorts Pvt. Ltd.**
2.	Financial year of the subsidiary company ended on	March 31, 2013	March 31, 2013	March 31, 2013	March 31, 2013
3.	Holding Company's interest in the subsidiary companies as on March 31, 2013 (a) Type of Shares (b) Total Number of Shares (c) Face Value (d) Extent of Holding	Equity Shares 50,000 10 100%	Equity Shares 25,67,150 10 100%	Equity Shares 13,00,500 10 100%	Equity Shares 50,000 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	(27,967) (4,95,500)	(6,95,278) (82,569)	(2,97,30,423) (11,94,381)	(25,832) (28,546)
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

NOTES:

- * M/s Auxin Engineering Ltd. has become the wholly owned subsidiary of the Company from the start of financial year 2012-13.
- ** a) M/s Valley Computech Pvt. Ltd. has converted into a public limited company and consequently its name is changed to Valley Computech Ltd.
b) The Company sold its entire shareholding in M/s Valley Computech Ltd. to one of its wholly owned subsidiaries, M/s Auxin Engineering Ltd. on March 13, 2013. The Company's status thus changed from Immediate Holding Company to Ultimate Holding Company of M/s Valley Computech Ltd.
c) M/s Valley Computech Ltd. acquired 100% equity shareholding of M/s GST Hotel & Resorts Pvt. Ltd. on March 21, 2013. Consequently, the Company has become the Ultimate Holding Company of M/s GST Hotel & Resorts Pvt. Ltd.
- *** M/s York Calitech Pvt. Ltd. is a wholly owned subsidiary company of Valley Computech Ltd., which in turn is a wholly owned subsidiary of Auxin Engineering Ltd.

For and on behalf of the Board of Directors

Place : New Delhi
Date : August 1, 2013

Sd/-
Sandeep Sethi
Managing Director

Sd/-
Gurupreet Sangla
Jt. Managing Director

Sd/-
Puniti Sharma
Company Secretary

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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 real estate sector in India has come a long way by becoming one of the fastest growing markets in the world. It is not only successfully attracting domestic real estate developers, but foreign investors as well. The growth of the industry is attributed mainly to a large population base, rising income level, and rapid urbanization. The cities and towns in India are expanding and the space requirement for education, healthcare and tourism provides opportunities in the real estate sector. It is the second-largest employment-generating sector after agriculture. Growing at a rate of about 20% per annum, this sector has been contributing about 5-6% to India's GDP. The total revenue generated in fiscal 2011-12 stood at around 314 million USD. After undergoing corporatisation and professionalisation, today real estate is recognized as one of the key sector contributing to the country's economic development. The size of the Indian real estate market is expected to touch 180 billion USD by 2020.

Overall, 2012 remained fairly status quo for real estate. There was not much fluctuation in any of the major sectors in real estate. Office space absorption remained lower compared with 2011. Meanwhile, retail faced challenges of quality supply, affecting the overall absorption. The residential demand improved however, especially in cities like Pune and Gurgaon.

The Indian real estate sector has witnessed significant growth in the past few years and is expected to grow at the rate of 30 per cent in the coming years. The sector has emerged as one of the most appealing investment sectors for domestic as well as foreign investors.

The major factors responsible for growth in the sector are increasing purchasing power, favourable demographics, existence of customer friendly banks & housing finance companies, professionalism in real estate and favorable reforms initiated by the government to attract real estate investments.

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

The Company 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. The Company 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 rest 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.

The Company 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 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' project located in Sector 34, EHTP, Gurgaon on a land admeasuring 3,948 sq. m. is an office complex having two basements for dedicated parking and seven floors of office area. The Company is exploring several opportunities to sell the complex in the best interest of the Company.

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.

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.

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

The real estate sector is expected to overtake other industrial sectors in terms of contribution to the GDP growth in the next few years. 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.

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 Internal Control Systems and procedure are adequate and commensurate with the size of the Company. The system focuses on optimum utilization of resources and adequate protection of Company's assets. 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. 524.94 Lac as against Rs. 2,667.18 Lac in financial year ended March 31, 2012.

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. Industrial relations in the organization continued to be cordial and progressive.

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 a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, fairness in all its transactions. 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 with the 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 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

As on March 31, 2013, besides Executive Chairman, the Board of the Company consists of 3 (Three) Executive Directors and 4 (Four) Non-Executive Independent Directors.

During the financial year ended March 31, 2013, 9 (Nine) meetings of the Board of Directors were held and the intervening period did not exceed four months. The meetings were held on May 15, 2012, August 13, 2012, August 14, 2012, August 30, 2012, September 3, 2012, October 15, 2012, November 8, 2012, February 4, 2013 and February 12, 2013. **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

Name of the Director & Designation	Number of positions held in public companies (other than ETT Ltd.)			Attendance at	
	Board	Committee*		Board Meeting	Last AGM
		Membership	Chairman- ship		
a) Executive Promoter Directors					
Mr.Sandeep Sethi, Managing Director	3	NIL	NIL	9	Yes
Mr.Gurupreet Sangla, Jt. Managing Director	2	NIL	NIL	9	Yes
Mr.Harvinder Singh, Executive Director	2	NIL	NIL	9	Yes
Mr.Sanjay Arora, Executive Director	3	NIL	NIL	9	Yes
b) Non-Executive Independent Directors					
Mr.Ratinder Pal Singh Bhatia, Director	NIL	NIL	NIL	5	No
Mr.Harjit Singh Kalra, Director	NIL	NIL	NIL	5	Yes
Mr.Rajvir Sharma, Director	NIL	NIL	NIL	4	No
Mr.Aman Batra**, Director	NIL	NIL	NIL	5	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.

** Mr. Aman Batra has been appointed as director of the Company w.e.f. May 15, 2012.

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 Appointment & 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. Rajvir Sharma 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. Rajvir Sharma	Mr. Harvinder Singh
DIN	02190162	00037072
Father's Name	Mr. Dharamvir Sharma	Late Mr. Amrik Singh
Date of Birth	21.10.1961	20.07.1957
Address	H. No. 493 B, Sector – 49, Sainik Colony, Faridabad – 121 001	S – 493, Greater Kailash – II, New Delhi – 110 048
Designation	Director	Executive Director
Education	Post Graduate in Commerce	Graduate
Experience	He has over 20 years of rich experience in Top Indian and Multinational Companies engaged in Consumer Durables, FMGT and is currently serving IT enabled industry. He has cross-functional experience in Administration, Finance, Sales and Logistics.	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, 2013	NIL	15 (Fifteen) 1. Ambience Buildtech Pvt. Ltd. 2. Anmol Buildcon Pvt. Ltd. 3. Apex Biotechnologies Pvt. Ltd. 4. Appreciate Fincap Pvt. Ltd. 5. Auxin Engineering Ltd. 6. Baba Multimedia Pvt. Ltd. 7. Baba Ventures Pvt. Ltd. 8. Express Softpark Pvt. Ltd. 9. Genius Buildwell Pvt. Ltd. 10. GST Hotel & Resorts Pvt. Ltd. 11. HMC Software Park Pvt. Ltd. 12. KSS Infotech Solutions Pvt. Ltd. 13. Noida Management System Pvt. Ltd. 14. Valley Computech Ltd. 15. York Calltech Pvt. Ltd.
Companies in which holds membership of Committees	NIL	NIL
Equity Shareholding in the Company (No. & %)	NIL	9,00,000 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 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:

- to review the quarterly and annual financial statements before submitting to the Board for their approval thereon;
- to recommend the appointment and removal of statutory auditors to the Board and fixation of their audit fees;
- to discuss with the statutory auditors, the scope of audit and areas of concern, if any; and
- to discuss 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 2012-13 on May 15, 2012, August 13, 2012, August 14, 2012, November 8, 2012, and February 12, 2013. 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, 2013 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 Singh Kalra (Chairman)	Non - Executive Independent Director	5	5
Mr. Ratinder Pal Singh Bhatia (Member)	Non - Executive Independent Director	5	5
Mr. Sandeep Sethi (Member)	Executive Promoter Director	5	5
Mr. Rajvir Sharma (Member)	Non - Executive Independent Director	5	5

(c) Role and Powers of the Audit Committee

The scope and activities of the Audit Committee include the areas prescribed under Clause 49 II (D) of the Listing Agreement with the Stock Exchanges. The Audit Committee has been granted powers as prescribed under the Clause 49 II (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, 2013, the Remuneration Committee of the Board consists of the following three Non-Executive Independent Directors:

- Mr. Rajvir Sharma – Chairman
- Mr. Ratinder Pal Singh Bhatia – Member
- Mr. Harjit Singh Kalra – Member

No Meeting of the Remuneration Committee was held during the financial year 2012-13.

(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 2012 - 13 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, 2013.

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. 20,555/- (Annual)	Rs. 1,25,000/-
Mr. Gurupreet Sangla	NIL	Rs. 1,25,000/- Rs. 11,343/- (Annual)	Rs. 1,25,000/-
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. Ratinder Pal Singh Bhatia	Rs. 2,500/-	NIL
Mr. Harjit Singh Kalra	Rs. 2,500/-	NIL
Mr. Rajvir Sharma	Rs. 2,500/-	NIL
Mr. Aman Batra	Rs. 2,500/-	48,600 0.47%

(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 Directors/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, 2013, the Investors' Grievance Redressal Committee consists of following two Non-Executive Independent Directors and one Executive Promoter Director:

1. Mr. Rajvir Sharma – Chairman (Non-Executive Independent Director)
2. Mr. Sanjay Arora – Member (Executive Promoter Director)
3. Mr. Harjit Singh Kalra – Member (Non-Executive Independent Director)

No Meeting of the Investors' Grievance Redressal Committee was held during the financial year 2012-13.

(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, 2013. 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 5**.

Table 5: Details of Annual General Meetings

Year	Venue	Date & Time	Special Resolutions
2011-12	Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi – 110 019	September 28, 2012 4:00 P.M.	NIL
2010-11	Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi – 110 019	September 29, 2011 4:00 P.M.	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Sanjay Arora as a Whole Time Director designated as "Executive Director". 2. Re-appointment of Mr. Harvinder Singh as a Whole Time Director designated as "Executive Director". 3. Increase in Authorised Share Capital. 4. Issue of Bonus Shares. 5. Authorisation to Board under Section 293(1)(e) of the Companies Act, 1956.
2009-10	Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi – 110 019	September 20, 2010 4:00 P.M.	<ol style="list-style-type: none"> 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

No special resolution requiring postal ballot was passed during the year 2012-13. No special resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting.

6. DISCLOSURES**(a) Related Party Transactions**

Materially significant related party transactions entered during the year, have been given in Note No. 31 to the Annual Accounts for the year 2012-13. During the year under review, the Company has not entered into any transaction of material nature with any of the related parties 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, 2013. 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 2012-13 to the Board of Directors attached as **Annexure B**, which was taken note of at the Board Meeting held on August 1, 2013.

11. GENERAL SHAREHOLDERS' INFORMATION**(a) Annual General Meeting**

Day & Date	Saturday, September 14, 2013
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, 2013 to March 31, 2014

Financial Reporting for the quarter ending:

June 30, 2013	August 14, 2013 (actual)
September 30, 2013	Second week of November, 2013
December 31, 2013	Second week of February, 2013
March 31, 2014 (year ended)	Last week of May, 2014

(c) Dates of Book Closure

September 13, 2013 and September 14, 2013

(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 2013-14 (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, 2013

The distribution of shareholding of the Equity shares of the Company and the Shareholding Pattern as on March 31, 2013 are given in **Table 6 and 7** respectively.

Table 6: Distribution of Shareholding as on March 31, 2013

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		866	56.75	1,36,880	13,68,800.00	1.3201
5001	10000	476	31.19	2,88,460	28,84,600.00	2.7820
10001	20000	77	5.05	1,02,660	10,26,600.00	0.9901
20001	30000	16	1.05	41,820	4,18,200.00	0.4033
30001	40000	6	0.39	21,400	2,14,000.00	0.2064
40001	50000	1	0.07	4,200	42,000.00	0.0405
50001	100000	8	0.52	58,060	5,80,600.00	0.5600
100001 & above		76	4.98	97,15,180	9,71,51,800.00	93.6975
Total		1,523	100.00	1,03,68,660	10,36,86,600.00	100.0000

Table 7: Shareholding Pattern as on March 31, 2013

Sl. No.	Category of Shareholder	No. of Shares	% to Total
(A)	Promoter & Promoter Group	72,95,260	70.36
(B)	Public Shareholding		
	(1) Institutions	0	0.00
	Sub – Total (B)(1)	0	0.00
	(2) Non – Institutions		
	(a) Bodies Corporate	1,37,970	1.33
	(b) Individuals	28,95,800	27.93
	(c) Others (HUF)	39,630	0.38
	Sub – Total (B)(2)	30,73,400	29.64
	Total Public Shareholding (B)=(B)(1)+(B)(2)	30,73,400	29.64
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0.00
	Grand Total {(A)+(B)+(C)}	1,03,68,660	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, 2013, equity shares constituting 85.96% 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: +91-11-4656 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, 2013 and a confirmation to that effect has been obtained from the Directors and Senior Management.

Date : March 31, 2013
Place : New Delhi

for **ETT LIMITED**

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 2012 - 13 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.

Date : August 1, 2013
Place : New Delhi

for **ETT LIMITED**

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

INDEPENDENT AUDITORS' REPORT

To the Members of ETT Limited

REPORT ON THE FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

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

OPINION

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, 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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the balance sheet, statement of profit & loss and cash flow statement dealt with by this report are in agreement with the books of account;

- d) in our opinion, the balance sheet, statement of profit & loss and cash flow statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- f) since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

Sd/-
(Vinod Sahni)
Partner
M. No. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M. No. 502337

Place : New Delhi
Date : May 30, 2013

ANNEXURE TO AUDITORS' REPORT

Referred to in our Report of even date to the members of ETT Limited on the accounts for the year ended 31st March 2013.

- (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, a substantial part of the fixed assets has been disposed off during the year. However, 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 three (03) 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. 913,125,000/- and the year-end balance of loans given to such companies was Rs. 26,120,000/-.
- (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 four (04) 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. 52,500,000/- and the year-end balance of loans taken from such other parties was Rs. 52,500,000/-.
- (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) (i) In our opinion and according to the information and explanations given to us, in respect of transaction made in pursuance of such arrangement as referred to in Note 32 of the financial statement, because of the unique and specialized nature of the items involved and absence of any comparable prices, we are unable to comment whether the transaction was made at prevailing market prices at the relevant time.
- (ii) In our opinion and according to the information and explanations given to us, in respect of other 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, we have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (ix) (a) According to the 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 2013 from the date they became payable except as given below:

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Due Date	Date of payment
Income Tax Act, 1961	TDS	1,000/-	August 2012	September 07, 2012	April 30, 2013
Finance Act, 1994	Service Tax	1,236/-	August 2012	September 06, 2012	May 06, 2013

- (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 as given below:

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Commercial Taxes under UPVAT Act, 2007	Entry Tax	36,295/-	F.Y 2007 – 2008	Assistant Commissioner, Ward-3, Commercial Tax, Noida
Income Tax Act, 1961	Income Tax	286,237/-	A.Y 2010 – 2011	Commissioner of Income Tax, Appeal-II, Income Tax Office, New Delhi

- (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 2013 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 & Mutual Funds and has maintained proper records of these investment transactions and timely entries have been made therein. All the Investment 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 had given corporate guarantee for term loan taken by its subsidiary from a bank. By virtue of the said term-loan being satisfied in full during the current financial year, the above corporate guarantee stands nullified. The terms and conditions thereof, were 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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M. No. 502337

Place : New Delhi
Date : May 30, 2013

BALANCE SHEET AS AT 31.03.2013

Particulars	Note No.	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
EQUITY & LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	203,686,600	203,686,600
Reserves & Surplus	4	271,586,789	234,359,707
		475,273,389	438,046,307
NON-CURRENT LIABILITIES			
Long-Term Borrowings	5	-	861,610,747
Deferred Tax Liabilities (Net)	6	-	24,644,461
Other Long-Term Liabilities	7	13,377,955	113,690,989
Long-Term Provisions	8	705,869	515,894
		14,083,824	1,000,462,091
CURRENT LIABILITIES			
Short-Term Borrowings	9	52,500,000	206,562,079
Trade Payables		442,347	1,370,746
Other Current Liabilities	10	9,977,912	424,188,749
Short-Term Provisions	8	31,177	185,408
		62,951,436	632,306,982
TOTAL		552,308,649	2,070,815,380
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	11		
- Tangible Assets		30,872,311	609,030,693
- Capital Work-in-Progress		396,453,562	345,468,967
Non-Current Investments	12	83,509	453,723,640
Deferred Tax Assets (Net)	13	434,819	-
Long-Term Loans & Advances	14	79,755,258	79,776,479
Other Non-Current Assets	15	193,798	179,279
		507,793,257	1,488,179,058
CURRENT ASSETS			
Current Investments	16	-	100,000
Inventories	17	192,234	1,214,943
Trade Receivables	18	332,978	4,429,105
Cash and Bank Balances	19	12,867,688	462,847
Short-Term Loans & Advances	14	13,120,342	576,429,427
Other Current Assets	15	18,002,150	-
		44,515,392	582,636,322
TOTAL		552,308,649	2,070,815,380

Significant Accounting Policies & Notes to Accounts

1 to 44

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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

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 : May 30, 2013

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2013

Particulars	Note No.	Year Ended 31.03.2013 Amount (Rs.)	Year Ended 31.03.2012 Amount (Rs.)
INCOME			
Revenue from Operations	20	44,300,920	266,415,152
Other Income	21	8,192,719	303,419
Total Revenue	(A)	52,493,639	266,718,571
EXPENSES			
Changes in inventories of finished goods	22	-	66,864
Employee Benefits Expense	23	12,923,979	12,519,654
Finance Costs	24	17,954,436	129,881,358
Depreciation and Amortization Expense	25	3,580,323	22,581,275
Other Expenses	26	308,625,046	48,105,134
Total Expenses	(B)	343,083,784	213,154,285
Profit/(Loss) before exceptional items and tax (A - B)		(290,590,145)	53,564,286
Add: Exceptional Items (Net)	27	302,790,670	-
Profit/(Loss) before tax		12,200,525	53,564,286
Less: Tax Expenses			
Current Tax (MAT)		845,137	10,717,010
Less: MAT Credit Entitlement		(845,137)	10,629,764
Net Current tax		-	87,246
Income Tax of Earlier Year		52,723	-
Deferred Tax Charge / (Credit)		(25,079,280)	1,293,089
Profit/(Loss) for the period		37,227,082	52,183,951
Earnings Per Equity Share of face value of Rs. 10/- each	28		
1) Basic		3.59	5.03
2) Diluted		3.59	5.03
Significant Accounting Policies & Notes to Accounts	1 to 44		

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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

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 : May 30, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

Particulars	As On 31.03.2013 Amount (Rs.)	As On 31.03.2012 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit /(Loss) after Interest and before Tax	12,200,525	53,564,286
Adjustments for:		
Bad Debts	2,122,971	490,871
Miscellaneous Income (Non Cash)	(38,043)	(21,074)
Interest Paid	17,946,655	127,240,002
Interest Income	(18,119)	(282,345)
Loss from Sale of Current Investment (Net)	294,125,518	-
Loss on sale of Non-Current Investment in Subsidiary Company	1,236,493,700	-
Dividend Income	(7,765,278)	-
Depreciation and Amortization Expense	3,580,323	22,581,275
Provision for Retirement Benefits	396,018	265,286
Operating Profit before Working Capital Changes	1,559,044,269	203,838,301
Adjustments for :		
Increase /(Decrease) in Long-Term Liabilities	(100,313,034)	27,280,647
Increase /(Decrease) in Trade Payables	(890,356)	(3,011,065)
Increase /(Decrease) in Other Current Liabilities	422,883	783,467
(Decrease) /Increase in Non-Current Assets	18,140,213	257,859
(Decrease) /Increase in Security Deposits Given	1,324,250	398,000
Decrease /(Increase) in Inventories	1,022,709	(240,906)
Decrease /(Increase) in Trade Receivables	3,977,855	1,867,916
Decrease /(Increase) in Current Assets	(16,922,762)	63,255,286
Cost of Industrial Undertaking Transferred	575,517,572	-
Retirement Benefits Paid	(360,274)	(21,735)
Direct Tax (Paid) / Refunded	(3,918,441)	(13,101,625)
NET CASH FROM OPERATING ACTIVITIES (A)	2,037,044,883	281,306,146
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Decrease /(Increase) in Fixed Assets (Including Capital WIP)	(43,452,178)	(288,612,376)
Decrease /(Increase) in Other Non-Current Assets	(14,519)	407,420
Loss from Sale of Current Investment (Net)	(294,622,688)	-
Decrease /(Increase) in Loans & Advances	544,647,476	1,481,670
Increase /(Decrease) in Current Liabilities (Projects)	(252,706,547)	255,207,636
Purchase of Investment in Subsidiaries	(808,525,069)	(100,000)
Sale of Investment in Subsidiaries	26,268,670	-
Dividend Income	7,765,278	-
Interest Income	18,119	282,345
NET CASH USED IN INVESTING ACTIVITIES (B)	(820,621,458)	(31,333,305)

Particulars	As On 31.03.2013 Amount (Rs.)	As On 31.03.2012 Amount (Rs.)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Increase /(Decrease) in Long-Term Borrowings	(861,610,747)	(110,410,575)
Increase /(Decrease) in Short-Term Borrowings	(315,989,252)	(27,508,121)
Interest Paid	(26,418,585)	(181,894,147)
NET CASH USED IN FINANCING ACTIVITIES (C)	(1,204,018,584)	(319,812,843)
NET INCREASE /(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	12,404,841	(69,840,002)
OPENING BALANCE OF CASH & CASH EQUIVALENTS	462,847	70,302,849
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	12,867,688	462,847

Note: Figures in brackets indicate cash outflows.

Significant Accounting Policies & Notes to Accounts 1 to 44

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. 086666

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

Sd/-
(Jitender Saraogi)
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M.No. 502337

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 : May 30, 2013

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

1. BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention, as applicable to a going concern. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

2. SIGNIFICANT ACCOUNTING POLICIES

a) 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 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 reflected in the Financial Statements for the period in which the results are known / materialized.

b) FIXED ASSETS

Fixed Assets are stated at their original cost of acquisition or construction less accumulated depreciation (except land) and impairment loss if any. Cost comprises of purchase price and all expenses directly attributable to the acquisition or construction of the asset. Capital Work-in-Progress are capitalized as and when they are ready for use or put to use whichever is earlier. Till such time expenses incurred related to project and prior to commencement of project, including financing costs are capitalized under Capital Work-in-Progress, which also includes material at site.

c) 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 (WDV) 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 individually costing Rs. 5,000/- (Rupees Five Thousand only) or less are fully depreciated in the year of purchase.
- iv) Amortization has not been provided on the leasehold land.

d) INVENTORIES

Inventories have been valued as under:

Stores and Spares	- 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.

e) 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. Decline in the value of long-term investments is recognized, if considered other than temporary. Current Investments are stated at lower of cost or market value.

f) 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) The Company operates three defined benefit plans for its employees, viz. Gratuity, Leave Encashment (Earned Leave) and Leave Encashment (Sick Leave). As per the requirements of Accounting Standard – 15, “Employee Benefits”, prescribed under the Companies (Accounting Standards) Rules, 2006, the costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for all the three defined benefit plans are recognized in full in the period in which they occur in the Statement of profit and loss. The liability under all three defined benefit plans is unfunded.

g) 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. As per the requirements of Accounting Standard – 22, “Accounting for Taxes on

Income", prescribed under the Companies (Accounting Standards) Rules, 2006, 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. Minimum Alternative Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT Credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which company recognizes MAT credit as an asset in accordance with "Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961", the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit".

h) EXPENSES

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

i) 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.

j) FOREIGN CURRENCY TRANSACTIONS

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

k) 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 Statement of Profit and Loss in the year in which an asset is identified as impaired. The Impairment loss recognized in prior accounting period is reversed, if there has been a change in the estimate of recoverable value.

l) 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.

m) LEASE

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

n) 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.

o) 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 that can be recognized, the expenditure is recognized as an expense as and when it is incurred.

p) 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.

q) CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents for the purpose of "Cash Flow Statement" comprise cash at bank and in hand and deposits with bank with an original maturity of three months or less.

r) EARNINGS PER SHARE

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

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
-------------	----------------------------------	----------------------------------

3. SHARE CAPITAL

Authorised Share Capital

11,000,000 (Previous Year 11,000,000) Equity Shares of Rs. 10/- each	110,000,000	110,000,000
10,000,000 (Previous Year 10,000,000) 6% Non Cumulative, Non Participating Redeemable Preference Shares of Rs. 10/- each	100,000,000	100,000,000
	<u>210,000,000</u>	<u>210,000,000</u>

Issued, Subscribed & Fully Paid Up Share Capital

10,368,660 (Previous Year 10,368,660) Equity Shares of Rs. 10/- each fully paid up	103,686,600	103,686,600
10,000,000 (Previous Year 10,000,000) 6% Non Cumulative, Non Participating Redeemable Preference Shares of Rs. 10/- each	100,000,000	100,000,000
	<u>203,686,600</u>	<u>203,686,600</u>

**a) Reconciliation of the Shares outstanding at the beginning
and at the end of the reporting period
Equity Shares**

	March 31, 2013		March 31, 2012	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Balance at the beginning of the period	10,368,660	103,686,600	6,912,440	69,124,400
Issued during the period - Bonus Issue	-	-	3,456,220	34,562,200
Outstanding at the end of the period	<u>10,368,660</u>	<u>103,686,600</u>	<u>10,368,660</u>	<u>103,686,600</u>

Preference Shares

	March 31, 2013		March 31, 2012	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Balance at the beginning of the period	10,000,000	100,000,000	10,000,000	100,000,000
Issued during the period	-	-	-	-
Outstanding at the end of the period	<u>10,000,000</u>	<u>100,000,000</u>	<u>10,000,000</u>	<u>100,000,000</u>

b) Terms/ Rights attached

- Equity Shares

The Company has only one class of Equity share having a face value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. All the Equity Shares carry the same rights with respect to voting, dividend, etc.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

- Preference Shares

Preference shares of the Company are in the nature of Non-Cumulative Non-Participating Redeemable Preference shares having a face value of Rs. 10/- per share. Preference shares carry a coupon rate of 6% per annum. Preference Shareholders are also entitled to vote on all resolutions in terms of the provisions of Section 87 of the Companies Act, 1956.

