

## INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED

### BOARD OF DIRECTORS

**Mr. Nandkumar K. Harchandani**  
Chairman-cum-Managing Director

**Ms. Archana D. Wani**  
Non-Executive & Independent Director

**Mr. Ashok B. Purohit**  
Non-Executive & Independent Director

**Mr. Vijaykumar N. Harchandani**  
Non-Executive & Professional Director

Registered Office	:	1 <sup>st</sup> Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur - 440 013. (M. S.)
Phone No.	:	0712 6611216, 2592255
Fax No.	:	0712 6611217
Auditors	:	M/s. Sanjay S. Agrawal & Co. Chartered Accountants, 1 <sup>st</sup> Floor, Sudama Bhawan, Behind Sut Market, Gandhibagh, Nagpur-440 002 (M. S.)
Bankers	:	1) Oriental Bank of Commerce  2) Axis Bank Ltd.
Registrar	:	Intime Spectrum Registry Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078. (M. S.)

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## INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED

1<sup>st</sup> Floor B, Poonam Chambers, Byramji Town,  
Chhindwara Road, Nagpur - 440 013. (M. S.)

### NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

To,  
The Members & Auditors,

NOTICE is hereby given that the TWENTY-EIGHTH Annual General Meeting of the Members of INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED, will be held on Thursday, the 30<sup>th</sup> day of September 2010 at 11.00 A.M. at the Registered office of the Company at 1<sup>ST</sup> Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur - 440 013 to transact the following businesses as Ordinary Businesses:

1. To receive, consider and adopt the audited Balance Sheet as at 31/03/2010, Profit & Loss Account for the year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Vijaykumar N. Harchandani who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ashok B. Purohit who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors in place of M/s. Sanjay S. Agrawal & Co. (Formerly known as M/s Agrawal & Moryani), Chartered Accountants, Nagpur, who retire at the conclusion of the Annual General Meeting and being eligible offers themselves for re-appointment and to fix their remuneration in consultation with them.

Place: Nagpur  
Dated: 02-09-2010

By the order of Board  
INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD.

#### NOTES:

(CHAIRMAN)

1. The book closure for the purpose of share transfers shall commence from 27-09-2010 and shall end on 30-09-2010 (both days inclusive) and no record has been declared.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
3. A proxy form is enclosed. proxies in order to be effective, must be received at the registered office of the company not less than 48 hours before the meeting.
4. Copies of the accounts and reports cited in item no.1 of business are attached herewith. Please bring your copy of the same at the meeting.

## INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED

1<sup>st</sup> Floor B, Poonam Chambers, Byramji Town,  
Chhindwara Road, Nagpur - 440 013. (M. S.)

### DIRECTORS' REPORT

Dear Members,

Your Board of Directors has the pleasure to present the TWENTY-EIGHTH Annual Report and the Audited Balance Sheet and the Profit & Loss A/C of the company for the year ended on 31st March 2010.

#### PERFORMANCE:

Company's performance was satisfactory on all fronts during the year under review.

#### FINANCIAL RESULTS:

Financial results of the Company being self explanatory and depicted in the Profit & Loss Account for the year ended on 31-03-2010 and therefore, do not call for any further comments in that behalf.

#### DIVIDEND:

The Directors of your Company have not recommended payment of any Dividend for the financial year 2009-10 in order to strengthen the Reserves of the Company for the ongoing as well as for the forthcoming Projects of the Company.

#### OPERATIONS:

The operations of the Company were satisfactory on all fronts during the period under review.

#### DIRECTORS:

Mr. Vijaykumar N. Harchandani & Mr. Ashok B. Purohit, Directors are due to retire by rotation and being eligible for re-appointment have offered them-selves for re-appointment. The Board proposes them for re-appointment as Directors liable to retire by rotation at the forthcoming Twenty-Eighth Annual General Meeting of the Company.

Except this there was no change in the Composition of Board of Directors of the Company.

#### PARTICULARS OF EMPLOYEES:

During the year under review, there were no employees drawing remuneration in excess of the prescribed limits and whose particulars need to be given under Section 217 (2A) of The Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended thereafter and from time to time.

##### a) CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

The Company does not use any technology or energy for its existing business except for the electricity used in offices and at the sites of the company which is not a significant part of the construction cost, hence it is not practicable to furnish the information in this connection.

##### b) FOREIGN EXCHANGE EARNINGS & OUTGO: NIL.

##### c) POLLUTION CONTROL MEASURES:

The Company's business does not involve any emission of pollutants and therefore, no special pollution control measures are called for. However, special attention is paid to maintain healthy and hygienic condition to make the services customer friendly.

#### DEPOSITS:

The Company has not accepted any deposit from public under section 58A and 58AA of the Companies Act, 1956

## INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED

during the year.

### DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors confirm:

- (i) That in the preparation of the Annual Accounts for the financial year ended 31/03/2010 the applicable Accounting Standards have been followed along-with proper explanation relating to material departures;
- (ii) That the directors had 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 fare view of the state of affairs of the company at the end of the financial year and of the PROFIT of the Company for the year under review;
- (iii) That 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
- (iv) That the Directors have prepared the Annual Accounts for the Financial Year ended 31/03/2010 on a 'Going Concern' basis.

### AUDITOR'S REPORT:

Observations made in the Auditor's Report are self-explanatory and therefore, do not call for any further comments u/s.217 (3) of the Companies Act, 1956.

### AUDITORS:

The Auditors, M/s. Sanjay S. Agrawal & Co. (Formerly known as M/s. Agrawal & Moryani), Chartered Accountants, Nagpur, hold office till the conclusion of the ensuing Twenty-Eighth Annual General Meeting and are recommended for re-appointment. They have given their consent to continue to act as Auditors of the Company for the current financial year also, if re-appointed.

### ACKNOWLEDGMENT:

Directors wish to place on record their thanks and gratitude to:

- i) The Central and State Government as well as their respective Departments and Development Authorities connected with the business of the company and the Bankers to the Company.
- ii) The Members and suppliers/contractors for the trust and confidence reposed and to the Customers for their valued patronage.
- iii) The Board also takes this opportunity to express their sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they would continue their sincere and dedicated endeavor towards attainment of better working results during the current year.

Regd. Office:  
1<sup>ST</sup> Floor B, Poonam Chambers,  
Byramji Town, Chhindwara Road,  
Nagpur - 440 013. (M. S.)