The total preference shares of the Company i.e. 10,000,000 are due for redemption at par on or before March 31, 2017.

- c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	As At 31.03.2013 No. of shares	As At 31.03.2012 No. of shares
(i) Equity Shares allotted as fully paid Bonus Shares by capitalization of Securities Premium Reserve On November 18, 2011, issued & allotted 3,456,220 Equity Shares to the eligible holders of Equity Shares as Bonus Shares in the ratio of 1:2 by capitalizing Securities Premium Reserve.	3,456,220	3,456,220
(ii) Equity Shares allotted as fully paid-up pursuant to contracts for consideration other than cash Equity Shares were 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.	-	2,087,640

- d) **Details of shareholders holding more than 5% share in the Company**

	March 31, 2013		March 31, 2012	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
(i) Equity Shares of Rs. 10/- each fully paid up				
Key Managerial Personnel				
Sanjay Arora	1,593,900	15.37%	1,593,900	15.37%
Sandeep Sethi	1,541,400	14.87%	1,541,400	14.87%
Gurupreet Sangla	900,000	8.68%	900,000	8.68%
Harvinder Singh	900,000	8.68%	900,000	8.68%
Others				
Appreciate Fincap Pvt. Ltd.	843,600	8.14%	843,600	8.14%
Satvinder Kaur	600,000	5.79%	600,000	5.79%
(ii) (6%) Non Cumulative, Non Participating Redeemable Preference Shares of Rs. 10/- each fully paid up				
Key Managerial Personnel				
Sandeep Sethi	1,722,000	17.22%	1,722,000	17.22%
Sanjay Arora	1,247,500	12.48%	1,247,500	12.48%
Gurupreet Sangla	757,000	7.57%	757,000	7.57%
Others				
Appreciate Fincap Pvt. Ltd.	3,945,500	39.46%	3,945,500	39.46%
Amici Securities Ltd.	1,257,500	12.58%	1,257,500	12.58%
Drishti Overseas Pvt. Ltd.	523,000	5.23%	523,000	5.23%

4. RESERVES & SURPLUS

a) Statutory Reserve (u/s 45-IA of the RBI Act, 1934)				
Balance as per last Financial Statements	-		258,189	
Less: Transferred to General Reserve	-		258,189	
Closing Balance		-		-
b) Securities Premium Reserve				
Balance as per last Financial Statements	10,429,800		44,992,000	
Less: Amount utilized towards issue of fully paid up Bonus Shares	-		34,562,200	
Closing Balance		10,429,800		10,429,800
c) General Reserve				
Balance as per last Financial Statements	6,307,289		6,049,100	
Add: Transferred from Statutory Reserve	-		258,189	
Closing Balance		6,307,289		6,307,289
d) Surplus/(Deficit) in the Statement of Profit & Loss				
Balance as per last Financial Statements	217,622,618		165,438,667	
Profit for the year	37,227,082		52,183,951	
Net Surplus in the Statement of Profit & Loss		254,849,700		217,622,618
Total (a+b+c+d)		271,586,789		234,359,707

5. LONG-TERM BORROWINGS

SECURED BORROWINGS	Non - Current Portion		Current Portion	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
Term Loans from Punjab & Sind Bank				
- Term Loan - I	-	27,876,146	-	27,055,995
- Term Loan - II	-	113,511,861	-	75,740,128
- Term Loan - III	-	413,110,094	-	16,231,050
- Term Loan - IV	-	307,112,646	-	42,900,000
		<u>861,610,747</u>		<u>161,927,173</u>
Amount disclosed under the head "Other Current Liabilities" (Note 10)				
				<u>(161,927,173)</u>
Total		<u>861,610,747</u>		<u>-</u>

"Term Loan - I" was sanctioned with Rs. 10.83 crores with interest rate ranging from 11.00% to 12.75% p.a. and to be repaid in 49 EMIs of Rs. 27.10 lacs each w.e.f. January 2010. The loan had been primarily secured by way of assignment of lease rent receivables from 'Express Trade Towers 1', Noida and collateral 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. The Term Loan has been satisfied in full during the current period.

"Term Loan - II" was sanctioned with Rs. 29.57 crores with interest rate ranging from 10.00% to 11.75% p.a. and to be repaid in 24 EMIs of Rs. 62.00 lacs each w.e.f. January 2010 and next 25 EMIs of Rs. 77 Lacs each. The loan had been primarily secured by way of assignment of lease rent receivables from 'Express Trade Towers 1', Noida and collateral 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. The Term Loan has been satisfied in full during the current period.

"Term Loan - III" was sanctioned with Rs. 43.90 crores with interest rate ranging from 12.50% to 13.75% p.a. and to be repaid in 108 EMIs commencing from March 2011 i.e. Two months EMIs for March & April 2011 Rs. 33.50 lacs each, Third EMI for May 2011 Rs. 44.50 lacs, Next 33 EMIs from June 2011 to February 2014 Rs. 61.90 lacs each, next 36 EMIs from March 2014 to February 2017 Rs. 71.20 lacs each, next 34 EMIs from March 2017 to December 2019 Rs. 81.90 lacs each, next one EMI for January 2020 Rs. 71.50 lacs and last EMI for February 2020 Rs. 49.50 lacs. The loan had been primarily secured by way of assignment of lease rent receivables from 'Express Trade Towers 1', Noida and collateral 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. The Term Loan has been satisfied in full during the current period.

"Term Loan - IV" was sanctioned with Rs. 40.00 crores (out of which Rs. 35.00 crores had been borrowed as per terms of sanction) with interest rate ranging from 13.00% to 15.55% p.a. with moratorium of 2 years from August 2010 to July 2012 and to be repaid in 28 quarterly installments (27 installments of Rs. 1.43 crores each and 28th installment of Rs. 1.39 crores) starting from September 2012 to June 2019. The loan had been primarily 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 on that land and collateral 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., a Subsidiary of the Company. The Term Loan has been satisfied in full during the current period.

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
6. DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liabilities		
Fixed Assets: Impact of difference between tax depreciation and depreciation/Amortization charged for the financial reporting	-	24,858,096
Less: Deferred Tax Assets		
Impact of retirement benefits charged to the statement of profit & loss in the current year but allowed for tax purpose on payment basis	-	213,635
Net Deferred Tax Liabilities	<u>-</u>	<u>24,644,461</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
7. OTHER LONG-TERM LIABILITIES		
Others		
- Security Deposits	12,836,802	113,233,836
- Other Liabilities	541,153	457,153
	<u>13,377,955</u>	<u>113,690,989</u>

8. PROVISIONS	Long-Term		Short-Term	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
Provision for Employee Benefits (Note 29)				
Provision for Gratuity	395,760	287,353	11,733	135,898
Provision for Leave Benefits	294,665	192,844	16,773	42,357
Provision for Sick Leave	15,444	35,697	2,671	7,153
	<u>705,869</u>	<u>515,894</u>	<u>31,177</u>	<u>185,408</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
9. SHORT-TERM BORROWINGS		
Loan Repayable on Demand		
Secured Borrowings		
— Overdraft Facility from Bank*	-	206,562,079
Loans and Advances from Related Parties		
Unsecured Borrowings		
— From Directors (Note 31)	52,500,000	-
	<u>52,500,000</u>	<u>206,562,079</u>

* Overdraft Facility was 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 and repayable on demand with interest rate ranging from 13.50% to 15.25% p.a. alongwith Personal Guarantee of Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora. The Overdraft Facility has been satisfied in full during the current period.

10. OTHER CURRENT LIABILITIES

Current portion of long-term borrowings (Note 5)	-	161,927,173
Statutory Dues Payable	1,141,771	529,870
Creditors for Capital Expenditure	4,861,909	257,568,456
Remuneration Payable to Directors	384,920	1,131,404
Other Payable:-		
— Expenses Payable	1,186,154	1,833,735
— Salary & Reimbursement Payable	461,498	466,775
Others	1,941,660	731,336
	<u>9,977,912</u>	<u>424,188,749</u>

11. FIXED ASSETS		(All Figures in Rs.)										
		Rate of Dep.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
PARTICULARS	Cost as on 01.04.2012		Addition during the Year	Sales / Adj. during the year	Total Cost as on 31.03.2013	As on 01.04.2012	During the Year	Adjusted during the Year	As on 31.03.2013	As on 31.03.2013	As on 31.03.2012	
TANGIBLE ASSETS												
LEASEHOLD LAND	287,855,652	-	287,006,187	849,465	-	-	-	-	-	849,465	287,855,652	
FREEHOLD LAND	25,275,921	-	-	25,275,921	-	-	-	-	-	25,275,921	25,275,921	
BUILDING	340,220,287	-	338,066,654	2,153,633	100,871,946	1,841,086	102,132,918	580,114	1,573,519	239,348,341		
DATA PROCESSING MACHINES	1,247,389	-	-	1,247,389	1,049,038	79,340	-	1,128,378	119,011	198,351		
ELECTRICAL INSTALLATIONS	19,940,003	-	19,940,003	-	12,385,996	155,455	12,541,451	-	-	7,554,007		
FURNITURE & FIXTURES	16,247,523	-	13,789,063	2,458,460	8,288,479	337,391	6,827,311	1,798,559	659,901	7,959,044		
MACHINES & EQUIPMENTS	103,901,258	887,815	102,983,970	1,805,103	65,517,363	870,047	65,948,473	438,937	1,366,166	38,383,895		
OFFICE EQUIPMENTS	3,029,516	51,698	2,174,283	906,931	1,394,760	84,517	992,435	486,842	420,089	1,634,756		
VEHICLES	1,410,972	-	-	1,410,972	590,246	212,487	-	802,733	608,239	820,726		
ASSETS COSTING <=Rs. 5000/-	886,117	-	457,662	428,455	886,117	-	457,662	428,455	-	-		
Sub Total (Rs.)	800,014,638	939,513	764,417,822	36,536,329	190,983,945	3,580,323	188,900,250	5,664,018	30,872,311	609,030,693		
CAPITAL WORK -IN- PROGRESS												
(Note 36)	345,468,967	50,984,595	-	396,453,562	-	-	-	-	-	396,453,562	345,468,967	
Grand Total (Rs.) (A) + (B)	1,145,483,605	51,924,108	764,417,822	432,989,891	190,983,945	3,580,323	188,900,250	5,664,018	427,325,873	954,499,660		
Previous Year	802,217,084	343,266,521	-	1,145,483,605	168,402,670	22,581,275	-	190,983,945	954,499,660	633,814,414		

12. NON-CURRENT INVESTMENTS**TRADE INVESTMENT****UNQUOTED SHARES, AT COST**EQUITY SHARES FULLY PAID UP OF
SUBSIDIARY COMPANY

	No. of Shares	Book Value as at 31.03.2013 (Amount Rs.)	No. of Shares	Book Value as at 31.03.2012 (Amount Rs.)
Valley Computech Ltd., face value of Rs.10 each (Note 32)	-	-	917,150	453,665,200
Auxin Engineering Ltd., face value of Rs.10 each (Note 31)	50,000	25,069	-	-
Total (A)		25,069		453,665,200

OTHER INVESTMENT**QUOTED SHARES**

EQUITY SHARES FULLY PAID UP

Punjab & Sind Bank	487	58,440	487	58,440
Total (B)		58,440		58,440
Total (A+B)		83,509		453,723,640
Aggregate amount of quoted investments		58,440		58,440
Market Value of quoted investments		28,368		36,379
Aggregate amount of unquoted investments		25,069		453,665,200

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
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13. DEFERRED TAX ASSETS (NET)**Deferred Tax Assets on account of:**Fixed Assets: Impact of difference between tax depreciation and
depreciation/Amortization charged for financial reporting

201,562

-

Add: Deferred Tax Assets on account of:Impact of retirement benefits charged to the statement of profit & loss
in the current year but allowed for tax purpose on payment basis

233,257

-

Total Deferred Tax Assets

434,819

-

14. LOANS & ADVANCES

	Non-Current (Long Term)		Current (Short Term)	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
Capital Advances				
Secured considered good	-	-	-	-
Unsecured considered good	8,568,051	19,110,527	-	-
Total (A)	8,568,051	19,110,527	-	-
Security Deposits				
Secured considered good	-	-	-	-
Unsecured considered good	632,950	1,957,200	-	-
Total (B)	632,950	1,957,200	-	-
Loans & Advances to related parties				
Unsecured considered good	26,120,000	-	-	559,940,500
Total (C)	26,120,000	-	-	559,940,500

	Non-Current (Long Term)		Current (Short Term)	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
Other Loans and Advances				
Unsecured considered good				
Advance to Others	-	-	25,303	1,428,347
Tax Credit (Net of Provisions)	44,434,257	40,568,539	13,013,509	10,020,590
Prepaid Expenses	-	18,140,213	64,918	2,498,044
Loans to Employees	-	-	3,000	22,875
Advances to Employees	-	-	13,612	14,372
Loans to Others	-	-	-	2,504,699
Total (D)	44,434,257	58,708,752	13,120,342	16,488,927
Total (A+B+C+D)	79,755,258	79,776,479	13,120,342	576,429,427

	Non-Current		Current	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
15. OTHER ASSETS				
Deposits with original maturity of more than 12 months (Note 19)*	150,005	150,005	-	-
Interest Accrued on Fixed Deposits	43,793	29,274	-	-
Interest Accrued on Security Deposit with Electricity Deptt.	-	-	1,800	-
Other Recoverable	-	-	18,000,350	-
	193,798	179,279	18,002,150	-

*(a) Fixed Deposits of Rs. 100,000/- (Previous Year Rs. 100,000/-) has been issued and pledged to issue Bank Guarantee in favour of HVAT Department, Haryana and kept by them as Sales Tax Guarantee.

*(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.

16. CURRENT INVESTMENTS

TRADE INVESTMENT

UNQUOTED SHARES, AT COST

EQUITY SHARES FULLY PAID UP OF SUBSIDIARY COMPANY

	No. of Shares	Book Value as at 31.03.2013 (Amount Rs.)	No. of Shares	Book Value as at 31.03.2012 (Amount Rs.)
Noida Towers Pvt. Ltd. face value of Rs.10 each (Note 31)	-	-	10,000	100,000
		-		100,000

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
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17. INVENTORIES

Inventories (As certified by the Management)

(Valued at lower of cost or net realizable Value)

Stores and Spares

Diesel - 1,022,709

Stock-in-Trade

Software 192,234 192,234

192,234 1,214,943

	Non-Current		Current	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
18. TRADE RECEIVABLES				
Secured, considered good				
Outstanding for a period				
- Exceeding six months	-	-	-	118,470
- Others	-	-	101,726	4,247,785
	<u>-</u>	<u>-</u>	<u>101,726</u>	<u>4,366,255</u>
Unsecured, considered good				
Outstanding for a period				
- Exceeding six months	-	-	231,252	-
- Others	-	-	-	62,850
Total	<u>-</u>	<u>-</u>	<u>332,978</u>	<u>4,429,105</u>

	Non-Current		Current	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
19. CASH AND BANK BALANCES				
Cash and Cash Equivalents				
Balances with Scheduled Banks:				
In Current Account	-	-	12,639,225	256,447
Cash in Hand	-	-	217,538	195,095
(As certified by the Management)				
Revenue Stamps in Hand	-	-	10,925	11,305
	<u>-</u>	<u>-</u>	<u>12,867,688</u>	<u>462,847</u>
Other Bank Balances				
Deposits with original maturity of more than 12 months (Note 15)	150,005	150,005	-	-
	<u>150,005</u>	<u>150,005</u>	<u>-</u>	<u>-</u>
Amount disclosed under non-current assets (Note 15)	(150,005)	(150,005)	-	-
	<u>-</u>	<u>-</u>	<u>12,867,688</u>	<u>462,847</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
20. REVENUE FROM OPERATIONS		
Sale of Services		
Rental Income	32,330,028	206,736,690
Maintenance Income	11,736,792	58,236,230
Parking Charges	46,035	168,200
Water Charges	188,065	1,194,032
Sale of Product		
Sale of Software	-	80,000
	<u>44,300,920</u>	<u>266,415,152</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
21. OTHER INCOME		
Interest Income	18,119	282,345
[Related to prior period Rs.1,800/- (Previous Year Rs. Nil)]		
Dividend on Non-Current Investment	974	-
Dividend on Current Investment	7,764,304	-
Other Receipts	409,322	21,074
	<u>8,192,719</u>	<u>303,419</u>
22. CHANGES IN INVENTORIES OF FINISHED GOODS		
Stock-in-Trade		
Software		
Opening Stock	192,234	259,098
Less: Closing Stock	192,234	192,234
	<u>-</u>	<u>66,864</u>
23. EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages		
Salaries	6,505,572	6,440,361
Directors' Remuneration	5,400,000	5,400,000
	<u>11,905,572</u>	<u>11,840,361</u>
Contribution to Provident and Other Funds		
Employer's Contribution to PF & ESI (Note 29)	101,952	106,984
Retirement Benefits (Note 29)	396,018	265,286
	<u>497,970</u>	<u>372,270</u>
Staff Welfare Expense	520,437	307,023
	<u>12,923,979</u>	<u>12,519,654</u>
24. FINANCE COST		
Interest Expense		
Interest Paid - Bank	17,946,655	127,240,002
Interest Paid - Others (Note 39)	7,781	104,309
Other Borrowing Costs		
Processing Charges	-	2,537,047
	<u>17,954,436</u>	<u>129,881,358</u>
25. DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation on Tangible Assets	3,580,323	22,581,275
	<u>3,580,323</u>	<u>22,581,275</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
26. OTHER EXPENSES		
OPERATIONAL EXPENSES		
Power & Fuel	1,966,128	11,452,132
Water Expenses	10,798	76,530
Building - Repair & Maintenance	30,631	347,677
Plant & Machinery - Repair & Maintenance	276,981	12,629,729
Others - Repair & Maintenance	126,888	383,341
Security Expenses	481,712	2,962,771
Insurance	40,995	165,436
Brokerage & Commission	2,257,008	8,140,887
Lease Land Money	36,862	249,318
Rent Permission Fee	308,339	1,896,393
	5,536,342	38,304,214
ADMINISTRATIVE & OTHER EXPENSES		
Communication Expenses	225,027	287,608
Consultancy Expenses	3,110,145	4,827,650
Conveyance & Travelling	260,094	678,187
[Related to prior period Rs. Nil (Previous Year Rs.5,124/-)]		
Fees & Subscriptions	159,931	413,816
Rates & Taxes	31,981	31,981
Business Promotion & Advertising	1,166,749	648,872
Payment to Auditors (Note 26.1)	1,232,000	1,692,500
[Related to prior period Rs. Nil (Previous Year Rs.10,000/-)]		
Donation	-	250,000
Loss on Sale of Current Investments (Net)	294,125,518	-
Securities Transaction Tax	457,049	-
Bad Debts	2,122,971	490,871
Miscellaneous Expenses (Note 39)	197,239	479,435
	303,088,704	9,800,920
	308,625,046	48,105,134
26.1 PAYMENT TO AUDITORS		
Audit Fee	1,100,000	900,000
Taxation Matters	130,000	780,000
Other Services (certification fees)	2,000	12,500
	1,232,000	1,692,500
27. EXCEPTIONAL ITEMS (NET)		
Profit on Sale of Industrial Park (Note 37)	1,539,284,370	-
Loss on sale of Non-Current Investment in Subsidiary Company (Note 32)	(1,236,493,700)	-
	302,790,670	-
28. EARNINGS PER SHARE (EPS)		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Net Profit attributable to equity shareholders (Rs.)	37,227,082	52,183,951
Weighted average number of equity shares	10,368,660	10,368,660
Basic & Diluted Earning Per Share (Rs.)	3.59	5.03
Nominal Value Per Share (Rs.)	10/-	10/-

29. EMPLOYEE BENEFITS

The disclosures as per Accounting Standard-15, "Employee Benefits" prescribed under the Companies (Accounting Standards) Rules, 2006 are as below:

Defined Contribution Plans

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

	2012-13	2011-12
Employer's Contribution to Provident Fund	61,934/-	56,172/-
Employer's Contribution to ESI	40,018/-	50,812/-

Defined Benefit Plans

The Company operates three defined benefit plans, viz., Gratuity, Leave Encashment (Earned Leave) and Leave Encashment (Sick Leave) for its employees. Under Gratuity Plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The liability is unfunded.

Under Leave Encashment (Earned Leave) Plan, every employee who has completed at least one year of service is eligible to get 15 earned leaves. The liability is unfunded.

Under Leave Encashment (Sick Leave) Plan, every employee who has completed at least three months of service is eligible to get 12 sick leaves on proportionate basis in a year. The liability is unfunded.

Expenses Recognized in the Statement of Profit and Loss for the period (Amount in Rs.)

Particulars	Gratuity		Leave Salary *	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Current Service Cost	75,632	88,349	68,327	113,031
Interest Cost	36,400	24,460	23,912	13,533
Past Service Cost	-	-	-	-
Actuarial loss / (gain) recognized in the period	149,550	15,738	42,197	10,175
Expenses recognized in the statement of Profit and Loss	261,582	128,547	134,436	136,739

Amounts to be recognized in Balance Sheet (Amount in Rs.)

Particulars	Gratuity		Leave Salary *	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Present Value of Obligations	407,493	423,251	329,553	278,051
Fair value of Plan Assets	-	-	-	-
Net Liability recognized in balance sheet	407,493	423,251	329,553	278,051

Changes in the present value of the obligations during the period are as follows: (Amount in Rs.)

Particulars	Gratuity		Leave Salary *	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Present Value of obligation as at the beginning of the period	423,251	294,704	278,051	163,047
Current Service Cost	75,632	88,349	68,327	113,031
Past Service Cost	-	-	-	-
Interest Cost	36,400	24,460	23,912	13,533
Benefits Paid	(277,340)	-	(82,934)	(21,735)
Actuarial loss / (gain) on obligations	149,550	15,738	42,197	10,175
Present Value of obligation as at the end of the period	407,493	423,251	329,553	278,051

The demographic assumptions used in determining Gratuity and Leave Salary obligations for the Company's Plans are shown below:

Particulars	Rate%	
	31.03.2013	31.03.2012
Discount Rate (per annum)	8.20	8.60
Rate of increase in Compensation levels (per annum)	5.00	5.00

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

Amount for the current period and previous five periods are as follows:

Gratuity:-

(Amount in Rs.)

Particulars	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Present Value of obligations	407,493	423,251	294,704	167,826	150,682
Plan Assets	-	-	-	-	-
Surplus / (Deficit)	(407,493)	(423,251)	(294,704)	(167,826)	(150,682)
Experience adjustments on plan liabilities - (Loss) / Gain	(123,535)	(31,495)	(10,046)	4,721	(116,712)
Experience adjustments on plan assets - (Loss) / Gain	-	-	-	-	-

Leave Salary*:-

(Amount in Rs.)

Particulars	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Present Value of obligations	329,553	278,051	163,047	109,496	78,777
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	(329,553)	(278,051)	(163,047)	(109,496)	(78,777)
Experience adjustments on plan liabilities - (Loss)/Gain	(25,087)	(19,628)	(41,424)	-	(64,765)
Experience adjustments on plan assets - (Loss)/Gain	-	-	-	-	-

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

The above information is certified by the actuary and bifurcation of provision for gratuity and leave encashment plan into current and non-current portion is mentioned as per actuarial valuation report.

30. SEGMENT INFORMATION

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.

31. RELATED PARTY DISCLOSURES

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	Valley Computech Ltd.#	Subsidiary
2	York Calltech Pvt. Ltd.	
3	Noida Towers Pvt. Ltd.\$	
4	Auxin Engineering Ltd.*	
5	GST Hotel & Resorts Pvt. Ltd.@	
6	Mr. Gurupreet Sangla	Key Managerial Personnel
7	Mr. Sandeep Sethi	
8	Mr. Harvinder Singh	
9	Mr. Sanjay Arora	

10	Mrs. Seema Sangla	Relatives of KMP
11	Mrs. Satvinder Kaur	
12	Mrs. Kuldeep Kaur	
13	Mrs. Alka Sethi	
14	Mrs. Shakuntla Arora	
15	Express Infoways Pvt. Ltd.	Enterprises over which KMP are able to exercise significant influence
16	Appreciate Fincap Pvt. Ltd.	
17	Baba Ventures Pvt. Ltd.	
18	Amici Securities Ltd.	
19	Drishti Overseas Pvt. Ltd.	

During the current financial year, Valley Computech Pvt. Ltd. has been converted into Valley Computech Ltd.

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

*By acquisition of 100% equity shares, Auxin Engineering Ltd. has become wholly owned subsidiary at the beginning of the current financial year.

@ By acquisition of 100% equity shares by one of company's subsidiary viz. Valley Computech Ltd., ETT Ltd. has become Ultimate Holding Company of GST Hotel & Resorts Pvt. Ltd. during the current financial year.

(b) Transactions during the year with related parties (excluding reimbursements): (Amount in Rs.)