For and behalf of the Board

(CHAIRMAN)

Dated: 02.09.2010

## INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED REPORT ON CORPORATE GOVERNANCE.

### 1. COMPANY'S PHILOSOPHY:

The basic philosophy of Corporate Governance in the Company is to achieve business excellence and enhance shareholders value, keeping in view the interest of its various stakeholders by short and long-term actions.

### 2. BOARD OF DIRECTORS:

As per Listing Agreement, the Board should have an optimum combination of executive and non-executive Directors with not less than 50% of the Board consisting of non-executive Directors. In case of a non-executive Chairman, at least one-third of the Board should consist of Independent Directors and in the case of an executive Chairman; at least half of the Board should be Independent Directors.

The Composition of the Board of Directors and related information as on 31st March 2010 is as follows:

Name of Directors	Category - Executive/Non-Executive/Independent Director	No. of Board Meetings Attended	Last AGM Attended Yes/No	Directorship in other Companies	No. of other Board Committee of which Member/ Chairman
Mr. Nandkumar K. Harchandani	Executive Director	10	Yes	14	Nil
Ms. Archana D. Wani	Non-Executive & Independent Director	13	Yes	13	03
Mr. Ashok B. Purohit	Non-Executive & Independent Director	04	Yes	01	03
Mr. Vijaykumar N. Harchandani	Non-Executive & Professional Director	03	No	05	Nil

The Chairman of the Board of the Company is an Executive Director. The Board of Directors of the Company consists of four Directors i.e. Two Non-Executive Independent Director, one Executive Director and one Non-executive & Professional Director as on 31st March, 2010. During the year, 15 Meetings of the Board of Directors of the Company were held on 05.04.2009, 28.05.2009, 01.06.2009, 18.06.2009, 30.06.2009, 31.07.2009, 13.08.2009, 06.09.2009, 30.09.2009, 31.10.2009, 05.11.2009, 05.12.2009, 31.01.2010, 21.02.2010 and 31.03.2010.

### 3. COMMITTEES OF THE BOARD:

#### A. Audit Committee

The Audit Committee comprises of two members, both of whom are Non-Executive and Independent Directors. The Chairman of the Committee is Mr. Ashok B. Purohit, with Ms. Archana D. Wani as member.

Name of the Directors	No. of Meetings	Meetings Attended
(1)	(2)	(3)
Mr. Ashok B. Purohit	3	3
Ms. Archana D. Wani	3	3

### Terms of Reference of Audit Committee

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of external Auditors, fixation of audit fee and also approval for payment for any other services.
  - c. Reviewing with management the annual financial statements before submission to the Board.
  - d. Reviewing with the management, external and internal auditors, the adequacy of internal control system.
  - e. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - f. Discussion with internal auditors any significant findings and follow up thereon.
  - g. Reviewing the findings of any internal

### B. Remuneration Committee

The Remuneration Committee comprises of two members, both of whom are Non-Executive and Independent Directors. The Chairman of the Committee is Mr. Ashok B. Purohit, with Ms. Archana D. Wani as member.

Name of the Directors	No. Of Meetings	Meetings Attended
(1)	(2)	(3)
Mr. Ashok B. Purohit	2	2
Ms. Archana D. Wani	2	2

### Terms of Reference of Remuneration Committee

- a) Remuneration payable to Executive Directors were considered and approved by the Remuneration Committee not to exceed the below stated amounts for the financial year 2009-10, but it can be less than as follows:
  1. Mr. Nandkumar N. Harchandani                      Rs.5,00,000/- p.a.
  2. Ms. Archana D. Wani                                      Rs.5,00,000/- p.a.
- b) Review of the Remuneration payable to the above Executive Directors and other Members of the Management shall also be considered and approved from time to time.

### C. Shareholders' Committee

The Shareholders' Committee comprises of two members, both of whom are Non-Executive and Independent Directors. The Chairman of the Committee is Mr. Ashok B. Purohit, with Ms. Archana D. Wani as member.

Name of the Directors	No. Of Meetings	Meetings Attended
(1)	(2)	(3)
Mr. Ashok B. Purohit	3	3
Ms. Archana D. Wani	3	3

This Committee looks into the Grievances received from the Shareholders and the concerned Depository Participants promptly and takes stock of any complaints or a query raised from all concerned every fortnightly and resolves the same promptly.

#### GENERAL BODY MEETINGS:

Date & Venue of Previous General Meetings		
Nature of Meeting	Date & Time	Venue
Twenty-Seventh Annual General Meeting	30th day of September 2009 At 11.00 a.m.	1st Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur - 440 013.
Twenty-Sixth Annual General Meeting	30th day of September 2008 At 11.00 a.m.	1st Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur - 440 013.
Twenty-fifth Annual General Meeting	29th day of September 2007 At 11.00 a.m.	1st Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur - 440 013.

#### REGISTRAR AND TRANSFER AGENT:

The Company is availing the services of Registrar and Share Transfer Agent from M/S. INTIME SPECTRUM REGISTRY LTD., having their office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078. (M. S.)

#### Listing of Securities:

##### Name of the Stock Exchanges

Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 (M. S.)	Inter-Connected Stock Exchange of India Ltd., International InfoTech Park, Tower 7, 5th Floor, Vashi, Navi Mumbai - 400 703 (M. S.)
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#### THE SHAREHOLDING PATTERN AS ON 31ST MARCH, 2010 IS AS BELOW:

S. No	Category	No. of Shares held	% Shareholding
1	Promoter	7,16,48,948	71.29
2	Private Corporate Bodies	72,16,344	7.18
3	Indian Public & Others	2,16,42,708	21.53
	Total	10,05,08,000	100.00

#### DEMATERIALIZATION OF SHARES AND LIQUIDITY:

As on 31<sup>st</sup> March, 2010, 98.86% of the Company's total Equity Shares representing 9,93,59,900 shares were held in dematerialized form and the balance 1.14% representing 11,48,100 were in physical form.

Place: Nagpur  
Dated: 02.09.2010.

By the order of Board  
INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD.,

(CHAIRMAN)



**INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED**  
**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE.**

To,

The Shareholders,

INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD.

Dear Sirs,

The Compliance of conditions of Corporate Governance is responsibility of the Management. Our examination was limited to the procedure and implementation thereof, adopted by Indo-Pacific Software & Entertainment Ltd. for ensuring the compliance of the conditions of the financial statements of Indo-Pacific Software & Entertainment Ltd.