Sr. No.	Nature of Transaction	Subsidiaries	Enterprises over which KMP are able to exercise significant influence	KMP	Relative of KMP	Total
1	Loan given during the year	426,165,699	-	-	-	426,165,699
		(455,185,500)	(-)	(-)	(-)	(455,185,500)
2	Loan Received Back during the year	959,986,199	-	-	-	959,986,199
		(425,200,000)	(-)	(-)	(-)	(425,200,000)
3	Loan Received during the year	-	-	52,500,000	-	52,500,000
		(-)	(-)	(-)	(-)	(-)
4	Loan Repaid during the year	-	-	-	-	-
		(-)	(-)	(12,750,000)	(-)	(12,750,000)
5	Advances given under Agreement to Purchase Capital Asset	-	-	-	-	-
		(-)	(3,800,000)	(-)	(-)	(3,800,000)
6	Advances received back under Agreement to Purchase Capital Asset	-	-	-	-	-
		(-)	(67,570,000)	(-)	(-)	(67,570,000)
7	Subscription to Shares	808,500,000	-	-	-	808,500,000
		(100,000)	(-)	(-)	(-)	(100,000)
8	Sale of Investment	25,671,500	-	-	-	25,671,500
		(-)	(-)	(-)	(-)	(-)
9	Issue of Bonus Shares	-	-	-	-	-
		(-)	(3,854,000)	(16,451,000)	(3,919,000)	(24,224,000)
10	Transfer of Industrial Park	2,084,712,830	-	-	-	2,084,712,830
		(-)	(-)	(-)	(-)	(-)
11	Directors' Remuneration Paid	-	-	5,400,000	-	5,400,000
		(-)	(-)	(5,400,000)	(-)	(5,400,000)

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

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

- i) Loan given during the year includes Valley Computech Ltd. Rs. 4,000.30 Lacs (Previous Year Rs. 4,549.70 Lacs), Noida Towers Pvt. Ltd. Rs. 0.16 Lac (Previous Year Rs. 2.16 Lacs), Auxin Engineering Ltd. Rs. 261.20 Lacs (Previous Year Rs. Nil).
- ii) Loan received back during the year includes Valley Computech Ltd. Rs. 9,597.55 Lacs (Previous Year Rs. 4,252.00 Lacs), Noida Towers Pvt. Ltd. Rs. 2.31 Lacs (Previous Year Rs. Nil).
- iii) Loan received during the year includes Mr. Sandeep Sethi Rs. 150.00 Lacs (Previous Year Rs. Nil), Mr. Sanjay Arora Rs. 150.00 Lacs (Previous Year Rs. Nil), Mr. Gurupreet Sangla Rs. 66.00 Lacs (Previous Year Rs. Nil), Mr. Harvinder Singh Rs. 159.00 Lacs (Previous Year Rs. Nil). The loans do not carry any interest and are repayable on demand.
- iv) Loan repaid during the year includes Mr. Sandeep Sethi Rs. Nil (Previous Year Rs. 59.50 Lacs), Mr. Sanjay Arora Rs. Nil (Previous Year Rs. 68.00 Lacs). The loans were not carrying any interest and were repayable on demand.
- v) Advances given under Agreement to purchase Capital Asset includes Express Infoways Pvt. Ltd. Rs. Nil (Previous Year Rs. 38.00 Lacs).
- vi) Advances received back under Agreement to purchase Capital Asset includes Express Infoways Pvt. Ltd. Rs. Nil (Previous Year Rs. 675.70 Lacs).
- vii) Subscription to Shares includes Shares of Noida Towers Pvt. Ltd. for Rs. Nil (Previous Year Rs. 1.00 Lac) and Shares of Valley Computech Ltd. for Rs. 8,085.00 Lacs (Previous Year Rs. Nil).
- viii) Sale of Investment includes Sale of Shares to Auxin Engineering Ltd. for Rs. 256.72 Lacs (Previous Year Rs. Nil). (refer note 32)
- ix) Issue of Bonus Shares includes Drishti Overseas Pvt. Ltd. Rs. Nil (Previous Year Rs. 5.52 Lacs), Appreciate Fincap Pvt. Ltd. Rs. Nil (Previous Year Rs. 28.12 Lacs), Amici Securities Ltd. Rs. Nil (Previous Year Rs. 4.90 Lacs), Sandeep Sethi Rs. Nil (Previous Year Rs. 51.38 Lacs), Sanjay Arora Rs. Nil (Previous Year Rs. 53.13 Lacs), Gurupreet Sangla Rs. Nil (Previous Year Rs. 30.00 Lacs), Harvinder Singh Rs. Nil (Previous Year Rs. 30.00 Lacs), Satvinder Kaur Rs. Nil (Previous Year Rs. 20.00 Lacs), Kuldeep Kaur Rs. Nil (Previous Year Rs. 12.50 Lacs), Alka Sethi Rs. Nil (Previous Year Rs. 3.75 Lacs), Shakuntla Arora Rs. Nil (Previous Year Rs. 2.94 Lacs).
- x) Transfer of Industrial Park refers to Transfer of Industrial Park to Noida Towers Pvt. Ltd. for Rs. 20,847.13 Lacs (Previous Year Rs. Nil). (refer note 37)
- xi) Directors' Remuneration Paid includes remuneration paid to Mr. Gurupreet Sangla for 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, 2013

(Amount in Rs.)

Sr. No.	Nature of Transaction	Subsidiaries	Enterprises over which KMP are able to exercise significant influence	KMP	Relative of KMP	Total
1	Loan Given	26,120,000	-	-	-	26,120,000
		(559,940,500)	(-)	(-)	(-)	(559,940,500)
2	Loan Received	-	-	52,500,000	-	52,500,000
		(-)	(-)	(-)	(-)	(-)

Note: Figures in bracket represent previous year's amount.**Notes:**

- a) Loans given to subsidiaries are in the nature of Interest-Free Loans where there is no repayment schedule.
- b) Corporate Guarantee of Rs. 640,000,000/- (Rupees Sixty Four Crores only) had been given to Punjab & Sind Bank to secure the term loans to one of the subsidiaries viz., Auxin Engineering Ltd. As a result of this transfer, Auxin Engineering Ltd. has become the holding company of Valley Computech Ltd. and ETT Limited has become ultimate holding company of Valley Computech Ltd.

32. During the current financial year, in view of corporate restructuring and pursuant to shareholders approval under section 293(1)(a) of the Companies Act, 1956, the Company has transferred its entire Investments in one of its wholly owned subsidiary viz., Valley Computech Ltd. to its another wholly owned subsidiary viz., Auxin Engineering Ltd. As a result of this transfer, Auxin Engineering Ltd. has become the holding company of Valley Computech Ltd. and ETT Limited has become ultimate holding company of Valley Computech Ltd.

33. 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 trade receivables & payables are subject to confirmation, due reconciliation and consequential adjustments arising there from, if any; however the management does not expect any material variation.

34. 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 31.03.2013	As on 31.03.2012	Maximum Balance during the year
1	Valley Computech Ltd.	Subsidiary	Nil	559,725,000	913,125,000
2	Noida Towers Pvt. Ltd.	Subsidiary	Nil	215,500	221,199
3	Auxin Engineering Ltd.	Subsidiary	26,120,000	Nil	26,120,000

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.
- (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.

35. Information to be disclosed in accordance with AS 19 on "Leases"

a) Assets given on Lease*

Sr. No.	Class of Assets	Gross Block as on March 31, 2013	Depreciation for the year 2012 – 13	Accumulated depreciation as on March 31, 2013
i	Fixed Assets			
	Capital Work-in-Progress	396,453,562	Nil	Nil

b) Operating Lease

The Company has leased facilities under non-cancellable operating leases. The future minimum lease payment receivables in respect of these leases are disclosed as under:-

(Amount in Rs.)

Particulars	As on 31.03.2013
Within one year	20,313,180
Later than one year and not more than five years	87,346,674
Later than five years	96,442,283

c) General Description of Lease terms:

- i) Lease rentals are charged on the basis of agreed terms.
- ii) Assets are given on lease over a period of 3 to 9 years.

36. CAPITALIZATION OF EXPENSES

During the year, the Company has capitalized the following expenses of revenue nature to the capital work-in-progress (CWIP). Consequently, expenses disclosed under the respective notes are net of amounts capitalized by the Company.

(Amount in Rs.)

Particulars	As on 31.03.2013	As on 31.03.2012
Power and Fuel	912,463	515,769
Finance Cost	8,471,930	55,481,733
Other Expenses	3,702,194	3,023,237
Total	13,086,587	59,020,739

Borrowing Cost Capitalized during the year: Rs. 8,471,930/- (Previous Year: Rs. 55,481,733/-).

37. During the current financial year, the Company has transferred one of its approved and notified Industrial Park situated at Noida, as a going concern.

38. CONTINGENT LIABILITIES AND COMMITMENTS**Contingent Liabilities not provided for in respect of:**

- (a) During the previous financial year, company had received a demand of Entry Tax for Rs. 36,295/- u/s 22 of UPVAT Act, for the year 2007 – 2008, against which rectification application had been filed under section 31(1) under UPVAT Act, with the Assistant Commissioner, Ward – 3, Commercial Tax, Noida which is still pending for disposal. The Company had been legally advised that the said demand is likely to be deleted and therefore no provision has been made in this respect.
- (b) During the current financial year, company has received a demand for Rs. 338,960/- u/s 143(3) of Income Tax Act, 1961, for the assessment year 2010 – 2011, against which Appeal has been filed u/s 246 of the Income Tax Act, 1961 for Rs. 286,237/- with the Commissioner of Income Tax, Appeal - II, Income Tax Office, New Delhi which is pending for disposal. The Company has been legally advised that the contested demand is likely to be deleted and therefore no provision has been made in this respect.

COMMITMENTS

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances): Rs. 24,208,251/- (Previous Year Rs. 31,012,859/-) as certified by the management.

39. During the current financial year, the Company has deposited a sum of Rs.10,665/- plus interest thereon of Rs. 6,530/- against the Sale Tax / UPVAT demand under Entry Tax Act for the year 2008-09 and same is charged to profit & loss statement under the head of "Miscellaneous Expenses" and "Interest Paid Others".

40. EXPENDITURE IN FOREIGN CURRENCY

(Amount in Rs.)

Particulars	Year Ended 31.03.2013	Year Ended 31.03.2012
Membership Fees (USGBC)	17,004/-	15,563/-
Total	17,004/-	15,563/-

41. 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 availing tax benefits 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 tax benefits for 10 continuous years from the Assessment Year 2008-2009.

42. DEFERRED TAX

Deferred Tax Asset has not been recognized on account of losses carried forward and on account of unabsorbed depreciation where there is absence of virtual certainty of realizing the same in future.

43. 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.

44. The Company has reclassified, regrouped and rearranged previous year figures, wherever considered necessary to conform to this year's classification.

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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

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 : May 30, 2013

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 2nd Annual Report of your Company together with the Audited Annual Accounts for the financial year ended March 31, 2013.

FINANCIAL PERFORMANCE

(Amount in Rs.)

Particulars	As At March 31, 2013	As At March 31, 2012
Total Income	-	-
Total Expenditure	27,967	4,95,500
Profit/(Loss) before tax	(27,967)	(4,95,500)
Less: Tax Expenses	-	-
Profit/(Loss) after tax	(27,967)	(4,95,500)
Paid-up Share Capital	5,00,000	5,00,000
Reserves and Surplus	(5,23,467)	(4,95,500)

Year in retrospect and overview

The Company has not earned any income during the year under consideration. This year, the Company suffered a net loss of Rs. 27,967/-. Your Directors are putting in their best efforts to improve the performance of the Company.

During the financial year ended March 31, 2013:

- The Company has acquired entire shareholding of M/s Valley Computech Ltd. (formerly Valley Computech Pvt. Ltd.) from its holding company – M/s ETT Limited. The Company accordingly became a holding company of M/s Valley Computech Ltd. and M/s ETT Limited, being the holding company of your company as well, became the ultimate holding company of M/s Valley Computech Ltd. The Company by virtue of becoming holding company of M/s Valley Computech Ltd. also became the ultimate holding company of following subsidiary companies:
 - M/s York Calltech Pvt. Ltd.
 - M/s GST Hotel & Resorts Pvt. Ltd.
 - M/s Ambience Buildtech Pvt. Ltd.*

*wholly owned subsidiary of M/s Valley Computech Ltd. with effect from June 1, 2013.
- The Company has changed its Registered office from 159, 1st Floor, D – 288/10, Wadhwa Complex, Laxmi Nagar, Delhi – 110 092 to 17, Hemkunt Colony, New Delhi – 110 048 w.e.f. November 2, 2012.

Subsidiaries

The Annual Reports of following subsidiary companies are attached with this Annual Report:

- M/s Valley Computech Ltd.
- M/s York Calltech Pvt. Ltd.*
- M/s GST Hotel & Resorts Pvt. Ltd.*

* wholly owned subsidiary of M/s Valley Computech Ltd.

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 – March 31, 2013 and the date of this Report.

Dividend

No dividend is recommended by the Board of your Company.

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.

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

- a. **Conservation of Energy & Technology Absorption:** The Company has not started any business in the year under review.
- b. **Export Activities:** The Company has not started any business in the year under review.
- c. **Foreign Exchange Earnings and Outgo:** The Company has not started any business in the year under review. So, there was no Foreign Exchange earnings and outgo during the year under review.

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

During the year under review, Mr. Ajay Pratap Singh, Mr. Shakil Ahmad and Mr. Ashok Chaturvedi have resigned from directorship of the Company.

In terms of the provisions of the Companies Act, 1956, Mr. Sanjay Arora, 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 VSD & Associates, Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. A certificate under Section 224(1B) of the Companies Act, 1956 regarding their eligibility for the proposed re-appointment has been obtained from them. 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.

Directors' Responsibility Statement

In terms of the 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 preparation of the annual accounts for the financial year 2012 - 2013, 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, 2013 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 Directors have prepared the Annual Accounts on a going concern basis.

Acknowledgement

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance, the Company has received from Banks, various Government Departments etc.

For and on behalf of the Board of Directors

New Delhi
August 1, 2013

Sd/-
Gurupreet Sangla
Director
DIN 00036988

Sd/-
Sandeep Sethi
Director
DIN 00053915

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

1.	Name of the Subsidiary Company	Valley Computech Ltd.*	York Calitech Pvt. Ltd.**	GST Hotel & Resorts Pvt. Ltd.**
2.	Financial year of the subsidiary company ended on	March 31, 2013	March 31, 2013	March 31, 2013
3.	Holding Company's interest in the subsidiary companies as on March 31, 2013 (a) Type of Shares (b) Total Number of Shares (c) Face Value (d) Extent of Holding	Equity Shares 25,67,150 10 100%	Equity Shares 13,00,500 10 100%	Equity Shares 50,000 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	(6,95,278) (82,569)	(2,97,30,423) (11,94,381)	(25,832) (28,546)
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

NOTES:

- * a) M/s Valley Computech Pvt. Ltd. has converted into a public limited company and consequently its name is changed to Valley Computech Ltd.
- b) The Company acquired the entire shareholding in M/s Valley Computech Ltd. from its holding company, M/s ETT Limited on March 13, 2013. Accordingly, the Company became the Holding Company of M/s Valley Computech Ltd.

** M/s York Calitech Pvt. Ltd. and M/s GST Hotel & Resorts Pvt. Ltd. are wholly owned subsidiary companies of M/s Valley Computech Ltd.

For and on behalf of the Board of Directors

Sd/- **Sandeep Sethi** Director
Sd/- **Gurupreet Sangla** Director

Place : New Delhi
Date : August 1, 2013

INDEPENDENT AUDITORS' REPORT

To the Members of
AUXIN ENGINEERING LIMITED

REPORT ON THE FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

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

OPINION

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - c) the balance sheet, statement of profit & loss and cash flow statement dealt with by this report are in agreement with the books of account;

- d) in our opinion, the balance sheet, statement of profit & loss and cash flow statement comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;
- f) since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the company.

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

Sd/-
(Vaibhav Gupta)
Partner
M.No. 519066

Place : New Delhi
Date : May 29, 2013

ANNEXURE TO AUDITORS' REPORT

Referred to in our Report of even date to the members of AUXIN ENGINEERING LIMITED on the accounts for the year ended 31st March 2013.

- (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 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 in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved at any time during the year was Rs. 26,120,000/- and the year-end balance of loan taken from such Company was Rs. 26,120,000/-.
 - (c) 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.
 - (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)
 - (i) In our opinion and according to the information and explanations given to us, in respect of transaction made in pursuance of such arrangement as referred to in Note 13 of the financial statement, because of the unique and specialized nature of the items involved and absence of any comparable prices, we are unable to comment whether the transaction was made at prevailing market prices at the relevant time.
 - (ii) In our opinion and according to the information and explanations given to us, in respect of other 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) 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, 2013 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, as the company has not been registered for a period of five years or more, the provisions of clause 4(x) of the order are not applicable to the company.
- (xi) 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 these investment transactions and timely entries have been made therein. All the 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.
- (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 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) 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) 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.
- (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.

Place : New Delhi
Date : May 29, 2013

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

Sd/-
(Vaibhav Gupta)
Partner
M.No. 519066

BALANCE SHEET AS AT 31.03.2013

Particulars	Note No.	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
EQUITY & LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	500,000	500,000
Reserves & Surplus	4	(523,467)	(495,500)
		(23,467)	4,500
NON-CURRENT LIABILITIES			
Long-Term Borrowings	5	26,120,000	-
		26,120,000	-
CURRENT LIABILITIES			
Other Current Liabilities	6	16,854	15,000
		16,854	15,000
TOTAL		26,113,387	19,500
ASSETS			
NON-CURRENT ASSETS			
Non-Current Investments	7	25,735,679	-
		25,735,679	-
CURRENT ASSETS			
Cash & Bank Balances	8	377,708	19,500
		377,708	19,500
TOTAL		26,113,387	19,500
Significant Accounting Policies & Notes to Accounts	1 to 15		

In terms of our audit report of even date annexed

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

Sd/-
(Vaibhav Gupta)
Partner
M.No. 519066

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 29, 2013

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2013

Particulars	Note No.	Year Ended 31.03.2013 Amount (Rs.)	Year Ended 31.03.2012 Amount (Rs.)
INCOME		-	-
EXPENSES			
Employee Benefit Expenses	9	-	348,325
Other Expenses	10	27,967	147,175
Total Expenses		27,967	495,500
Profit/(Loss) before tax		(27,967)	(495,500)
Less: Tax Expenses			
- Deferred Tax (Credit) / Charge		-	-
Profit/(Loss) for the period		(27,967)	(495,500)
Earnings Per Equity Share of face value of Rs. 10/- each	11		
1) Basic		(0.56)	(9.91)
2) Diluted		(0.56)	(9.91)
Significant Accounting Policies & Notes to Accounts	1 to 15		

In terms of our audit report of even date annexed

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

Sd/-
(Vaibhav Gupta)
Partner
M.No. 519066

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 29, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

Particulars	As On 31.03.2013 Amount (Rs.)	As On 31.03.2012 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit /(Loss) after Interest and before Tax	(27,967)	(495,500)
Operating Profit before Working Capital Changes	(27,967)	(495,500)
Adjustments for :		
Increase / (Decrease) in Other Current Liabilities	1,854	15,000
NET CASH USED IN OPERATING ACTIVITIES (A)	(26,113)	(480,500)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Investments	(25,735,679)	-
NET CASH USED IN INVESTING ACTIVITIES (B)	(25,735,679)	-
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Increase / (Decrease) in Share Capital	-	500,000
Increase /(Decrease) in Long-Term Borrowings	26,120,000	-
NET CASH FROM FINANCING ACTIVITIES (C)	26,120,000	500,000
NET INCREASE /(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	358,208	19,500
OPENING BALANCE OF CASH & CASH EQUIVALENTS	19,500	-
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	377,708	19,500

Note: Figures in brackets indicate cash outflows.

Significant Accounting Policies & Notes to Accounts 1 to 15

In terms of our audit report of even date annexed

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

Sd/-
(Vaibhav Gupta)
Partner
M.No. 519066

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 29, 2013

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013**1. BASIS OF PREPARATION**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention, as applicable to a going concern. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

2. SIGNIFICANT ACCOUNTING POLICIES**a) 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 reflected in the Financial Statements for the period in which the results are known / materialized.

b) FIXED ASSETS

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

c) INVENTORY

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

d) INVESTMENTS

Long-Term Investments are stated at cost as per the requirements 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.

e) 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.

f) EXPENSES

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

g) INCOME

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

h) 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. As per the requirements of Accounting Standard – 22, on “Accounting for Taxes on Income”, prescribed under the Companies (Accounting Standards) Rules, 2006, 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) FOREIGN CURRENCY TRANSACTIONS

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

j) IMPAIRMENT OF ASSETS

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

k) 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.

l) 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.

m) 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.

n) CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents for the purpose of “Cash Flow Statement” comprise cash at bank and in hand and deposits with bank with an original maturity of three months or less.

o) EARNINGS PER SHARE

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

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

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
-------------	----------------------------------	----------------------------------

3. SHARE CAPITAL

Authorised Share Capital

50,000 (Previous Year : 50,000) Equity Shares of Rs. 10/- each	500,000	500,000
	<u>500,000</u>	<u>500,000</u>

Issued, Subscribed & Fully Paid Up Share Capital

50,000 (Previous Year : 50,000) Equity Shares of Rs. 10/- each fully paid up	500,000	500,000
	<u>500,000</u>	<u>500,000</u>

a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity Shares

	March 31, 2013		March 31, 2012	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Balance at the beginning of the period	50,000	500,000	-	-
Issued during the period	-	-	50,000	500,000
Outstanding at the end of the period	<u>50,000</u>	<u>500,000</u>	<u>50,000</u>	<u>500,000</u>

b) Terms/ Rights attached to Equity Shares

The Company has only one class of Equity share having a face value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. All the Equity Shares carry the same rights with respect to voting, dividend, etc.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
-------------	----------------------------------	----------------------------------

c) Shares held by holding company

ETT Limited*		
50,000 (Previous Year Nil)		
Equity Shares of Rs. 10/- each fully paid up	500,000	-

* By subscription to 100% equity shares, ETT Ltd. has become Holding Company during the current period.

d) Details of shareholders holding more than 5% share in the Company

	March 31, 2013		March 31, 2012	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity Shares of Rs. 10/- each fully paid				
Key Managerial Personnel				
- Shakil Ahmad	-	-	24,998	50.00%
- Ajay Pratap Singh	-	-	24,997	49.99%
Holding Company				
- ETT Limited	50,000	100%	-	-

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
-------------	----------------------------------	----------------------------------

4. RESERVES & SURPLUS

Surplus/(Deficit) in the Statement of Profit & Loss

Balance as per last Financial Statements	(495,500)	-
Profit /(Loss) for the year	(27,967)	(495,500)

Net Surplus /(Deficit) in the statement of Profit & Loss

	(523,467)	(495,500)
Total	(523,467)	(495,500)

5. LONG-TERM BORROWINGS

Loans and Advances from Related Parties

Unsecured Borrowings

- From Holding Company (Note 12)	26,120,000	-
	26,120,000	-

6. OTHER CURRENT LIABILITIES

Other Payable:-

- Expenses Payable	16,854	15,000
	16,854	15,000

7. NON-CURRENT INVESTMENTS

TRADE INVESTMENT

UNQUOTED SHARES, AT COST
EQUITY SHARES FULLY PAID UP OF
SUBSIDIARY COMPANY

Valley Computech Limited
of Rs. 10/- each

No. of Shares	Book Value as at 31.03.2013 (Amount Rs.)	No. of Shares	Book Value as at 31.03.2012 (Amount Rs.)
2,567,150	25,735,679	-	-
	<u>25,735,679</u>		<u>-</u>
	25,735,679		-

Aggregate amount of unquoted investment

* By subscription to 100% of equity shares,
Valley Computech Ltd. has become wholly
owned subsidiary during the current period.

8. CASH AND BANK BALANCES

Cash and Cash Equivalents

Balance with Scheduled Banks:

In Current Account

Cash in Hand

(As certified by the Management)

	Non-Current		Current	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
In Current Account	-	-	342,462	-
Cash in Hand	-	-	35,246	19,500
	<u>-</u>	<u>-</u>	<u>377,708</u>	<u>19,500</u>

Particulars

**As At 31.03.2013
Amount (Rs.)**

**As At 31.03.2012
Amount (Rs.)**

9. EMPLOYEE BENEFIT EXPENSES

Salaries and Wages

Salaries

Staff Welfare Expenses

-	325,000
-	23,325
<u>-</u>	<u>348,325</u>

10. OTHER EXPENSES

ADMINISTRATIVE & OTHER EXPENSES

Accounting Charges

Fees & Subscription

Professional Expenses

Payment to Auditors

(Refer to Note 10.1)

Preliminary Expenses W/off

Miscellaneous Expenses

1,000	-		
8,700	-		
-	18,540		
16,854	15,000		
-	68,160		
1,413	27,967	45,475	147,175
<u>1,413</u>	<u>27,967</u>	<u>45,475</u>	<u>147,175</u>
	27,967		147,175

10.1 Payment to Auditors

Audit Fee	16,854	15,000
	16,854	15,000
	16,854	15,000

11. EARNINGS PER SHARE (EPS)

The following reflects the profit / (loss) and share data used in the basic and diluted EPS computations:

Net Profit / (Loss) attributable to equity shareholders (Rs.)	(27,967)	(495,500)
Weighted average number of equity shares	50,000	50,000
Basic & Diluted Earning Per Share (Rs.)	(0.56)	(9.91)
Nominal Value Per Share (Rs.)	10/-	10/-

12. RELATED PARTY DISCLOSURES

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:

Sr. No.	Name of Related Parties	Relationship
1	ETT Limited*	Holding Company
2	Valley Computech Ltd.#	Subsidiary Company
3	York Caltech Pvt. Ltd.	
4	GST Hotel & Resorts Pvt. Ltd.	

* By acquisition of 100% equity shares, ETT Ltd. has become Holding Company during the current financial year.

During the year, Valley Computech Pvt. Ltd. has been converted into Valley Computech Ltd.

(b) Transactions during the year with related parties (excluding reimbursements): (Amount in Rs.)

Sr. No.	Nature of Transaction	Holding	Subsidiary	Total
1	Loan Received	26,120,000	-	26,120,000
		(-)	(-)	(-)
2	Purchase of Investments	-	25,735,679	25,735,679
		(-)	(-)	(-)

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

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

1. Loan received includes ETT Limited Rs. 261.20 Lacs (Previous Year Nil).
2. Purchase of Investments includes Valley Computech Limited Rs. 256.71 Lacs (Previous Year Nil) including Stamp Duty Rs. 64,179/- thereon.

(d) Closing Balance as on March 31, 2013: (Amount in Rs.)

Sr. No.	Nature of Transaction	Holding Company	Subsidiary Company	Total
1	Loan Received	26,120,000	-	26,120,000
		(-)	(-)	(-)

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

Note: Loan received from holding company is in the nature of Interest Free Loans where there is no repayment schedule.

13. During the current financial year, the company has acquired 100% shares of Valley Computech Ltd. from ETT Limited (the holding company). As a result of this acquisition, Auxin Engineering Ltd. has become the holding company of Valley Computech Ltd. and ETT Limited has become ultimate holding company of Valley Computech Ltd.
14. 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.
15. The Company has reclassified, regrouped and rearranged previous year figures, wherever considered necessary to conform to this year's classification.

In terms of our audit report of even date annexed

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

Sd/-
(Vaibhav Gupta)
Partner
M.No. 519066

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 29, 2013

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 9th Annual Report on the business and operations of the Company together with the Audited Annual Accounts for the financial year ended March 31, 2013.

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, 2013	March 31, 2012
Total Income	42,000	39,000
Total Expenditure	3,62,543	1,58,477
Profit / (Loss) before tax	(3,20,543)	(1,19,477)
Less: Provision for tax: Deferred Tax (Credit)	3,74,735	(36,908)
Profit / (Loss) after tax	(6,95,278)	(82,569)
Paid-up Share Capital	2,56,71,500	91,71,500
Reserves and Surplus	1,23,47,67,649	44,34,62,927

Year in retrospect and overview

(i) Financial Performance

This year the Company has earned an income of Rs. 42,000/- as against the income of Rs. 39,000/- in the previous year. The Company has suffered a net loss of Rs. 6,95,278/- during the year under review as against loss of Rs. 82,569/- in the previous year.

(ii) Conversion into 'Public Limited' Company

The status of the Company has been changed in line with the provisions of Section 21 of the Companies Act, 1956 from 'Private Limited' Company to 'Public Limited' Company.

(iii) Increase in Authorised Share Capital

During the year under review, in terms of the provisions of Section 94 of the Companies Act, 1956, the authorised share capital of the Company is increased to Rs. 3 Crore subsequent to approval of shareholders of the Company obtained in the extra ordinary general meeting held on December 7, 2012.

(iv) Allotment of Shares under Rights Issue

In terms of the provisions of Section 81(1) of the Companies Act, 1956, the Company allotted 16,50,000 Equity Shares to ETT Limited on Rights basis in the ratio of 9 (Nine) Equity Shares for every 5 (Five) Equity Shares held.

(v) Wholly Owned Subsidiary of M/s Auxin Engineering Ltd.

During the current financial year, M/s Auxin Engineering Ltd., a wholly owned subsidiary company of M/s ETT Limited, acquired the entire shareholding of the Company from M/s ETT Limited. As a result, the Company became a wholly owned subsidiary of M/s Auxin Engineering Ltd. and M/s ETT Limited became its ultimate holding company.

Subsidiaries

The Annual Reports of following subsidiary companies are attached with this Annual Report:

1. M/s York Calltech Pvt. Ltd.
2. M/s GST Hotel & Resorts Pvt. Ltd.*

A statement regarding particulars of the subsidiary company forms part of the Annual Accounts of the Company.

* During the year 2012-13, the Company acquired the entire shareholding of M/s GST Hotel & Resorts Pvt. Ltd. Accordingly, M/s GST Hotel & Resorts Pvt. Ltd. became wholly owned subsidiary of the Company with effect from March 21, 2013.

After the closure of the financial year ended March 31, 2013, the Company acquired entire shareholding of M/s Ambience Buildtech Pvt. Ltd. Accordingly, M/s Ambience Buildtech Pvt. Ltd. became wholly owned subsidiary of the Company with effect from June 1, 2013.

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, 2013 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. Sanjay Arora, 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

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

1. The Auditors have made an observation regarding payment of disputed amount as referred to in point (ix)(c) of the Annexure to the Auditors' Report.

In the opinion of the Board, the comment of the Auditors read with the Note no. 18 of Notes to Financial Statements is self explanatory and do not warrant any specific clarification.

Accounts along with notes and Auditors' Report (except as aforesaid) are self explanatory and do not require further explanation and 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 2012 - 2013, 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, 2013 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
August 1, 2013

Sd/-
Gurupreet Sangla
Director
DIN 00036988

Sd/-
Sandeep Sethi
Director
DIN 00053915

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

1.	Name of the Subsidiary Company	York Calitech Pvt. Ltd.	GST Hotel & Resorts Pvt. Ltd.*
2.	Financial year of the subsidiary company ended on	March 31, 2013	March 31, 2013
3.	Holding Company's interest in the subsidiary companies as on March 31, 2013 (a) Type of Shares (b) Total Number of Shares (c) Face Value (d) Extent of Holding	Equity Shares 13,00,500 10 100%	Equity Shares 50,000 10 10100%
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	(2,97,30,423) (11,94,381)	(25,832) (28,546)
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

NOTE:

* The Company acquired 100% equity shareholding of M/s GST Hotel & Resorts Pvt. Ltd. on March 21, 2013.

Place : New Delhi

Date : August 1, 2013.

For and on behalf of the Board of Directors

Sd/-
Sandeep Sethi
Director

Sd/-
Gurupreet Sangla
Director

Company No. : U72200DL2004PLC127358
Nominal Capital : 3,00,00,000/-

COMPLIANCE CERTIFICATE

The Members
VALLEY COMPUTECH LIMITED
17, Hemkunt Colony
New Delhi

We have examined the registers, records, books and papers of VALLEY COMPUTECH LIMITED (formerly 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, 2013. 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 is a public limited company.
4. The Board of Directors duly met 9 (Nine) times on 25.05.2012, 13.08.2012, 09.11.2012, 01.12.2012, 08.12.2012, 11.12.2012, 18.01.2013, 25.01.2013 and 13.03.2013 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 31.03.2012 was held on 26.09.2012 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. 3 (Three) extra ordinary general meetings were held during year 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.
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 delivered all the certificates on allotment and on lodgment thereof for transfer or any other purpose in accordance with the provisions of the Act.
 - 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 Investor 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 approvals of the Central Government / Registrar of Companies, New Delhi for alteration in Objects clause and for conversion into a Public Limited Company and consequent alteration in its MoA and AoA. The Registrar of Companies issued a certificate of registration of special resolution for alteration in Objects clause on 30.11.2012 and a fresh certificate of incorporation consequent upon change of name on conversion into a public Limited company on 24.12.2012.
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 issued 16,50,000 Equity shares of Rs. 10/- each for cash at a premium of Rs. 480/- per share i.e. @ Rs. 490 per share to the existing shareholders of the company on rights basis during the financial year and complied with the provisions of the Act in this regard.
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 31.03.2013 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 altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny. The "Other objects" of the Company were altered by deleting the word "Architects" in Clause no. 14 and 34 by the shareholders of the company in their Extra ordinary general meeting held on 12.11.2012.
28. The Company has altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny. The Company was converted into a Public Limited Company and consequently its name was changed by deleting the word Private from its name by shareholders in their extra ordinary general meeting held on 01.04.2012.
29. The Company has altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny. The Authorised Share capital of the company was increased from Rs. 1 crore to Rs. 3 Crores by shareholders of the company in their extra ordinary general meeting held on 07.12.2012.
30. The Company Articles of Association were altered during the year under review by the shareholders of the company in their extra ordinary general meeting held on 01.04.2012 to give effect to conversion of company into a public limited company.
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 : New Delhi
Date : May 30, 2013

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 & Firms in which Directors etc are interested u/s 301.
8. Register of particulars of Directors, Managing Director, Manager & 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, 2013.

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.	Form-20B (Annual Return)	159	AGM held on 26.09.2012	SRN - Q00255380 Dated 21.11.2012	YES	N.A.
2.	Form-23AC and 23ACA- XBRL (Annual Accounts)	220	F.Y. Ended 31.03.2012	SRN - Q04558631 Dated 18.12.2012	YES	N.A.
3.	Form-66 (Compliance Certificate)	383A	F.Y. Ended 31.03.2012	SRN - P89847826 Dated 10.10.2012	YES	N.A.
4.	Form-23	192, 44	Conversion of Company into a public Limited Company & consequent alteration in AoA and MoA	SRN - B60996683 Dated 01.11.2012	NO	YES
5.	Form-23(Revised)	192, 44	Conversion of Company into a public Limited Company & consequent alteration in AoA and MoA	SRN - B63276695 Dated 06.12.2012	NO	YES
6.	Form-62	44	Filing of Statement in lieu of prospectus as per Schedule IV upon Conversion of Company into a public Limited Company	SRN - B60999224 Dated 01.11.2012	YES	N.A.
7.	Form-62(Revised)	44	Filing of Statement in lieu of prospectus as per Schedule IV upon Conversion of Company into a public Limited Company	SRN - B63669287 Dated 12.12.2012	YES	N.A.
8.	Form-5	94	Increase in Authorised Share Capital to 3 Crores in the EOGM dated 07.12.2012	SRN - B64645773 Dated 26.12.2012	YES	N.A.
9.	Form-2	75	Allotment of 16,50,000 Equity shares of Rs. 10/- each for cash at a premium of Rs. 480/- per share i.e. @ Rs. 490 per share to the existing shareholders on Rights basis on 25.01.2013	SRN - S20338430 Dated 22.02.2013	YES	N.A.

INDEPENDENT AUDITORS' REPORT

To the Members of
VALLEY COMPUTECH LIMITED

(Formerly Valley Computech Private Limited)

REPORT ON THE FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

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

OPINION

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the balance sheet, statement of profit & loss and cash flow statement dealt with by this report are in agreement with the books of account;

VALLEY COMPUTECH LIMITED

(Formerly Valley Computech Private Limited)



- d) in our opinion, the balance sheet, statement of profit & loss and cash flow statement comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;
- f) since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

Sd/-
(Vinod Sahni)
Partner
M. No. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M. No. 502337

Place : New Delhi
Date : May 30, 2013

ANNEXURE TO AUDITORS' REPORT

Referred to in our Report of even date to the members of VALLEY COMPUTECH LIMITED on the accounts for the year ended March 31, 2013

- (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 loans to two (2) 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. 1,004,060,000/- and the year-end balance of loans given to such companies was Rs. 841,662,500/-.
- (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. 943,125,000/- and the year-end balance of loan taken from such Company was Rs. Nil.
- (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, 2013 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 except

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	46,158/-	A.Y 2010 – 2011	Commissioner of Income Tax, Appeal-II, Income Tax Office, New Delhi

- (x) In our opinion and according to the information and explanations given to us, the accumulated losses of the Company as at March 31, 2013 are less than 50% of the net worth of the Company. It has incurred cash losses amounting to Rs. 320,543/- in the financial year ended on that date and Rs. 119,477/- 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) 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.
- (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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M. No. 502337

Place : New Delhi
Date : May 30, 2013

BALANCE SHEET AS AT 31.03.2013

Particulars	Note No.	As At 31.03.2013 Amount (Rs.)		As At 31.03.2012 Amount (Rs.)
EQUITY & LIABILITIES				
SHAREHOLDER'S FUNDS				
Share Capital	3	25,671,500		9,171,500
Reserves & Surplus	4	1,234,767,649	1,260,439,149	443,462,927
				452,634,427
CURRENT LIABILITIES				
Short-Term Borrowings	5	-		559,725,000
Trade Payables		63,669		9,000
Other Current Liabilities	6	118,091	181,760	112,360
				559,846,360
TOTAL			1,260,620,909	1,012,480,787
ASSETS				
NON-CURRENT ASSETS				
Non-Current Investments	7	384,347,500		361,290,000
Deferred Tax Assets (Net)	8	-		374,735
Long-Term Loans & Advances	9	45,657,500	430,005,000	-
				361,664,735
CURRENT ASSETS				
Trade Receivables	10	-		9,500
Cash & Bank Balances	11	2,360,909		146,000
Short-Term Loans & Advances	9	828,255,000	830,615,909	650,660,552
				650,816,052
TOTAL			1,260,620,909	1,012,480,787
Significant Accounting Policies & Notes to Accounts	1 to 24			

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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 30, 2013

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2013

Particulars	Note No.	Year Ended 31.03.2013 Amount (Rs.)	Year Ended 31.03.2012 Amount (Rs.)
INCOME			
Revenue from Operations	12	42,000	39,000
Total Revenue	(A)	42,000	39,000
EXPENSES			
Other Expenses	13	362,543	158,477
Total Expenses	(B)	362,543	158,477
Profit/(Loss) before tax	(A) - (B)	(320,543)	(119,477)
Less: Tax Expenses			
— Deferred Tax (Credit) / Charge		374,735	(36,908)
Profit/(Loss) for the period		(695,278)	(82,569)
Earnings Per Equity Share of face value of Rs. 10/- each	14		
1.) Basic		(0.57)	(0.09)
2.) Diluted		(0.57)	(0.09)
Significant Accounting Policies & Notes to Accounts	1 to 24		

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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 30, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

Particulars	As On 31.03.2013 Amount (Rs.)	As On 31.03.2012 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit /(Loss) after Interest and before Tax	(320,543)	(119,477)
Adjustments for:	-	-
Operating Profit /(Loss) before Working Capital Changes	(320,543)	(119,477)
Adjustments for :		
Increase /(Decrease) in Trade Payables	54,669	1,000
Increase /(Decrease) in Other Current Liabilities	5,731	10,791
Decrease /(Increase) in Trade Receivables	9,500	(500)
Decrease /(Increase) in Other Loans & Advances	552	-
NET CASH USED IN OPERATING ACTIVITIES	(A) (250,091)	(108,186)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Investment in Subsidiary	(23,057,500)	-
Decrease /(Increase) in Loans & Advances	(223,252,500)	(29,655,000)
NET CASH USED IN INVESTING ACTIVITIES	(B) (246,310,000)	(29,655,000)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Increase /(Decrease) in Share Capital	16,500,000	-
Increase /(Decrease) in Securities Premium	792,000,000	-
Increase /(Decrease) in Short-Term Borrowings	(559,725,000)	29,770,000
NET CASH FROM FINANCING ACTIVITIES	(C) 248,775,000	29,770,000
NET INCREASE /(DECREASE) IN CASH & CASH EQUIVALENTS	(A+B+C) 2,214,909	6,814
OPENING BALANCE OF CASH & CASH EQUIVALENTS	146,000	139,186
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	2,360,909	146,000

Note: Figures in brackets indicate cash outflows.

Significant Accounting Policies & Notes to Accounts 1 to 24

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. 086666

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 30, 2013

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

1. BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention, as applicable to a going concern. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

2. SIGNIFICANT ACCOUNTING POLICIES

a) 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 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 reflected in the Financial Statements for the period in which the results are known / materialized.

b) FIXED ASSETS

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

c) INVENTORY

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

d) INVESTMENTS

Long-Term Investments are stated at cost as per the requirements 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.

e) 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.

f) EXPENSES

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

g) INCOME

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

h) 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. As per the requirements of Accounting Standard – 22, on “Accounting for Taxes on Income”, prescribed under the Companies (Accounting Standards) Rules, 2006, 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) FOREIGN CURRENCY TRANSACTIONS

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

j) IMPAIRMENT OF ASSETS

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

k) 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.

l) 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.

m) 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.

n) CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents for the purpose of “Cash Flow Statement” comprise cash at bank and in hand and deposits with bank with an original maturity of three months or less.

o) EARNINGS PER SHARE

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

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

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
3. SHARE CAPITAL		
Authorised Share Capital		
3,000,000 (Previous Year 1,000,000) Equity Shares of Rs. 10/- each	30,000,000	10,000,000
	<u>30,000,000</u>	<u>10,000,000</u>
Issued, Subscribed & Fully Paid Up Share Capital		
2,567,150 (Previous Year 917,150) Equity Shares of Rs. 10/- each fully paid up	25,671,500	9,171,500
	<u>25,671,500</u>	<u>9,171,500</u>

a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity Shares

	March 31, 2013		March 31, 2012	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Balance at the beginning of the period	917,150	9,171,500	917,150	9,171,500
Issued during the period	1,650,000	16,500,000	-	-
Outstanding at the end of the period	<u>2,567,150</u>	<u>25,671,500</u>	<u>917,150</u>	<u>9,171,500</u>

b) Terms / Rights attached to Equity Shares

The Company has only one class of Equity share having a face value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. All the Equity Shares carry the same rights with respect to voting, dividend, etc.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
c) Shares held by holding company		
<u>ETT Limited</u>		
Current Year Nil (Previous Year 917,150) Equity Shares of Rs. 10/- each fully paid up	-	9,171,500
<u>Auxin Engineering Limited</u>		
2,567,150 (Previous Year Nil) Equity Shares of Rs. 10/- each fully paid up	25,671,500	-
	<u>March 31, 2013</u>	<u>March 31, 2012</u>
	<u>No. of Shares</u>	<u>No. of Shares</u>
	<u>% holding in the class</u>	<u>% holding in the class</u>
d) Details of shareholders holding more than 5% share in the Company		
Equity Shares of Rs. 10/- each fully paid		
<i>Holding Company</i>		
ETT Limited (Note 20)	-	917,150
Auxin Engineering Limited (Note 20)	2,567,150	100%
Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
4. RESERVES & SURPLUS		
Securities Premium Reserve		
Balance as per last Financial Statements	444,493,700	444,493,700
Add: Addition during the year	792,000,000	-
	<u>1,236,493,700</u>	444,493,700
Closing Balance	1,236,493,700	444,493,700
Surplus/(Deficit) in the statement of Profit & Loss		
Balance as per last Financial Statements	(1,030,773)	(948,204)
Profit /(Loss) for the year	(695,278)	(82,569)
Net Surplus /(Deficit) in the statement of Profit & Loss	<u>(1,726,051)</u>	<u>(1,030,773)</u>
Total	<u><u>1,234,767,649</u></u>	<u><u>443,462,927</u></u>
5. SHORT-TERM BORROWINGS		
Loans and Advances from Related Parties		
Unsecured Borrowings		
- From Holding Company (Note 16)	-	559,725,000
	<u>-</u>	<u>559,725,000</u>
6. OTHER CURRENT LIABILITIES		
Statutory Dues Payable	16,967	11,236
Other Payable:-		
- Expenses Payable	101,124	101,124
	<u>118,091</u>	<u>112,360</u>

VALLEY COMPUTECH LIMITED

(Formerly Valley Computech Private Limited)



7. NON-CURRENT INVESTMENTS	No. of Shares	Book Value as at 31.03.2013 (Amount Rs.)	No. of Shares	Book Value as at 31.03.2012 (Amount Rs.)
TRADE INVESTMENT				
UNQUOTED SHARES, AT COST				
EQUITY SHARES FULLY PAID UP OF SUBSIDIARY COMPANY				
York Calltech Private Limited Face Value of Rs. 10/- each	1,300,500	361,290,000	1,300,500	361,290,000
GST Hotel & Resorts Pvt. Ltd. Face Value of Rs. 10/- each (Note 16)	50,000	23,057,500	-	-
		<u>384,347,500</u>		<u>361,290,000</u>
Aggregate amount of unquoted investments		<u>384,347,500</u>		<u>361,290,000</u>

8. DEFERRED TAX ASSETS (NET)

Deferred Tax Assets on account of				
- Brought forward Losses		374,735		374,735
Less: Deferred Tax Assets Reversed		<u>(374,735)</u>		<u>-</u>
		<u>-</u>		<u>374,735</u>

9. LOANS & ADVANCES

	Non-Current (Long-Term)		Current (Short-Term)	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
Capital Advances				
Unsecured considered good	32,250,000	-	-	-
(A)	<u>32,250,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Loans & Advances to related parties (Note 16)				
Unsecured considered good	13,407,500	-	828,255,000	650,660,000
(B)	<u>13,407,500</u>	<u>-</u>	<u>828,255,000</u>	<u>650,660,000</u>
Other Loans and Advances				
Unsecured considered good				
Advance to Others	-	-	-	552
(C)	<u>-</u>	<u>-</u>	<u>-</u>	<u>552</u>
Total (A+B+C)	<u>45,657,500</u>	<u>-</u>	<u>828,255,000</u>	<u>650,660,552</u>

10. TRADE RECEIVABLES

	Non-Current		Current	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
Unsecured, considered good				
Outstanding for a period				
- Exceeding six months	-	-	-	-
- Others	-	-	-	9,500
	<u>-</u>	<u>-</u>	<u>-</u>	<u>9,500</u>

Particulars	Non-Current		Current	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
11. CASH AND BANK BALANCES				
Cash and Cash Equivalents				
Balance with Scheduled Banks:				
In Current Accounts	-	-	1,813,137	33,147
Cash in Hand	-	-	547,772	112,853
(As certified by the Management)				
	<u>-</u>	<u>-</u>	<u>2,360,909</u>	<u>146,000</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
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12. REVENUE FROM OPERATIONS

Sale of Services

Professional Charges	42,000	39,000
	<u>42,000</u>	<u>39,000</u>

13. OTHER EXPENSES

OPERATIONAL EXPENSES

Professional Charges	31,000	28,000
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ADMINISTRATIVE & OTHER EXPENSES

Accounting Charges	2,500	1,500
Fees & Subscription	13,627	2,590
Professional Expenses	12,000	-
Auditors' Remuneration (Refer Note 13.1)	169,664	122,660
Capital Increase Expenses	130,000	-
Miscellaneous Expenses	3,752	3,727
	<u>331,543</u>	<u>130,477</u>
	<u>362,543</u>	<u>158,477</u>

13.1 PAYMENT TO AUDITORS

Audit Fee	112,360	122,660
Taxation Matters	56,180	-
Other Services	1,124	-
	<u>169,664</u>	<u>122,660</u>

14. EARNINGS PER SHARE (EPS)

The following reflects the profit / (loss) and share data used in the basic and diluted EPS computations:

Net Profit / (Loss) attributable to equity shareholders (Rs.)	(695,278)	(82,569)
Weighted average number of equity shares	1,215,506	917,150
Basic & Diluted Earning Per Share (Rs.)	(0.57)	(0.09)
Nominal Value Per Share (Rs.)	10/-	10/-

15. SEGMENT INFORMATION

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.

16. RELATED PARTY DISCLOSURES

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:

Sr. No.	Name of Related Parties	Relationship
1	ETT Ltd.#	Ultimate Holding Company
2	Auxin Engineering Ltd.#	Holding Company
3	York Calltech Pvt. Ltd.	Subsidiary Company
4	GST Hotel & Resorts Pvt. Ltd.*	

* During the year 2012-13, the Company acquired the entire shareholding of GST Hotel & Resorts Pvt. Ltd. and GST Hotel & Resorts Pvt. Ltd. became a wholly owned subsidiary of the Company.

Refer Note No. 20

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

(Amount in Rs.)

Sr. No.	Nature of Transaction	Holding Company	Subsidiary Company	Enterprises over which KMP are able to exercise significant influence	Total
1	Loan Received	400,030,000	-	-	400,030,000
		(454,970,000)	(-)	(-)	(454,970,000)
2	Loan Repaid	959,755,000	-	-	959,755,000
		(425,200,000)	(-)	(-)	(425,200,000)
3	Loan given	-	668,357,500	-	668,357,500
		(-)	(462,355,000)	(-)	(462,355,000)
4	Loan received back	-	477,355,000	-	477,355,000
		(-)	(367,700,000)	(-)	(367,700,000)
5	Allotment of Shares	808,500,000	-	-	808,500,000
		(-)	(-)	(-)	(-)

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

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

1. Loan received includes ETT Limited Rs. 4,000.30 Lacs (Previous Year Rs. 4,549.70 Lacs).
2. Loan repaid includes ETT Limited Rs. 9,597.55 Lacs (Previous Year Rs. 4,252.00 Lacs).
3. Loan given includes York Calltech Private Limited Rs. 6,549.50 Lacs (Previous Year Rs. 4,623.55 Lacs), GST Hotel & Resorts Private Limited Rs. 134.07 Lacs (Previous Year Nil).
4. Loan received back includes York Calltech Private Limited Rs. 4,773.55 Lacs (Previous Year Rs. 3,677.00 Lacs).
5. Allotment of Shares includes allotment made to ETT Limited for Rs. 8,085.00 Lacs (Previous Year Nil).

(d) Closing Balance as on 31st March,2013:

(Amount in Rs.)

Sr. No.	Nature of Transaction	Holding Company	Subsidiary Company	Enterprises over which KMP are able to exercise significant influence	Total
1	Loan received	-	-	-	-
		(559,725,000)	(-)	(-)	(559,725,000)
2	Loan given	-	841,662,500	-	841,662,500
		(-)	(650,660,000)	(-)	(650,660,000)

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

Note: Loan received from holding company and Loans given to subsidiaries are in the nature of Interest Free Loans where there is no repayment schedule.

17. 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 31/03/2013	As on 31/03/2012	Maximum Bal. During the year
1	York Calltech Pvt. Ltd.	Subsidiary	828,255,000	650,660,000	1,004,060,000
2	GST Hotel & Resorts Pvt. Ltd.	Subsidiary	13,407,500	-	13,407,500

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.
- (b) No investment is made by the loanee company in the shares of parent Company.

18. CONTINGENT LIABILITIES AND COMMITMENTS

Contingent Liabilities not provided for in respect of:

- (a) During the current financial year, company has received a demand of Income Tax for Rs. 46,158/- u/s 143(3) of Income Tax Act, 1961, for the assessment year 2010 – 2011, against which Appeal has been filed u/s 246 of the Income Tax Act, 1961 with the Commissioner of Income Tax, Appeal - II, Income Tax Office, New Delhi 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.

19. 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 Trade Receivables and Payables are subject to confirmation, due reconciliation and consequential adjustments arising therefrom, if any. However the management does not expect any material variation.

VALLEY COMPUTECH LIMITED

(Formerly Valley Computech Private Limited)



20. During the current financial year, in view of corporate restructuring and pursuant to shareholders approval under section 293(1)(a) of the Companies Act, 1956, ETT Limited, the holding company, has transferred its entire Investments in Valley Computech Ltd. to its wholly owned subsidiary viz., Auxin Engineering Ltd. As a result of this transfer, Auxin Engineering Ltd. has become the holding company of Valley Computech Ltd. and ETT Limited has become ultimate holding company of Valley Computech Ltd.
21. During the year 2012-13, the status of the Company has been changed in line with provisions of Section 21 of the Companies Act, 1956 from 'Private Limited' Company to 'Public Limited' Company.
22. 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.
- 23. DEFERRED TAX**
- Deferred Tax Asset has not been recognized on account of losses carried forward and on account of unabsorbed depreciation where there is absence of virtual certainty of realizing the same in future.
24. The Company has reclassified, regrouped and rearranged previous year figures, wherever considered necessary to conform to this year's classification.

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. 086666

for L.D. Saraogi & Co.

Chartered Accountants

F.R.No. 005524N

Sd/-

(Jitender Saraogi)

Partner

M.No. 502337

for and on behalf of the Board

Sd/-

(Sandeep Sethi)

Director

Sd/-

(Gurupreet Sangla)

Director

Place : New Delhi

Date : May 30, 2013

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 9th Annual Report on the business and operations of the Company together with the Audited Annual Accounts for the financial year ended March 31, 2013.