On the basis of our review and according to the information and explanation given to us and representation made to us by the management, we state that to the best of our knowledge and belief, the Company has complied with, in all material respects with the conditions of Corporate Governance stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges.

Place: Nagpur  
Date: 02/09/2010

For M/s. Sajay S. Agrawal & Co.,  
Chartered Accountants, Nagpur,

Dhiraj M. Moryani  
Partner  
M. No. : 129877

## INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED

### Auditor's Report.

To The Members of

M/S. INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD.

1. We have audited the attached Balance Sheet of M/S. INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD., as at 31<sup>st</sup> MARCH, 2010 and its Profit & Loss Account for the year ended on that date, annexed thereto. These financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our Audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An Audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors Report), order 2003 as Amended by Companies (Auditors Report) Order, 2004 issued by the Central Government of India in terms of Sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in para 4 and 5 of the said orders.
4. **Further to our comments in the Annexure referred to above, 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 Accounts as required by law have been kept by the Company, so far as appears from the examination of such Books;
  - c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the Books of Accounts of the Company;
  - d) In our opinion the Balance Sheet and the Profit & Loss Account dealt with by this report comply with 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 31<sup>st</sup> March, 2010 and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31<sup>st</sup> March, 2010 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - f) In our opinion and to the best of our information and according to the explanations given to us, the said statement of Accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
  - l) In the case of the Balance Sheet, of the State of Affairs of the Company as on 31<sup>st</sup> March, 2010 and
  - ll) In the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date.

Place: Nagpur  
Date: 31/05/2010.

FOR M/s. SANJAY S. AGRAWAL & CO.,  
CHARTERED ACCOUNTANTS

Dhiraj M. Moryani  
Partner  
M. No.: 129877

## ANNEXURE TO THE AUDITORS REPORT

- (I) a) The company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) The management has physically verified all its fixed assets at reasonable intervals and no material discrepancies were noticed on such physical verification.  
c) There was no substantial disposal of fixed assets during the year.
- (ii) a) As per the information furnished, the management at reasonable intervals during the year has physically verified the inventories.  
b) In our opinion and according to the information and explanation given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
c) In our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- (iii) In our opinion and according to the information and explanations given to us, the company has granted interest free unsecured loans to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. The terms and conditions in the said respect are not prima-facie prejudicial to the interest of the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are generally adequate internal control procedures commensurate with the size of the company and the nature of its business for purchase of inventory and or fixed assets and for the sale of goods. During the course of our audit no major weakness has been noticed in these internal controls.
- (v) a) According to the information and explanation given to us, we are of the opinion that the transactions that need to be entered in 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 explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year, have been made at 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 explanation given to us, the Company has not accepted any deposit from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- (vii) As per the information and explanation given to us, the Company has an internal audit system commensurate to the size of the Company and the nature of its business.
- (viii) The Central Government has not prescribed maintenance of Cost Records under Section 209(1) (d) of the Companies Act, 1956 in respect of the Company's product.
- (ix) a) According to the information and explanation given to us and the records examined by us, the company is regular in depositing undisputed statutory dues including Employees State Insurance, Income Tax, Service Tax and any other statutory dues wherever applicable with the appropriate authorities. According to the information and explanation given to us, no undisputed arrears of statutory dues were outstanding as at 31<sup>st</sup> March, 2010 for a period of more than six months from the date they became payable.  
b) According to the records of the Company there are no statutory dues, which are outstanding on account of any dispute at the end of the year.

- (x) The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses in the current or in the immediately preceding financial year.
- (xi) According to the records of the Company examined by us and the information and explanation given to us, the company has not defaulted in repayment of dues to any Financial Institution, Bank and the Company does not have any borrowings by way of debentures.
- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of Shares, Debentures and other Securities.
- (xiii) The provisions of any special statute applicable to chit funds/ nidhi/ mutual benefits funds/ society do not apply to the company.
- (xiv) In our opinion, the Company is not a dealer or trader in Shares, Securities, Debentures and other Investments.
- (xv) According to the information and explanations given to us by the management, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions.
- (xvi) The Company is regular in re-payment of Principal amount of term loan and interest due thereon.
- (xvii) According to the information and explanations given to us and on 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.
- (xviii) The Company has not made any allotment of equity Share on preferential basis to body corporate.
- (xix) The Company has not issued any debentures.
- (xx) The Company has not raised any money by public issues during the year.
- (xxi) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

PLACE: NAGPUR  
DATE: 31/05/2010.

For M/s. Sanjay S. Agrawal & Co.,  
Chartered Accountants

DHIRAJ M. MORYANI  
PARTNER  
M. No.: 129877

**INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED**  
**BALANCE SHEET AS AT 31.03.2010**

	PARTICULARS	SC HE DU L	AMOUNT	AS AT 31.03.2010.	AMOUNT	AS AT 31.03.2009.
I.	SOURCES OF FUNDS :					
	1. SHAREHOLDERS FUNDS					
	a] SHARE CAPITAL	1	100,508,000.00		100,508,000.00	
	b] RESERVES & SURPLUS	2	165,858,059.05	266,366,059,.15	149,545,914.15	250,053,914.15
	2. LOAN FUNDS	3				
	a] SECURED LOANS		597,730,665.00		572,136,114.00	572,136,114.00
	b] UNSECURED LOANS		171,595,925.75	769,326,590.75	175,261,605.16	175,261,605.16
	<b>TOTAL :</b>			<b>1,035,692,649.90</b>		<b>997,451,633.31</b>
II.	APPLICATION OF FUNDS :					
	1. FIXED ASSETS					
	GROSS BLOCK	4	802,094,517.10		764,315,935.82	
	LESS : DEPRECIATION		112,531,056.07		90,011,028.86	
	NET BLOCK			689,563,461.03		674,304,906.96
	2. CAPITAL WORK IN PROGRESS	5	228,638,137.25		207,077,429.53	
	4. CURRENT ASSETS, LOANS & ADVANCES					
	a] SUNDRY DEBTORS	6	76,963,252.88		84,405,457.00	
	b] DEPOSITS	7	4,661,999.00		4,580,299.00	
	c] CASH & BANK BALANCES	8	1,277,939.68		2,841,682.78	
	d] LOANS & ADVANCES	9	46,046,646.68		55,613,470.67	
			<b>357,587,975.47</b>		<b>354,518,338.98</b>	
	LESS : CURRENT LIABILITIES & PROVISIONS	10	11,458,786.60		31,371,612.63	
	NET CURRENT ASSETS, LOANS & ADVANCES			346,129,188.87		323,146,726.35
	5. MISCELLANEOUS EXPENDITURES					
	Preliminary Expenses	15		-		-
	<b>TOTAL</b>			<b>1,035,692,649.90</b>		<b>997,451,633.31</b>

As per our report of even date attached,  
FOR M/S. SANJAY S. AGRAWAL & CO.,  
CHARTERED ACCOUNTANTS

**DHIRAJ M. MORYANI**  
**PATNER**  
**M. No.: 129877**

PLACE : NAGPUR  
DATE : 31/05/2010.