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, 2013	March 31, 2012
Total Income	40,38,79,493	29,58,15,698
Total Expenditure	36,45,45,699	29,94,02,899
Profit / (Loss) before tax	3,93,33,794	(35,87,201)
Less: Provision for tax:		
Net Current Tax	-	-
Income Tax of Earlier Year	-	29,586
Deferred Tax Charge/ (Credit)	96,03,371	(24,22,406)
Profit / (Loss) after tax	2,97,30,423	(11,94,381)
Paid-up Share Capital	1,30,05,000	1,30,05,000
Reserves and Surplus	32,19,82,181	29,22,51,758

Year in retrospect and overview

(i) Financial Performance

During the year under review, the Company has earned an income of Rs. 40,38,79,493/- as against Rs. 29,58,15,698/- in the previous year. This year, the Company has earned a net profit of Rs. 2,97,30,423/- as against suffering a net loss of Rs. 11,94,381/- in the previous year.

The sale of office space at Company's building situated at Sector 132, Noida has boosted up during the current financial year as is evident from the revenue earnings on account of office space sales of Rs. 33,65,31,628/- as against revenue of Rs. 20,12,32,416/- 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, 2013 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, 2013.

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. Sandeep Sethi 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, 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 comments of the Board of Directors thereon is as follows:

The Auditors have made an observation regarding payment of undisputed material amount in arrears as referred to in point (ix)(b) of the Annexure to the Auditors' Report.

As regards the above observation of Auditors, the Board clarifies that the Company has paid all the statutory dues in respect of TDS, Service Tax, along with upto date interest, with appropriate authorities, prior to the Balance Sheet date.

Accounts along with notes and Auditors' Report (except as aforesaid) are 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:

- 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.
- Foreign Exchange Earnings and Outgo:** The foreign exchange earnings and expenditure of the Company during the year under review were Nil and Rs. 15,868/- as compared to Nil and Rs. 13,716/- in the previous year respectively on account of membership fees of US Green Building Council.

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:

- in preparation of the annual accounts for the financial year 2012 - 2013, the applicable accounting standards have been followed and there are no material departures;
- 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, 2013 and of the profit of the Company for the year ended on that date;
- 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
- 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
August 1, 2013

Sd/-
Gurupreet Sangla
Director
DIN 00036988

Sd/-
Sandeep Sethi
Director
DIN 00053915

INDEPENDENT AUDITORS' REPORT

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

REPORT ON THE FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

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

OPINION

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, 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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- c) the balance sheet, statement of profit & loss and cash flow statement dealt with by this report are in agreement with the books of account;
- d) in our opinion, the balance sheet, statement of profit & loss and cash flow statement comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;
- f) since, the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

Sd/-
(Vinod Sahni)
Partner
M. No. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M. No. 502337

Place : New Delhi
Date : May 30, 2013

ANNEXURE TO AUDITORS' REPORT

Referred to in our Report of even date to the members of YORK CALLTECH PRIVATE LIMITED on the accounts for the year ended March 31, 2013.

- (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. 1,004,060,000/- and the year-end balance of loan taken from such Company was Rs. 828,255,000/-.
 - (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 information and explanations given to us, we have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (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, 2013 except as given below:

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Due Date	Date of payment
Finance Act, 1994	Service Tax	18,540/-	August 2012	September 06, 2012	May 17, 2013

- (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, 2013 are less than 50% of the net worth of the Company. It has not incurred any cash losses in the financial year ended on that date. However it had incurred cash losses amounting to Rs. 3,013,397/- 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 or trading in shares, securities, debentures and other investments. However, the Company has made certain investments in future contract in NSE Future Market & Mutual Funds and has maintained proper records of these investment transactions and timely entries have been made therein. All the 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) According to the information and explanations given to us, the Company had given corporate guarantees for term loans 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.
- (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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M. No. 502337

Place : New Delhi
Date : May 30, 2013

BALANCE SHEET AS AT 31.03.2013

Particulars	Note No.	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
EQUITY & LIABILITIES			
SHAREHOLDER'S FUNDS			
Share Capital	3	13,005,000	13,005,000
Reserves & Surplus	4	321,982,181	292,251,758
		334,987,181	305,256,758
NON-CURRENT LIABILITIES			
Long-Term Borrowings	5	-	346,346,084
Other Long Term Liabilities	6	16,109,033	31,745,778
Long-Term Provisions	7	420,549	467,641
		16,529,582	378,559,503
CURRENT LIABILITIES			
Short-Term Borrowings	8	828,255,000	650,660,000
Trade Payables		11,091,358	54,654,680
Other Current Liabilities	9	79,820,402	97,683,548
Short-Term Provisions	7	1,605,072	2,714,616
		920,771,832	805,712,844
TOTAL		1,272,288,595	1,489,529,105
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	10		
— Tangible Assets		4,431,645	4,205,584
Deferred Tax Assets (Net)	11	12,193,626	21,796,997
Long-Term Loans & Advances	12	22,550,852	18,499,103
Other Non-Current Assets	13	26,920	24,748
		39,203,043	44,526,432
CURRENT ASSETS			
Current Investments	14	33,893,383	-
Inventories	15	1,167,089,450	1,415,035,367
Trade Receivables	16	20,886,359	9,642,301
Cash and Bank Balances	17	2,128,730	5,555,240
Short-Term Loans & Advances	12	7,415,634	14,769,765
Other Current Assets	13	1,671,996	-
		1,233,085,552	1,445,002,673
TOTAL		1,272,288,595	1,489,529,105
Significant Accounting Policies & Notes to Accounts	1 to 36		

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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Dolly Pasricha)
Company Secretary

Place : New Delhi
Date : May 30, 2013

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2013

Particulars	Note No.	Year Ended	
		31.03.2013	31.03.2012
		Amount (Rs.)	Amount (Rs.)
INCOME			
Revenue from Operations	18	402,726,726	295,269,986
Other Income	19	1,152,767	545,712
Total Revenue	(A)	403,879,493	295,815,698
EXPENSES			
Materials and Contract Costs		52,715,897	78,784,455
Fixed Assets converted into Stock-in-Trade		-	1,528,057,360
Changes in Inventories of Finished Goods	20	248,456,079	(1,414,056,710)
Employee Benefits Expenses	21	6,745,432	5,737,073
Finance Costs	22	12,718,517	72,517,838
Depreciation and Amortization Expense	23	910,153	573,804
Other Expenses	24	42,999,621	27,789,079
Total Expenses	(B)	364,545,699	299,402,899
Profit / (Loss) before tax	(A) - (B)	39,333,794	(3,587,201)
Less: Tax Expenses			
Current Tax		2,093,952	-
Less: MAT Credit Entitlement		(2,093,952)	-
Net Current tax		-	-
Income Tax of Earlier Years		-	29,586
Deferred Tax Charge / (Credit)		9,603,371	(2,422,406)
Profit/(Loss) for the period		29,730,423	(1,194,381)
Earnings Per Equity Share of face value of Rs. 10/- each	25		
1) Basic		22.86	(0.92)
2) Diluted		22.86	(0.92)

Significant Accounting Policies & Notes to Accounts 1 to 36

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. 086666

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Dolly Pasricha)
Company Secretary

Place : New Delhi
Date : May 30, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

Particulars	As On 31.03.2013 Amount (Rs.)	As On 31.03.2012 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) after Interest and before Tax	39,333,794	(3,587,201)
Adjustments for:		
Bad Debts	-	262,874
Miscellaneous Income (Non Cash)	(20,578)	(23,112)
Interest Paid	12,693,969	71,460,603
Interest Income	(26,505)	(188,704)
Loss from Sale of Current Investment	6,212	-
Profit from Sale of Vehicle	-	(333,896)
Dividend Income	(1,105,684)	-
Depreciation and Amortization Expense	910,153	573,804
Provision for Retirement Benefits	199,053	138,898
Operating Profit before Working Capital Changes	51,990,414	68,303,266
Adjustments for:		
Increase /(Decrease) in Long-Term Liabilities	(15,636,745)	(20,195,960)
Increase /(Decrease) in Trade Payables	(43,542,744)	54,654,680
Increase /(Decrease) in Other Current Liabilities	11,000,032	66,205,256
Decrease /(Increase) in Non-Current Assets	(2,013)	-
Decrease /(Increase) in Security Deposits Given	(1,251,002)	185,500
Decrease /(Increase) in Inventories	247,945,917	(1,414,915,997)
Decrease /(Increase) in Trade Receivables	(11,244,058)	(7,049,039)
Decrease /(Increase) in Current Assets	3,076,245	(6,777,869)
Adjustment for Non-cash impact of Conversion of Fixed Assets into Inventories	-	1,482,434,509
Retirement Benefits Paid	(188,094)	(39,836)
Direct Tax Paid	(192,844)	(6,557,158)
NET CASH FROM OPERATING ACTIVITIES (A)	241,955,108	216,247,352
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Decrease /(Increase) in Fixed Assets (Including Capital WIP)	(1,136,214)	1,525,137,910
Decrease /(Increase) in Other Non-Current Assets	(2,172)	(1,996)
Decrease /(Increase) in Loans & Advances	-	46,997,575
Increase /(Decrease) in Current Liabilities (Projects)	(2,166,744)	(70,734,079)
Decrease /(Increase) of Current Investments	(33,893,383)	-
Loss from Sale of Current Investment	(6,212)	-
Profit from Sale of Vehicle	-	333,896
Interest Income	26,505	188,704
Dividend Income	1,105,684	-
Adjustment for Non-cash impact of Conversion of Fixed Assets into Inventories	-	(1,482,434,509)
NET CASH USED IN INVESTING ACTIVITIES (B)	(36,072,536)	19,487,501

Particulars	As On 31.03.2013 Amount (Rs.)	As On 31.03.2012 Amount (Rs.)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Increase /(Decrease) in Long-Term Borrowings	(346,346,084)	(140,589,943)
Increase /(Decrease) in Short-Term Borrowings	149,730,971	(18,718,031)
Interest paid during the year	(12,693,969)	(71,460,603)
NET CASH USED IN FINANCING ACTIVITIES	(C) (209,309,082)	(230,768,577)
NET INCREASE /(DECREASE) IN CASH & CASH EQUIVALENTS	(A+B+C) (3,426,510)	4,966,276
OPENING BALANCE OF CASH & CASH EQUIVALENTS	5,555,240	588,964
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	2,128,730	5,555,240

Note: Figures in brackets indicate cash outflows.

Significant Accounting Policies & Notes to Accounts 1 to 36

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. 086666

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 30, 2013

Sd/-
(Dolly Pasricha)
Company Secretary

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

1. BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention, as applicable to a going concern. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

2. SIGNIFICANT ACCOUNTING POLICIES

A. 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 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 reflected in the Financial Statements for the period in which the results are known/ materialized.

B. FIXED ASSETS

Fixed Assets are stated at their original cost of acquisition or construction less accumulated depreciation (except land) and impairment loss if any. 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 project, including financing costs are capitalized under Capital Work-in-Progress, which also includes material at site.

C. DEPRECIATION /AMORTIZATION

- 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 (WDV) Method at rates prescribed in Schedule XIV of the Companies Act, 1956.
- Depreciation is calculated on pro-rata basis from the date of acquisition and/or capitalization, as may be applicable.
- Assets individually costing Rs. 5,000/- (Rupees Five Thousand only) or less are fully depreciated in the year of purchase.
- Amortization has not been provided on the leasehold land.

D. INVENTORIES

Inventories have been valued as under:

- | | |
|-------------------------------|--|
| Finished Goods (Office Space) | - At lower of cost or estimated realizable value |
| Stores and Spares | - 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.

E. 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. Decline in the value of long-term investments is recognized, if considered other than temporary.

Current Investments are stated at lower of cost or market value.

F. PROVISION FOR RETIREMENT BENEFITS

- Periodical contributions made to the concerned authorities towards Provident Fund and ESI are charged to Revenue on accrual basis.
- The Company operates three defined benefit plans for its employees, viz. Gratuity, Leave Encashment (Earned Leave) and Leave Encashment (Sick Leave). As per the requirements of Accounting Standard – 15, "Employee Benefits", prescribed under the Companies (Accounting Standards) Rules, 2006, the costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for the all (three) defined benefit plans are recognized in full in the period in which they occur in the Statement of profit and loss. The liability under all three defined benefit plans is unfunded.

G. 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. As per the requirements of Accounting Standard – 22, "Accounting for Taxes on Income", prescribed under the Companies (Accounting Standards) Rules, 2006, 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.

Minimum Alternative Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT Credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which company recognizes MAT credit as an asset in accordance with "Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961", the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit".

H. EXPENSES

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

I. 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.

In the case of future contracts, including open position in respect thereof at year end, profits and losses are recognized on mark to market basis.

J. FOREIGN CURRENCY TRANSACTIONS

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

K. 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 the statement of profit and loss in the year in which an asset is identified as impaired. The Impairment loss recognized in prior accounting period is reversed, if there has been a change in the estimate of recoverable value.

L. 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.

M. LEASE

Assets given under operating leases are included in Inventory. Lease income is recognized in the statement of profit and loss on a straight line basis over the lease term. Costs are recognized as an expense in the statement of profit and loss.

N. 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.

O. 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.

P. 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.

Q. CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents for the purpose of "Cash Flow Statement" comprise cash at bank and in hand and deposits with bank with an original maturity of three months or less.

R. EARNINGS PER SHARE

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

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

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
-------------	----------------------------------	----------------------------------

3. SHARE CAPITAL

Authorised Share Capital

2,000,000 (Previous Year 2,000,000) Equity Shares of Rs. 10/- each	20,000,000	20,000,000
	20,000,000	20,000,000

Issued, Subscribed & Fully Paid Up Share Capital

1,300,500 (Previous Year 1,300,500) Equity Shares of Rs. 10/- each fully paid up	13,005,000	13,005,000
	13,005,000	13,005,000

a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity Shares

	March 31, 2013		March 31, 2012	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Balance at the beginning of the period	1,300,500	13,005,000	1,300,500	13,005,000
Issued during the period	-	-	-	-
Outstanding at the end of the period	1,300,500	13,005,000	1,300,500	13,005,000

b) Terms/ Rights attached to Equity Shares

The Company has only one class of Equity share having a face value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. All the Equity Shares carry the same rights with respect to voting, dividend, etc.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
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c) Shares held by holding company

Valley Computech Ltd. 1,300,500 (Previous Year 1,300,500) Equity Shares of Rs. 10/- each fully paid up	13,005,000	13,005,000
--	-------------------	------------

d) Details of shareholders holding more than 5% share in the Company

	March 31, 2013		March 31, 2012	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity Shares of Rs. 10/- each fully paid up Holding Company				
Valley Computech Ltd.(Note 28)	1,300,500	100%	1,300,500	100%

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
4. RESERVES & SURPLUS		
Securities Premium Reserve	332,345,000	332,345,000
Surplus/(Deficit) in the Statement of Profit & Loss		
Balance as per last Financial Statements	(40,093,242)	(38,898,861)
Profit /(Loss) for the year	29,730,423	(1,194,381)
Net Surplus/(Deficit) in the Statement of Profit & Loss	(10,362,819)	(40,093,242)
Total	321,982,181	292,251,758

5. LONG-TERM BORROWINGS

SECURED BORROWINGS	Non - Current Portion		Current Portion	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
Secured Borrowings				
- Term Loan from Punjab & Sind Bank	-	346,346,084	-	27,864,029
	-	346,346,084	-	27,864,029
Amount disclosed under the head "Other Current Liabilities" (Note 9)	-	-	-	(27,864,029)
Total	-	346,346,084	-	-

Term Loan was sanctioned for Rs. 52.00 crores in the F.Y. 2010 - 2011 with interest ranging from 12.00% to 13.75% p.a. and to be repaid in 99 stepped up monthly installments commencing from June 2010. During the last financial year, sanctioned terms had been revised w.e.f. November 2011 viz. 08 Months EMIs: Rs. 64.07 Lacs, Next 12 Months EMIs: Rs. 64.90 Lacs, Next 12 Months EMIs: Rs. 71.50 Lacs, Next 12 Months EMIs: Rs. 72.41 Lacs, Next 12 Months EMIs: Rs. 73.38 Lacs, Next 12 Months EMIs: Rs. 80.98 Lacs, Next 12 Months EMIs: Rs. 82.03 Lacs and Rest 03 Months EMIs: Rs. 83.16 Lacs. The account was to be finally adjusted by September 2018. The loan had been primarily secured by way of assignment of lease rent receivables in respect of Property at Plot No. B - 36, Sector - 132, Noida - 201 301 (U.P.), given on rent to M/s Netambit Infosources and E Services Pvt. Ltd. and collateral security of Property at Plot No. B - 36, Sector - 132, Noida - 201 301 (U.P.) and building constructed thereon consisting of Four Towers namely Tower 1, Tower 2, Tower 3 and Tower 4 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 loan has been satisfied in full during the current period.

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
6. OTHER LONG-TERM LIABILITIES		
Others		
- Security Deposits - Tenants	14,461,962	31,745,778
- Security Deposits - Sub-Lessee	1,647,071	-
	16,109,033	31,745,778

	Long-Term		Short-Term	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
7. PROVISIONS				
Provision for Employee Benefits (Note 26)				
- Provision for Gratuity	222,357	216,854	38,299	4,320
- Provision for Leave Benefits	180,714	225,315	39,248	13,336
- Provision for Sick Leave	17,478	25,472	3,367	5,207
Provision for Project Expenses	-	-	1,524,158	2,691,753
	420,549	467,641	1,605,072	2,714,616

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
8. SHORT-TERM BORROWINGS		
Loans and Advances from Related Parties		
Unsecured Borrowings		
- From Holding Company (Note 28)	828,255,000	650,660,000
	828,255,000	650,660,000
9. OTHER CURRENT LIABILITIES		
Current portion of long-term borrowings (Note 5)	-	27,864,029
Statutory Dues Payable	485,603	963,802
Advance Received from Customers	75,999,023	65,825,554
Security Deposits - Tenant	464,750	-
Creditors for Capital Expenditure	-	999,149
Other Payable:-		
- Other Expenses Payable	2,318,280	1,623,875
- Salary & Reimbursement Payable	552,746	407,139
	79,820,402	97,683,548

10. FIXED ASSETS

(All Figures in Rs.)

P A R T I C U L A R S	Rate of Dep.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 01.04.2012	Addition during the Year	Sales / Adj. during the year	Total Cost as on 31.03.2013	As on 01.04.2012	During the Year	Adjusted during the Year	As on 31.03.2013	As on 31.03.2013	As on 31.03.2012
TANGIBLE ASSETS											
DATA PROCESSING MACHINES	40%	1,100,079	9,450	-	1,109,529	962,236	56,494	-	1,018,730	90,799	137,843
FURNITURE & FIXTURES	18.10%	3,522,915	-	-	3,522,915	870,998	479,997	-	1,350,995	2,171,920	2,651,917
MACHINES & EQUIPMENTS	13.91%	257,263	90,281	-	347,544	31,593	39,098	-	70,691	276,853	225,670
OFFICE EQUIPMENTS	13.91%	406,877	1,013,733	-	1,420,610	114,658	79,339	-	193,997	1,226,613	292,219
VEHICLES	25.89%	1,016,588	-	-	1,016,588	118,653	232,475	-	351,128	665,460	897,935
ASSETS COSTING <=Rs. 5000/-	100%	473,444	22,750	-	496,194	473,444	22,750	-	496,194	-	-
Total (Rs.)		6,777,166	1,136,214	-	7,913,380	2,571,582	910,153	-	3,481,735	4,431,645	4,205,584
Previous Year		1,564,633,831	3,186,104	1,561,042,769	6,777,166	34,716,533	573,804	32,718,755	2,571,582	4,205,584	1,529,917,298

Particulars	As At 31.03.2013 Amount (Rs.)		As At 31.03.2012 Amount (Rs.)	
11. DEFERRED TAX ASSETS (NET)				
Deferred Tax Assets on account of:				
- Brought Forward Business Losses	8,872,759		8,872,759	
- Unabsorbed Depreciation	15,470,478		28,236,029	
- Expenses Allowable on payment basis	162,700		159,144	
	<u>24,505,937</u>		<u>37,267,932</u>	
Less: Deferred Tax Liabilities on account of:				
- Depreciation	12,312,311	12,312,311	15,470,935	15,470,935
	<u>12,312,311</u>	<u>12,312,311</u>	<u>15,470,935</u>	<u>15,470,935</u>
	<u>12,193,626</u>		<u>21,796,997</u>	
	Non-Current (Long Term)		Current (Short Term)	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
12. LOANS & ADVANCES				
Capital Advances				
Secured considered good	-	-	-	-
Unsecured considered good	10,000,000	10,000,000	-	-
Total (A)	<u>10,000,000</u>	<u>10,000,000</u>	<u>-</u>	<u>-</u>
Security Deposits				
Secured considered good	-	-	-	-
Unsecured considered good	3,393,002	2,142,000	-	10,000
Total (B)	<u>3,393,002</u>	<u>2,142,000</u>	<u>-</u>	<u>10,000</u>
Other Loans and Advances				
Unsecured considered good				
Advance to Others	-	-	6,425,672	8,055,709
Tax Credit (Net of Provision)	9,155,837	6,357,103	212,003	2,630,024
Prepaid Expenses	2,013	-	569,082	3,872,481
Loans to Employees	-	-	24,850	15,000
Advances to Employees	-	-	184,027	186,551
Total (C)	<u>9,157,850</u>	<u>6,357,103</u>	<u>7,415,634</u>	<u>14,759,765</u>
Total (A+B+C)	<u>22,550,852</u>	<u>18,499,103</u>	<u>7,415,634</u>	<u>14,769,765</u>
	Non-Current		Current	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
13. OTHER ASSETS				
Deposits with original maturity of more than 12 months (Note 17)*	20,000	20,000	-	-
Interest Accrued on Fixed Deposits	6,920	4,748	-	-
Other Recoverable	-	-	1,671,996	-
	<u>26,920</u>	<u>24,748</u>	<u>1,671,996</u>	<u>-</u>

* Fixed Deposit of Rs. 20,000/- (Previous Year Rs. 20,000/-) in favour of UPVAT Department, Noida has been pledged and kept by them as Sales Tax Guarantee.

	NAV (Amount Rs.)	No. of Units	Book Value as at 31.03.2013 (Amount Rs.)	No. of Units	Book Value as at 31.03.2012 (Amount Rs.)
14. CURRENT INVESTMENTS					
UNQUOTED					
NON - TRADE INVESTMENT					
MUTUAL FUNDS					
Birla Sun Life Cash Manager	100.1158	338,536.80	33,893,383	-	-
			<u>33,893,383</u>		<u>-</u>
Aggregate amount of unquoted investments			33,893,383		-

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
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15. INVENTORIES

Inventories (As certified by the Management)

(Valued at lower of cost or net realizable Value)

Finished Goods

- Office Space

1,165,600,631

1,414,056,710

Stores and Spares

- Diesel

1,488,819

978,657

1,167,089,450

1,415,035,367

Non-Current		Current	
March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)

16. TRADE RECEIVABLES

Secured, considered good

Outstanding for a period

- Exceeding six months

-

6,672,752

760,241

- Others

-

7,821,841

8,835,578

Unsecured, considered good

Outstanding for a period

- Exceeding six months

-

5,236,281

-

- Others

-

1,155,485

46,482

-

-

20,886,359

9,642,301

17. CASH AND BANK BALANCES

Cash and Cash Equivalents

Balances with Scheduled Banks:

In Current Accounts

-

1,979,165

5,374,272

Cash in Hand

-

149,565

180,968

(As certified by the Management)

-

-

2,128,730

5,555,240

Other Bank Balances

Deposits with original maturity of more than 12 months

20,000

20,000

-

-

20,000

20,000

-

-

Amount disclosed under non - current assets (Note 13)

(20,000)

(20,000)

-

-

-

-

2,128,730

5,555,240

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
18. REVENUE FROM OPERATIONS		
Sale of Office Space	336,531,628	201,232,416
Sale of Services		
- Rental Income	29,115,352	62,640,021
- Maintenance Income	28,934,467	24,510,829
- Water Charges	739,675	630,000
	<u>58,789,494</u>	<u>87,780,850</u>
Other Operating Revenue		
- Other Charges	7,405,604	6,256,720
	<u>402,726,726</u>	<u>295,269,986</u>
19. OTHER INCOME		
Interest Income	26,505	188,704
Profit from Sale of Vehicle	-	333,896
Dividend on Current Investment	1,105,684	-
Other Receipts	20,578	23,112
	<u>1,152,767</u>	<u>545,712</u>
20. CHANGES IN INVENTORIES OF FINISHED GOODS		
Opening Stock of Finished Goods	1,414,056,710	-
Less: Closing Stock of Finished Goods	1,165,600,631	1,414,056,710
	<u>248,456,079</u>	<u>(1,414,056,710)</u>
21. EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages		
Salaries	6,186,106	5,317,928
Contribution to Provident and Other Funds		
Employer's Contribution to PF & ESI (Note 26)	80,903	77,089
Retirement Benefits (Note 26)	199,053	138,898
Staff Welfare Expense	<u>279,370</u>	<u>203,158</u>
[Related to prior period Rs. 2,035/- (Previous Year Rs. Nil)]		
	<u>6,745,432</u>	<u>5,737,073</u>
22. FINANCE COSTS		
Interest Expense		
Interest Paid - Bank	9,581,356	71,460,603
Interest Paid - Others	3,137,161	20,194
Other Borrowing Costs		
Processing Charges	-	1,037,041
	<u>12,718,517</u>	<u>72,517,838</u>
23. DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation on Tangible Assets	910,153	573,804
	<u>910,153</u>	<u>573,804</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
24. OTHER EXPENSES		
OPERATIONAL EXPENSES		
Power & Fuel	4,615,780	2,277,834
Water Expenses	135,870	132,109
Building - Repair & Maintenance	3,369,223	946,505
Plant & Machinery - Repair & Maintenance	6,412,460	3,835,133
Others - Repair & Maintenance	453,238	244,595
[Related to prior period Rs. 923/- (Previous Year Rs. Nil)]		
Security Expenses	2,823,263	2,749,030
Rent Expenses	2,807,300	-
Insurance	312,698	84,982
Brokerage & Commission	6,880,580	9,154,168
Rent Permission Fee	4,177,515	4,111,620
ADMINISTRATIVE & OTHER EXPENSES		
Communication Expenses	274,231	160,250
Consultancy Expenses	5,465,163	2,368,532
Conveyance & Travelling	75,884	61,193
Fees & Subscriptions	25,903	22,986
Legal Expenses	235,943	990
Payment to Auditors (Note 24.1)	1,702,000	1,262,000
[Related to prior period Rs. Nil (Previous Year Rs. 35,000/-)]		
Donation	250,000	-
Loss on Sale of Current Investment	6,212	-
Loss from Futures & Option	1,826,756	-
Miscellaneous Expenses	1,149,602	377,152
	42,999,621	27,789,079
24.1 Payment to Auditors		
Audit Fee	1,000,000	800,000
Taxation Matters	500,000	440,000
Certification Fee	2,000	-
Other Services	200,000	22,000
	1,702,000	1,262,000
25. EARNINGS PER SHARE (EPS)		
The following reflects the profit / (loss) and share data used in the basic and diluted EPS computations:		
Net Profit / (Loss) attributable to equity shareholders (Rs.)	29,730,423	(1,194,381)
Weighted average number of equity shares	1,300,500	1,300,500
Basic & Diluted Earning Per Share (Rs.)	22.86	(0.92)
Nominal Value Per Share (Rs.)	10/-	10/-

26. EMPLOYEE BENEFITS

The disclosures as per Accounting Standard – 15 “Employee Benefits” prescribed under the Companies (Accounting Standards) Rules, 2006 are as follows:

Defined Contribution Plans

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

	2012-13	2011-12
Employer's Contribution to Provident Fund	39,192/-	35,610/-
Employer's Contribution to ESI	41,711/-	41,479/-

Defined Benefit Plans

The Company operates three defined benefit plans, viz., Gratuity, Leave Encashment (Earned Leave) and Leave Encashment (Sick Leave) for its employees. Under Gratuity Plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The liability is unfunded.

Under Leave Encashment (Earned Leave) Plan, every employee who has completed at least one year of service is eligible to get 15 earned leaves. The liability is unfunded.

Under Leave Encashment (Sick Leave) Plan, every employee who has completed at least three months of service is eligible to get 12 sick leaves on proportionate basis in a year. The liability is unfunded.

Expenses Recognized in the Statement of Profit and Loss for the period (Amount in Rs.)

Particulars	Gratuity		Leave Salary *	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Current Service Cost	67,084	61,072	25,704	59,070
Interest Cost	19,021	14,186	23,162	18,304
Past Service Cost	-	-	-	-
Actuarial loss / (gain) recognized in the period	36,453	(24,994)	27,629	11,260
Expenses Recognized in the Statement of Profit and Loss	122,558	50,264	76,495	88,634

Amounts to be recognized in Balance Sheet (Amount in Rs.)

Particulars	Gratuity		Leave Salary *	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Present Value of Obligations	260,656	221,174	240,807	269,330
Fair value of Plan Assets	-	-	-	-
Net Liability recognized in balance sheet	260,656	221,174	240,807	269,330

Changes in the present value of the obligations during the period are as follows: (Amount in Rs.)

Particulars	Gratuity		Leave Salary *	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Present Value of obligation as at the beginning of the period	221,174	170,910	269,330	220,532
Current Service Cost	67,084	61,072	25,704	59,070
Past Service Cost	-	-	-	-
Interest Cost	19,021	14,186	23,162	18,304
Benefits Paid	(83,076)	-	(105,018)	(39,836)
Actuarial loss / (gain) on obligations	36,453	(24,994)	27,629	11,260
Present Value of obligation as at the end of the period	260,656	221,174	240,807	269,330

The demographic assumptions used in determining Gratuity and Leave Salary obligations for the Company's Plans are shown below:

Particulars	Rate%	
	31.03.2013	31.03.2012
Discount Rate (per annum)	8.30	8.60
Rate of increase in Compensation levels (per annum)	5.00	5.00

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

Amount for the current period and previous five periods are as follows:

Gratuity:-

(Amount in Rs.)

Particulars	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Present Value of obligations	260,656	221,174	170,910	188,155	161,023
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	(260,656)	(221,174)	(170,910)	(188,155)	(161,023)
Experience adjustments on plan liabilities- (Loss)/ Gain	(24,505)	15,865	113,132	21,083	6,762
Experience adjustments on plan assets- (Loss)/ Gain	-	-	-	-	-

Leave Salary*:-

(Amount in Rs.)

Particulars	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Present Value of obligations	240,807	269,330	220,532	218,101	197,643
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	(240,807)	(269,330)	(220,532)	(218,101)	(197,643)
Experience adjustments on plan liabilities- (Loss)/ Gain	(19,343)	(19,921)	(91,961)	-	(49,850)
Experience adjustments on plan assets- (Loss)/ Gain	-	-	-	-	-

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

The above information is certified by the actuary and bifurcation of provision for gratuity and leave encashment plan into current and non-current portion is mentioned as per actuarial valuation report.

27. SEGMENT INFORMATION

The Company has only one Business Segment (Property Developers and Allied Services) 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.

28. RELATED PARTY DISCLOSURES

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:

Sr. No.	Name of Related Parties	Relationship
1	ETT Ltd.	Ultimate Holding Company
2	Valley Computech Ltd.*	Holding Company
3	Baba Ventures Pvt. Ltd.	Enterprise over which KMP are able to exercise significant influence

* During the year 2012-13, the status of Valley Computech Pvt. Ltd. has been changed in line with provisions of Section 21 of the Companies Act, 1956 from 'Private Limited' Company to 'Public Limited' Company.

(b) Transactions during the year with related parties (excluding reimbursements): (Amount in Rs.)

Sr. No.	Nature of Transaction	Holding Company	Enterprises over which KMP are able to exercise significant influence	Total
1	Loan received during the year	654,950,000	-	654,950,000
		(462,355,000)	(-)	(462,355,000)
2	Loan repaid during the year	477,355,000	-	477,355,000
		(367,700,000)	(-)	(367,700,000)
3	Advances received under agreements to sub-lease	-	-	-
		(-)	(71,000,000)	(71,000,000)
4	Advances refunded under an agreement to sub-lease	-	-	-
		(-)	(11,000,000)	(11,000,000)

Note: Figure in brackets represents previous year amounts

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

1. Loan received during the year includes Valley Computech Limited Rs. 6,549.50 Lacs (Previous Year Rs. 4,623.55 Lacs).
2. Loan repaid during the year includes Valley Computech Limited Rs. 4,773.55 Lacs (Previous Year Rs. 3,677.00 Lacs).
3. Advance received under agreements to sub-lease includes Baba Ventures Private Limited Rs. Nil (Previous Year Rs. 710.00 Lacs).
4. Advance refunded under an agreement to sub-lease includes Baba Ventures Private Limited Rs. Nil (Previous Year Rs. 110.00 Lacs).

(d) Closing Balances as on March 31, 2013: (Amount in Rs.)

Nature of Transaction	Holding Company	Enterprises over which KMP are able to exercise significant influence	Total
Loan received during the year	828,255,000	-	828,255,000
	(650,660,000)	(-)	(650,660,000)
Advance received under an agreement to sub-lease	-	60,000,000	60,000,000
	(-)	(60,000,000)	(60,000,000)

Note: Figure in brackets represents previous year amounts

Note: Loan received from Holding Company is in the nature of Interest Free Loan where there is no repayment schedule and is re-payable on demand.

29. 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 trade payables and receivables are subject to confirmation, due reconciliation and consequential adjustments arising therefrom, if any, however the management does not expect any material variation.

30. Detail of Open Positions of Futures Contract in NSE Future Market as on March 31, 2013

Sr. No.	Name of Derivative / Scripts	Date of Expiry	No. of Scripts	Cost of Purchase	Closing rate as on March 31, 2013	Value of Open Positions
1	Power Grid	25-04-13	2,000	211,300	106.55	213,100
2	Chamble Fert	25-04-13	8,000	400,800	50.35	402,800
3	Tata Chem	25-04-13	6,000	1,940,700	324.15	1,944,900
4	Tata Steel	25-04-13	18,000	1,237,600	313.15	5,636,700
5	Nifty Futures	25-04-13	50	283,793	5714.25	285,713
	TOTAL					8,483,213

31. VALUE OF IMPORTS CALCULATED ON CIF BASIS

(Amount in Rs.)

Particulars	Year Ended 31.03.2013	Year Ended 31.03.2012
Raw Material	3,171,469/-	2,009,272/-
Total	3,171,469/-	2,009,272/-

32. EXPENDITURE IN FOREIGN CURRENCY

(Amount in Rs.)

Particulars	Year Ended 31.03.2013	Year Ended 31.03.2012
Membership Fee (USGBC)	15,868/-	13,716/-
Total	15,868/-	13,716/-

33. Information to be disclosed in accordance with Accounting Standard 19 on "Leases"

a) Assets given on Lease*

(Amount in Rs.)

Class of Assets	Gross Block as on March 31, 2013	Gross Block as on March 31, 2012
Inventories		
Office Space	1,165,600,631	1,414,056,710

*Includes partly occupied by self

b) Operating Lease

The Company has leased facilities under non-cancellable operating leases. The future minimum lease payment receivables in respect of these leases are disclosed as under.

(Amount in Rs.)

Particulars	March 31, 2013	March 31, 2012
Within one year	3,004,464	4,485,296
Later than one year and not more than five years	2,904,938	210,320,757
Later than five years	1,762,727	133,965,325

c) General Description of Lease terms:

- i) Lease rentals are charged on the basis of agreed terms.
- ii) Significant leasing arrangement of assets is for a period of 2 to 9 years.

34. CONTINGENT LIABILITIES AND COMMITMENTS – NIL (Previous Year: Nil)

35. 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.

36. The Company has reclassified, regrouped and rearranged previous year figures, wherever considered necessary to conform to this year's classification.

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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Sd/-
(Dolly Pasricha)
Company Secretary

Place : New Delhi
Date : May 30, 2013

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 7th Annual Report of your Company together with the Audited Annual Accounts for the financial year ended March 31, 2013.

FINANCIAL PERFORMANCE

(Amount in Rs.)

Particulars	As At March 31, 2013	As At March 31, 2012
Total Income	38,932	-
Total Expenditure	64,764	28,546
Profit/(Loss) before tax	(25,832)	(28,546)
Less: Tax Expenses	-	-
Profit/(Loss) after tax	(25,832)	(28,546)
Paid-up Share Capital	5,00,000	5,00,000
Reserves and Surplus	(1,82,253)	(1,56,421)

Year in retrospect and overview

The Company has earned income of Rs. 38,932/- during the year under consideration as compared to Nil in the last year. This year, the Company suffered a net loss of Rs. 25,832/-. Your Directors are putting in their best efforts to improve the performance of the Company.

During the financial year ended March 31, 2013:

1. M/s Valley Computech Ltd. (formerly Valley Computech Pvt. Ltd.), a subsidiary company of M/s ETT Limited, has acquired entire shareholding of the Company. Accordingly, the Company has become the wholly owned subsidiary of M/s Valley Computech Ltd. and M/s ETT Limited has become its ultimate holding company.
2. The Company has changed its Registered office from Plot No. 6, 321 - A, Hari Nagar, Ashram, New Delhi - 110 014 to 17, Hemkunt Colony, New Delhi – 110 048 w.e.f. March 25, 2013.
3. The Company has filed an SEZ Application on July 12, 2013 before Ministry of Commerce & Industry, New Delhi to set up Special Economic Zone (SEZ) in Faridabad, Haryana.

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 – March 31, 2013 and the date of this Report.

Dividend

No dividend is recommended by the Board of your Company.

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.

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

- a. **Conservation of Energy & Technology Absorption:** The Company has not started any business in the year under review.
- b. **Export Activities:** The Company has not started any business in the year under review.
- c. **Foreign Exchange Earnings and Outgo:** The Company has not started any business in the year under review. So, there was no Foreign Exchange earnings and outgo during the year under review.

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

During the year under review, Ms. Shobha Gupta, Mr. Pawan Saluja, Mr. Sanjeev Saluja, Mr. Parmod Gupta, Mr. Rakesh Gupta and Mr. Rishab Gupta have resigned from directorship of the Company.

Mr. Sandeep Sethi, Mr. Gurupreet Sangla, Mr. Harvinder Singh and Mr. Sanjay Arora have been appointed as additional directors of the Company w.e.f. March 21, 2013. The Board is proposing to appoint them as ordinary directors in the ensuing AGM. The Company has received in writing along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing their candidature for the office of Director of the Company in the ensuing AGM.

No Director will retire by rotation in the ensuing Annual General Meeting since all the existing Directors of the Company are being appointed as ordinary directors in the ensuing AGM.

Auditors

M/s VSD & Associates, Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. A certificate under Section 224(1B) of the Companies Act, 1956 regarding their eligibility for the proposed re-appointment has been obtained from them. 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.

Directors' Responsibility Statement

In terms of the 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:

- in preparation of the annual accounts for the financial year 2012 - 2013, the applicable accounting standards have been followed and there are no material departures;
- 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, 2013 and of the Loss of the Company for the year ended on that date;
- 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
- the Directors have prepared the Annual Accounts on a going concern basis.

Acknowledgement

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance, the Company has received from Banks, various Government Departments etc.

For and on behalf of the Board of Directors

New Delhi
August 1, 2013

Sd/-
Gurupreet Sangla
Director
DIN 00036988

Sd/-
Sandeep Sethi
Director
DIN 00053915

INDEPENDENT AUDITORS' REPORT

**To the Members of
GST HOTEL & RESORTS PRIVATE LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

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

OPINION

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - c) the balance sheet, statement of profit & loss and cash flow statement dealt with by this report are in agreement with the books of account;

- d) in our opinion, the balance sheet, statement of profit & loss and cash flow statement comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;
- f) since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the company.

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

Sd/-
(Vaibhav Gupta)
Partner
M. No. 519066

Place: New Delhi
Date: May 29, 2013

ANNEXURE TO AUDITORS' REPORT

Referred to in our Report of even date to the members of GST HOTEL & RESORTS PRIVATE LIMITED on the accounts for the year ended March 31, 2013.

- (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) 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 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 in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved at any time during the year was Rs. 13,407,500/- and the year-end balance of loan taken from such Company was Rs. 13,407,500/-.
 - (c) 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.
 - (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 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, Wealth Tax & Cess etc., as applicable, were in arrears, as at March 31, 2013 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, Wealth tax 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, 2013 are less than 50% of the net worth of the Company. It has incurred cash losses amounting to Rs. 25,832/- in the financial year ended on that date and Rs. 28,546/- 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 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) 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) 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.
- (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/-
(Vaibhav Gupta)
Partner
M. No. 519066

Place: New Delhi
Date: May 29, 2013

BALANCE SHEET AS AT 31.03.2013

Particulars	Note No.	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
EQUITY & LIABILITIES			
SHAREHOLDER'S FUNDS			
Share Capital	3	500,000	500,000
Reserves & Surplus	4	(182,253)	(156,421)
		<u>317,747</u>	<u>343,579</u>
NON-CURRENT LIABILITIES			
Long-Term Borrowings	5	13,407,500	5,730,000
		<u>13,407,500</u>	<u>5,730,000</u>
CURRENT LIABILITIES			
Other Current Liabilities	6	16,854	11,236
		<u>16,854</u>	<u>11,236</u>
TOTAL		<u><u>13,742,101</u></u>	<u><u>6,084,815</u></u>
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
— Tangible Assets	7	13,547,170	5,834,920
Long-Term Loans & Advances	8	7,787	-
		<u>13,554,957</u>	<u>5,834,920</u>
CURRENT ASSETS			
Cash & Bank Balances	9	187,144	223,063
Other Current Assets	10	-	26,832
		<u>187,144</u>	<u>249,895</u>
TOTAL		<u><u>13,742,101</u></u>	<u><u>6,084,815</u></u>

Significant Accounting Policies & Notes to Accounts 1 to 16

In terms of our audit report of even date annexed

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

Sd/-
(Vaibhav Gupta)
Partner
M.No. 519066

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 29, 2013

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2013

Particulars	Note No.	Year Ended 31.03.2013 Amount (Rs.)	Year Ended 31.03.2012 Amount (Rs.)
INCOME			
Other Income	11	38,932	-
Total Revenue	(A)	38,932	-
EXPENSES			
Other Expenses	12	64,764	28,546
Total Expenses	(B)	64,764	28,546
Profit/(Loss) before tax	(A - B)	(25,832)	(28,546)
Less: Tax Expenses			
— Current Tax		-	-
Profit/(Loss) for the period		(25,832)	(28,546)
Earnings Per Equity Share of face value of Rs. 10/- each	13		
1) Basic		(0.52)	(0.57)
2) Diluted		(0.52)	(0.57)
Significant Accounting Policies & Notes to Accounts	1 to 16		

In terms of our audit report of even date annexed

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

Sd/-
(Vaibhav Gupta)
Partner
M.No. 519066

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 29, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

Particulars	As On 31.03.2013 Amount (Rs.)	As On 31.03.2012 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit /(Loss) after Interest and before Tax	(25,832)	(28,546)
Adjustments for:		
Interest Income	(38,932)	-
Preoperative Expenses W/off	26,832	6,708
Operating Profit before Working Capital Changes	(37,932)	(21,838)
Adjustments for :		
Increase / (Decrease) in Other Current Liabilities	5,618	-
Direct Tax Paid	(7,787)	-
NET CASH USED IN OPERATING ACTIVITIES	(A) (40,101)	(21,838)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Decrease /(Increase) in Fixed Assets	(7,712,250)	-
Interest Income	38,932.00	-
NET CASH USED IN INVESTING ACTIVITIES	(B) (7,673,318)	-
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Increase /(Decrease) in Long-Term Borrowings	7,677,500	-
NET CASH FROM FINANCING ACTIVITIES	(C) 7,677,500	-
NET INCREASE /(DECREASE) IN CASH & CASH EQUIVALENTS	(A+B+C) (35,919)	(21,838)
OPENING BALANCE OF CASH & CASH EQUIVALENTS	223,063	244,901
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	187,144	223,063

Note: Figures in brackets indicate cash outflows.

Significant Accounting Policies & Notes to Accounts 1 to 16

In terms of our audit report of even date annexed

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

Sd/-
(Vaibhav Gupta)
Partner
M.No. 519066

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 29, 2013

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013**1. BASIS OF PREPARATION**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention, as applicable to a going concern. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

2. SIGNIFICANT ACCOUNTING POLICIES**a) 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 reflected in the Financial Statements for the period in which the results are known / materialized.

b) 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.

Amortization has not been provided on the leasehold land.

c) INVENTORY

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

d) INVESTMENTS

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

e) 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.

f) EXPENSES

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

g) INCOME

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

h) INCOME TAX

a) Since the Company has not started any business during the year under review, there is no tax liability as on the last date of the financial year.

b) There is no deferred tax asset or liability as on the last date of the financial year.

i) FOREIGN CURRENCY TRANSACTIONS

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

j) 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 the statement of profit and loss in the year in which an asset is identified as impaired. The Impairment loss recognized in prior accounting period is reversed, if there has been a change in the estimate of recoverable value.

k) 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.

l) 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.

m) 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.

n) CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents for the purpose of “Cash Flow Statement” comprise cash at bank and in hand and deposits with bank with an original maturity of three months or less.

o) EARNINGS PER SHARE

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

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

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
3. SHARE CAPITAL		
Authorised Share Capital		
200,000 (Previous Year : 200,000) Equity Shares of Rs. 10/- each	2,000,000	2,000,000
	2,000,000	2,000,000
Issued, Subscribed & Fully Paid Up Share Capital		
50,000 (Previous Year : 50,000)		
Equity Shares of Rs. 10/- each fully paid up	500,000	500,000
	500,000	500,000

a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity Shares

	March 31, 2013		March 31, 2012	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Balance at the beginning of the period	50,000	500,000	50,000	500,000
Issued during the period	-	-	-	-
Outstanding at the end of the period	50,000	500,000	50,000	500,000

b) Terms/ Rights attached to Equity Shares

The Company has only one class of Equity share having a face value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. All the Equity Shares carry the same rights with respect to voting, dividend, etc.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
c) Shares held by holding company		
Valley Computech Pvt. Ltd.*		
50,000 (Previous Year Nil)		
Equity Shares of Rs. 10/- each fully paid up	500,000	-

* By acquisition of 100% equity shares, Valley Computech Pvt. Ltd. has become Holding Company during the current period.

d) Details of shareholders holding more than 5% share in the Company

	March 31, 2013		March 31, 2012	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity Shares of Rs. 10/- each fully paid				
Key Managerial Personnel				
- Sanjeev Saluja	-	-	3,500	7%
- Pawan Saluja	-	-	3,500	7%
- Shobha Gupta	-	-	6,500	13%
- Rishabh Sharma	-	-	10,000	20%
- Parmod Gupta	-	-	20,000	40%
- Rakesh Tuteja	-	-	6,500	13%
Holding Company				
- Valley Computech Ltd.	50,000	100%	-	-

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
4. RESERVES & SURPLUS		
Surplus/(Deficit) in the Statement of Profit & Loss		
Balance as per last Financial Statements	(156,421)	(127,875)
Profit /(Loss) for the year	(25,832)	(28,546)
Net Surplus /(Deficit) in the statement of Profit & Loss	(182,253)	(156,421)
	(182,253)	(156,421)
5. LONG-TERM BORROWINGS		
- From Directors (Note 15)	-	5,730,000
- From Holding Company (Note 15)	13,407,500	-
	13,407,500	5,730,000
6. OTHER CURRENT LIABILITIES		
Other Payable:-		
- Expenses Payable	16,854	11,236
	16,854	11,236

7. (All Figures in Rs.)

PARTICULARS	Rate of Dep.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 01.04.2012	Addition during the period	Sales / Adj. during the period	Total Cost as on 31.03.2013	As on 01.04.2012	During the period	Adjusted during the period	As on 31.03.2013	As on 31.03.2013	As on 31.03.2012
TANGIBLE ASSETS											
FREEHOLD LAND		5,834,920	7,712,250	-	13,547,170	-	-	-	-	13,547,170	5,834,920
Total (Rs.)		5,834,920	7,712,250	-	13,547,170	-	-	-	-	13,547,170	5,834,920
Previous Year		5,834,920	-	-	5,834,920	-	-	-	-	5,834,920	5,834,920

8. LOANS & ADVANCES

	Non - Current (Long Term)		Current (Short Term)	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
Other Loans and Advances				
Tax Credit (Net of Provisions)	7,787	-	-	-
	<u>7,787</u>	<u>-</u>	<u>-</u>	<u>-</u>

	Non-Current		Current	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
9. CASH AND CASH EQUIVALENTS				
Cash and Cash Equivalents				
Balance with Scheduled Banks:				
In Current Account	-	-	-	11,664
Cash in Hand	-	-	187,144	211,399
(As certified by the Management)				
	<u>-</u>	<u>-</u>	<u>187,144</u>	<u>223,063</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
-------------	----------------------------------	----------------------------------

10. OTHER CURRENT ASSETS

Unmortized Expenses				
Balance as per last Financial Statements	26,832		33,540	
- Less: Amortized during the year	-		(6,708)	
- Less: Written off during the year	(26,832)	-	-	26,832
	<u>-</u>	<u>-</u>	<u>-</u>	<u>26,832</u>

11. OTHER INCOME

Interest on FDRs Income	38,932			-
	<u>38,932</u>	<u>-</u>	<u>-</u>	<u>-</u>

12. OTHER EXPENSES

ADMINISTRATIVE & OTHER EXPENSES

Accounting Charges	1,500		-	
Fees & Subscription	2,100		-	
Conveyance & Travelling Expenses	2,575		960	
General Expenses	1,712		1,896	
Professional Expenses	1,236		6,900	
Payment to Auditors (Refer to Note 13.1)	16,854		11,236	
Preliminary Expenses W/off	26,832		6,708	
Miscellaneous Expenses	11,955	64,764	846	28,546
	<u>11,955</u>	<u>64,764</u>	<u>846</u>	<u>28,546</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
13.1 PAYMENT TO AUDITORS		
Audit Fee	16,854	11,236
	<u>16,854</u>	<u>11,236</u>

13. EARNINGS PER SHARE (EPS)

The following reflects the profit / (loss) and share data used in the basic and diluted EPS computations:

Net Profit / (Loss) attributable to equity shareholders (Rs.)	(25,832)	(28,546)
Weighted average number of equity shares	50,000	50,000
Basic & Diluted Earning Per Share (Rs.)	(0.52)	(0.57)

14. RELATED PARTY DISCLOSURES

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:

Sr. No.	Name of Related Parties	Relationship
1	ETT Limited	Ultimate Holding Company
2	Auxin Engineering Ltd.	Holding Company
3	Valley Computech Ltd.*	Holding Company
4	Pramod Gupta	KMP
5	Pawan Saluja	
6	Rishabh Sharma	
7	Shobha Gupta	
8	Sanjeev Saluja	
9	Rakesh Tuteja	KMP
10	Seminal Consultancy Service Pvt. Ltd.	Enterprises over which KMP are able to exercise significant influence

* By subscription to 100% of equity shares, Valley Computech Ltd. has become Holding Company during the current period. During the year, Valley Computech Pvt. Ltd. has been converted into Valley Computech Ltd.

(b) Transactions during the year with related parties (excluding reimbursements): (Amount in Rs.)

Sr. No.	Nature of Transaction	Holding	Enterprises over which KMP are able to exercise significant influence	KMP	Total
1	Loan Received	13,407,500	-	400,000	13,807,500
		(-)	(-)	(5,730,000)	(5,730,000)
2	Loan Repaid	-	-	6,130,000	6,130,000
		(-)	(-)	(-)	(-)
3	Purchase of Capital Assets	-	7,712,250	-	7,712,250
		(-)	(-)	(-)	(-)

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

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

1. Loan received includes Valley Computech Pvt. Ltd. Rs. 134.07 Lacs (Previous Year Nil), Pramod Gupta Rs. 4.00 Lacs (Previous Year Rs. 38.00 Lacs), Pawan Saluja Rs. Nil (Previous Year Rs. 3.05 Lacs), Rishabh Sharma Rs. Nil (Previous Year Rs. 4.00 Lacs), Shobha Gupta Rs. Nil (Previous Year Rs. 12.25 Lacs).
2. Loan repaid includes Pramod Gupta Rs. 42.00 Lacs (Previous Year Rs. Nil), Pawan Saluja Rs. 3.05 Lacs (Previous Year Nil), Rishabh Sharma Rs. 4.00 Lacs (Previous Year Nil), Shobha Gupta Rs. 12.25 Lacs (Previous Year Nil).
3. Purchase of Capital Assets includes Seminal Consultancy Service Pvt. Ltd. Rs. 73.28 (Previous Year Nil) including Stamp Duty Rs. 3.84 thereon.

(d) Closing Balance as on 31st March, 2013

(Amount in Rs.)