**FOR INDO-PACIFIC SOFTWARE &  
ENTERTAINMENT LTD.**  
**NANDKUMAR K. HARCHANDANI**  
**C.M.D.**  
**ARCHANA D. WANI**  
**DIRECTOR**

**INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED  
PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED ON 31.03.2010.**

Sr. No.	PARTICULARS	SCHE DULE	AMOUNT	AS AT 31.03.2010.	AMOUNT	AS AT 31.03.2009.
I.	<b>INCOME :</b>					
	BUSINESS & OTHER RECEIPTS	13	101,266,897.62		275,797,883.85	
				<b>101,266,897.62</b>		<b>275,797,883.85</b>
II.	<b>EXPENDITURE :</b>					
	BUSINESS EXPENSES	14	9,172,643.50		165,950,671.96	
	ADMINISTRATIVE & OTHER EXPENSES	15	14,125,145.80		8,775,283.18	
	DEPRECIATION		22,520,027.20		27,754,860.54	
	FINANCIAL CHARGES	15	31,093,688.45		39,002,113.69	
				<b>76,911,504.95</b>		<b>241,482,929.37</b>
	<b>PROFIT BEFORE TAX :</b>			<b>24,355,392.67</b>		<b>34,314,954.48</b>
	<b>LESS : PROVISION FOR TAXATION</b>			8,042,250.00		12050419.34
	<b>PROFIT AFTER TAX :</b>			<b>16,313,142.67</b>		<b>22,264,535.15</b>
	<b>LESS: PROVISION FOR DEFERRED TAX</b>			0.00		0.00
				<b>16,313,142.67</b>		<b>22,264,535.15</b>

As per our report of even date attached,  
FOR M/s. SANJAY S. AGRAWAL & CO.,  
CHARTERED ACCOUNTANTS

**DHIRAJ M. MORYANI**  
PATNER  
M. No.: 129877

PLACE : NAGPUR  
DATE : 31/05/2010.

**FOR INDO-PACIFIC SOFTWARE &  
ENTERTAINMENT LTD.**  
NANDKUMAR K. HARCHANDANI  
C.M.D.  
ARCHANA D. WANI  
DIRECTOR

**INDO PACIFIC SOFTWARE & ENTERTAINMENT LTD.  
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2010.**

	PARTICULARS	31 <sup>ST</sup> MARCH 2010 RS.	31 <sup>ST</sup> MARCH 2009 RS.
A.	<b>Cash Flow from Operating Activities:</b>		
	<b>Net Profit before Tax &amp; Extra Ordinary Items:</b>	<b>24,355,392.66</b>	<b>34,314,954.48</b>
	Adjusted for Depreciation	22,520,027.20	27,754,860.54
	Interest Paid	31,093,688.45	39,002,113.69
	Interest Received	(919,447.00)	(1,203,250.00)
	Preliminary Expenses Written Off	0.00	0.00
	<b>Operating Profit before working Capital Changes</b>	<b>77,049,661.31</b>	<b>99,868,678.71</b>
	(Increase)/Decrease in Inventories (Capital WIP)	(21,560,707.72)	(124,381,502.00)
	(Increase)/Decrease in Trade & Other Receivables	7,360,504.12	(26,154,178.03)
	(Increase)/Decrease in Loan & Advance	9,566,823.99	24,511,927.37
	Increase/(decrease) in Trade & Other Payable	(17,487,026.68)	18,132,013.86
	<b>Cash Generated from Operations</b>	<b>54,929,255.02</b>	<b>(8,023,060.09)</b>
	Interest Paid	(31,093,688.45)	(39,002,113.69)
	Direct Taxes	(10,469,047.00)	(11,313,272.03)
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>13,366,519.57</b>	<b>(58,338,445.81)</b>
B)	<b>Cash Flow from Investing Activities</b>		
	Addition in Fixed Assets	(37,778,581.28)	16,897,938.59
	Interest Received	919,447.00	1,203,250.00
	Increase in Investment	0.00	0.00
	Sale of Investment	0.00	914,000.00
	<b>Net Cash from investing Activities (B)</b>	<b>(36,859,134.28)</b>	<b>19,015,188.59</b>
C)	<b>Cash Flow from Financing Activities</b>		
	Proceeds from Long term & other borrowings	21,928,871.59	23,112,435.07
	Dividend paid	0.00	0.00
	<b>Net Cash from Financing Activities</b>	<b>21,928,871.59</b>	<b>23,112,435.07</b>
	<b>Increase &amp; decrease in cash &amp; cash equivalent (A+B+C)</b>	<b>(1,563,743.12)</b>	<b>(16,210,822.15)</b>
	Cash & Cash Equivalent Opening Balance	<b>2,841,682.78</b>	<b>19,052,504.93</b>
	Cash & Cash Equivalent Closing Balance	<b>1,277,939.66</b>	<b>2,841,682.78</b>

**NOTES:**

1. The above statement has been prepared following the Indirect Method.
2. Increase in Fixed Assets are stated inclusive of movements of Capital work in progress (Multiplex).
3. Proceeds from long term and other borrowings are shown net of repayments.

4. Cash and Cash Equivalents represent Cash and Bank Balances only.0.00
5. Figures for the previous year have been re-arranged and re-grouped wherever necessary to conform to current year's classification.

As per our report of even date attached,  
FOR M/S. SANJAY S. AGRAWAL & CO.,  
CHARTERED ACCOUNTANTS  
DHIRAJ M. MORYANI  
PATNER  
M. No.: 129877  
PLACE : NAGPUR  
DATE : 31/05/2010.