Sr. No.	Nature of Transaction	Holding Company	Enterprises over which KMP are able to exercise significant influence	KMP	Total
1	Loan Received	13,407,500	-	-	13,407,500
		(-)	(-)	(-)	(-)

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

Note: Loan received from holding company is in the nature of Interest Free Loans where there is no repayment schedule.

15. 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.
16. The Company has reclassified, regrouped and rearranged previous year figures, wherever considered necessary to conform to this year's classification.

In terms of our audit report of even date annexed

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

Sd/-
(Vaibhav Gupta)
Partner
M.No. 519066

for and on behalf of the Board

Sd/-
(Sandeep Sethi)
Director

Sd/-
(Gurupreet Sangla)
Director

Place : New Delhi
Date : May 29, 2013

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
ETT Limited

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying consolidated Financial Statements of ETT LIMITED ("the Company") and its subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2013, and consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

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

OTHER MATTERS

The financial statements of certain subsidiaries viz, Auxin Engineering Ltd. and GST Hotel & Resorts Pvt. Ltd., which reflect total assets of Rs. 39,855,488/- as at March 31, 2013, the total revenue of Rs. 38,932/- and net cash flows amounting to Rs. 322,289/- for the year then ended have been audited by one of the joint auditors M/s VSD & Associates whose reports have been furnished to the other joint auditor M/s L.D. Saraogi & Co. and opinion of M/s L.D. Saraogi & Co. is based solely on the such reports.

OPINION

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

- a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

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

Sd/-
(Vinod Sahni)
Partner
M.No. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

Place : New Delhi
Date : May 30, 2013

CONSOLIDATED BALANCE SHEET AS AT 31.03.2013

Particulars	Note No.	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
EQUITY & LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	203,686,600	203,686,600
Reserves & Surplus	4	<u>1,475,436,222</u>	177,295,694
		1,679,122,822	380,982,294
NON-CURRENT LIABILITIES			
Long-Term Borrowings	5	-	1,207,956,831
Deferred Tax Liabilities (Net)	6	-	24,644,461
Other Long-Term Liabilities	7	29,486,988	145,436,767
Long-Term Provisions	8	<u>1,126,418</u>	983,535
		30,613,406	1,379,021,594
CURRENT LIABILITIES			
Short-Term Borrowings	9	52,500,000	206,562,079
Trade Payables		11,597,374	56,034,426
Other Current Liabilities	10	89,950,113	521,984,657
Short-Term Provisions	8	<u>1,636,249</u>	2,900,024
		155,683,736	787,481,186
TOTAL		<u>1,865,419,964</u>	<u>2,547,485,074</u>
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	11		
- Tangible Assets		48,851,127	613,236,278
- Capital Work-in-Progress		396,453,562	345,468,967
Goodwill on Consolidation	39	18,237,069	-
Non-Current Investments	12	58,440	58,440
Deferred Tax Assets (Net)	13	12,628,446	22,171,732
Long-Term Loans & Advances	14	108,443,897	98,275,583
Other Non-Current Assets	15	<u>220,718</u>	204,027
		584,893,259	1,079,415,027
CURRENT ASSETS			
Current Investments	16	33,893,383	100,000
Inventories	17	1,167,281,685	1,416,250,310
Trade Receivables	18	21,219,337	14,080,906
Cash and Bank Balances	19	17,922,178	6,164,088
Short-Term Loans & Advances	14	20,535,976	31,474,743
Other Current Assets	15	<u>19,674,146</u>	-
		1,280,526,705	1,468,070,047
TOTAL		<u>1,865,419,964</u>	<u>2,547,485,074</u>

**Significant Accounting Policies
& Notes to Accounts**

1 to 43

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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

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 : May 30, 2013

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2013

Particulars	Note No.	Year Ended	
		31.03.2013	31.03.2012
		Amount (Rs.)	Amount (Rs.)
INCOME			
Revenue from Operations	20	447,069,646	561,724,138
Other Income	21	9,345,486	849,131
Total Revenue	(A)	456,415,132	562,573,269
EXPENSES			
Materials and Contract Costs		52,715,897	78,784,455
Fixed Assets converted into Stock-in-Trade		-	1,528,057,360
Changes in Inventories of Finished Goods	22	248,456,078	(1,413,989,846)
Employee Benefits Expense	23	19,669,411	18,256,727
Finance Costs	24	30,672,953	202,399,196
Depreciation and Amortization Expense	25	9,049,743	26,343,079
Other Expenses	26	352,043,343	76,052,690
Total Expenses	(B)	712,607,425	515,903,661
Profit/(Loss) before exceptional items and tax	(A - B)	(256,192,293)	46,669,608
Add: Exceptional Items	27	1,539,284,369	-
Profit/(Loss) before tax		1,283,092,076	46,669,608
Less: Tax Expenses			
Current Tax (MAT)		2,939,089	10,717,010
Less: MAT Credit Entitlement		(2,939,089)	10,629,764
Net Current tax		-	87,246
Income Tax of Earlier Year		52,723	29,586
Deferred Tax Charge / (Credit)		(15,101,175)	(1,166,225)
Profit/(Loss) for the period		1,298,140,528	47,719,001
Earnings Per Equity Share of face value of Rs. 10/- each	28		
1) Basic		125.20	4.60
2) Diluted		125.20	4.60

Significant Accounting Policies & Notes to Accounts

1 to 43

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. 086666

for **L.D. Saraogi & Co.**
Chartered Accountants
F.R.No. 005524N
Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

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 : May 30, 2013

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

Particulars	As On 31.03.2013 Amount (Rs.)	As On 31.03.2012 Amount (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) after Interest and before Tax	1,283,092,076	46,669,608
Adjustments for:		
Bad Debts	2,122,971	753,745
Miscellaneous Income (Non Cash)	(58,621)	(44,186)
Interest Paid	30,640,624	198,700,605
Interest Income	(44,624)	(471,049)
Loss from Sale of Current Investment	294,131,730	-
Dividend Income	(8,870,962)	-
Profit from Sale of Vehicle	-	(333,896)
Depreciation and Amortization Expense	9,049,743	26,343,079
Provision for Retirement Benefits	595,071	404,184
Operating Profit before Working Capital Changes	1,610,658,007	272,022,090
Adjustments for :		
Increase /(Decrease) in Long-Term Liabilities	(115,949,779)	7,084,687
Increase /(Decrease) in Trade Payables	(44,378,431)	51,644,616
Increase /(Decrease) in Other Current Liabilities	11,462,354	66,999,514
(Decrease) /Increase in Non-Current Assets	18,138,201	257,859
(Decrease) /Increase in Security Deposits Given	73,248	583,500
Decrease /(Increase) in Inventories	248,968,625	(1,415,156,903)
Decrease /(Increase) in Trade Receivables	(7,256,703)	(5,181,622)
Decrease /(Increase) in Current Assets	(14,061,467)	56,477,417
Cost of Industrial Undertaking Transferred	575,517,572	-
Retirement Benefits Paid	(548,368)	(61,571)
Adjustment for Non-cash impact of Conversion of Fixed Assets into Inventories	-	1,482,434,509
Direct Tax (Paid) / Refunded	(4,119,072)	(19,658,783)
NET CASH FROM OPERATING ACTIVITIES	(A) 2,278,504,186	497,445,313
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Decrease /(Increase) in Fixed Assets (Including Capital WIP)	(58,135,562)	1,236,525,534
Goodwill on Consolidation	(22,796,336)	-
Decrease /(Increase) in Other Non-Current Assets	(16,691)	405,424
Decrease /(Increase) in Loans & Advances	(20,992,024)	143,249,245
Increase /(Decrease) in Current Liabilities (Projects)	(254,873,290)	184,473,557
Purchase of Investment in Subsidiary	-	(100,000)
Sale of Investment in Subsidiary	597,170	-
Decrease /(Increase) in Current Investment	(33,893,383)	-
Loss from Sale of Current Investment	(294,628,900)	-
Profit from Sale of Vehicle	-	333,896
Dividend Income	8,870,962	-
Interest Income	44,624	471,049
Adjustment for Non-cash impact of Conversion of Fixed Assets into Inventories	-	(1,482,434,509)
NET CASH USED IN INVESTING ACTIVITIES	(B) (675,823,430)	82,924,196

Particulars	As On 31.03.2013 Amount (Rs.)	As On 31.03.2012 Amount (Rs.)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Increase /(Decrease) in Long-Term Borrowings	(1,207,956,831)	(251,000,518)
Increase /(Decrease) in Short-Term Borrowings	(343,853,281)	(140,881,152)
Interest Paid	(39,112,554)	(253,354,750)
NET CASH USED IN FINANCING ACTIVITIES	(C) (1,590,922,666)	(645,236,420)
NET INCREASE /(DECREASE) IN CASH & CASH EQUIVALENTS	(A+B+C) 11,758,090	(64,866,911)
OPENING BALANCE OF CASH & CASH EQUIVALENTS	6,164,088	71,030,999
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	17,922,177	6,164,088

Note: Figures in brackets indicate cash outflows.

Significant Accounting Policies & Notes to Accounts 1 to 43

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. 086666

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

Sd/-
(Sandeep Sethi)
Managing Director

Sd/-
(Gurupreet Sangla)
Jt. Managing Director

Place : New Delhi
Date : May 30, 2013

Sd/-
(Puniti Sharma)
Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

1. BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention, as applicable to a going concern. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

2. SIGNIFICANT ACCOUNTING POLICIES

a) 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. The consolidated financial statements have been prepared on the following basis:

- a. 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.
- b. In compliance with Accounting Standard - 21 "Consolidated Financial Statements", a subsidiary where the control is intended to be temporary is not consolidated and investment in the same is accounted for as per Accounting Standard – 13.
- c. 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.
- d. 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.
- e. 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.

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 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) 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. Decline in the value of long-term investments is recognized, if considered other than temporary.

Current Investments are stated at lower of cost or market value.

d) 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) Capital Work-in-Progress are capitalized as and when they are ready for use or put to use whichever is earlier. Till such time expenses incurred related to project and prior to commencement of project, including financing costs are capitalized under Capital Work-in-Progress.

iv) Capital work-in-progress account also includes material at site as on the date of consolidated balance sheet.

e) DEPRECIATION / AMORTIZATION

- i) 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.
- ii) Depreciation is calculated on pro-rata basis from the date of acquisition and/or capitalization, as applicable.
- iii) Assets individually costing Rs. 5,000/- (Rupees Five Thousand only) or less are fully depreciated in the year of purchase.
- iv) Goodwill arising out of consolidation is amortized over a period of 5 years.
- v) Amortization has not been provided on the leasehold land.

f) INVENTORIES

Inventories have been valued as under:

Finished Goods (Office Space)	- At lower of cost or estimated realizable value
Stores and Spares	- 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.

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) The Company operates three defined benefit plans for its employees, viz. Gratuity, Leave Encashment (Earned Leave) and Leave Encashment (Sick Leave). As per the requirements of Accounting Standard – 15, “Employee Benefits”, prescribed under the Companies (Accounting Standards) Rules, 2006, the costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for the all (three) defined benefit plans are recognized in full in the period in which they occur in the Statement of profit and loss. The liability under all three defined plans 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. As per the requirements of Accounting Standard – 22, “Accounting for Taxes on Income”, prescribed under the Companies (Accounting Standards) Rules, 2006, 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.

Minimum Alternative Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT Credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which company recognizes MAT credit as an asset in accordance with “Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961”, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit”.

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.

In the case of future contracts, including open position in respect thereof at year end, profits and losses are recognized on mark to market basis.

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 Statement of Profit and Loss 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 value.

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/ inventories. Lease income is recognized in the statement of profit and loss on a straight line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of profit and loss.

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.

r) CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents for the purpose of “Cash Flow Statement” comprise cash at bank and in hand and deposits with bank with an original maturity of three months or less.

s) EARNINGS PER SHARE

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

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

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
3. SHARE CAPITAL		
Authorised Share Capital		
11,000,000 (Previous Year 11,000,000) Equity Shares of Rs. 10/- each	110,000,000	110,000,000
10,000,000 (Previous Year 10,000,000) 6% Non Cumulative, Non Participating Redeemable Preference Shares of Rs. 10/- each	100,000,000	100,000,000
	210,000,000	210,000,000
Issued, Subscribed & Fully Paid Up Share Capital		
10,368,660 (Previous Year 10,368,660) Equity Shares of Rs. 10/- each fully paid up	103,686,600	103,686,600
10,000,000 (Previous Year 10,000,000) 6% Non Cumulative, Non Participating Redeemable Preference Shares of Rs. 10/- each	100,000,000	100,000,000
	203,686,600	203,686,600

a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity Shares

	March 31, 2013		March 31, 2012	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Balance at the beginning of the period	10,368,660	103,686,600	6,912,440	69,124,400
Issued during the period - Bonus Issue	-	-	3,456,220	34,562,200
Outstanding at the end of the period	10,368,660	103,686,600	10,368,660	103,686,600
Preference Shares				
Balance at the beginning of the period	10,000,000	100,000,000	10,000,000	100,000,000
Issued during the period	-	-	-	-
Outstanding at the end of the period	10,000,000	100,000,000	10,000,000	100,000,000

b) Terms/ Rights attached

- **Equity Shares**

The Company has only one class of Equity share having a face value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. All the Equity Shares carry the same rights with respect to voting, dividend, etc.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

- **Preference Shares**

Preference shares of the Company are in the nature of Non-Cumulative Non-Participating Redeemable Preference shares having a face value of Rs. 10/- per share. Preference shares carry a coupon rate of 6% per annum. Preference Shareholders are also entitled to vote on all resolutions in terms of the provisions of Section 87 of the Companies Act, 1956.

The total preference shares of the Company i.e. 10,000,000 are due for redemption at par on or before March 31, 2017.

- c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	31.03.2013 No. of Shares	31.03.2012 No. of Shares
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i) **Equity Shares allotted as fully paid Bonus Shares by capitalization of Securities Premium Reserve**

On November 18, 2011, issued & allotted 3,456,220 Equity Shares to the eligible holders of Equity Shares as Bonus Shares in the ratio of 1:2 by capitalizing Securities Premium Reserve.

3,456,220 3,456,220

ii) **Equity Shares allotted as fully paid-up pursuant to contracts for consideration other than cash**

Equity Shares were 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.

- 2,087,640

d) **Details of shareholders holding more than 5% shares in the Company**

	March 31, 2013		March 31, 2012	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
(i) Equity Shares of Rs. 10/- each fully paid up				
Key Managerial Personnel				
Sanjay Arora	1,593,900	15.37%	1,593,900	15.37%
Sandeep Sethi	1,541,400	14.87%	1,541,400	14.87%
Gurupreet Sangla	900,000	8.68%	900,000	8.68%
Harvinder Singh	900,000	8.68%	900,000	8.68%
Others				
Appreciate Fincap Pvt. Ltd.	843,600	8.14%	843,600	8.14%
Satvinder Kaur	600,000	5.79%	600,000	5.79%
(ii) 6% Non Cumulative, Non Participating Redeemable Preference Shares of Rs. 10/- each fully paid up				
Key Managerial Personnel				
Sandeep Sethi	1,722,000	17.22%	1,722,000	17.22%
Sanjay Arora	1,247,500	12.48%	1,247,500	12.48%
Gurupreet Sangla	757,000	7.57%	757,000	7.57%
Others				
Appreciate Fincap Pvt. Ltd.	3,945,500	39.46%	3,945,500	39.46%
Amici Securities Ltd.	1,257,500	12.58%	1,257,500	12.58%
Drishti Overseas Pvt. Ltd.	523,000	5.23%	523,000	5.23%

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
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4. RESERVES & SURPLUS

- (a) Statutory Reserve (u/s 45-IA of the RBI Act, 1934)

Balance as per last Financial Statements	-	258,189
Less: Transferred to General Reserve	-	258,189
Closing Balance	-	-

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
(b) Securities Premium Reserve		
Balance as per last Financial Statements	10,429,800	44,992,000
Less: Amount utilized towards issue of fully paid up Bonus Shares	-	34,562,200
Closing Balance	<u>10,429,800</u>	<u>10,429,800</u>
(c) General Reserve		
Balance as per last Financial Statements	6,307,289	6,049,100
Add: Transferred from Statutory Reserve	-	258,189
Closing Balance	<u>6,307,289</u>	<u>6,307,289</u>
(d) Surplus/(Deficit) in the Statement of Profit & Loss		
Balance as per last Financial Statements	160,558,605	112,839,604
Profit /(Loss) for the year	1,298,140,528	47,719,001
Net Surplus in the Statement of Profit & Loss	<u>1,458,699,133</u>	<u>160,558,605</u>
Total (a+b+c+d)	<u>1,475,436,222</u>	<u>177,295,694</u>

5. LONG-TERM BORROWINGS

SECURED BORROWINGS	Non - Current Portion		Current Portion	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
Term Loans from Punjab & Sind Bank				
- Term Loan - I	-	27,876,146	-	27,055,995
- Term Loan - II	-	113,511,861	-	75,740,128
- Term Loan - III	-	413,110,094	-	16,231,050
- Term Loan - IV	-	307,112,646	-	42,900,000
- Term Loan - V	-	346,346,084	-	27,864,029
	<u>-</u>	<u>1,207,956,831</u>	<u>-</u>	<u>189,791,202</u>
Amount disclosed under the head "Other Current Liabilities" (Note 10)	-	-	-	(189,791,202)
Total	<u>-</u>	<u>1,207,956,831</u>	<u>-</u>	<u>-</u>

"Term Loan - I" was sanctioned with Rs. 10.83 crores with interest rate ranging from 11.00% to 12.75% p.a. and to be repaid in 49 EMIs of Rs. 27.10 lacs each w.e.f. January 2010. The loan had been primarily secured by way of assignment of lease rent receivables from 'Express Trade Towers 1', Noida and collateral 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. The Term Loan has been satisfied in full during the current period.

"Term Loan - II" was sanctioned with Rs. 29.57 crores with interest rate ranging from 10.00% to 11.75% p.a. and to be repaid in 24 EMIs of Rs. 62.00 lacs each w.e.f. January 2010 and next 25 EMIs of Rs. 77 Lacs each. The loan had been primarily secured by way of assignment of lease rent receivables from 'Express Trade Towers 1', Noida and collateral 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. The Term Loan has been satisfied in full during the current period.

"Term Loan - III" was sanctioned with Rs. 43.90 crores with interest rate ranging from 12.50% to 13.75% p.a. and to be repaid in 108 EMIs commencing from March 2011 i.e. Two months EMIs for March & April 2011 Rs. 33.50 lacs each, Third EMI for May 2011 Rs. 44.50 lacs, Next 33 EMIs from June 2011 to February 2014 Rs. 61.90 lacs each, next 36 EMIs from March 2014 to February 2017 Rs. 71.20 lacs each, next 34 EMIs from March 2017 to December 2019 Rs. 81.90 lacs each, next one EMI for January 2020 Rs. 71.50 lacs and last EMI for February 2020 Rs. 49.50 lacs. The loan had been primarily secured by way of assignment of lease rent receivables from 'Express Trade Towers 1', Noida and collateral 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. The Term Loan has been satisfied in full during the current period.

“ Term Loan - IV “ was sanctioned with Rs. 40.00 crores (out of which Rs. 35.00 crores had been borrowed as per terms of sanction) with interest rate ranging from 13.00% to 15.55% p.a. with moratorium of 2 years from August 2010 to July 2012 and to be repaid in 28 quarterly installments (27 installments of Rs. 1.43 crores each and 28th installment of Rs. 1.39 crores) starting from September 2012 to June 2019. The loan had been primarily 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 on that land and collateral 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., a Subsidiary of the Company. The Term Loan has been satisfied in full during the current period.

“ Term Loan - V “ was sanctioned for Rs. 52.00 crores in the F.Y. 2010 - 2011 with interest rate ranging from 12.00% to 13.75% p.a. and to be repaid in 99 stepped up monthly installments commencing from June 2010. During the last financial year, sanctioned terms had been revised w.e.f. November 2011 viz. 08 Months EMIs: Rs. 64.07 Lacs, Next 12 Months EMIs: Rs. 64.90 Lacs, Next 12 Months EMIs: Rs. 71.50 Lacs, Next 12 Months EMIs: Rs. 72.41 Lacs, Next 12 Months EMIs: Rs. 73.38 Lacs, Next 12 Months EMIs: Rs. 80.98 Lacs, Next 12 Months EMIs: Rs. 82.03 Lacs and Rest 03 Months EMIs: Rs. 83.16 Lacs. The account was to be finally adjusted by September 2018. The loan had been primarily secured by way of assignment of lease rent receivables in respect of Property at Plot No. B - 36, Sector - 132, Noida – 201 301 (U.P.), given on rent to M/s Netambit Infosources and E Services Pvt. Ltd. and collateral security of Property at Plot No. B - 36, Sector - 132, Noida – 201 301 (U.P.) and building constructed thereon consisting of Four Towers namely Tower 1, Tower 2, Tower 3 and Tower 4 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 loan has been satisfied in full during the current period.

Particulars	As At 31.03.2013 Amount (Rs.)		As At 31.03.2012 Amount (Rs.)	
6. DEFERRED TAX LIABILITIES (NET)				
Deferred Tax Liabilities on account of:				
- Fixed Assets: Impact of difference between tax depreciation and depreciation/Amortization charged for financial reporting	-		24,858,096	
Less: Deferred Tax Assets				
- Impact of retirement benefits charged to the statement of profit & loss in the current year but allowed for tax purpose on payment basis	-		213,635	
Net Deferred Tax Liabilities	-		24,644,461	
7. OTHER LONG-TERM LIABILITIES				
Others				
- Security Deposits - Tenants	27,298,764		144,979,614	
- Security Deposits - Sub-Lessee	1,647,071		-	
- Other Liabilities	541,153		457,153	
	<u>29,486,988</u>		<u>145,436,767</u>	
	Long Term		Short Term	
	<u>March 31, 2013</u> Amount (Rs.)	<u>March 31, 2012</u> Amount (Rs.)	<u>March 31, 2013</u> Amount (Rs.)	<u>March 31, 2012</u> Amount (Rs.)
8. PROVISIONS				
Provision for Employee Benefits (Note 30)				
Provision for Gratuity	618,117	504,207	50,032	140,218
Provision for Leave Benefits	475,379	418,159	56,021	55,693
Provision for Sick Leave	32,922	61,169	6,038	12,360
Provision for Project Expenses	-	-	1,524,158	2,691,753
	<u>1,126,418</u>	<u>983,535</u>	<u>1,636,249</u>	<u>2,900,024</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
9. SHORT - TERM BORROWINGS		
Loan Repayable on Demand		
Secured Borrowings		
- Overdraft Facility from Bank*	-	206,562,079
Loans and Advances from Related Parties		
Unsecured Borrowings		
- From Directors (Note 32)	52,500,000	-
	<u>52,500,000</u>	<u>206,562,079</u>

* Overdraft Facility was 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 and repayable on demand with interest rate ranging from 13.50% to 15.25% p.a. alongwith Personal Guarantee of Directors: Mr. Gurupreet Sangla, Mr. Sandeep Sethi, Mr. Harvinder Singh & Mr. Sanjay Arora. The Overdraft Facility has been satisfied in full during the current period.

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
10. OTHER CURRENT LIABILITIES		
Current portion of long-term borrowings (Note 5)	-	189,791,202
Statutory Dues Payable	1,644,341	1,504,908
Advance Received from Customers	75,999,023	65,825,554
Security Deposits - Tenant	464,750	-
Creditors for Capital Expenditure	4,861,909	258,567,605
Remuneration Payable to Directors	384,920	1,131,404
Other Payables:-		
- Expenses Payable	3,639,266	3,558,734
- Salary & Reimbursement Payable	1,014,244	873,914
- Others	1,941,660	731,336
	<u>89,950,113</u>	<u>521,984,657</u>

11. FIXED ASSETS

(All Figures in Rs.)