FOR INDO-PACIFIC SOFTWARE &  
ENTERTAINMENT LTD.  
NANDKUMAR K. HARCHANDANI  
C.M.D.  
ARCHANA D. WANI  
DIRECTOR

**INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD. NAGPUR**  
**SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31-03-2010.**

PARTICULARS	AS AT 31.03.2010.	AS AT 31.03.2009.
<b>SCHEDULE - 1</b>		
<b>SHARE CAPITAL</b>		
a) Authorised Share Capital 11,00,00,000 Equity Shares of Re. 1/- each	110,000,000.00	110,000,000.00
b) Issued, Subscribed & Paid up Share Capital 10,05,08,000 Equity Shares of Re. 1/- each fully paid up	100,508,000.00	100,508,000.00
<b>TOTAL Rs.</b>	<b>100,508,000.00</b>	<b>100,508,000.00</b>
<b>SCHEDULE - 2</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>GENERAL RESERVE</b>		
Balance as per last Balance Sheet	15,578,740.00	15,578,740.00
Add : transfer from profit and loss A/c		
<b>TOTAL Rs.(A)</b>	<b>15,578,740.00</b>	<b>15,578,740.00</b>
<b>PROFIT &amp; LOSS A/C</b>		
BALANCE AS PER LAST YEAR	133,967,174.15	111,757,739.00
ADD : NET PROFIT FOR THE YEAR	16,313,142.66	22,264,535.15
LESS : PROVISION OF PREVIOUS YEAR	1,000.00	55,100.00
LESS : PROVISION OF PREVIOUS YEAR TDS	2.34	-
<b>TOTAL Rs.(B)</b>	<b>150,279,319.15</b>	<b>133,967,174.15</b>
<b>TOTAL Rs.(A) + (B)</b>	<b>165,858,059.15</b>	<b>149,545,914.15</b>
<b>SCHEDULE - 3 : LOAN FUNDS:</b>		
<b>a) SECURED LOANS:</b>		
1. O.B.C. TERM LOAN A/C 094 (New A/c)	236,377,172.00	274,259,800.00
2. O.B.C. DEMAND LOAN - I - 268	79,999,521.00	81,311,058.00
3. O.B.C. DEMAND LOAN - II - 336	-	20,234,692.00
4. O.B.C. DEMAND LOAN 428	19,998,780.00	-
5. O.B.C. DEMAND LOAN 244	65,000,128.00	-
5. L.I.C. KEYMAN INSURANCE LOANS:	3,899,250.00	2,874,750.00
6. PAYABLE TO NIT	192,455,814.00	193,455,814.00
<b>TOTAL (a)</b>	<b>597,730,665.00</b>	<b>572,136,114.00</b>
<b>TERM LIABILITIES: (SECURITY DEPOSITS):</b>		
I) Poonam Mall, W. Nagar	32,893,506.00	33,250,656.00
<b>TOTAL (I)</b>	<b>32,893,506.00</b>	<b>33,250,656.00</b>



**INDO-PACIFIC SOFTWARE & ENTERTAINMENT LTD. NAGPUR**  
**SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31-03-2010.**

PARTICULARS	AS AT 31.03.2010.	AS AT 31.03.2009.
II) Poonam Mall, V. I. P. Road.	11,438,312.00	11,438,312.00
<b>TOTAL (II )</b>	<b>11,438,312.00</b>	<b>11,438,312.00</b>
Security Deposit (Contractor) (III)	169,913.00	169,913.00
<b>GRAND TOTAL (I TO III )</b>	<b>44,501,731.00</b>	<b>44,858,881.00</b>
<b>(b) UNSECURED LOANS:</b>		
1) FROM DIRECTORS & FAMILY MEMBERS	50,341,679.88	56,736,312.88
<b>TOTAL (b-1)</b>	<b>50,341,679.88</b>	<b>56,736,312.88</b>
2) FROM GROUP COMPANIES	67,702,514.87	27,168,608.28
<b>TOTAL (b-2)</b>	<b>67,702,514.87</b>	<b>27,168,608.28</b>
3) FROM OTHERS	9,050,000.00	46,497,803.00
<b>TOTAL (b-3)</b>	<b>9,050,000.00</b>	<b>46,497,803.00</b>

**INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED**

SCHEDULE - 4 FIXED ASSETS	DEPRECIATION CHART AS PER COMPANIES ACT, 1956 FOR THE YEAR ENDED ON 31ST MARCH, 2010.									
	OPENING BAL. AS ON 01/04/2009.	ADDITIONS DURING THE YEAR	SALES OR ADJUSTMENT DURING THE YEAR	TOTAL AS ON 31.03.2010.	RATE OF DEP. (%)	DEP. UPTO 01.04.2009.	DEP. FOR THE YEAR	TOTAL DEP. UPTO 31.03.2010.	W.D.V. AS AT 31.03.2009.	W.D.V. AS AT 31.03.2010.
<b>FIXED ASSETS:</b>										
(A) P. MALL, V.I.P. ROAD PROJECT:										
Land & Building	443,408,209.41	41,604,395.28	-	485,012,604.69	5.00%	3,851,836.73	-	3,851,836.73	439,556,372.69	481,160,767.97
<b>TOTAL (A)</b>	<b>443,408,209.41</b>	<b>41,604,395.28</b>	<b>-</b>	<b>485,012,604.69</b>		<b>3,851,836.73</b>	<b>-</b>	<b>3,851,836.73</b>	<b>439,556,372.69</b>	<b>481,160,767.97</b>
(B) P. MALL, W. NAGAR PROJECT:										
Land & Building	219,387,058.18	48,000.00	-	219,435,058.18	5.00%	45,399,631.28	8,708,983.72	54,108,615.00	173,987,426.90	165,326,443.19
Plant & Machinery	81,517,163.00	82,378.00	-	81,599,541.00	25.88%	31,596,130.83	12,940,882.38	44,537,013.20	49,921,032.17	37,062,527.80
Computer & Accessories	565,000.00	-	-	565,000.00	40.00%	268,380.00	118,648.00	387,028.00	296,620.00	177,972.00
<b>TOTAL (B)</b>	<b>301,469,221.18</b>	<b>130,378.00</b>	<b>-</b>	<b>301,599,599.18</b>		<b>77,264,142.11</b>	<b>21,768,514.09</b>	<b>99,032,656.20</b>	<b>224,205,079.07</b>	<b>202,566,942.98</b>
(C) OTHERS:										
Air Conditioners	802,389.03	-	-	802,389.03	13.91%	549,721.77	35,146.02	584,867.78	252,667.26	217,521.25
Camera & Equipment	81,690.00	-	-	81,690.00	13.91%	45,693.35	5,007.13	50,700.48	35,996.65	30,989.52
Colour Television	39,667.00	-	-	39,667.00	13.91%	18,497.96	2,944.61	21,442.57	21,169.04	18,224.43
Computer Equipments	3,135,322.21	46,028.00	-	3,181,350.21	40.00%	2,578,039.55	241,324.25	2,819,363.81	557,282.66	381,986.40
Electrical Fitting & Installation	566,901.07	-	-	566,901.07	5.00%	153,841.55	20,652.98	174,494.53	413,059.52	392,406.54
Furniture & Fixtures	1,770,463.44	-	-	1,770,463.44	18.10%	1,334,417.00	78,924.41	1,413,341.40	436,046.44	357,122.04
Generator Set	193,125.00	-	-	193,125.00	13.91%	128,274.92	9,020.64	137,295.56	64,850.08	55,829.44
Mobile	254,949.00	45,800.00	-	300,749.00	13.91%	95,951.03	28,487.40	124,438.43	158,997.97	205,990.57
Office Block at B Wing [1&2]	5,840,051.95	-	-	5,840,051.95	5.00%	1,828,447.90	200,580.20	2,029,028.10	4,011,604.05	3,811,023.85
Office Equipment	186,690.53	-	-	186,690.53	13.91%	91,912.70	13,183.60	105,096.30	94,777.83	81,594.23
Vehicle - CRV	1,625,420.00	-	-	1,625,420.00	25.89%	1,277,728.96	90,017.21	1,367,746.18	347,691.04	257,673.82
Vehicle - Opel Astra	893,816.00	-	-	893,816.00	25.89%	792,523.34	26,224.67	818,748.01	101,292.66	75,067.99
<b>TOTAL (C)</b>	<b>15,390,485.23</b>	<b>91,828.00</b>	<b>-</b>	<b>15,482,313.23</b>		<b>8,895,050.03</b>	<b>751,513.11</b>	<b>9,646,563.15</b>	<b>6,495,435.20</b>	<b>5,885,390.08</b>
<b>GRAND TOTAL (A+B+C)</b>	<b>760,267,915.82</b>	<b>41,826,601.28</b>	<b>-</b>	<b>802,094,517.10</b>		<b>90,011,028.86</b>	<b>22,520,027.20</b>	<b>112,531,056.07</b>	<b>670,256,886.96</b>	<b>689,613,101.04</b>

PARTICULARS	AS AT 31.03.2010.	AS AT 31.03.2009.
<b><u>SCHEDULE - 5</u></b>		
CAPITAL WORK IN PROGRESS:	228,638,137.25	207,077,429.53
TOTAL (5)	<b>228,638,137.25</b>	<b>207,077,429.53</b>
<b><u>SCHEDULE - 6 (A) SUNDRY DEBTORS:</u></b>	18,167,557.88	7,313,124.00
TOTAL 6 (A)	<b>18,167,557.88</b>	<b>7,313,124.00</b>
<b><u>SCHEDULE - 6 (B) Receivables from other customers/*NKCC</u></b>	58,795,695.00	77,092,333.00
TOTAL 6 (A+B)	<b>76,963,252.88</b>	<b>84,405,457.00</b>
<b><u>SCHEDULE - 7 a) DEPOSITS (ASSETS)</u></b>	3,240,699.00	3,240,699.00
b) Other Deposits :	1,421,300.00	1,339,600.00
TOTAL 7 (A+B)	<b>4,661,999.00</b>	<b>4,580,299.00</b>
<b><u>SCHEDULE - 8 CASH BANK BALANCES:</u></b>	1,277,939.66	2,841,682.78
TOTAL (8) RS.	<b>1,277,939.66</b>	<b>2,841,682.78</b>
<b><u>SCHEDULE - 9 LOANS &amp; ADVANCES</u></b>	46,046,646.68	55,613,470.67
TOTAL (9) RS.	<b>46,046,646.68</b>	<b>55,613,470.67</b>
<b><u>SCHEDULE - 10 CURRENT LIABILITIES &amp; PROVISIONS</u></b>	11,458,786.60	31,371,612.63
TOTAL (10) RS.	<b>11,458,786.60</b>	<b>31,371,612.63</b>
<b><u>SCHEDULE - 11 BUSINESS RECEIPTS (A)</u></b>	100,424,108.12	273,822,591.00
Other Receipts : (B)	842,789.50	1,975,292.85
TOTAL 11 (A+B) RS.	<b>101,266,897.62</b>	<b>275,797,883.85</b>
<b><u>SCHEDULE - 12 BUSINESS EXPENSES</u></b>	9,172,643.50	165,950,671.96
TOTAL (12) RS.	<b>9,172,643.50</b>	<b>165,950,671.96</b>
<b><u>SCHEDULE - 13 ADMINISTRATIVE &amp; OTHER EXPENSES</u></b>	14,125,145.80	8,775,283.18
TOTAL (13) RS.	<b>14,125,145.80</b>	<b>8,775,283.18</b>
<b><u>SCHEDULE - 14 FINANCIAL CHARGES</u></b>	31,093,688.45	39,002,113.69
TOTAL (14) RS.	<b>31,093,688.45</b>	<b>39,002,113.69</b>

## INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED

### SCHEDULE - 15 FORMING PART OF BALANCE SHEET AS ON 31/03/2010: SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS: -

#### SIGNIFICANT ACCOUNTING POLICIES & NOTES OF ACCOUNTS :

##### A. SIGNIFICANT ACCOUNTING POLICIES :

##### 1. BASIS OF PREPARATION:

The Financial Statements are prepared under the historical cost convention in accordance with generally accepted Accounting Principles (GAAP) and materially comply with the Mandatory Accounting Standards issued by the Institute of Chartered Accountants Of India and the provisions of the Companies Act, 1956. All Income & Expenditure having a material bearing on the Financial Statements are recognized on Accrual basis.

##### 2. USE OF ESTIMATES:

The preparation of Financial Statement in conformity with GAAP requires management to make estimates and assumption that affect the reported amount of Assets & Liabilities, disclosure of Contingent Liabilities at the date of the Financial Statements and the reported amounts of revenues and expenses during the reporting period. The actual results could differ from these estimates.