P A R T I C U L A R S	Rate of Dep.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 01.04.2012	Addition during the Year	Sales / Adj. during the year	Total Cost as on 31.03.2013	As on 01.04.2012	During the Year	Adjusted during the Year	As on 31.03.2013	As on 31.03.2013	As on 31.03.2012
TANGIBLE ASSETS											
LEASEHOLD LAND		287,855,652	-	287,006,187	849,465	-	-	-	849,465	-	287,855,652
FREEHOLD LAND		25,275,921	13,547,170	-	38,823,091	-	-	-	38,823,091	-	25,275,921
BUILDING	5%	340,220,287	-	338,066,654	2,153,633	100,871,945	1,841,086	102,132,918	1,573,520	580,113	239,348,342
DATA PROCESSING MACHINES	40%	2,347,468	9,450	-	2,356,918	2,011,274	135,834	-	209,810	2,147,108	336,194
ELECTRICAL INSTALLATIONS	13.91%	19,940,003	-	19,940,003	-	12,385,996	155,455	12,541,451	-	-	7,554,007
FURNITURE & FIXTURES	18.10%	19,770,438	-	13,789,063	5,981,375	9,159,476	817,388	6,827,311	2,831,822	3,149,553	10,610,962
MACHINES & EQUIPMENTS	13.91%	104,158,521	978,096	102,983,970	2,152,647	65,548,956	909,145	65,948,473	1,643,019	509,628	38,609,565
OFFICE EQUIPMENTS	13.91%	3,436,393	1,065,431	2,174,283	2,327,541	1,509,419	163,856	992,435	1,646,701	680,840	1,926,974
VEHICLES	25.89%	2,427,560	-	-	2,427,560	708,899	444,962	-	1,273,699	1,153,861	1,718,661
ASSETS COSTING <=Rs. 5000/-	100%	1,359,561	22,750	457,662	924,649	1,359,561	22,750	457,662	-	924,649	-
Sub Total (Rs.)	(A)	806,791,804	15,622,897	764,417,822	57,996,879	193,555,526	4,490,476	188,900,250	48,851,127	9,145,752	613,236,278
CAPITAL WORK-IN-PROGRESS (Note 34)	(B)	345,468,967	50,984,595	-	396,453,562	-	-	-	396,453,562	-	345,468,967
Grand Total (Rs.) (A) + (B)		1,152,260,771	66,607,492	764,417,822	454,450,441	193,555,526	4,490,476	188,900,250	445,304,689	9,145,752	958,705,245
Previous Year		2,382,790,915	346,452,625	1,561,042,769	1,168,200,771	215,871,202	26,343,079	32,718,755	958,705,245	209,495,526	2,166,919,714

12. NON-CURRENT INVESTMENTS**NON-TRADE INVESTMENT****QUOTED SHARES****EQUITY SHARES FULLY PAID UP OF
SUBSIDIARY COMPANY**

	No. of Shares	Book Value as at 31.03.2013 (Amount Rs.)	No. of Shares	Book Value as at 31.03.2012 (Amount Rs.)
Punjab & Sind Bank	487	58,440	487	58,440
Total		58,440		58,440
Aggregate amount of quoted investments		58,440		58,440
Market Value of quoted investments		28,368		36,379

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
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13. DEFERRED TAX ASSETS (NET)**Deferred Tax Assets on account of:**

- Brought Forward Business Losses	8,872,759		9,247,494	
- Unabsorbed Depreciation	15,672,041		28,236,029	
- Expenses allowable on payment basis	395,957	24,940,757	159,144	37,642,667
Less: Deferred Tax Liabilities on account of:				
- Depreciation	12,312,311	12,312,311	15,470,935	15,470,935
Net Deferred Tax Assets		12,628,446		22,171,732

Non-Current (Long Term)**Current (Short Term)**

March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
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14. LOANS & ADVANCES**Capital Advances**

Secured considered good	-	-	-	-
Unsecured considered good	50,818,051	29,110,527	-	-
Total (A)	50,818,051	29,110,527	-	-

Security Deposits

Secured considered good	-	-	-	-
Unsecured considered good	4,025,952	4,099,200	-	10,000
Total (B)	4,025,952	4,099,200	-	10,000

Loans & Advances to related parties (Note 32)

Unsecured considered good	-	-	-	215,500
Total (C)	-	-	-	215,500

Other Loans and Advances**Unsecured considered good**

Advance to Others	-	-	6,450,975	9,484,608
Tax Credit (Net of Provisions)	53,597,881	46,925,642	13,225,512	12,650,614
Prepaid Expenses	2,013	18,140,214	634,000	6,370,525
Loans to Employees	-	-	27,850	37,875
Advances to Employees	-	-	197,639	200,922
Loans to Others	-	-	-	2,504,699
Total (D)	53,599,894	65,065,856	20,535,976	31,249,243
Total (A+B+C+D)	108,443,897	98,275,583	20,535,976	31,474,743

	Non-Current		Current	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
15. OTHER ASSETS				
Deposits with original maturity of more than 12 months (Note 19)*	170,005	170,005	-	-
Interest Accrued on Fixed Deposits	50,713	34,022	-	-
Interest Accrued on Security Deposit with Electricity Deptt.	-	-	1,800	-
Other Recoverable	-	-	19,672,346	-
	<u>220,718</u>	<u>204,027</u>	<u>19,674,146</u>	<u>-</u>

*(a) Fixed Deposits of Rs. 100,000/- (Previous Year Rs. 100,000/-) has been issued and pledged to issue Bank Guarantee in favour of HVAT Department, Haryana and kept by them as Sales Tax Guarantee.

*(b) Fixed Deposits of Rs. 70,005/- (Previous Year Rs. 70,005/-) in favour of UPVAT Department, Noida has been pledged and kept by them as Sales Tax Guarantee.

16. CURRENT INVESTMENTS

TRADE INVESTMENT

UNQUOTED SHARES,

EQUITY SHARES FULLY PAID UP OF

SUBSIDIARY COMPANY

	No. of Units	Book Value as at 31.03.2013 (Amount Rs.)	No. of Units	Book Value as at 31.03.2012 (Amount Rs.)
Noida Towers Pvt. Ltd. face value of Rs.10 each (Note 31)	-	-	10,000	100,000

NON-TRADE INVESTMENT

UNQUOTED

MUTUAL FUNDS

Birla Sun Life Cash Manager (NAV Rs. 100.1158/- per unit)	338,536.80	33,893,383	-	-
		<u>33,893,383</u>		<u>100,000</u>
Aggregate amount of unquoted investments		<u>33,893,383</u>		<u>100,000</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
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17. INVENTORIES

Inventories (As certified by the Management)
(Valued at lower of cost or net realizable Value)

Finished Goods

Office Space 1,165,600,632 1,414,056,710

Stores and Spares

Diesel 1,488,819 2,001,366

Stock-in-Trade

Software 192,234 192,234

1,167,281,685 1,416,250,310

	Non-Current		Current	
	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)	March 31, 2013 Amount (Rs.)	March 31, 2012 Amount (Rs.)
18. TRADE RECEIVABLES				
Secured, considered good Outstanding for a period				
- Exceeding six months	-	-	6,672,752	878,711
- Others	-	-	7,923,567	13,084,679
	-	-	14,596,319	13,963,390
Unsecured, considered good Outstanding for a period				
- Exceeding six months	-	-	5,467,533	-
- Others	-	-	1,155,485	117,516
Total	-	-	21,219,337	14,080,906
19. CASH AND BANK BALANCES				
Cash and Cash Equivalents				
Balances with Scheduled Banks:				
In Current Accounts	-	-	16,773,988	5,663,867
Cash in Hand (As certified by the Management)	-	-	1,137,265	488,916
Revenue Stamps in Hand	-	-	10,925	11,305
	-	-	17,922,178	6,164,088
Other Bank Balances				
Deposits with original maturity of more than 12 months	170,005	170,005	-	-
	170,005	170,005	-	-
Amount disclosed under non - current assets (Note 15)	(170,005)	(170,005)	-	-
	-	-	17,922,178	6,164,088

Particulars	As At 31.03.2013 Amount (Rs.)		As At 31.03.2012 Amount (Rs.)	
20. REVENUE FROM OPERATIONS				
Sale of Office Space		336,531,628		201,232,416
Sale of Services				
Rental Income	61,445,380		269,376,711	
Maintenance Income	40,671,259		82,747,059	
Parking Charges	46,035		168,200	
Water Charges	927,740		1,824,032	
Professional Charges	42,000	103,132,414	39,000	354,155,002
Other Operating Revenue				
Other Charges	7,405,604		6,256,720	
Sale of Software	-	7,405,604	80,000	6,336,720
		447,069,646		561,724,138

Particulars	As At 31.03.2013 Amount (Rs.)		As At 31.03.2012 Amount (Rs.)	
21. OTHER INCOME				
Interest Income		44,624		471,049
[Related to prior period Rs.1,800/- (Previous Year Rs. Nil)]				
Profit from Sale of Vehicle		-		333,896
Dividend on Non-Current Investment		974		-
Dividend on Current Investment		8,869,988		-
Other Receipts		429,900		44,186
		<u>9,345,486</u>		<u>849,131</u>
22. CHANGES IN INVENTORIES OF FINISHED GOODS				
Stock-in-Trade				
Office Space				
Opening Stock	1,414,056,710		-	
Less: Closing Stock	1,165,600,632	248,456,078	1,414,056,710	(1,414,056,710)
		<u>248,456,078</u>		<u>(1,414,056,710)</u>
Software				
Opening Stock	192,234		259,098	
Less: Closing Stock	192,234	-	192,234	66,864
		<u>248,456,078</u>		<u>(1,413,989,846)</u>
23. EMPLOYEE BENEFITS EXPENSE				
Salaries and Wages				
Salaries	12,691,678		11,758,289	
Directors' Remuneration	5,400,000	18,091,678	5,400,000	17,158,289
		<u>18,091,678</u>		<u>17,158,289</u>
Contribution to Provident and Other Funds				
Employer's Contribution to PF & ESI (Note 30)	182,855		184,073	
Retirement Benefits (Note 30)	595,071	777,926	404,184	588,257
		<u>777,926</u>		<u>588,257</u>
Staff Welfare Expense		799,807		510,181
[Related to prior period Rs. 2,035/- (Previous Year Rs. Nil)]				
		<u>799,807</u>		<u>510,181</u>
		<u>19,669,411</u>		<u>18,256,727</u>
24. FINANCE COST				
Interest Expense				
Interest Paid - Bank		27,528,011		198,700,605
Interest Paid - Others (Note 38)		3,144,942		124,503
Other Borrowing Costs				
Processing Charges		-		3,574,088
		<u>30,672,953</u>		<u>202,399,196</u>
25. DEPRECIATION AND AMORTIZATION EXPENSE				
Depreciation on Tangible Assets		4,490,476		23,155,079
Amortization of Goodwill on Consolidation (Note 39)		4,559,267		3,188,000
		<u>9,049,743</u>		<u>26,343,079</u>

Particulars	As At 31.03.2013 Amount (Rs.)	As At 31.03.2012 Amount (Rs.)
26. OTHER EXPENSES		
OPERATIONAL EXPENSES		
Power & Fuel	6,581,908	13,729,966
Water Expenses	146,668	208,639
Building - Repair & Maintenance	3,399,854	1,294,182
Plant & Machinery - Repair & Maintenance	6,689,441	16,464,212
Others - Repair & Maintenance	580,126	628,586
[Related to prior period Rs. 923/- (Previous Year Rs. Nil)]		
Security Expenses	3,304,975	5,711,801
Rent Expenses	2,807,300	-
Insurance	353,693	250,418
Brokerage & Commission	9,137,588	17,295,055
Lease Land Money	36,862	249,318
Professional Charges - Computer	31,000	28,000
Rent Permission Fee	4,485,854	6,008,013
	37,555,269	61,868,190
ADMINISTRATIVE & OTHER EXPENSES		
Communication Expenses	499,464	448,766
Professional & Consultancy Expenses	8,593,544	7,197,682
Conveyance & Travelling	338,553	739,380
[Related to prior period Rs. Nil (Previous Year Rs.5,124/-)]		
Fees & Subscriptions	445,304	440,382
Rates & Taxes	31,981	31,981
Business Promotion & Advertising	2,128,914	672,350
Payment to Auditors (Note 26.1)	3,137,372	3,077,160
[Related to prior period Rs. Nil (Previous Year Rs.45,000/-)]		
Donation	250,000	250,000
Loss from Sale of Current Investment (Net)	294,131,730	-
Loss from Futures & Option	1,826,756	-
Securities Transaction Tax	457,049	-
Capital Increase Expenses	130,000	-
Bad Debts	2,122,971	490,871
Miscellaneous Expenses (Note 38)	394,436	835,928
	314,488,074	14,184,500
	352,043,343	76,052,690
26.1 PAYMENT TO AUDITORS		
Audit Fee	2,246,068	1,822,660
Taxation Matters	686,180	1,220,000
Certification Fee	2,000	-
Other Services	203,124	34,500
	3,137,372	3,077,160
27. EXCEPTIONAL ITEMS		
Profit on Sale of Industrial Park (Note 35)	1,539,284,369	-
	1,539,284,369	-
28. EARNINGS PER SHARE (EPS)		
The following reflects the profit /(loss) and share data used in the basic and diluted EPS computations:		
Net Profit /(Loss) attributable to equity shareholders (Rs.)	1,298,140,528	47,719,001
Weighted average number of equity shares	10,368,660	10,368,660
Basic & Diluted Earning Per Share (Rs.)	125.20	4.60
Nominal Value Per Share (Rs.)	10/-	10/-

29. The Subsidiary companies considered in the consolidated financial statements are:

Sr. No.	Name of the Subsidiary	Country of Incorporation interest 2012-13	Proportion of ownership interest 2011-12	Proportion of ownership
1	Valley Computech Ltd.#	India	100%	100%
2	York Calltech Pvt. Ltd.	India	100%	100%
3	GST Hotel & Resorts Pvt. Ltd.@	India	100%	-
4	Auxin Engineering Ltd.*	India	100%	-

During the current financial year, Valley Computech Pvt. Ltd. has been converted into Valley Computech Ltd.

@ By acquisition of 100% equity shares by one of company's subsidiary viz. Valley Computech Ltd., ETT Ltd. has become Ultimate Holding Company of GST Hotel & Resorts Pvt. Ltd. during the current financial year.

*By acquisition of 100% equity shares, Auxin Engineering Ltd. has become wholly owned subsidiary at the beginning of the current financial year.

30. EMPLOYEE BENEFITS

The disclosures as per Accounting Standard – 15 "Employee Benefits" prescribed under the Companies (Accounting Standards) Rules, 2006 are as follows:

Defined Contribution Plans

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

	2012-13	2011-12
Employer's Contribution to Provident Fund	101,126/-	91,782/-
Employer's Contribution to ESI	81,729/-	92,291/-

Defined Benefits Plans

The Company operates three defined benefit plans, viz., Gratuity, Leave Encashment (Earned Leave) and Leave Encashment (Sick Leave) for its employees. Under Gratuity Plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The liability is unfunded.

Under Leave Encashment (Earned Leave) Plan, every employee who has completed at least one year of service is eligible to get 15 earned leaves. The liability is unfunded.

Under Leave Encashment (Sick Leave) Plan, every employee who has completed at least three months of service is eligible to get 12 sick leaves on proportionate basis in a year. The liability is unfunded.

Expenses Recognized in the Statement of Profit and Loss for the period

(Amount in Rs.)

Particulars	Gratuity		Leave Salary *	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Current Service Cost	142,716	149,421	94,031	172,101
Interest Cost	55,421	38,646	47,074	31,837
Past Service Cost	-	-	-	-
Actuarial loss / (gain) recognized in the period	186,003	(9,256)	69,826	21,435
Expenses recognized in the statement of Profit and Loss	384,140	178,811	210,931	225,373

Amounts to be recognized in Balance Sheet

(Amount in Rs.)

Particulars	Gratuity		Leave Salary *	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Present Value of Obligations	668,149	644,425	570,360	547,381
Fair value of Plan Assets	-	-	-	-
Net Liability recognized in balance sheet	668,149	644,425	570,360	547,381

Changes in the present value of the obligations during the period are as follows:

(Amount in Rs.)

Particulars	Gratuity		Leave Salary *	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Present Value of obligation as at the beginning of the period	644,425	465,614	547,381	383,579
Current Service Cost	142,716	149,421	94,031	172,101
Past Service Cost	-	-	-	-
Interest Cost	55,421	38,646	47,074	31,837
Benefits Paid	(360,416)	-	(187,952)	(61,571)
Actuarial loss / (gain) on obligations	186,003	(9,256)	69,826	21,435
Present Value of obligation as at the end of the period	668,149	644,425	570,360	547,381

The demographic assumptions used in determining Gratuity and Leave Salary obligations for the Company's Plans are shown below:

Particulars	Rate%	
	31.03.2013	31.03.2012
Discount Rate (per annum)	8.30* & 8.20**	8.60
Rate of increase in Compensation levels (per annum)	5.00	5.00

* For York Calltech Pvt. Ltd.

** For ETT Ltd.

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

Amount for the current period and previous five periods are as follows:

Gratuity:-

(Amount in Rs.)

Particulars	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Present Value of obligations	668,149	644,425	465,614	355,981	311,705
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	(668,149)	(644,425)	(465,614)	(355,981)	(311,705)
Experience adjustments on plan liabilities- (Loss)/ Gain	(148,040)	(15,630)	103,086	25,804	(109,950)
Experience adjustments on plan assets- (Loss)/ Gain	-	-	-	-	-

Leave Salary*:-

(Amount in Rs.)

Particulars	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Present Value of obligations	570,360	547,381	383,579	327,597	276,420
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	(570,360)	(547,381)	(383,579)	(327,597)	(276,420)
Experience adjustments on plan liabilities- (Loss)/Gain	(44,430)	(39,549)	(133,385)	-	(114,615)
Experience adjustments on plan assets- (Loss)/Gain	-	-	-	-	-

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

The above information is certified by the actuary and bifurcation of provision for gratuity and leave encashment plan into current and non-current portion is mentioned as per actuarial valuation report.

31. SEGMENT INFORMATION

The Company has only one Business Segment (IT Infrastructure Provider and Allied Services) 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.

32. RELATED PARTY DISCLOSURES

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:

Sr. No.	Name of Related Parties	Relationship
1	Noida Towers Pvt. Ltd.#	Subsidiary
2	Mr. Gurupreet Sangla	Key Managerial Personnel
3	Mr. Sandeep Sethi	
4	Mr. Harvinder Singh	
5	Mr. Sanjay Arora	
6	Mrs. Seema Sangla	
7	Mrs. Satvinder Kaur	Relatives of KMP
8	Mrs. Kuldeep Kaur	
9	Mrs. Alka Sethi	
10	Mrs. Shakuntla Arora	
11	Express Infoways Pvt. Ltd.	Enterprises over which KMP are able to exercise significant influence
12	Appreciate Fincap Pvt. Ltd.	
13	Baba Ventures Pvt. Ltd.	
14	Amici Securities Ltd.	
15	Drishti Overseas Pvt. Ltd.	

Ceased to exist as a subsidiary 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	Subsidiary	Enterprises over which KMP are able to exercise significant influence	KMP and relatives of KMP	Total
1	Loan Given	15,699	-	-	15,699
		(215,500)	(-)	(-)	(215,500)
2	Loan Received Back	231,199	-	-	231,199
		(-)	(-)	(-)	(-)
3	Loan Received	-	-	52,500,000	52,500,000
		(-)	(-)	(-)	(-)
4	Loan Repaid	-	-	-	-
		(-)	(-)	(12,750,000)	(12,750,000)
5	Advances given under Agreement to Purchase Capital Assets	-	-	-	-
		(-)	(3,800,000)	(-)	(3,800,000)
6	Advances received back under Agreement to Purchase Capital Assets	-	-	-	-
		(-)	(67,570,000)	(-)	(67,570,000)
7	Subscription to Shares	-	-	-	-
		(100,000)	(-)	(-)	(100,000)
8	Issue of Bonus Shares	-	-	-	-
		(-)	(3,854,000)	(20,370,000)	(24,224,000)

(Amount in Rs.)

Sr. No.	Nature of Transaction	Subsidiary	Enterprises over which KMP are able to exercise significant influence	KMP and relatives of KMP	Total
9	Directors Remuneration Paid	-	-	5,400,000	5,400,000
		(-)	(-)	(5,400,000)	(5,400,000)
10	Transfer of Industrial Park	2,084,712,830	-	-	2,084,712,830
		(-)	(-)	(-)	(-)
11	Advances received under agreements to sub-lease	-	-	-	-
		(-)	(71,000,000)	(-)	(71,000,000)
12	Advances refunded under an agreement to sub-lease	-	-	-	-
		(-)	(11,000,000)	(-)	(11,000,000)

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

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

- a. Loan given during the year includes Noida Towers Pvt. Ltd. Rs. 0.16 Lac (Previous Year Rs. 2.16 Lacs).
- b. Loan received back during the year includes Noida Towers Pvt. Ltd. Rs. 2.31 Lacs (Previous Year Rs. Nil).
- c. Loan received during the year includes Mr. Sandeep Sethi Rs. 150.00 Lacs (Previous Year Rs. Nil), Mr. Sanjay Arora Rs. 150.00 Lacs (Previous Year Rs. Nil), Mr. Gurupreet Sangla Rs. 66.00 Lacs (Previous Year Rs. Nil), Mr. Harvinder Singh Rs. 159.00 Lacs (Previous Year Rs. Nil). The loans do not carry any interest and are repayable on demand.
- d. Loan repaid during the year includes Mr. Sandeep Sethi Rs. Nil (Previous Year Rs. 59.50 Lacs), Mr. Sanjay Arora Rs. Nil (Previous Year Rs. 68.00 Lacs). The loans were not carrying any interest and were repayable on demand.
- e. Advances given under Agreement to purchase Capital Assets include Express Infoways Pvt. Ltd. Rs. Nil (Previous Year Rs. 38.00 Lacs).
- f. Advances received back under Agreement to purchase Capital Assets include Express Infoways Pvt. Ltd. Rs. Nil (Previous Year Rs. 675.70 Lacs).
- g. Subscription to Shares includes Shares of Noida Towers Pvt. Ltd. Rs. Nil (Previous Year Rs. 1.00 Lac).
- h. Issue of Bonus Shares includes Drishti Overseas Pvt. Ltd. Rs. Nil (Previous Year Rs. 5.52 Lacs), Appreciate Fincap Pvt. Ltd. Rs. Nil (Previous Year Rs. 28.12 Lacs), Amici Securities Ltd. Rs. Nil (Previous Year Rs. 4.90 Lacs), Sandeep Sethi Rs. Nil (Previous Year Rs. 51.38 Lacs), Sanjay Arora Rs. Nil (Previous Year Rs. 53.13 Lacs), Gurupreet Sangla Rs. Nil (Previous Year Rs. 30.00 Lacs), Harvinder Singh Rs. Nil (Previous Year Rs. 30.00 Lacs), Satvinder Kaur Rs. Nil (Previous Year Rs. 20.00 Lacs), Kuldeep Kaur Rs. Nil (Previous Year Rs. 12.50 Lacs), Alka Sethi Rs. Nil (Previous Year Rs. 3.75 Lacs), Shakuntla Arora Rs. Nil (Previous Year Rs. 2.94 Lacs).
- i. Directors' Remuneration Paid includes remuneration paid to Mr. Gurupreet Sangla for 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).
- j. Transfer of Industrial Park refers to Transfer of Industrial Park to Noida Towers Pvt. Ltd. for Rs. 20,847.13 Lacs (Previous Year Rs. Nil). (refer note 35)
- k. Advance received under agreements to sub-lease includes Baba Ventures Private Limited Rs. Nil (Previous Year Rs. 710.00 Lacs).
- l. Advance refunded under an agreement to sub-lease includes Baba Ventures Private Limited Rs. Nil (Previous Year Rs. 110.00 Lacs).

(d) Closing Balance as on March 31, 2013

(Amount in Rs.)

Nature of Transaction	Subsidiary	Enterprises over which KMP are able to exercise significant influence	KMP and relatives of KMP	Total
Loan Given	-	-	-	-
	(215,500)	(-)	(-)	(215,500)
Loans Received	-	-	52,500,000	52,500,000
	(-)	(-)	(-)	(-)
Advances received under an agreement to sub-lease	-	60,000,000	-	60,000,000
	(-)	(60,000,000)	(-)	(60,000,000)

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

33. 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 trade payables and receivables are subject to confirmation, due reconciliation and consequential adjustments arising therefrom, if any, however the management does not expect any material variation.

34. Information to be disclosed in accordance with Accounting Standard 19 on "Leases"**a) Assets given on Lease**

(Amount in Rs.)

Sr. No.	Class of Assets	Gross Block as on March 31, 2013	Depreciation for the year 2012 – 13	Gross Block as on March 31, 2012
i	Fixed Assets			
	Capital Work-in-Progress	396,453,562	Nil	345,468,967
ii	Inventories*			
	Office Space	1,165,600,632	Nil	1,414,056,710

*Includes partly occupied by self

b) Operating Lease

The Company has leased facilities under non-cancellable operating leases. The future minimum lease payment receivables in respect of these leases are disclosed as under:-

(Amount in Rs.)

Particulars	31.03.2013	31.03.2012
Within one year	23,317,644	44,851,296
Later than one year and not more than five years	90,251,612	210,320,757
Later than five years	98,205,010	133,965,325

c) General Description of Lease terms:

- Lease rentals are charged on the basis of agreed terms.
- Significant leasing arrangement of assets is for a period of 2 to 9 years.

35. During the current financial year, the Company has transferred one of its approved and notified Industrial Park situated at Noida, as a going concern.
36. One of the Subsidiaries of the Company M/s Noida Towers Pvt. Ltd. has been disposed off during the current financial year. The same has been excluded from consolidation since the control was intended to be temporary because the subsidiary was acquired and held exclusively with a view to its subsequent disposal.

37. CONTINGENT LIABILITIES AND COMMITMENTS**Contingent Liabilities not provided for in respect of:**

- (a) During the previous financial year, ETT Ltd. had received a demand of Entry Tax for Rs. 36,295/- u/s 22 of UPVAT Act, for the year 2007 – 2008, against which rectification application had been filed under section 31(1) under UPVAT Act, with the

Assistant Commissioner, Ward – 3, Commercial Tax, Noida which is still pending for disposal. The Company had been legally advised that the said demand is likely to be deleted and therefore no provision has been made in this respect.

- (b) During the current financial year, ETT Ltd. has received a demand for Rs. 338,960/- u/s 143(3) of Income Tax Act, 1961, for the assessment year 2010 – 2011, against which Appeal has been filed u/s 246 of the Income Tax Act, 1961 for Rs. 286,237/- with the Commissioner of Income Tax, Appeal - II, Income Tax Office, New Delhi which is pending for disposal. The Company has been legally advised that the contested demand is likely to be deleted and therefore no provision has been made in this respect.
- (c) During the current financial year, Valley Computech Ltd. has received a demand of Income Tax for Rs. 46,158/- u/s 143(3) of Income Tax Act, 1961, for the assessment year 2010 – 2011, against which Appeal has been filed u/s 246 of the Income Tax Act, 1961 with the Commissioner of Income Tax, Appeal - II, Income Tax Office, New Delhi 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.

COMMITMENTS

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances): Rs. 24,208,251/- (Previous Year Rs. 31,012,859/-) as certified by the management.

- 38. During the current financial year, the ETT Ltd. has deposited a sum of Rs.10,665/- plus interest thereon of Rs. 6,530/- against the Sale Tax / UPVAT demand under Entry Tax Act for the year 2008-09 and same is charged to profit & loss statement under the head of “Miscellaneous Expenses” and “Interest Paid Others”.

39. GOODWILL ON CONSOLIDATION

(Amount in Rs.)

Particulars	Year Ended 31.03.2013	Year Ended 31.03.2012
Opening Balance	Nil	3,188,000
Add: Goodwill generated during the year	22,796,336	-
Less: Amortized during the year	4,559,267	3,188,000
Closing Balance	18,237,069	Nil

40. 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 availing tax benefits 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 tax benefits for 10 continuous years from the Assessment Year 2008-2009.

41. DEFERRED TAX

Deferred Tax Asset has not been recognized on account of losses carried forward and on account of unabsorbed depreciation where there is absence of virtual certainty of realizing the same in future.

- 42. 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.
- 43. The Company has reclassified, regrouped and rearranged previous year figures, wherever considered necessary to conform to this year’s classification.

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. 086666

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

Sd/-
(Jitender Saraogi)
Partner
M.No. 502337

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 : May 30, 2013



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 20th Annual General Meeting of the Company to be held on Saturday, the 14th September, 2013
at 4.00 P.M. at the Jahanpanah Club, Mandakini Housing Scheme, Alaknanda, New Delhi – 110 019.

Signed this.....day of September, 2013.

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 20th Annual General Meeting of the Company at the Jahanpanah Club, Mandakini Housing Scheme,
Alaknanda, New Delhi – 110 019 at 4.00 P.M. on Saturday, the 14th September, 2013.

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.