##### 3. VALUATION OF FIXED ASSETS:

Fixed Assets are stated at the cost of acquisition or Construction less Depreciation provided there on.

##### 4. DEPRECIATION:

- i) Depreciation on Fixed Assets is provided on Written Down Method at the rates as prescribed by Schedule XIV of the Companies Act, 1956.
- ii) Depreciation is charged on pro-rata basis for assets Purchased / Sold during the year.
- iii) Land (whether freehold or leasehold) is depreciated.

##### 5. BORROWING COSTS:

Borrowing costs that are directly attributable to the production of qualifying assets (i.e. Commercial Complex) are capitalized, while the other borrowing costs are capitalized to capital work in progress.

##### 6. INVESTMENTS:

The long-term Investments are stated at cost. Temporary decline in the value of investment (if any) is not recognized

##### 7. VALUATION OF INVENTORIES:

- i) Closing Stock are as valued, taken and certified by the directors.
- ii) Stores, Spares, Building Materials, Loose Tools are valued at cost.
- iii) Raw Materials are valued at cost.
- iv) Project Work in Progress is valued at cost plus estimated Profit on the basis of completion of work.

##### 8. REVENUE RECOGNITION:

Revenue from entertainment and other Related Business (Business Conducting Charges) is recognized on the basis of percentage of work completed.

**9. PERSONAL EXPENSES:**

Directors has certified that no personal expenses have been charged in the accounts during the year.

**B. NOTES TO ACCOUNTS:**

1. As per the information and explanation provided by the management, the Company has no contingent liability.
2. Estimated amount of contracts remaining to be executed on capital accounts not provided for - NIL (P.Y. - NIL)
3. In the opinion of the Board current assets, loans & advances are approximately of the value stated, if realized in the ordinary course of business. Confirmation of balances in respects of the deposits and advances, sundry creditors, sundry debtors and other payables etc. were not available for verification at time of audit.

**4. MANAGERIAL REMUNERATION:**

1. Mr. Nandkumar K. Harchandani Rs.5,00,000/- p.a.
2. Ms. Archana D. Wani Rs.5,00,000/- p.a.

**5. SEGMENT REPORTING**

The Company serves to only one segment i.e. entertainment and other related business which is governed by the same set of risk and returns.

**6. RELATED PARTY DISCLOSURE:**

Related party Disclosures have been made as applicable in the Tax Audit Report & Annexures thereto.

**7. EARNING PER SHARE (EPS)**

Divisible Profit for the year 2009 - 2010 :	Rs.16,313,143/-
No. of Equity Shares :	10,05,08,000
Earning Per Share	0.16 per share

8. In accordance with the provisions of AS-22 the deferred tax liability for the year under audit has been made as per the provisions of AS-22 by ICAI.
9. Previous years figures are regrouped, reclassified and rearranged wherever required.

FOR M/S. SANJAY S. AGRAWAL & CO.,  
CHARTERED ACCOUNTANTS

**DHIRAJ M. MORYANI**  
PATNER  
M. No.: 129877

PLACE : NAGPUR  
DATE : 31/05/2010.

**FOR INDO-PACIFIC SOFTWARE &  
ENTERTAINMENT LTD.**  
NANDKUMAR K. HARCHANDANI  
C.M.D.

## BALANCE SHEET ABSTRACT FOR THE YEAR ENDED ON 31/03/2010.

Information Pursuant to Notification No. GSR 388 (E) dated 15/05/1995 published in the official Gazette of India by the Ministry of Law, Justice and Company Affairs under section 641 (1).

I.	Registration Details Registration No.	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">0</td><td style="width: 20px; height: 20px; text-align: center;">2</td><td style="width: 20px; height: 20px; text-align: center;">6</td><td style="width: 20px; height: 20px; text-align: center;">8</td><td style="width: 20px; height: 20px; text-align: center;">8</td><td style="width: 20px; height: 20px; text-align: center;">2</td></tr> </table>	0	2	6	8	8	2		State Code	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">1</td></tr> </table>	1	1																
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II	Capital raised during the Year (Amount in Rs. Thousand)																												
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	Bonus Issue	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td></tr> </table>	-	-	-	-	-	-	-	-	-	-	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">N</td><td style="width: 20px; height: 20px; text-align: center;">I</td><td style="width: 20px; height: 20px; text-align: center;">L</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td></tr> </table>	-	-	-	N	I	L	-	-	-	-	Private Issue					
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-	-	-	N	I	L	-	-	-	-																				
III	Position of Mobilization and Deployment of funds (Amount in Rs. Thousand)																												
	Total Liabilities	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">0</td><td style="width: 20px; height: 20px; text-align: center;">4</td><td style="width: 20px; height: 20px; text-align: center;">7</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">5</td><td style="width: 20px; height: 20px; text-align: center;">1</td></tr> </table>	-	-	-	1	0	4	7	1	5	1	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">0</td><td style="width: 20px; height: 20px; text-align: center;">4</td><td style="width: 20px; height: 20px; text-align: center;">7</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">5</td><td style="width: 20px; height: 20px; text-align: center;">1</td></tr> </table>	-	-	-	1	0	4	7	1	5	1	Total Assets					
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	Sources of Funds Paid Up Capital	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">0</td><td style="width: 20px; height: 20px; text-align: center;">0</td><td style="width: 20px; height: 20px; text-align: center;">5</td><td style="width: 20px; height: 20px; text-align: center;">0</td><td style="width: 20px; height: 20px; text-align: center;">8</td></tr> </table>	-	-	-	-	1	0	0	5	0	8	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">6</td><td style="width: 20px; height: 20px; text-align: center;">5</td><td style="width: 20px; height: 20px; text-align: center;">8</td><td style="width: 20px; height: 20px; text-align: center;">5</td><td style="width: 20px; height: 20px; text-align: center;">8</td></tr> </table>	-	-	-	-	1	6	5	8	5	8	Reserves & Surplus					
-	-	-	-	1	0	0	5	0	8																				
-	-	-	-	1	6	5	8	5	8																				
	Secured Loans	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">5</td><td style="width: 20px; height: 20px; text-align: center;">9</td><td style="width: 20px; height: 20px; text-align: center;">7</td><td style="width: 20px; height: 20px; text-align: center;">7</td><td style="width: 20px; height: 20px; text-align: center;">3</td><td style="width: 20px; height: 20px; text-align: center;">1</td></tr> </table>	-	-	-	-	5	9	7	7	3	1	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">7</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">5</td><td style="width: 20px; height: 20px; text-align: center;">9</td><td style="width: 20px; height: 20px; text-align: center;">6</td></tr> </table>	-	-	-	-	1	7	1	5	9	6	Unsecured Loans					
-	-	-	-	5	9	7	7	3	1																				
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	Application of Funds Net Fixed Assets	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">6</td><td style="width: 20px; height: 20px; text-align: center;">8</td><td style="width: 20px; height: 20px; text-align: center;">9</td><td style="width: 20px; height: 20px; text-align: center;">5</td><td style="width: 20px; height: 20px; text-align: center;">6</td><td style="width: 20px; height: 20px; text-align: center;">3</td></tr> </table>	-	-	-	-	6	8	9	5	6	3	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td></tr> </table>	-	-	-	-	-	-	-	-	-	-	Investments					
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	Net Currents Assets	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">3</td><td style="width: 20px; height: 20px; text-align: center;">4</td><td style="width: 20px; height: 20px; text-align: center;">6</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">2</td><td style="width: 20px; height: 20px; text-align: center;">9</td></tr> </table>	-	-	-	-	3	4	6	1	2	9	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td></tr> </table>	-	-	-	-	-	-	-	-	-	-	Misc. Expenditure					
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	Capital Work In Progress	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td></tr> </table>	-	-	-	-	-	-	-	-	-	-	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">N</td><td style="width: 20px; height: 20px; text-align: center;">I</td><td style="width: 20px; height: 20px; text-align: center;">L</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td></tr> </table>	-	-	-	N	I	L	-	-	-	-	Right Issue					
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IV	Performance of Company (Amount in Rs. Thousand)																												
	Turnover	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">0</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">2</td><td style="width: 20px; height: 20px; text-align: center;">6</td><td style="width: 20px; height: 20px; text-align: center;">7</td></tr> </table>	-	-	-	-	1	0	1	2	6	7	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">7</td><td style="width: 20px; height: 20px; text-align: center;">6</td><td style="width: 20px; height: 20px; text-align: center;">9</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">2</td></tr> </table>	-	-	-	-	-	-	7	6	9	1	2	Total Expenditure				
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	Profit/Loss Before Tax	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">+</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">2</td><td style="width: 20px; height: 20px; text-align: center;">4</td><td style="width: 20px; height: 20px; text-align: center;">3</td><td style="width: 20px; height: 20px; text-align: center;">5</td><td style="width: 20px; height: 20px; text-align: center;">5</td></tr> </table>	+	-	-	-	-	-	2	4	3	5	5	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">+</td><td style="width: 20px; height: 20px; text-align: center;">-</td></tr> </table>	+	-	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">6</td><td style="width: 20px; height: 20px; text-align: center;">3</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">3</td></tr> </table>	-	-	-	-	-	-	1	6	3	1	3	Profit/Loss After Tax
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	Earning Per Share Rs.	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">0</td><td style="width: 20px; height: 20px; text-align: center;">-</td><td style="width: 20px; height: 20px; text-align: center;">1</td><td style="width: 20px; height: 20px; text-align: center;">6</td></tr> </table>	-	-	-	-	-	-	0	-	1	6	Rs	Ps	Dividend rate %														
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N	I	L																											

(Refer Note Below)

Note: Dividend is subject to approval of shareholders in Annual General Meeting.

PLACE: NAGPUR.

DATE: 31/05/2010.

For INDO PACIFIC SOFTWARE & ENTERTAINMENT LTD.,

(DIRECTOR)

**INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED**  
REGD. OFF.: 1<sup>ST</sup> FLOOR B, POONAM CHAMBERS, BYRAMJI TOWN,  
CHHINDWARA ROAD, NAGPUR - 440 013.  
**TWENTY-EIGHTH ANNUAL GENERAL MEETING**  
**ATTENDENCE SLIP**

Master Folio:	*	DP ID **	
No. of Shares:		Client ID **	

\*I hereby record my presence at the Twenty-Eighth Annual General Meeting of the Company at the registered office of the Company at 1<sup>ST</sup> FLOOR B, POONAM CHAMBERS, BYRAMJI TOWN, CHHINDWARA ROAD, NAGPUR - 440 013 on Thursday, the 30th day of September, 2010 at 11.00 a.m. or any adjournment thereof.

I am a shareholder of the Company \*  
I am a Proxy/Authorized Representative of the shareholder(s)\*

My name is \_\_\_\_\_  
(Surname) (First Name) (Second Name)

\* Please strike off any one, which is not applicable.  
\*\* Applicable for shareholders holding shares in electronic form.

Note:

- 1) Shareholder/Proxy wishing to attend the meeting must bring the Attendance Slip at the meeting and hand over the same at the entrance duly signed.
- 2) No gifts would be given to Shareholders for attending the AGM, as per SEBI instructions.

----- TEAR HERE -----

**INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED**  
REGD. OFF.: 1<sup>ST</sup> FLOOR B, POONAM CHAMBERS, BYRAMJI TOWN,  
CHHINDWARA ROAD, NAGPUR - 440 013.  
**TWENTY-EIGHTH ANNUAL GENERAL MEETING**  
**PROXY**

Master Folio:	*	DP ID **	
No. of Shares:		Client ID **	

I / We \_\_\_\_\_ of \_\_\_\_\_  
in the district \_\_\_\_\_ of \_\_\_\_\_ being a member / members of  
INDO-PACIFIC SOFTWARE & ENTERTAINMENT LIMITED, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ of  
failing him/her \_\_\_\_\_ as my /our proxy to attend and vote for me/us and on my/our  
behalf at the TWENTY-EIGHTH ANNUAL GENERAL MEETING to be held on Thursday, the 30th day of September,  
2010 at 11.00 a.m. or at any adjournment thereof.

\_\_\_\_\_(Signature)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Afix a Re.  
0.30 paisa  
Revenue  
Stamp

\*\* Applicable for shareholders holding shares in electronic form.

Note: The Proxy must be deposited at the Registered Office of the Company at 1<sup>ST</sup> Floor B, Poonam Chambers, Byramji Town, Chhindwara Road, Nagpur - 440 013 not less than 48 hours before the time for holding the Meetings.

